

LARGE BANK

Comptroller of the Currency
Administrator of National Banks

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Community Reinvestment Act Performance Evaluation

Riverside National Bank of Florida
Charter Number: 17437

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NOTE: This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

Table of Contents

General Information	2
Definitions and Common Abbreviations	3
Overall CRA Rating	6
Description of Institution	7
Scope of Evaluation	8
Fair Lending Review	10
Conclusions with Respect to Performance Tests	
Lending Test	11
Investment Test	19
Service Test.....	21
Appendix A: Scope of Evaluation	A-1
Appendix B: Market Profiles for Areas Receiving Full-Scope Reviews	B-1
Appendix C: Tables of Performance Data	C-1

General Information

The Community Reinvestment Act (CRA) requires each federal financial supervisory agency to use its authority, when examining financial institutions subject to its supervision, to assess the institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

*This document is an evaluation of the CRA performance of Riverside National Bank of Florida prepared by the **Office of the Comptroller of the Currency (OCC)**, the institution's supervisory agency, as of December 18, 2000. The agency evaluates performance in assessment area(s), as they are delineated by the institution, rather than individual branches. This assessment area evaluation may include the visits to some, but not necessarily all of the institution's branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.*

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this Performance Evaluation. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate - Any company that controls, is controlled by, or is under common control by another company. A company is under common control with another company if both companies are directly or indirectly controlled by the same company. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Block Numbering Area (BNA) - Statistical subdivisions of counties in which census tracts have not been established. BNAs have been established by the United States Census Bureau in conjunction with state agencies.

Census Tract (CT) - Small, locally defined statistical areas within metropolitan statistical areas. These areas are determined by the United States Census Bureau in an attempt to group homogenous populations. A CT has defined boundaries per ten year census and an average population of 4,000.

Community Development (CD) - Affordable housing for low- or moderate-income individuals; community services targeted to low- or moderate-income individuals; activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, activities that revitalize or stabilize low- or moderate-income geographies.

Community Reinvestment Act (CRA) - The statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

Full-Scope Review - Performance under the Lending, Investment and Service Tests is analyzed considering fully understood performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

Geography - A census tract or a block numbering area delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA) - The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, withdrawn).

Home Mortgage Loans - Such loans include home purchase and home improvement loans, as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwellings loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

Limited-Scope Review - Performance under the Lending, Investment and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution).

Low-Income - Income levels that are less than 50% of the median family income.

Median Family Income (MFI) - The median income determined by the United States Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Statistical Area (MSA) - Area defined by the Director of the United States Office of Management and Budget. MSAs consist of one or more counties, including large population centers and nearby communities that have a high degree of interaction.

Middle-Income - Income levels that are at least 80% and less than 120% of the MFI.

Moderate-Income - Income levels that are at least 50% and less than 80% of the MFI.

Small Business Loans - Loans with original amounts of \$1 million or less that are: (1) secured by nonfarm nonresidential properties; or (2) commercial and industrial loans to U.S. addresses.

Small Farm Loans - Loans with original amounts of \$500 thousand or less that are: (1) secured by farmland; or (2) to finance agricultural production and other loans to farmers.

Tier 1 Capital - The total of common shareholders' equity, perpetual preferred shareholders' equity with noncumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income - Income levels that are 120% or more of the MFI.

Overall CRA Rating

Institution's CRA Rating: This institution is rated "**Satisfactory.**"

The following table indicates the performance level of Riverside National Bank of Florida with respect to the Lending, Investment, and Service Tests:

Performance Levels	Riverside National Bank of Florida Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X	X	X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The Lending Test is weighted more heavily than the Investment and Service Tests when arriving at an overall rating.

The major factors that support RNBF's rating include:

- Lending activity reflects good responsiveness to credit needs in its assessment area (AA).
- The dispersion of loans among borrowers of different income levels in the full-scope AA is excellent.
- An adequate geographic distribution of loans throughout the full-scope AA.
- A substantial majority of loans are made in the bank's AA. Ninety-seven percent of all loans originated/purchased by RNBF over the evaluation period were within the bank's AA.
- Qualified investments that reflect good responsiveness to credit and community development needs.
- Service delivery systems that are accessible to geographies and individuals of different income levels in its AA.

Description of Institution

Riverside National Bank of Florida (RNBF) is a community bank headquartered in Fort Pierce, Florida a metropolitan area. RNBF is a wholly owned subsidiary of Riverside Banking Company (RBC), a one-bank holding company also headquartered in Fort Pierce, Florida. As of December 31, 1999, RNBF reported total assets of \$1.1 billion. At that time, RNBF an intrastate bank, operated 23 offices serving Palm Beach, Martin, St. Lucie, Indian River, Brevard, and Volusia counties. During the latter part of 2000, the bank opened 2 offices in two new counties (Okeechobee and Polk). However, for the CRA evaluation period, RNBF will only be assessed on the four MSAs, Fort Pierce- Port St. Lucie, Melbourne- Titusville, Daytona Beach, West Palm Beach and a non-metropolitan area of Indian River County with a total of 23 branches.

RNBF has 6 subsidiaries. One subsidiary, Riverside Leasing Company offers commercial leases of heavy equipment to municipalities. Another subsidiary, Riverside Finance Company, sells insurance and annuities to bank customers. Four other subsidiaries are limited to holding real estate. RNBF has several affiliates due to common ownership by RBC. RBC owns 100% of Dockside Finance Company, which engages in sub-prime auto lending. RNBF also has a minor ownership interest in Prosperity Banking Company, St. Augustine, FL and Riverside Gulf Coast Banking Company, Cape Coral, FL. These two bank holding companies operate commercial banks in their respective locations. None of the subsidiaries and affiliates activities are considered in this evaluation. There has been no merger or acquisition activity since the last CRA evaluation.

RNBF is a full service lender offering various loan and deposit products. The bank's primary focus is consumer oriented, emphasizing low-cost products and services almost entirely in their market area. Their growth strategy throughout the 1990s was to acquire small local community banks and branches from consolidating large regional banks. RNBF offers conventional home mortgage loans, home improvement loans, home mortgage refinance loans and consumer loans. They also offer a full-range of business loans. As of December 31, 1999, net loans represented 78% of total assets and 98% of total deposits. The primary loan categories consisted of residential real estate loans (54%), consumer loans (23%), and commercial and commercial real estate loans (20%). Various other loan types make-up the remaining 3%.

There are no legal, financial or other factors impeding RNBF's ability to help meet the credit needs of the communities it serves. As of December 31, 1999, RNBF reported Tier 1 Capital of \$80 million, which represented 8% of total assets.

RNBF's performance was rated "Satisfactory" at its last CRA evaluation dated August 24, 1998.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for the Lending Test (except CD loans) is January 1, 1998 through December 31, 1999. For CD loans, the Investment Test, and the Service Test, the evaluation period is August 24, 1998 through December 18, 2000.

For the lending test, RNBF's origination/purchase of home mortgage loans and small loans to businesses were evaluated. The bank did not originate/purchase any small farm loans during the evaluation period. In addition, only 1 Community Development loan was evaluated.

Data Integrity

As part of the CRA evaluation, RNBF's publicly filed information on home mortgage loans and small loans to businesses was tested for accuracy. The test included an evaluation of RNBF's processes to ensure that data was reliable.

Significant errors were noted in the data for 1998 HMDA loans and 1998 and 1999 loans to small businesses. However, the data was corrected and re-tested prior to the start of this CRA evaluation. All data used to reach conclusions regarding the bank's CRA performance at this evaluation was accurate.

Investments and services submitted by RNBF management were verified to ensure that they met the regulatory definition for community development. Some items submitted by RNBF were excluded from this evaluation because they did not meet the definition or purpose of community development. The total amount excluded would not significantly impact the evaluation.

Selection of Areas for Full-Scope Review

RNBF has designated five MSAs as its assessment area (AA): the Fort Pierce - Port Saint Lucie MSA; Melbourne-Titusville MSA; Daytona Beach MSA; West Palm Beach MSA; and Indian River County, a non-metropolitan area. The Fort Pierce - Port Saint Lucie and Melbourne-Titusville MSAs were selected for a full-scope review. The two MSAs represents RNBF's major market and contains approximately 85% of the bank's deposits and 67% of the lending activity over the evaluation period. The ratings are based primarily on conclusions reached in the evaluation of RNBF's performance in the full-scope area.

The non-metropolitan area of Indian River County and MSAs of Daytona Beach and West Palm Beach received a limited-scope review. Refer to Appendix A for additional information regarding which areas received full-scope and limited-scope reviews.

Ratings

The bank's overall rating is based primarily on those areas that received full-scope reviews.

RNBF's overall ratings under each test are the consolidation of conclusions reached for each full-scope MSA. When consolidating full-scope AA conclusions into overall ratings, slightly more weight was given to the Fort Pierce-Port St. Lucie MSA than the Melbourne-Titusville MSA. Among the full-scope areas, the Fort Pierce-Port St. Lucie MSA is most heavily weighted due to the volume of bank deposits, the total amount of HMDA and CRA reported loans, and the number of branches and ATMs. The Melbourne-Titusville MSA has less weight based on their lower deposit and lending volumes.

Home mortgage products were weighted more heavily than small loans to businesses. Within home mortgage lending, home purchases and refinanced loans received equal weight. Home improvement loans received the least weight. This weighting is reflective of RNBF's loan volume by product type over the evaluation period.

Other

Two community contacts were conducted during the evaluation. Both contacts were in the MSAs that received full-scope reviews. The contact in the Fort Pierce-Port St. Lucie MSA was a local government organization involved in state and federal subsidized affordable housing and CDBG programs for low- and moderate-income borrowers and geographies. In the Fort Pierce-Port St. Lucie two critical housing needs are identified: (1) increasing the affordability of housing and (2) rehabilitating the existing housing stock. To address affordable housing needs, the MSA needs rental and down payment assistance to reduce cost burdens. To address housing quality/condition problem, funds are needed to help low-income persons maintain and repair their homes.

The contact in the Melbourne-Titusville MSA is an international non-profit organization whose objective is to eliminate substandard housing for low-income individuals by building and renovating affordable homes for low-income people. The greatest credit need in the Melbourne-Titusville MSA in priority order are: (1) affordable rental units for low-income renters; (2) home improvement loans for

low-income homeowners residing in substandard housing; and (3) affordable homes for moderate-income renters who, with enough down payment and credit counseling, are strong candidates for assisted homeownership opportunities.

Fair Lending Review

An analysis of 1998 HMDA data, public comments and consumer complaint information was performed according to the OCC's risk based fair lending approach. The analysis of the information revealed no basis for the OCC to conduct a comprehensive fair lending examination in connection with the CRA evaluation this year. The latest comprehensive fair lending examination was performed in August 1998.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test is rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Fort Pierce-Port St. Lucie MSA is good. In the Melbourne-Titusville MSA the bank's performance is good.

Lending Activity

Refer to Table 1 in Appendix C for the facts and data used to evaluate the bank's lending activity.

Lending activity reflects good responsiveness to credit needs in RNBF's full-scope AAs. Lending levels reflect good responsiveness to the Fort Pierce-Port St. Lucie MSA credit needs, due to its market share of home mortgage and small business lending. Lending levels reflects adequate responsiveness to the Melbourne-Titusville MSA credit needs. Greater emphasis is given to the Fort Pierce-Port St. Lucie MSA due to the higher percentage of loans that were originated/purchased in the AA during the evaluation period as compared to the Melbourne-Titusville MSA (50% vs. 17%).

Cumulatively, the bank's full-scope MSAs accounted for 67% of all lending in the bank's overall AA. Approximately 72% of all loans originated/purchased in both full-scope MSAs were home mortgage loans; small business loans made up the remainder of the loans 28%. No small farm and only one-community development loan was identified during the evaluation period. Among home mortgage loans in the full-scope AAs, 41% were for home purchase, 25% were for home improvement, and 34% were for home refinance loans.

RNBF's lending activity is good in the Fort Pierce-Port St. Lucie MSA when deposit market share is compared to loan market share. In the Fort Pierce-Port St. Lucie MSA the bank has a deposit market share of 6.1%. The bank's deposit market share ranks 6th among financial institutions in the MSA. By comparison, RNBF's 6.2% market share for home mortgage loans ranked 3rd in home mortgage lending. In the Fort Pierce-Port St. Lucie MSA, 68% of the number of loans and 71% of the amount of loans originated were home mortgage loans. For small business loans, RNBF ranked 3rd with a market share of 11.7%.

RNBF's lending activity in the Melbourne-Titusville MSA is adequate when deposit market share is compared to loan market share. In the Melbourne-Titusville MSA 85% of the number of loans and 87% of the amount of loans were home mortgage loans. Based on 1999 aggregate data RNBF has a deposit market share of 3.2% ranking 7th among all financial institutions. By comparison, the bank had a 2% market share for home mortgage loans, which ranked 13th in the Melbourne-Titusville MSA. Within the MSA, the bank competes with large nationwide and regional lenders who focus solely on home mortgage lending. For small business loans, RNBF ranked 12th with a market share of 1.9%. Again, the top two lenders, with a 40% market share, are large nationwide credit card companies.

Distribution of Loans by Income Level of the Geography

The geographic distribution of loans throughout the full-scope AA is adequate. The geographic distribution of home mortgage loans in both full-scope MSAs is adequate. The geographic distribution of small business loans in both full-scope MSAs is good.

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The overall geographic distribution of home mortgage loans throughout the full-scope AAs is adequate. The geographic distribution of home mortgage loans is adequate in the Fort Pierce-Port St. Lucie MSA and Melbourne-Titusville MSA.

It should be noted that in the Fort Pierce-Port St. Lucie MSA, there are only three low-income census tracts and they contain only a small number of owner-occupied units. Furthermore, the median age of the housing in low-income census tracts is 25 years with a low median value when compared to other higher-income geographies. As a result, overall home purchase and home refinance lending in the low-income geographies during the evaluation period was minimal.

The Melbourne-Titusville MSA was also limited by the number of low-income census tract (1) with a small number of owner-occupied units and a housing stock that had a median life of 25 years. Given that there was a very low percentage of owner occupied units and the fact that RNBF made no home mortgage loans in the low-income geography, a distribution comparison is not meaningful and not discussed for the Melbourne-Titusville MSA.

The geographic distribution of **home purchase loans** is adequate. The geographic distribution of home purchase loans is adequate in the Fort Pierce-Port St. Lucie MSA. The geographic distribution of home purchase loans is adequate in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, the bank's percent of home purchase loans made in low-income geographies is lower than the percent of owner-occupied units in these geographies. The bank's percent of loans made in moderate-income geographies is somewhat lower than the percent of owner-occupied units in these geographies. During 1999, the bank originated no home purchase loans in the low-income geographies. Therefore, home purchase market share was not applicable for low-income geographies. The bank's market share for home purchase loans in moderate-income geographies exceeds RNBF's overall market share.

In the Melbourne-Titusville MSA, the bank's percent of home purchase loans made in moderate-income geographies is lower than the percentage of owner-occupied units in those geographies. During 1999, the bank originated no home purchase loans in low-income geographies. The bank's market share for home purchase loans in moderate-income geographies is lower than its overall market share.

The geographic distribution of **home improvement loans** is good. The geographic distribution of home improvement loans is good in the Fort Pierce-Port St. Lucie MSA. The geographic distribution of home improvement loans is adequate in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, the bank's percent of home improvement loans made in low-income geographies is equal to the percent of owner-occupied units in these geographies. The bank's percent of loans made in moderate-income geographies is equal to the percent of owner-occupied units in these geographies. The bank's market share for home improvement loans in low-income geographies is near its overall market share. The bank's market share for home improvement loans in moderate-income geographies exceeds its overall market share.

In the Melbourne-Titusville MSA, the bank's percent of home improvement loans made in moderate-income geographies is somewhat lower than the percentage of owner-occupied units in these geographies. During 1999, the bank originated no home improvement loans in low-income geographies. The bank's market share for home improvement loans in moderate-income geographies is near its overall market share.

The geographic distribution of **home refinance loans** is adequate. The geographic distribution of home refinance loans is adequate in the Fort Pierce-Port St. Lucie

MSA. The geographic distribution of home refinance loans is adequate in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, the bank's percent of home refinance loans made in low-income geographies is lower than the percent of owner-occupied units in these geographies. The bank's percent of loans made in moderate-income geographies is somewhat lower than the percent of owner-occupied units in these geographies. The bank's market share of home refinance loans in low-income geographies is near its overall market share. The bank's market share of home refinance loans in moderate-income geographies exceeds its overall market share.

In the Melbourne-Titusville MSA, the bank's percent of home refinance loans made in moderate-income geographies is somewhat lower than the percentage of owner-occupied units in these geographies. During 1999, the bank originated no home refinance loans in low-income geographies. The bank's market share of home refinance loans in moderate-income geographies equals its overall market share.

Small Loans to Businesses

Refer to Table 5 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses is good. The geographic distribution of small loans to businesses in the Fort Pierce-Port St. Lucie MSA is good. The geographic distribution of small loans to businesses in the Melbourne-Titusville MSA is adequate.

In the Fort Pierce-Port St. Lucie MSA, the percent of small loans to businesses made in low-income geographies equals the percent of businesses in those geographies. The percent of loans originated in moderate-income geographies is near the percent of businesses in those geographies. RNBF's market share for small loans to businesses in low-income geographies is equal to the overall market share. The bank's market share for small loans to businesses in moderate-income geographies is near its overall market share.

In the Melbourne-Titusville MSA, the percent of small loans to businesses in low-income geographies is lower than the percent of businesses in those geographies. The percent of small loans to businesses in moderate-income geographies is near the percent of businesses that are within those geographies. For 1999, RNBF did not originate small loans to businesses in low-income geographies. The bank's market share for small loans to businesses in moderate-income geographies equals its overall market share.

Small Loans to Farms

Refer to Table 6 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

RNBF did not originate small loans to farms during the evaluation period.

Lending Gap Analysis

Reports and maps detailing RNBF's lending activity over the evaluation period for home mortgage loans and small loans to businesses were reviewed to identify gaps in the geographic distribution of these loans, focusing on low- and moderate-income geographies. No unexplained or conspicuous gaps were identified.

Inside/Outside Ratio

A substantial majority of loans are made in the bank's AA. Ninety-seven percent of all loans originated/purchased by RNBF over the evaluation period were within the bank's AA. Ninety-eight percent of the bank's home mortgage loans and 95% of the small loans to businesses were within its assessment areas. This performance was positively factored into the overall analysis of the geographic distribution of lending.

Distribution of Loans by Income Level of the Borrower

The dispersion of loans among borrowers of different income levels in the full-scope AAs is excellent. The dispersion of home mortgage loans is excellent in both MSAs. The dispersion of small loans to businesses is good in the Fort Pierce-Port St. Lucie MSA and adequate in the Melbourne-Titusville MSAs. Because of the greater volume of home mortgage loans in the full-scope AAs, more weight is given to home mortgage loans than to small business loans.

Home Mortgage Loans

Refer to Tables 7, 8 and 9 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The dispersion of Home Mortgage Loans is excellent. The dispersion of Home Mortgage loans is excellent in the Fort Pierce-Port St. Lucie MSA. The dispersion of Home Mortgage Loans in the Melbourne-Titusville MSA is excellent.

The dispersion of **home purchase loans** is excellent in the Fort Pierce-Port St. Lucie MSA and adequate in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, RNBF's percent of home purchase loans made to low-income borrowers is near to the percent of families that are defined as such. The bank's percent of home purchase loans made to moderate-income borrowers exceeds the percent of families that are defined as such. The bank's market share for home purchase loans to low-income borrowers exceeds its overall market share for home purchase loans. The bank's market share for home purchase loans to moderate-income borrowers equals its overall market share for home purchase loans.

In the Melbourne-Titusville MSA, RNBF's percent of home purchase loans made to low-income borrowers is lower than the percent of families that are defined as such. The bank's percent of home purchase loans made to moderate-income borrowers is near the percent of families that are defined as such. The bank's market share for home purchase loans to low-income borrowers is near its overall market share for home purchase loans. The bank's market share for home purchase loans to moderate-income borrowers equals its overall market share for home purchase loans.

The dispersion of **home improvement loans** is excellent in the Fort Pierce-Port St. Lucie MSA and excellent in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, RNBF's percent of home improvement loans made to low-income borrowers equals the percent of families that are defined as such. The bank's percent of home improvement loans made to moderate-income borrowers significantly exceeds the percent of families that are defined as such. The bank's market share for home improvement loans to low-income borrowers significantly exceeds its overall market share for home improvement loans. The bank's market share for home improvement loans to moderate-income borrowers significantly exceeds its overall market share for home purchase loans.

In the Melbourne-Titusville MSA, RNBF's percent of home improvement loans made to low-income borrowers significantly exceeds the percent of families that are defined as such. The bank's percent of home improvement loans made to moderate-income borrowers significantly exceeds the percent of families that are defined as such. The bank's market share for home improvement loans to low-income borrowers significantly exceeds its overall market share for home improvement loans. The bank's market share for home improvement loans to moderate-income borrowers significantly exceeds its overall market share for home improvement loans.

The dispersion of **home refinance loans** is excellent in the Fort Pierce-Port St. Lucie MSA and excellent in the Melbourne-Titusville MSA.

In the Fort Pierce-Port St. Lucie MSA, RNBF's percent of home refinance loans made to low-income borrowers is near to the percent of families that are defined as such. The bank's percent of home refinance loans made to moderate-income borrowers significantly exceeds the percent of families that are defined as such. The bank's market share for home refinance loans to low-income borrowers significantly exceeds its overall market share for home refinance loans. The bank's market share for home refinance loans to moderate-income borrowers significantly exceeds its overall market share for home refinance loans.

In the Melbourne-Titusville MSA, RNBF's percent of home refinance loans made to low-income borrowers is near the percent of families that are defined as such. The bank's percent of home refinance loans made to moderate-income borrowers significantly exceeds the percent of families that are defined as such. The bank's market share for home refinance loans to low-income borrowers significantly exceeds its overall market share for home refinance loans. The bank's market share for home refinance loans to moderate-income borrowers significantly exceeds its overall market share for home refinance loans.

Small Loans to Businesses

Refer to Table 10 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The dispersion of **Small Loans to Business** is good. The dispersion of small loans to business in the Fort Pierce-Port St. Lucie MSA is good. The dispersion of small loans to business in the Melbourne-Titusville MSA is adequate.

In the Fort Pierce-Port St. Lucie MSA, RNBF's percent of small loans to small businesses (businesses with annual revenues of \$1 million or less) is lower than the percent of businesses that are defined as such. The percent of loans of \$100,000 or less is equal to the percent of small businesses in the MSA. The bank's market share of small loans made to small businesses significantly exceeds the bank's overall market share in the Fort Pierce-Port St. Lucie MSA.

In the Melbourne-Titusville MSA, RNBF's percent of small loans to small businesses is lower than the percent of businesses that are defined as such. The percent of loans of \$100,000 or less is near the percent of small businesses in the MSA. The

bank's market share of small loans made to small businesses significantly exceeds the bank's overall market share in the Melbourne-Titusville MSA.

Small Loans to Farms

Refer to Table 11 in the Appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

RNBF did not originate small loans to farms during the evaluation period.

Community Development Lending

Refer to Table 1 in Appendix C for the facts and data used to evaluate the bank's level of community development lending.

During the evaluation period, RNBF originated 1 CD loan totaling \$100 thousand in the Fort Pierce-Port St. Lucie MSA. The proceeds were for improvement and renovation of a 36-unit apartment targeted for low- and moderate-income individuals. The amount of the loan represented less than 1/2 of 1% of the pro-rated Tier 1 capital. This loan is not considered complex or innovative. Bear in mind that during the evaluation period Community Development lending is emphasized through the origination of home mortgage and small business loans, which is the basis of our lending test and is included in our analysis. This loan had only a neutral impact on the lending test.

The bank made no CD loans in the Melbourne-Titusville MSA.

Product Innovation and Flexibility

RNBF makes limited use of innovative or flexible lending practices in a safe and sound manner to address the credit needs of low- or moderate-income individuals or geographies. The bank has an internal Affordable Housing Program and also participates in the ***St. Lucie County Lending Consortium***, an informal financial institution partnership with the local Florida State Housing Initiatives Partnership (SHIP) programs of St. Lucie County. These programs are listed below and are not considered innovative because most other financial institutions in the bank's AA also offer similar products or are part of the consortium. The production numbers are from the bank's full-scope MSAs of Fort Pierce-Port St. Lucie and Melbourne-Titusville and cover the period between August 1998 and December 18, 2000.

- ***Riverside National Bank Affordable Housing Program - 26 loans - \$1,574,766*** - Proprietary program designed by RNBF. The program is designed for borrowers

who often have difficulty qualifying for mortgage purchase financing and do not qualify under the bank's standard loan programs. Because many of the applicants are hindered by the lack of credit experience or bad credit the bank approves them through alternative credit criteria where payment history is established by consistent payments for rent and utilities. Other flexible features include no private mortgage insurance for loans with 90% or less loan-to-values, requiring less personal savings for down payment and closing costs.

- ***St. Lucie County Lending Consortium - 14 loans - \$720,114*** - The bank's first mortgage is combined with a below-market rate second mortgage funded by Florida's SHIP program administered by St. Lucie County and the cities of Fort Pierce and Port St. Lucie. SHIP funds can be used for the down payment and as a source of closing costs. The program offers a low minimum contribution from the borrowers of \$500. Flexible conditions include no origination fees, closing fees limited to third party fees only and no private mortgage insurance unless loans exceeds 90% loan to value. The first mortgage loans originated by RNBF through the consortium have already been included in our analysis.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance in the Indian River NonMSA is not inconsistent with the bank's overall performance. In the Daytona Beach MSA, the bank's performance is stronger than the bank's overall performance and in West Palm Beach MSA it is weaker than the bank's overall performance. The AAs in the limited-scope reviews had a neutral impact on the bank's overall rating.

Refer to Tables 1 through 11 in Appendix C for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Fort Pierce-Port St. Lucie MSA is good. In the Melbourne-Titusville MSA the bank's performance is adequate.

We determined through community contacts and the bank's own internal research that there are limited opportunities for qualified investments in the bank's assessment area. Within the two full-scope AAs the bank participated in qualified grants when available; however, none of the state housing bonds offered included the full-scope MSAs the bank served. However, RNBF took advantage of purchasing and originating mortgage-backed securities whose underlying collateral were qualifying mortgages located in low- and moderate-income geographies. None of the investments made during the evaluation period are considered innovative or complex and they primarily responded to the affordable home mortgage needs of low- and moderate-income individuals.

Refer to Table 12 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

Current Period Investments:

In the Fort Pierce-Port St. Lucie MSA, RNBF originated/purchased 3 CD investments that totaled \$2.5 million. This volume of investments represents 4.9% of the bank's pro-rated level of Tier 1 capital and represents 56% of the total dollar volume of the bank's qualified investments. The investments are mortgage backed securities issued by the Federal Home Loan Mortgage Corporation, the underlying collateral for these securities consisted of mortgage loans made to 51 low- and moderate-income borrowers in the MSA.

Additionally, RNBF originated/purchased 3 mortgaged backed securities issued by the Federal Home Loan Mortgage Corporation that qualified as CD investments, and totaled \$526 thousand in the Melbourne-Titusville MSA. The volume of investments represents 3.1% of the bank's pro-rated tier 1 capital and represents 12% of the bank's qualified investments. The underlying collateral for the investments consisted of 6 mortgage loans to low- and moderate-income borrowers.

Current Period Grants and Donations: RNBF contributed \$33 thousand to non-profit organizations in the Fort Pierce-Port St. Lucie MSA and \$750 in the Melbourne-Titusville MSA. The donations and grants were to organizations that had as their primary missions affordable housing for low- or moderate-income individuals, community services targeted to low- or moderate-income individuals, and activities that promote economic development by financing businesses that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less.

Prior Period Investments: Two investments totaling \$134 thousand were purchased prior to the current evaluation period and remain outstanding. The investments were GNMA bonds with an outstanding balance of \$134 thousand at September 30, 2000 that were purchased during 1997. These investment are mortgage-backed securities issued by the Government National Mortgage Agency, which have been made to low- and moderate-income individuals that were in the Melbourne-Titusville MSA.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the MSAs of Daytona Beach and West Palm Beach MSAs and the non-metropolitan area of Indian River County is stronger than the bank's overall "High Satisfactory" performance under the Investment Test.

The higher level of investments in the limited scope AAs positively impacts the overall conclusion for investments. Approximately \$1.4 million in mortgage-backed securities originated/purchased during the evaluation period are backed by loans to low- and moderate-income borrowers in the limited-scope AAs. As a percentage to allocated capital current period investments are at levels higher than the full-scope AAs and measure 9%, 10%, and 22% in the Indian River NonMSA, Daytona Beach MSA, and West Palm Beach MSA, respectively.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Fort Pierce-Port St. Lucie MSA is good. In the Melbourne-Titusville MSA the bank's performance is good.

Retail Banking Services

Refer to Table 13 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

RNBF's delivery systems are accessible to geographies and individuals of different income levels throughout the full-scope AA. Accessibility is good in both the Fort

Pierce-Port St. Lucie and Melbourne-Titusville MSAs.

In the Fort Pierce-Port St. Lucie MSA, the bank has no offices in low-income geographies. However, the main office and an off-site ATM, located in moderate-income geographies, border a low-income geography. In addition, a branch, also in a moderate-income geography, is in close proximity (less than 1 mile) to the low-income geography. The percent of RNBF's offices throughout moderate-income geographies significantly exceeds the percent of the population living in such geographies. In addition, the largest percentages of low- and moderate-income population in the MSA reside in moderate- and middle-income geographies. In comparison, the distribution of the bank's branches in the moderate- and middle-income geographies exceeds the percentage of that population.

In the Melbourne-Titusville MSA, no offices are located in low-income geographies. However, the bank's Merritt Island office, located in a middle-income geography, is in close proximity (approximately 1 mile) to the one low-income census tract in the MSA. The percent of RNBF's offices throughout moderate-income geographies exceeds the percent of the population living in such geographies. The largest percentages of low- and moderate-income population in the MSA reside in moderate- and middle-income geographies. In comparison, the distribution of the bank's branches in the moderate- and middle-income geographies exceeds the percentage of that population.

The bank's record of opening and closing branches has not adversely affected the accessibility of its delivery systems, particularly to low- and moderate-income geographies and its low- and moderate-income individuals. During the evaluation period, RNBF opened three offices in the full-scope AA. In the Melbourne-Titusville MSA one new branch was in close proximity of moderate-income census tracts. The bank did not close any offices during the evaluation period.

RNBF's hours and services offered throughout the full-scope AA are good. Office hours and services in the full-scope MSAs are tailored to meet the needs of the geographies, especially moderate-income geographies. Banking hours and services provided Monday through Friday are supplemented by Saturday hours at all offices located in the full-scope AA. In the Fort Pierce-Port St. Lucie MSA the bank extended Saturday lobby hours for two offices, both in moderate-income census tracts. In the Melbourne-Titusville MSA all offices have the same lobby hours and drive-through hours. During the evaluation period, the bank made a decision to extend evening drive-through hours to 7:00 PM in the Melbourne-Titusville MSA.

The bank's ATM network offers an effective alternative delivery system for delivering retail banking services in moderate-income geographies. In the Fort Pierce-Port St. Lucie MSA, the portion of ATMs in moderate-income geographies exceeds the portion of the population that resides in those geographies. The bank

has 10 ATMs in the MSA, with 5 ATMs in moderate-income geographies (3 on-site and 2 remote units). In the Melbourne-Titusville MSA all 7 offices have ATMs. Bank customers can use the ATM network with either the bank's proprietary ATM card or MasterCard debit cards at no cost. RNBF cards are also accepted for point-of-sale transactions without any service charges at merchants displaying the Star, CIRRUS, and MasterCard logos.

The bank also provides a Mobile Banking Unit in the Melbourne-Titusville MSA that includes full banking services and an ATM unit. The mobile unit targets customers from low- and moderate-income communities who have limited transportation to get to regular branches. The mobile banking unit will spend a full day at these communities and allows customers to do everything from opening new accounts and getting loans to withdrawing cash from the ATM. The mobile banking unit has been successful in these communities.

Community Development Services

RNBF's performance in providing CD services in the full-scope AA is adequate. In the Fort Pierce-Port St. Lucie MSA, RNBF's performance in providing CD services is good. In the Melbourne-Titusville MSA the bank's performance is poor.

In the Fort Pierce-Port St. Lucie MSA, RNBF and its officers provide a relatively high level of CD services to organizations located throughout the MSA. A total of 5 employees of RNBF participate in community development services in the Fort Pierce-Port St. Lucie MSA. These services were not innovative but were responsive to such identified needs as credit counseling, evaluating credit and financial analysis for applicants of home loans, promoting awareness regarding programs for start-up small businesses, and fundraising. These activities facilitate affordable housing and rehabilitation or development of affordable housing. During the evaluation period, 2 RNBF officers performed credit and financial analysis for applicants for Habitat for Humanities in St. Lucie County and Martin County. 2 RNBF lending officers are members of the St. Lucie County and Martin County Lending Consortium that provides financial advice and assists in training for new homebuyers. In addition, the bank conducts a proprietary credit counseling session for first time homebuyers. One loan officer from the bank provides technical expertise on financial matters for low- and moderate-income homebuyers. During the evaluation period 26 loans were originated from borrowers who completed this program (see Community Development Lending).

The following are examples of community development services provided by RNBF employees in the Fort Pierce-Port St. Lucie MSA.

Neighborhood Housing Services of Fort Pierce. This organization provided housing

for low- and moderate-income persons. A RNBF senior officer was the corporate secretary and provided technical expertise on financial matters and assisted in credit counseling, homebuyer's counseling, and home maintenance counseling. The nonprofit organization was dissolved in May 2000 with the city assuming responsibility.

Fort Pierce Mainstreet. Provides redevelopment and revitalization of low- and moderate-geographies. The organization provides low interest loans to tenants to improve, maintain and preserve the character of downtown districts. A bank officer is President of the Fort Pierce Mainstreet organization. This responsibility requires use of the officer's financial expertise. Fort Pierce Mainstreet is located in a low-income census tract.

In the Melbourne-Titusville MSA, the bank provides a limited level of community development services. The bank's only identifiable service in the AA was the proprietary credit counseling on financial matters, primarily for low- and moderate-income buyers.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Daytona Beach and West Palm Beach MSAs and Indian River County non-metropolitan area is lower than the bank's overall "High Satisfactory" performance under the Service Test. The bank's only identifiable service in these AAs was the proprietary credit counseling on financial matters, primarily for low- and moderate-income buyers.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and nonmetropolitan areas that received comprehensive examination review (designated by the term "Full-Scope") and those that received a less comprehensive review (designated by the term "Limited-Scope").

Time Period Reviewed	Lending Test (excludes CD Loans): 01/01/98 to 12/31/99 Investment and Service Tests and CD Loans: 08/24/98 to 12/18/00	
Financial Institution	Products Reviewed	
Riverside National Bank of Florida (RNBF) Fort Pierce, Florida	HMDA Loans Small Loans to Businesses	
Affiliate(s)	Affiliate Relationship	Products Reviewed
None	NA	NA
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Ft. Pierce-Port St. Lucie #2710 Melbourne-Titusville #4900 Indian River County NonMSA Daytona Beach #2020 West Palm Beach #8960	Full-Scope Full-Scope Limited-Scope Limited-Scope Limited-Scope	

Appendix B: Market Profiles for Full-Scope Areas

Table of Contents

Market Profiles for Areas Receiving Full-Scope Reviews

Fort Pierce-Port St. Lucie MSA	B-2
Melbourne-Titusville MSA	B-4

Fort Pierce-Port St. Lucie MSA

Demographic Information for Full-Scope Area: Fort Pierce-Port St. Lucie MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	58	5%	16%	53%	21%	5%
Population by Geography	251,071	6%	12%	63%	19%	0%
Owner-Occupied Housing by Geography	75,091	2%	11%	64%	23%	0%
Businesses by Geography	12,585	4%	22%	54%	19%	1%
Farms by Geography	732	3%	13%	69%	15%	0%
Family Distribution by Income Level	73,773	18%	19%	24%	39%	0%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	27,465	9%	16%	62%	13%	0%
Median Family Income	= \$33,541	Median Housing Value		= \$83,156		
HUD Adjusted Median Family Income for 2000	= \$49,600	Unemployment Rate		= 3.36%		
Households Below the Poverty Level	= 9.89%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2000 HUD updated MFI.

The Fort Pierce-Port St. Lucie Metropolitan Statistical Area is the heart of Florida's Treasure Coast Region. The Treasure Coast is one of the wealthiest sections of Florida and one of the fastest growing areas in the nation. The MSA contains two counties, St. Lucie County and Martin County adjacent to the south. Saint Lucie County is the larger of the two counties with 43,644 families and 39 geographies compared to 30,129 families and 19 geographies in Martin County. Fort Pierce is the county seat of St. Lucie and has grown only moderately since the early 1990s. All of the MSAs low-income census tracts are located in city of Fort Pierce (3) and unemployment is high. In contrast, the city of Port St. Lucie is a rapidly growing young community. The MSA was historically an agricultural area and derives much of its income from citrus crops, tomatoes, winter vegetables, light industry, construction, tourism, and commercial fishing. However, now the largest employment segments in the area are services, wholesale and retail trade. Agriculture employs less than 10% of the working residents of the MSA. Migrant workers, who have no established residency in the MSA, provide the bulk of the agriculture labor in the MSA. The leading employer is the St. Lucie County School system.

The Fort Pierce-Port St. Lucie MSA consists of 58 census tracts configured as 3 low-income (5%), 9 moderate-income (16%), 31 middle-income (53%), 12 upper-income (21%) and 3 not applicable (5%). The 3 not applicable census tracts are primarily crews from shipping vessels at port in the respective area in which they were reported. The AA consists of the entire MSA.

RNBF began operations in St. Lucie County 19 years ago and now ranks 1st in deposits with a 24% market share with 6 full-service offices in the county. The second ranked lender has a 21% deposit market share. RNBF has less of a history in southern half of the MSA, Martin County, where it has 2 offices. RNBF's deposit market share in Martin County is less than 3%.

Competition is strong in the MSA. There are numerous community and regional bank offices as well as offices of savings and loan associations and other financial service institutions. For Home Mortgage Loans RNBF competes with nationwide lenders who place greater emphasis on home purchases and refinance lending, whereas, RNBF emphasizes home improvement and consumer lending. The primary credit needs identified through community contacts are financing for affordable housing (i.e., single family rental, multi-family rental, and home ownership), funds to repair and rehabilitate existing homes, and down payment assistance for low income families seeking to own a home. Much of the single family housing units in the Treasure Coast Region is beyond the price range of low- and moderate-income families. There has been very little multi-family housing construction in the area in recent years. This has resulted in decreased vacancy rates and higher rental payments.

There is also an identified need for commercial-industrial rehabilitation to repair and renovate buildings that have deteriorated over time. The need is particularly acute for commercial-industrial improvements in the downtown area of Fort Pierce.

Opportunities exist for the bank to originate qualified investments and CD loans within the MSA, but are limited. State housing bonds offered during the evaluation period did not include the Fort Pierce-Port St. Lucie MSA. Investment opportunities included tax-exempt bonds for low- and moderate-income housing and contributions to organizations whose primary missions are to revitalize low- and moderate-income geographies by making small business and affordable housing loans. Lately, the Treasure Coast Coordination Coalition has made a legislative request for \$300 thousand to start a revolving loan fund in St. Lucie County.

Melbourne-Titusville MSA

Demographic Information for Full-Scope Area: Melbourne-Titusville MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	89	1%	25%	52%	19%	3%
Population by Geography	398,978	1%	22%	59%	18%	0%
Owner-Occupied Housing by Geography	111,742	0%	19%	60%	21%	0%
Businesses by Geography	19,713	1%	31%	50%	17%	0%
Farms by Geography	853	1%	23%	61%	15%	0%
Family Distribution by Income Level	114,375	18%	20%	24%	38%	0%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	42,958	2%	32%	56%	10%	0%
Median Family Income	= \$35,402	Median Housing Value		= \$74,615		
HUD Adjusted Median Family Income for 2000	= \$49,700	Unemployment Rate		= 3.44%		
Households Below the Poverty Level	= 8.86%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 2000 HUD updated MFI.

The Melbourne-Titusville assessment area contains 1 county, Brevard County with a population of 398,978 and 114,375 families. RNBF has 7 full-service offices located throughout the MSA. As of June 30, 1999, 21% of the bank's deposits were derived from this MSA, with a market share of 6%. Over the evaluation period, 20% of home mortgage loans and 10% of small loans to businesses were derived from the MSA. During 1999, RNBF maintained a 2% market share for both HMDA and small business loans, ranking them 13th and 12th in HMDA and small business lending, respectively.

The Melbourne-Titusville MSA consists of 89 census tracts configured as 1 low-income (1%), 22 moderate-income (25%), 46 middle-income (52%), 17 upper-income (19%) and 3 not applicable (3%). The 3 not applicable census tracts are primarily crews from shipping vessels at port in the respective area in which they were reported. The AA consists of the entire MSA.

The Melbourne-Titusville MSA is home to the John F. Kennedy Space Center and the Space Shuttle program. It is experiencing rapid growth mainly due to the Space Shuttle Program, which has provided more stable employment opportunities than previous space programs. Corporations that provide technical support to the space program have also developed additional manufacturing related industries, which are not solely dependent upon the needs of NASA. The diversification of industries in the MSA is providing economic stability that had been nonexistent,

and largely determined by the unpredictability of NASA funding. The 3.4% unemployment rate as of September 2000 for the Melbourne-Titusville MSA is lower than the state of Florida's overall unemployment rate.

Competition is strong in the MSA. There is numerous community and regional bank offices as well as offices of thrifts and other financial institutions such as nonbank mortgage lenders, credit unions, and brokerage firms. The largest HMDA lender during 1999 was Countrywide Home Loans and the largest small business lender was American Express.

Opportunities for community development lending, investments, and services throughout the MSA are limited. Brevard County is a member of a consortium that includes CDBG entitlement cities of Palm Bay, Titusville, Cocoa, and Melbourne. The county and its consortia members administer approximately \$4.4 million in CDBG funds and \$1.4 million in HOME funds. However, the community is only beginning a plan that includes rental rehabilitation, homeowners' rehabilitation, first time homeowner assistance, housing counseling, acquisition, and homeless assistance. While the bank belongs to the St. Lucie County, Martin County, and Indian River County Lending Consortiums, they are not represented on the Brevard County Consortium.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the Δ bank include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the Lending Test tables, the following are applicable: purchased loans are treated as originations/purchases; market rank is based on the number of loans originated and purchased by the bank as compared to all other lenders in the MSA/assessment area; and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MSA/assessment area.

The following is a listing and brief description of the tables:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MSA/assessment area.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle- and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market rank and market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle- and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market rank and market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle- and upper-income geographies compared to the

percentage distribution of farms (regardless of revenue size) throughout

those geographies. The table also presents market rank and market share information based on the most recent aggregate market data available.

- Table 7. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle- and upper-income borrowers to the percentage distribution of families by income level in each MSA/assessment area. The table also presents market rank and market share information based on the most recent aggregate market data available.
- Table 8. Borrower Distribution of Home Improvement Loans** - See Table 7.
- Table 9. Borrower Distribution of Refinance Loans** - See Table 7.
- Table 10. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 11. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500 thousand) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.
- Table 12. Qualified Investments** - Presents the number and dollar amount of qualified investments made by the bank in each MSA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an

unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

Table 13. Distribution of Branch Delivery System and Branch Openings/Closings -

Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle- and upper-income geographies to the percentage of the population within each geography in each MSA/AA. The table also presents data on branch openings and closings in each MSA/AA.

Table 14. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) -

For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle- and upper-income geographies to the percentage distribution of the population within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle- and upper-income borrowers to the percentage of households by income level in each MSA/assessment area.

Table 1. Lending Volume

LENDING VOLUME													State: Florida	Evaluation Period: January 1, 1998 TO December 31, 1999	
MSA/Assessment Area:	% of Rated Area Deposits in MSA/AA*	Home Mortgage**		Small Loans to Businesses**		Small Loans to Farms**		Community Development***		Total Reported Loans		% of Rated Area Loans(#) in MSA/AA			
		#	\$ (000's)	#	\$ (000's)	#	\$ (000')	#	\$ (000's)	#	\$ (000's)				
Full-Scope:															
Fort Pierce- Port St. Lucie MSA	64%	1,980	113,575	925	45,566	0	0	1	100	2,906	159,241	50%			
Melbourne-Titusville MSA	21%	853	66,807	150	9,991	0	0	0	0	1,003	76,798	17%			
Limited-Scope:															
Indian River NonMSA	7%	794	75,841	125	5,890	0	0	0	0	919	81,731	16%			
Daytona Beach MSA	5%	175	11,143	77	2,912	0	0	0	0	252	14,055	5%			
West Palm Beach MSA	3%	531	58,990	166	11,379	0	0	1	208	698	70,577	12%			

(*) Deposit data as of June 30, 1999.

(**) The evaluation period for Home Mortgage Loans, Small Loans to Businesses and Small Loans to Farms is 1/1/1998 to 12/31/1999.

(***) The evaluation period for Community Development Loans is 8/24/1998 to 12/18/2000.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999										
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Purchase Loans	
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Full-Scope:																
Fort Pierce- Port St. Lucie MSA	2%	1%	11%	8%	64%	69%	23%	22%	4	4	0	7	4	3	753	37%
Melbourne-Titusville MSA	0%	0%	19%	9%	60%	65%	21%	26%	15	2	0	1	2	2	418	20%
Limited-Scope:																
Indian River NonMSA	NA	NA	3%	1%	38%	40%	59%	59%	4	9	NA	3	11	8	525	25%
Daytona Beach MSA	1%	0%	11%	8%	76%	85%	12%	7%	66	< 1	0	< 1	< 1	< 1	80	4%
West Palm Beach MSA	1%	0%	21%	10%	46%	49%	32%	41%	47	< 1	0	< 1	< 1	< 1	291	14%

(*) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(**) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT																State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999	
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Improvement Loans				
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**			
Full-Scope:																			
Fort Pierce-Port St. Lucie MSA	2%	2%	11%	11%	64%	76%	23%	11%	1	30	26	40	32	15	537	56%			
Melbourne-Titusville MSA	0%	0%	19%	14%	60%	73%	21%	13%	5	7	0	6	8	4	167	17%			
Limited-Scope:																			
Indian River NonMSA	0%	0%	3%	1%	38%	45%	59%	54%	3	12	0	0	12	13	69	7%			
Daytona Beach MSA	2%	0%	11%	12%	76%	82%	11%	6%	15	1	0	3	1	0	33	4%			
West Palm Beach MSA	1%	1%	21%	19%	46%	61%	32%	19%	7	5	3	5	6	3	156	16%			

(*) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(**) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE					State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999					Total Home Mortgage Refinance Loans				
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					#	% of Total**
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Mid	Upp		
Full-Scope:																
Fort Pierce - Port St. Lucie MSA	2%	1%	11%	8%	64%	76%	23%	15%	4	5	4	6	6	3	687	53%
Melbourne - Titusville MSA	0%	0%	19%	10%	60%	76%	21%	14%	18	1	0	1	1	1	267	21%
Limited-Scope:																
Indian River NonMSA	NA	NA	3%	1%	38%	46%	59%	53%	6	4	NA	0	5	3	199	15%
Daytona Beach MSA	2%	0%	11%	6%	76%	86%	11%	8%	81	< 1	0	< 1	< 1	< 1	62	5%
West Palm Beach MSA	1%	0%	21%	10%	46%	50%	32%	40%	101	< 1	0	< 1	< 1	< 1	80	6%

(*) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(**) Home mortgage refinance loans originated and purchased in the MSA/AA as a percentage of all home mortgage refinance loans originated and purchased in the rated area.

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				State: Florida				Evaluation Period: January 1, 1998 TO December 31, 1999								
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Business Loans	
	% of Businesses	% BANK Loans	% of Businesses	% BANK Loans	% of Businesses	% BANK Loans	% of Businesses	% BANK Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Full-Scope:																
Ft. Pierce - Port St. Lucie	4%	4%	23%	22%	54%	64%	19%	10%	3	12	12	11	14	6	925	64%
Melbourne-Titusville MSA	1%	0%	32%	26%	50%	58%	17%	16%	12	2	0	2	2	2	150	10%
Limited-Scope:																
Indian River NonMSA	NA	NA	2%	3%	42%	35%	56%	62%	6	6	NA	20	6	5	125	9%
Daytona Beach MSA	4%	1%	17%	16%	69%	67%	10%	16%	16	1	< 1	1	1	1	77	5%
West Palm Beach MSA	3%	5%	19%	25%	43%	41%	35%	29%	20	1	1	1	1	< 1	166	12%

(*) Based on 1999 Aggregate Small Business Data only. Market rank is for all income categories combined.

(**) Small loans to businesses originated and purchased in the MSA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

Table 6. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999											
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Farm Loans		
	% of Farms	% BANK Loans	% of Farms	% BANK Loans	% of Farms	% BANK Loans	% of Farms	% BANK Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**	
Full-Scope:																	
Ft. Pierce-Port St. Lucie MSA	3%	0%	13%	0%	69%	0%	15%	0%	0	0	0	0	0	0	0	0	NA
Melbourne-Titusville MSA	1%	0%	23%	0%	61%	0%	15%	0%	0	0	0	0	0	0	0	0	NA
Limited-Scope:																	
Indian River MSA	NA	NA	3%	0%	46%	0%	51%	0%	0	0	NA	0	0	0	0	0	NA
Daytona Beach MSA	1%	0%	8%	0%	74%	0%	17%	0%	0	0	0	0	0	0	0	0	NA
West Palm Beach MSA	4%	0%	15%	0%	51%	0%	30%	0%	0	0	0	0	0	0	0	0	NA

(*) Based on 1999 Aggregate Small Farm Data only. Market rank is for all income categories combined.

(**) Small loans to farms originated and purchased in the MSA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

Table 7. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999												
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank*	Market Share by Borrower Income**					Total Home Purchase Loans	
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#	% of Total***
Full-Scope:																
Fort Pierce-Port St. Lucie MSA	18%	16%	19%	25%	24%	29%	39%	30%	4	4	6	4	5	4	753	37%
Melbourne-Titusville MSA	18%	8%	20%	19%	24%	28%	38%	45%	15	2	1	2	2	3	418	20%
Limited-Scope:																
Indian River NonMSA	10%	3%	15%	11%	20%	27%	55%	59%	4	9	9	8	13	11	525	25%
Daytona Beach MSA	17%	8%	20%	25%	24%	32%	39%	35%	66	< 1	< 1	< 1	< 1	< 1	80	4%
West Palm Beach MSA	19%	8%	19%	17%	23%	26%	39%	49%	47	< 1	< 1	< 1	1	1	291	14%

(*) As a percentage of loans with borrower income information available. No information was available for 0% of loans originated and purchased by the bank.

(**) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(***) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

Table 8. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT																	State: Florida		Evaluation Period: January 1, 1998 TO December 31, 1999	
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank*	Market Share by Borrower Income**					Total Home Improvement Loans					
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#	% of Total**				
Full-Scope:																				
Fort Pierce-St. Lucie MSA	18%	18%	19%	28%	24%	30%	39%	24%	1	30	44	33	31	24	537	56%				
Melbourne-Titusville MSA	18%	21%	20%	26%	24%	26%	38%	27%	5	7	12	10	4	6	167	17%				
Limited-Scope:																				
Indian River NonMSA	10%	8%	15%	15%	20%	22%	55%	55%	3	12	14	11	11	12	69	7%				
Daytona Beach MSA	17%	21%	20%	24%	24%	37%	39%	18%	15	1	3	1	2	1	33	4%				
West Palm Beach MSA	19%	14%	19%	28%	23%	36%	39%	22%	7	5	5	8	7	3	156	16%				

(*) As a percentage of loans with borrower income information available. No information was available for 0% of loans originated and purchased by the bank.

(**) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(***) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

Table 9. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				State: Florida				Evaluation Period: January 1, 1998 TO December 31, 1999								
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank*	Market Share by Borrower Income**					Total Home Mortgage Refinance Loans	
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#	% of Total***
Full-Scope:																
Fort Pierce-Port St. Lucie MSA	18%	17%	19%	30%	24%	27%	39%	26%	4	5	10	8	7	4	687	53%
Melbourne-Titusville MSA	18%	16%	20%	24%	24%	28%	38%	32%	18	1	3	2	2	2	267	21%
Limited-Scope:																
Indian River MSA	10%	6%	15%	18%	20%	25%	55%	51%	6	4	4	6	6	4	199	15%
Daytona Beach MSA	17%	19%	20%	23%	24%	23%	39%	35%	81	< 1	1	< 1	< 1	< 1	62	5%
West Palm Beach MSA	19%	4%	19%	35%	23%	19%	39%	42%	101	< 1	0	< 1	< 1	< 1	80	6%

(*) As a percentage of loans with borrower income information available. No information was available for 0% of loans originated and purchased by the bank.

(**) Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

(***) Home mortgage refinance loans originated and purchased in the MSA/AA as a percentage of all home mortgage refinance loans originated and purchased in the rated area.

Table 10. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
State: Florida			Evaluation Period: January 1, 1998 TO December 31, 1999						
MSA/Assessment Area:	Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share***		Total Small Loans to Businesses	
	% of Businesses*	% BANK Loans**	\$100,000 or Less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev \$1 million or less	#	% of Total****
Full-Scope:									
Fort Pierce-Port St. Lucie MSA	89%	32%	89%	8%	3%	12	18	925	64%
Melbourne-Titusville MSA	90%	36%	81%	15%	4%	2	3	150	10%
Limited-Scope:									
Indian River NonMSA	89%	31%	90%	7%	3%	6	9	125	9%
Daytona Beach MSA	89%	29%	96%	3%	1%	1	1	77	5%
West Palm Beach MSA	87%	36%	85%	8%	7%	1	1	166	12%

(*) Businesses with revenues of \$1 million or less as a percentage of all businesses.

(**) Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 0% of small loans to businesses originated and purchased by the bank.

(***) Based on 1999 Aggregate Small Business Data only.

(****) Small loans to businesses originated and purchased in the MSA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.

Table 11. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
State: Florida			Evaluation Period: January 1, 1998 TO December 31, 1999						
MSA/Assessment Area:	Farms with Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share***		Total Small Farm Loans	
	% of Farms*	% BANK Loans**	\$100,000 or Less	> \$100,000 to \$250,000	> \$250,000 to \$500,000	All	Rev \$1 million or less	#	% of Total****
Full-Scope:									
Fort Pierce-Port St. Lucie MSA	90%	0%	0%	0%	0%	0	0	0	0
Melbourne-Titusville MSA	96%	0%	0%	0%	0%	0	0	0	0
Limited-Scope:									
Indian River NonMSA	91%	0%	0%	0%	0%	0	0	0	0
Daytona Beach MSA	93%	0%	0%	0%	0%	0	0	0	0
West Palm Beach MSA	91%	0%	0%	0%	0%	0	0	0	0

(*) Farms with revenues of \$1 million or less as a percentage of all farms.

(**) Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0% of small loans to farms originated and purchased by the bank.

(***) Based on 1999 Aggregate Small Farm Data only.

(****) Small loans to farms originated and purchased in the MSA/AA as a percentage of all small loans to farms originated and purchased in the rated area.

Table 12. Qualified Investments

QUALIFIED INVESTMENTS State: Florida Evaluation Period: August 24, 1998 TO December 18, 2000									
MSA/Assessment Areas:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$'s	#	\$ (000's)
Full-Scope:									
Fort Pierce-Port St. Lucie MSA	0	0	17	2,542	17	2,542	49%	0	0
Melbourne-Titusville MSA	2	134	4	526	6	660	13%	0	0
Limited-Scope:									
Indian River NonMSA	0	0	4	513	4	513	10%	0	0
Daytona Beach MSA	4	295	2	385	6	680	13%	0	0
West Palm Beach MSA	3	218	3	531	6	749	15%	0	0

(*) "Prior Period Investments" means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) "Unfunded Commitments" means legally binding investment commitments that are tacked and reported by the bank's financial reporting system.

Table 13. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
State: Florida																	
Evaluation Period: January 1, 1998 TO December 18, 2000																	
MSA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in MSA/AA	# of BANK Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies				# of Branch Closings	# of Branch Openings	Net Change in Location of Branches (+ or -)				% of the Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full-Scope:																	
Fort Pierce-Port St. Lucie MSA	64%	8	35%	0%	38%	50%	12%	0	1	0	0	+1	0	6%	12%	63%	19%
Melbourne-Titusville MSA	21%	7	30%	0%	29%	57%	14%	0	2	0	0	+2	0	1%	22%	59%	18%
Limited-Scope:																	
Indian River NonMSA	7%	3	13%	NA	0%	67%	33%	0	2	0	0	+1	+1	NA	5%	42%	53%
Daytona Beach MSA	5%	2	9%	0%	0%	100%	0%	0	0	0	0	0	0	3%	13%	73%	11%
West Palm Beach MSA	3%	3	13%	0%	0%	50%	50%	0	1	0	0	+1	0	3%	22%	47%	28%