



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

Union Planters Bank, National Association
Charter Number: 13349

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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**

- Multistate Metropolitan Area and State Ratings**
 - Memphis, TN-AR-MS, MSA..... 11
 - St. Louis, IL-MO, MSA..... 16
 - State of Alabama 21
 - State of Arkansas 27
 - State of Florida 34
 - State of Illinois 42
 - State of Indiana 49
 - State of Iowa..... 56
 - State of Kentucky 62
 - State of Louisiana..... 68
 - State of Mississippi..... 75
 - State of Missouri..... 82
 - State of Tennessee 88
 - State of Texas 95

- Appendix A: Scope of EvaluationA-1**
- Appendix B: Summary of Multistate Metropolitan Area and State RatingsB-1**
- Appendix C: Market Profiles for Areas Receiving Full-Scope Reviews C-1**
- Appendix D: Tables of Performance Data D-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 Union Planters Bank, National Association, prepared by the **Office of the Comptroller of the Currency (OCC)**, the institution's supervisory agency, as of December 31, 1999. 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 non-farm 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 non-cumulative 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 **Union Planters Bank, National Association**, with respect to the Lending, Investment, and Service Tests:

Performance Levels	Union Planters Bank, National Association Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory		X	X
Low Satisfactory	X		
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 this rating include:

- Overall adequate geographic and borrower distributions are noted throughout the bank.
- Modest amounts of community development loans added only minimal support to Lending Test ratings.
- High levels of community development investments are noted in Florida, Louisiana, Tennessee, and the multistate MSAs.
- Low levels of qualified investments in Illinois and Iowa resulted in poor Investment Test ratings.
- The generally good access to retail delivery systems (branches and ATMs) is offset somewhat by few community development services.

Description of Institution

Union Planters Bank, National Association (UPB) is an interstate bank with headquarters located in Memphis, Tennessee. The bank has total assets of approximately \$31 billion and operates 864 branches in 12 states. These states and multistate MSAs along with the specific assessment area descriptions are listed in the Appendix of this evaluation. UPB is a subsidiary of the Union Planters Corporation (UPC), also of Memphis. UPC has total assets of \$34 billion.

UPB offers a full range of credit and deposit services throughout its AAs. As of 12/31/99, UPB has net loans of \$21 billion. This represents about 91% of total deposits. The bank's loan portfolio consists primarily of loans secured by real estate (62%). The portfolio also consists of commercial loans (24%), loans to individuals (not secured by RE) (12%), and agricultural loans (1.5%). The bank's Tier I capital is \$1.9 billion. The bank's strategy is to offer competitive retail and commercial products throughout its corporate structure. UPB plans to improve efficiencies for the newly merged structure while increasing non-interest income from asset management products. From 1996 to 1999, the parent holding company (HC) merged all of its existing banks and new financial institution acquisitions into UPB. The HC previously had multiple bank charters per state and has purchased numerous other banks in the past five years.

There are no legal, financial or other factors impeding the bank's ability to help meet the credit needs of its communities. The many mergers and consolidations during the evaluation period has limited the bank's performance possibilities. This is due to the fact that UPB did not own or control numerous branches for the entire two-year period. Hence, bank performance in these branches and assessment areas are limited by the smaller timeframe.

With the various mergers, UPB has several prior CRA evaluations. The last CRA PE for the surviving Memphis charter was dated November 29, 1996. The bank was rated Satisfactory at that examination. This evaluation did not consider data from any other Union Planters Corporation subsidiary.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This evaluation covers UPB's HMDA-reportable loans, small loans to businesses and small loans to farms for the calendar years 1998 and 1999. Community development (CD) lending, investments, and services were evaluated for the same time periods. Only UPB loans are considered in this evaluation; no affiliated company products were added to bank data.

From 1997 to 1999, UPB underwent numerous mergers and consolidations. The majority of the parent holding company consolidations of old and newly acquired banks into the UPB charter took place in 1997. During the evaluation period however, 22 additional financial institutions were merged into the UPB charter. These mergers are noted in the each state's rating write-up later in this evaluation. Due to these numerous changes in bank management, systems and strategic direction, 1997 data was not used in this CRA evaluation.

Data Integrity

Prior to the commencement of this Performance Evaluation, we verified the accuracy of the data provided by the bank. These procedures included:

- A sample of HMDA loan applications from 1998 and 1999. This review revealed no significant errors.
- A sample of small loans to businesses and farms. Although some errors were noted, it did not make the data unreliable for analysis.
- All community development loans, investments, and services were reviewed for eligibility under the CRA regulation. Those items that did not meet the criteria were excluded from consideration in the analysis.

Selection of Areas for Full-Scope Review

Every multistate metropolitan area in which the bank has branches in more than one state received a full-scope review. In each state where the bank has an office, a sample of assessment areas (AAs) within that state were selected for full-scope reviews. Generally the largest MSA in each state was selected. Refer to the "Scope" section under each State Rating for details regarding how the areas were selected.

Ratings

The bank's overall rating is a blend of the multistate metropolitan area ratings and state ratings. The state ratings are a consolidation of the conclusions from each of the Assessment Areas (AAs). These AAs are blended into the state rating on a proportional basis to its percentage of deposits within that state. The states are similarly combined into the overall charter rating proportional to the percentage of total

bank deposits. All AAs are considered in the state and multistate MSA ratings.

In the Lending Test evaluation, different weighting criteria was used to consider the various loan and product types. The evaluation considered the three HMDA loan types, small loans to business and small loans to farms by their relative proportions on UPB's 12/31/1999 Call Report. Accordingly, home purchase and home refinance loans were given greater weight than home improvement credits. Small loans to businesses were also given a higher weight than small loans to farms. Total HMDA loans were given a slightly higher consideration than the small loans to businesses and farms. Geographic and borrower distributions were given equal consideration in the Lending Test evaluation.

As noted in the state and multistate MSA conclusions, the primary focus of this evaluation is performance to low and moderate-income people and areas. Higher performance is generally noted in lending evaluations when the loan percentages are near or exceed the demographic comparators. Context, innovation, and complexity of lending are also factored into the ratings and conclusions. Bank performance in lending to low-income people is not necessarily expected to match the performance of moderate-income people and areas to achieve the same analysis conclusion. Many of the low-income people and families are at the lower end of this statistical scale and are below the poverty level. Due to their very low-income status, it is very difficult for these individuals/families to qualify for a housing loan. Accordingly, our analysis considers the difficulties in lending to low-income borrowers as a performance context consideration in all HMDA applications. The conclusions stated throughout this Performance Evaluation concerning low-income people always include this performance context issue.

Fair Lending Review

A fair lending examination was conducted just prior to the start of the CRA evaluation. Based upon a HMDA analysis of 1999 data, we reviewed home purchase loan applications from the Portfolio Mortgage Administrative Center (PMAC) division of UPB. Standard OCC examination procedures were used to evaluate the effectiveness of bank policies, procedures, and internal controls to ensure compliance with fair lending related laws and regulations.

We examined a random sample of 247 home purchase loan applications. The sample compared white approved and black denied applicants; analyzing applicants with similar characteristics but different outcomes.

Our analysis of these applications in the sample disclosed no instance of disparate treatment. No substantive violations of fair lending laws or regulations were noted. Internal policies, procedures, and controls are sufficient to meet legal requirements and prevent discriminatory or other illegal credit practices.

Multi-state Metropolitan Area Rating

CRA Rating for the Memphis, Tennessee-Arkansas-Mississippi, MSA¹: Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: Outstanding

The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Excellent geographic distribution of small loans to businesses.
- Poor geographic distribution of home mortgage loans.
- Adequate overall borrower distributions.
- An excellent level of qualified community development investments.
- Adequate retail services and poor community development services.

Description of Institution's Operations in the Memphis MSA

Refer to the Market Profile for the Memphis MSA in Appendix C for detailed demographics and other performance context information.

UPB has 50 branches and over \$2.5 billion in deposits in this MSA. This represents 10% of total UPB deposits. UPB is the 3rd largest financial institution in the MSA.

LENDING TEST

Overall, the bank's performance under the Lending Test in the Memphis MSA is rated Low Satisfactory.

Lending Activity

Refer to Table 1 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Memphis MSA is good. UPB's market rank in home purchase loans, home improvement loans and small loans to farms meets or exceeds its third place deposit rank. This is offset somewhat by the market ranks in the other loan types being somewhat below the deposit rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the Multistate Metropolitan Area(s) section of Appendix D

¹ This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

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 UPB home mortgage loans in the Memphis MSA is poor. The bank's distribution of refinance loans to low and moderate-income CTs is very poor as it is significantly below the demographic comparator of owner-occupied housing. Home purchase loans to both income levels are also below the comparator. Only home improvement loans show better performance as their distributions to low and moderate-income CTs meet or exceed the demographic comparator.

Market shares for these loan products show more positive performance as the shares for low and moderate-income areas are generally near or exceed the overall bank market share.

Small Loans to Businesses

Refer to Table 5 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of UPB small loans to businesses is excellent in the Memphis MSA. The bank's distribution of these loans to moderate-income CTs exceeds the portion of businesses located in the MSA. Low-income CTs distribution is near the demographic comparator and is considered good. Market shares for low and moderate-income CTs also exceed the overall bank business loan market share.

Small Loans to Farms

Refer to Table 6 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of UPB small loans to farms is good in the Memphis MSA. The bank's distribution of these loans to moderate-income areas is excellent as it far exceeds the demographic comparator. This conclusion is somewhat offset by very poor distribution to low-income CTs. The market share results parallel the conclusions cited above.

Lending Gap Analysis

The analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

Since the entire MSA is designated as a UPB AA, no inside/outside lending ratios can be calculated for Memphis.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 7, 8 and 9 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of UPB home mortgage loans in the Memphis MSA is good. The percentage distributions for low and moderate-income borrowers of home purchase and home improvement loans are near or meet the demographic comparator and are considered excellent. In refinance loans, the distribution to moderate-income borrowers is somewhat below the comparator. The distribution to low-income borrowers of refinance loans is significantly below the comparator and is considered very poor. The market shares to low and moderate-income borrowers for these three loan types is near or meets the bank's overall market share.

Small Loans to Businesses

Refer to Table 10 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The borrower distribution of small loans to businesses is adequate in the Memphis MSA. The percentage of small loans to small businesses is somewhat below the percentage of small businesses in the MSA. Over 79% of these loans are under \$100,000 in size. The bank's market share of loans to small businesses is near its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The borrower distribution of small loans to farms is excellent in the Memphis MSA. The percentage of small loans to small farms is near the percentage of small farms in the MSA. UPB's market share of loans to small farms is also excellent as it is near the overall farm loan market share. Over 82% of these loans are under \$100,000 in size.

Community Development Lending

Refer to Table 1 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

UPB engaged in \$254,000 of community development lending providing affordable housing to low and moderate-income people in the Memphis MSA during the evaluation period; this had a neutral impact upon its overall lending performance.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

INVESTMENT TEST

Refer to Table 12 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the Memphis MSA is rated Outstanding.

UPB made sixteen qualified community development investments in the Memphis MSA during the evaluation period in the amount of \$5 million. These investments consisted primarily of \$4.9 million in securities backed by affordable housing mortgages. An additional \$40 thousand consisted of contributions to a local group supporting community revitalization objectives.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

SERVICE TEST

The bank's performance under the Service Test in the Memphis MSA is rated Low Satisfactory.

Retail Banking Services

Refer to Table 13 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

In the Memphis MSA, UPB's delivery systems are reasonably accessible to geographies and individuals of different income levels. The distribution of UPB's offices

throughout low-income geographies is well below the proportion of the population residing in those geographies. In moderate-income geographies, the distribution of offices is below the proportion of the population residing there.

Branch openings and closings in the Memphis MSA generally have not adversely affected the accessibility of the bank's delivery systems. Seven branches were closed during the evaluation period. One was in a low-income geography and two in moderate-income geographies. Closings were accomplished after consideration of costs and impact upon the geographies involved.

UPB's ATM network in the Memphis MSA provides additional reasonable access for the population. The proportion of ATMs in low-income geographies (8.39%) and moderate-income geographies (17.42%) are both below the proportion of the population residing in those geographies (13.62% and 21.98%, respectively).

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Memphis MSA is poor. These services have been provided at a limited level. UPB reports only four qualified services during the evaluation period.

Multistate Metropolitan Area Rating

CRA Rating for the St. Louis, Missouri-Illinois, MSA²: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Outstanding

The Service Test is rated: Low Satisfactory

The major factors that support this rating include:

- Good distributions of home mortgage loans.
- Excellent geographic distribution of small loans to businesses.
- Excellent borrower distribution of home mortgage loans.
- Positive contribution by community development loans.
- An excellent level of qualified community development investments.
- Adequate retail services and poor community development services.

Description of Institution's Operations in St. Louis MSA

Refer to the Market Profile for the St. Louis MSA in Appendix C for detailed demographics and other performance context information.

UPB has 90 branches and over \$3 billion in deposits within this MSA. This represents 12% of total UPB deposits. UPB is the 3rd largest financial institution in the MSA. UPB purchased and merged 1 bank in 1998 that had branches in the St. Louis MSA.

LENDING TEST

Overall, the bank's performance under the Lending Test in the St. Louis MSA is rated High Satisfactory.

Lending Activity

Refer to Table 1 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the St. Louis MSA is adequate. The purchase and acquisition of branches in the MSA late in the evaluation period must be considered when assessing lending volumes and performance. UPB's market rank in home mortgage loans is significantly below its third place market rank. The market rank on small loans to farms is better than deposit rank, while the rank of small loans to businesses was slightly below.

² This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3 and 4 in the Multistate Metropolitan Area(s) section of Appendix D 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 UPB home mortgage loans in the St. Louis MSA is good. The bank's distribution of home purchase and home improvement to low and moderate-income CTs is excellent as it was near or exceeded the demographic comparator of owner-occupied housing. The distribution of refinance loans to low and moderate-income CTs has lesser performance as it is below the comparator. The market share performance parallels the distribution results.

Small Loans to Businesses

Refer to Table 5 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The overall geographic distribution of UPB small loans to businesses is excellent in the St. Louis MSA. The bank's distribution of these loans to low and moderate-income CTs is near to or exceeds the demographic comparator of the portion of businesses located in the MSA. The market share for both income areas also exceeds the overall bank business loan market share.

Small Loans to Farms

Refer to Table 6 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of UPB small loans to farms in the St. Louis MSA is poor. The bank's distribution of these loans to moderate-income CTs is poor as it is below the demographic comparator. There were no loans in low-income CTs, but the number of farms located in these tracts is very small.

Lending Gap Analysis

The analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

A majority of the bank's home mortgage loans (78%) were made within its designated AAs of the St. Louis MSA.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

Refer to Tables 7, 8 and 9 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of UPB home mortgage loans in the St. Louis MSA is excellent. The percentage distributions for low and moderate-income borrowers of home purchase and home improvement loans along with refinance loans to moderate-income borrowers are near to or exceed the demographic comparator and are considered excellent. The distribution for low-income borrowers of refinance loans is adequate, as it is somewhat below the comparator. The market shares for these products in low and moderate-income areas exceed the bank's overall market share.

Small Loans to Businesses

Refer to Table 10 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

The borrower distribution of small loans to businesses is adequate in the St. Louis MSA. The percentage of small loans to small businesses is somewhat below the percentage of small businesses in the MSA. Over 71% of these loans are under \$100,000 in size. The bank's market share of loans to small businesses exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The borrower distribution of small loans to farms is good in the St. Louis MSA. The percentage of small loans to small farms is near the percentage of small farms in the MSA. Approximately 80% of these loans are under \$100,000 in size. UPB's market share of loans to small farms is also near the overall farm loan market share.

Community Development Lending

Refer to Table 1 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's level of community development lending.

During the evaluation period UPB made ten qualified community development loans, totaling \$1.5 million, in the St. Louis MSA. All of these loans helped to provide additional affordable housing for low- and moderate-income persons in St. Louis and are, therefore, responsive to an identified need in the AA. The aggregate community development lending exerts a small positive impact upon the bank's overall lending performance.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

INVESTMENT TEST

Refer to Table 12 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The bank's performance under the Investment Test in the St. Louis MSA is rated Outstanding.

UPB made 23 qualified investments in the St. Louis MSA during the evaluation period in the amount of \$6.6 million. These investments consisted primarily of \$6.2 million in securities backed by affordable housing mortgages. An additional \$373 thousand consists of contributions to local community groups supporting affordable housing and community services for low- and moderate-income persons and geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

SERVICE TEST

The bank's performance under the Service Test in the St. Louis MSA is rated Low Satisfactory.

Retail Banking Services

Refer to Table 13 in the Multistate Metropolitan Area(s) section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

In the St. Louis MSA, UPB's delivery systems are reasonably accessible to geographies and individuals of different income levels. UPB has no offices in low-income geographies, where 7.24% of the MSA's population reside. In moderate-income geographies, the distribution of offices is below the proportion of the population residing there. UPB has 10 branch locations in moderate-income geographies, representing 11.11% of the total. Of the total population, 15.53% reside in moderate-income geographies.

Branch openings and closings in the St. Louis MSA have not adversely affected the accessibility of the bank's delivery systems, particularly in low- and moderate-income geographies. Four offices were closed and one opened, all in upper-income geographies.

UPB's ATM network in the St. Louis MSA is reasonably accessible, particularly for low- and moderate-income geographies. In low-income geographies, where 7.24% of the population reside, only 1.77% of UPB's ATMs are located. In moderate-income geographies, the bank has 10.62% of its ATMs. Population residing there comprises 15.53% of the MSA total.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the St. Louis MSA is poor. The bank reports only eight qualified services performed during the evaluation period.

State Rating

CRA Rating for Alabama:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Low Satisfactory</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good borrower lending distributions in all AAs.
- Excellent geographic lending distribution in the Montgomery MSA along with good geographic distributions in Decatur and Huntsville MSAs.
- An adequate level of qualified community development investments.
- Excellent retail banking services somewhat offset by poor community development services.

Description of Institution's Operations in Alabama

Refer to the Market Profiles for the State of Alabama in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

UPB has 31 branches and over \$590 million of deposits within the Montgomery, Decatur, Huntsville, Florence and Mobile MSAs. This represents 2.3% of total UPB deposits. UPB is the 8th largest financial institution in Alabama. UPB also purchased and merged a community bank into its state operations in the third quarter of 1998. UPB has over \$162 million in deposits within the Montgomery MSA; this represents 27% of its state deposits and is the largest AA. UPB is the 8th largest financial institution in the Montgomery MSA and it is located in only one of the three counties of the MSA -Elmore. The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Alabama

As the largest UPB AA in the state (in terms of deposits), Montgomery was selected for full scope review. The remaining MSAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Alabama operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

A review of community contact information conducted by the various bank regulatory agencies provided us with data on needs and opportunities to help

develop an AA profile for Montgomery. These contacts indicated community needs in micro business loans, more flexible terms on mortgage loans for low and moderate-

income applicants and credit education. Banks in Montgomery have opportunities with state agencies, CDCs, and other community groups to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Alabama is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Montgomery MSA is good.

Lending Activity

Refer to Table 1 in the state of Alabama section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Montgomery MSA is adequate. Although the loan totals for this AA are not high, it has only been part of UPB for approximately half of the evaluation period. UPB's market rank for loans to small business and home improvement is above its deposit market rank. However, its rank for home purchase and refinance loans is below its deposit market rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is excellent in the Montgomery MSA. This MSA does not have any low-income CTs in its AA, but the distribution of home purchase, home improvement and refinance loans in moderate-income geographies exceeds the demographic comparator of owner-occupied housing units. The market share for all three loan types in moderate-income areas is near or exceeds UPB's overall market share for each respective product.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in Montgomery is excellent. UPB's distribution in moderate-income geographies exceeds the portion of small businesses located in these areas. The market share for loans in moderate-income areas also exceeds the bank's overall market share for this loan type.

Small Loans to Farms

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

The volume of small farm lending in the Montgomery MSA and the state of Alabama was not significant and was not used in the Lending Test Evaluation.

Lending Gap Analysis

After consideration of the evaluation scope for the Montgomery MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

A majority of the bank's loans were made within its AAs during the evaluation period. Approximately 70% of the home mortgage loans, 93% of the small loans to businesses and 90% of its small loans to farmers were originated within UPB's AAs compared to its new loans in the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is good in the Montgomery MSA. The percentage distributions for moderate-income borrowers in all three HMDA loan types meet or exceed the demographic comparator. For low-income borrowers in home improvement and refinance loans, performance is also good or excellent as the loan percentages are near to or meets the demographic comparator. The home purchase loan distribution to low-income borrowers was below the demographic comparator in the Montgomery MSA. The market share for low-income home improvement, refinance loans along with moderate-income purchase loans exceeds the bank's overall market share for each product.

Small Loans to Businesses

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

The borrower distribution of small loans to businesses is good in the Montgomery MSA. The percentage of small loans to small businesses is somewhat below the percentage of small businesses in the AA. The bank's market share of loans to small businesses is near its overall business loan market share. Over 93% of these loans were under \$100,000 in size.

Small Loans to Farms

Refer to Table 11 in the state of Alabama section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The volume of small farm lending in the Montgomery MSA and the state of Alabama was not significant and was not used in the Lending Test Evaluation.

Community Development Lending

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

UPB provided no community development lending in the Montgomery MSA during the evaluation period, with a neutral impact upon its overall lending performance in Alabama.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Decatur and Huntsville MSAs is not inconsistent with the bank's overall High Satisfactory performance in Alabama. Lending Test performance in the Florence and Mobile MSAs is weaker than Alabama's overall rating. This performance difference was primarily due to weaker geographic and borrower lending distributions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Alabama is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Montgomery MSA is very poor. The other AAs in the state had stronger performance that positively impacted the overall rating.

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

UPB made three qualified investments, totaling less than \$1 thousand, in the Montgomery MSA during the evaluation period. These investments consisted of contributions to local organizations supporting community service objectives for low- and moderate-income persons.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Decatur, Florence, Huntsville, and Mobile MSAs is stronger than UPB's performance under the Investment Test in Alabama. Stronger performance favorably impacted the bank's overall rating under the Investment Test in Alabama.

Refer to Table 12 in the state of Alabama section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Alabama is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Montgomery MSA is good.

Retail Banking Services

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

In the Montgomery MSA, retail delivery systems are readily accessible to geographies and individuals of different income levels. In the MSA, there are no low-income geographies. In moderate-income geographies, access is excellent as UPB operates there one of its total of five offices (20%). The population of the MSA residing in moderate-income geographies equals 12.41% of the total.

There were no openings or closings of offices in the Montgomery MSA during the evaluation period. UPB operates no stand-alone ATMs in the Montgomery MSA. UPB's hours and services do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Montgomery MSA is poor. UPB reports only one qualified service during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Decatur, Huntsville, and Florence MSAs is not inconsistent with its overall High Satisfactory performance in Alabama. Its performance in the Mobile MSA is weaker than its overall performance due to lower accessibility of delivery services especially to low and moderate-income individuals. Refer to Table 13 in the state of Alabama section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Arkansas:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Low Satisfactory</u>
The Service Test is rated:	<u>Low Satisfactory</u>

The major factors that support this rating include:

- Good lending performance and distributions in the Jonesboro MSA and the Non-MSA areas.
- Community development lending responsive to AA needs.
- An adequate level of qualified community development investments.
- Poor retail services accessibility.

Description of Institution's Operations in Arkansas

Refer to the Market Profile for the full-scope Jonesboro MSA in Appendix C for detailed demographics and other performance context information.

UPB has 38 branches and over \$718 million of deposits in its AAs of Jonesboro, Little Rock MSAs and 15 Non-MSA counties. This represents 2.8% of total UPB deposits. UPB is 4th largest financial institution in Arkansas. UPB also purchased and merged a community bank into its state operations in the second quarter of 1998. UPB is the 2nd largest financial institution in the Jonesboro MSA with over \$245 million in deposits. The Jonesboro AA is the largest MSA or county for UPB in the state. There are no low-income CTs in any of UPB's Arkansas AAs. There are, however, moderate-income CTs in all three AAs.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Arkansas

As the largest UPB MSA (in terms of deposits), Jonesboro was selected for full scope review. The remaining MSA and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Arkansas operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to two community contacts conducted in the Jonesboro MSA, we also reviewed information on contacts done by other bank regulatory agencies. These contacts indicated community needs as housing and debt consolidation loans for low and moderate-income people and working capital lines of credit for small/new

businesses. Banks in Jonesboro have opportunities to participate with state and federal agencies to help meet these community needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Arkansas is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Jonesboro MSA is good.

Lending Activity

Refer to Table 1 in the state of Arkansas section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Jonesboro MSA is good. UPB's market rank in home mortgage, small business and small farm loans is near or exceeds its second place deposit rank in the AA.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is adequate in the Jonesboro MSA. The distributions of home purchase, home improvement and refinance loans to moderate-income CTs is slightly below the demographic comparator of owner-occupied housing units. UPB's Jonesboro MSA AA does not have any low-income geographies. The market share for home purchase and home improvement moderate-income areas is also slightly below UPB's overall loan market share in Jonesboro. The market share for refinance loans is slightly above the overall share.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in Jonesboro is adequate. The bank's distribution of these loans in moderate-income CTs is slightly below the portion of businesses located in those tracts. Market share for small loans to businesses in moderate-income CTs, however, exceeds the bank's overall business loan market

share.

Small Loans to Farms

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

The overall distribution of UPB small loans to farms in the Jonesboro MSA is very poor. The bank's distribution of these loans in moderate-income CTs is significantly below the portion of farms located in those tracts. The market share of small loans to farms in moderate-income CTs is significantly below the bank's overall farm loan market share.

Lending Gap Analysis

After consideration of the evaluation scope for the Jonesboro MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 82% of the home mortgage loans, 85% of the small loans to businesses and 88% of its small loans to farmers were originated within UPB's AAs compared to total new loans with the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is good in the Jonesboro MSA. The percentage distributions for moderate-income borrowers in home purchase, home improvement and refinance loans meet or exceed the demographic comparator. For low-income borrowers, the distribution of home purchase and home improvement loans was near the demographic comparator. The percentage of refinance loans to low-income customers is below the comparator. The market share for all three loan types exceeded the overall bank market share.

Small Loans to Businesses

Refer to Table 10 in the state of Arkansas section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of

small loans to businesses.

The borrower distribution of small loans to businesses is adequate in the Jonesboro MSA. The percentage of small loans to small businesses is somewhat below the percentage of small businesses in the MSA. UPB's market share of loans to small businesses is near its overall business loan market share. Over 86% of these loans were under \$100,000 in size.

Small Loans to Farms

Refer to Table 11 in the state of Arkansas section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The borrower distribution of small loans to farms is good in the Jonesboro MSA. The percentage of small loans to small farms is near the percentage of small farms in the MSA. UPB's market share of loans to small farms also meets the overall farm loan market share. Over 73% of these loans are under \$100,000 in size.

Community Development Lending

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

Community development lending in the Jonesboro MSA provided a positive impact upon the bank's lending performance in Arkansas during the evaluation period. Four loans were made totaling \$3.2 million. These loans supported affordable housing, job creation and retention for low- and moderate-income persons through small businesses, and community services for those persons. All of these efforts are responsive to identified needs.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall High Satisfactory Lending Test performance in Arkansas.

Lending Test performance in the Little Rock MSA is weaker than Arkansas's overall

rating. This is due to the limited lending done in the AA since its purchase and merger of this branch in early 1999.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Arkansas is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Jonesboro MSA is good. Weaker performance in the other AAs lowered the overall state rating.

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

UPB made eight qualified community development investments totaling \$226 thousand in the Jonesboro MSA during the evaluation period. These investments consisted primarily of \$200 thousand in investments in a regional community development financial institution. The remaining \$26 thousand consists of contributions to local community organizations supporting affordable housing and community service and revitalization objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Little Rock MSA is stronger than its overall Low Satisfactory performance under the Investment Test in Arkansas. However, the bank's investment performance in the Non-MSA AA, where a majority of the UPB's deposit market presence lies, is weaker than UPB's performance under the Investment Test in both MSAs. Weaker performance results from the low volume of qualified investments in relation to the bank's presence in these markets. However, in the Non-MSA AA the bank's performance is not inconsistent with the overall performance in the state. It was the primary contributor to the bank's overall state rating.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Arkansas is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Jonesboro MSA is adequate.

Retail Banking Services

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

Overall, retail delivery systems are reasonably accessible to moderate-income geographies. In the Jonesboro MSA, there are no low-income geographies. In the 2 moderate-income geographies, branch access is poor because there are no offices located in these geographies where 21.13% of the MSA's population reside. Nor did any of the nine branches border the moderate-income branches. The geographic distribution of loans, however, was adequate and this fact is the key factor that suggests reasonable access.

There were no openings or closings of offices in the Jonesboro MSA during the evaluation period.

UPB's distribution of ATMs enhances its accessibility to some extent, as 15.79% of its total ATMs are located in moderate-income geographies where it has no offices. This remains below the proportion of the population living in those geographies (21.13%), but provides access that is otherwise absent.

UPB's hours and services do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Jonesboro MSA is good. UPB reports eleven qualified services during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Little Rock MSA is weaker than its overall Low Satisfactory performance in Arkansas. This weaker performance was due to lower accessibility of delivery services. UPB's performance in the Non-MSA AA is not inconsistent with its overall state performance.

State Rating

CRA Rating for Florida:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good geographic distributions of loans offset by weaker borrower distributions in the Miami and Ft. Lauderdale MSAs.
- Excellent community development lending in the Miami MSA.
- Adequate loan distributions in the other Florida AAs.
- An excellent level of qualified community development investments.
- Good retail services and poor community development services.

Description of Institution's Operations in Florida

Refer to the Market Profile for the full-scope Miami and Ft. Lauderdale MSAs in Appendix C for detailed demographics and other performance context information. UPB has 82 branches and over \$4.4 billion of deposits in its AAs of Miami, Ft. Lauderdale, Tampa, West Palm Beach, Sarasota, Ft. Myers and Naples MSAs. This represents 17.5% of total UPB deposits. During the evaluation period of 1998 and 1999, UPB purchased and merged into its operations 3 banks in the third and fourth quarters of 1998 and 1 bank in the third quarter of 1999. In deposit terms, UPB is the 7th largest financial institution in Florida.

UPB is the 3rd largest financial institution in the Miami MSA with over \$3.4 billion in deposits. The Miami MSA AA is UPB's largest in Florida. The second largest AA is the Ft. Lauderdale MSA with over \$712 million in deposits. UPB is the 11th largest financial institution in this MSA. The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Florida

As the largest AAs in Florida (in terms of deposits), Ft. Lauderdale and Miami were selected for full scope review. The other 5 MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Florida operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance. As noted above, some of UPB's branches in these two MSAs have only been a part of the bank for less than 15% of the evaluation period.

In addition to the community contact conducted, a review of community contacts performed by other bank regulatory agencies was done. These contacts indicated community needs in small business lines of credit, contract financing, loans to small

construction contractors and affordable housing loans along with technical assistance in small business financial management. Banks in Miami and Ft. Lauderdale have numerous opportunities to participate with non-profit organizations, CDCs, local/state government agencies to help meet these community needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Florida is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Ft. Lauderdale MSA is adequate and in the Miami MSA is good.

Lending Activity

Refer to Table 1 in the state of Florida section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Miami and Ft. Lauderdale MSAs is adequate. The purchase and acquisition of branches in both MSAs late in the evaluation period must be considered when assessing lending volumes and performance. UPB's market ranks for all loan types are substantially below deposit market ranks in each MSA. Considering the short timeframe to make loans since the branch acquisitions in both MSAs, these lending levels are considered adequate.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is good in the Miami MSA. The distributions of home purchase and home improvement in low and moderate-income CTs meet or exceed the demographic comparator of owner-occupied housing units. The distribution of refinance loans in low and moderate-income areas is somewhat below the comparator. Market share results for these loan types parallel the distribution conclusions.

The overall geographic distribution of UPB home mortgage loans is adequate in the Ft. Lauderdale MSA. The distributions of home purchase loans to moderate-income CTs and home improvement loans to low-income CTs exceed the demographic comparator. The distribution of home improvement loans to moderate-income CTs is near the comparator, while refinance loan distributions to moderate-income areas is somewhat

below the demographic comparator. The distributions of home purchase and refinance loans to low-income geographies are well below the comparator. These mixed results add up to the overall adequate conclusion. Market share results parallel the distribution conclusions.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in the Miami MSA is excellent. The bank's distributions of small loans to small businesses in low and moderate-income CTs exceed the demographic comparator. The market share in both low and moderate-income CTs exceeds the bank's overall business loan market share.

The overall distribution of UPB small loans to businesses in the Ft. Lauderdale MSA is excellent. The bank's distribution of small loans to businesses in low-income CTs exceeds the demographic comparator. In moderate-income CTs, the distribution is near the comparator. The market share in both low and moderate-income CTs meets or exceeds the bank's overall business loan market share.

Small Loans to Farms

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

The volume of small farm lending in the Ft. Lauderdale and Miami MSAs and state of Florida is not significant and is not used in the Lending Test evaluation rating.

Lending Gap Analysis

After consideration of the evaluation scope for the Ft. Lauderdale and Miami MSAs, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, approximately 42% of the home mortgage loans, 99% of the small loans to businesses and 44% of the small loans to farmers were originated within UPB's AAs compared to its new loans in the entire state. The proportion of lending within the AAs is not great, but is due to several reasons. Due to the merger activity already noted, UPB did not have all of its current branches for the entire

evaluation period. The home mortgage inside/outside ratio also reflects the mortgage department's origination of loans throughout the state for the past several years. These ratios did not have a negative effect on the geographic distribution evaluation.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is poor in the Miami MSA. The percentage distributions for low-income borrowers in home purchase and refinance loans are very poor as they are significantly below the demographic comparator. The distribution for moderate-income borrowers in home purchase loans is also below the comparator. UPB's home improvement loan distributions are better as they exceed or are near the demographic comparator. The distribution for moderate-income borrowers in refinance loans is somewhat below the comparator. The market share results for these loan types parallel the distribution conclusions.

The overall borrower distribution of UPB home mortgage loans is adequate in the Ft. Lauderdale MSA. The percentage distributions for moderate-income borrowers of home purchase and refinance loans are excellent as they exceed the demographic comparator. The home improvement loan distribution for moderate-income borrowers was somewhat below the comparator. Performance for low-income borrowers in home mortgage loans is weaker as these distributions are significantly below the demographic comparator.

Small Loans to Businesses

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

The overall borrower distribution of small loans to businesses is adequate in the Miami MSA. The percentage of small loans to small businesses is somewhat below the demographic comparator. Over 79% of these loans are under \$100,000 in size. The bank's market share of these loans exceeds its overall business loan market share.

The overall borrower distribution of small loans to businesses is good in the Ft. Lauderdale MSA. The percentage of small loans to small businesses is somewhat lower than comparator percentage of small businesses in the MSA. Over 83% of these loans are under \$100,000 in size. The bank's market share of loans to small businesses is well above its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Florida section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The volume of small farm lending in the Ft. Lauderdale and Miami MSAs and state of Florida is not significant and is not used in the Lending Test evaluation rating.

Community Development Lending

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

Community development lending in the Ft. Lauderdale MSA had a positive impact upon the bank's lending performance in Florida during the evaluation period. The impact from community development lending in the Miami MSA was also positive. In Ft. Lauderdale, UPB made one rather large loan of \$2.5 million for the financing of an affordable housing project for low- and moderate-income persons. In the Miami MSA UPB has made ten qualified community development loans totaling \$36.4 million. These loans facilitated affordable housing for low- and moderate-income persons and economic revitalization in response to identified community needs. The Lending Test conclusion for the Miami MSA is positively impacted by the excellent level of community development lending.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the West Palm Beach, Tampa and Sarasota MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in Florida. In the Ft. Myers and Naples MSAs the bank's performance is weaker than the bank's overall performance in the state. These areas are small in relationship to UPB-Florida operations and its performance did not affect the overall state rating.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Florida is rated Outstanding.

Based on full-scope reviews, the bank's performance in the Ft. Lauderdale MSA and in the Miami MSA is excellent.

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

Performance in the Ft. Lauderdale MSA is excellent. UPB made fourteen qualified investments totaling \$12.5 million in the MSA during the evaluation period. These investments consist entirely of mortgage-backed securities backed by affordable housing mortgages for low- and moderate-income persons.

Performance in the Miami MSA is excellent. UPB made fifteen qualified investments in the amount of \$10.8 million in the Miami MSA during the evaluation period. These investments consisted primarily of \$10.8 million in mortgage-backed securities backed by affordable housing mortgages. The remaining \$18 thousand consists of contributions to local organizations supporting community service objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AAs during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Ft. Myers, Naples, Sarasota, Tampa, and West Palm Beach MSAs is not inconsistent with its overall Outstanding rating under the Investment Test in Florida.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Florida is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Ft. Lauderdale MSA is adequate and in the Miami MSA is good.

Retail Banking Services

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

Overall, retail delivery systems are accessible to geographies and individuals of different income levels. In the Ft. Lauderdale MSA one of UPB's six branches is located in a low-income geography. This represents 6.25% of its branches and exceeds

significantly the proportion of the population residing there (3.25%). There are no branches in moderate-income geographies in the MSA, where 18.55% of the population reside.

In the Miami MSA 12% (6) of its 50 branches are located in low-income geographies providing excellent access to the 9.18% of the population that reside in those geographies. Another 16% (8) of the offices are located in moderate-income geographies, providing good access to the 19.43% of the population residing there.

The closing of one branch in a moderate-income geography in the Ft. Lauderdale MSA has generally not adversely affected the accessibility of the bank's delivery systems. This office was closed due to declining business and lack of room for expansion, as well as identified concerns for safety. Other offices are located 3.5 and 4.7 miles away, respectively.

Six branch closures in the Miami MSA (four in moderate-income geographies and two in low-income geographies) generally have not adversely affected accessibility in the AA. These branches were consolidated with other nearby offices, and access remains good following the closings.

In the Ft. Lauderdale MSA and in the Miami MSA accessibility, particularly for low- and moderate-income geographies, is not enhanced by the availability of ATMs. There are no stand-alone ATMs in low- or moderate-income geographies.

Community Development Services

UPB's performance in providing community development services to the Ft. Lauderdale MSA is very poor. UPB reports no qualified service was provided during the evaluation period.

Performance is poor in the provision of community development services to the Miami MSA. UPB provided only six qualified services to this, its largest AA in Florida. These services showed only limited leadership and responsiveness to identified community needs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the West Palm Beach MSA is not inconsistent with its overall High Satisfactory performance in Florida. Its performance in the Ft. Myers MSA, the Naples MSA, the Tampa MSA, and the Sarasota MSA is weaker than its overall performance. These weaker performances had no effect on the overall state Service Test rating. Refer to Table 13 in the state of Florida section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Illinois:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>Needs to Improve</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good geographic and borrower distributions in the Decatur MSA.
- Adequate loan distributions in the other AAs.
- A poor level of qualified community development investments.
- Excellent retail services and poor community development services.

Description of Institution's Operations in Illinois

Refer to the Market Profile for the full-scope Decatur MSA in Appendix C for detailed demographics and other performance context information.

UPB has 53 branches and over \$1.6 billion of deposits in its AAs of the Decatur, Peoria, Springfield, Bloomington-Normal, Champaign MSAs along with 22 Non-MSA counties. This represents 6.3% of total UPB deposits. UPB is the 11th largest financial institution in Illinois. UPB also purchased and merged a community bank into its state operations in the first quarter of 1999. UPB is the 3rd largest financial institution in the Decatur MSA with over \$292 million in deposits. The Decatur MSA is UPB's largest AA.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Illinois

As the largest MSA in Illinois (in terms of deposits), Decatur was selected for full scope review. The remaining MSAs and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Illinois operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to one community contact in the Decatur MSA, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicate a significant community need in financial/credit education with affordable housing stock and affordable housing loans as secondary needs. Banks in Decatur have opportunities to participate with local/state/federal government agencies to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Illinois is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Decatur MSA is good.

Lending Activity

Refer to Table 1 in the state of Illinois section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Decatur MSA is adequate. UPB's market rank in the home mortgage loan products is well below its third place deposit rank. The bank's market rank in small loans to businesses and farms, however exceeds near its deposit rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans in the Decatur MSA is excellent. The bank's distribution of home improvement and refinance loans to low and moderate-income CTs exceeds the demographic comparator of owner-occupied housing. The distribution of home purchase loans to low-income CTs are also excellent. The home purchase distribution to moderate-income CTs is below the comparator. The market share results parallel the distribution conclusions cited above.

Small Loans to Businesses

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

The overall geographic distribution of UPB small loans to businesses in the Decatur MSA is excellent. The bank's distribution of these loans to moderate-income CTs exceeds the demographic comparator of businesses located in the MSA. The distribution to low-income CTs is near the comparator. The bank's market share in both income categories also exceeds its overall business loan market share.

Small Loans to Farms

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

Only a few small loans to farms have been made in the Decatur MSA, but the distribution to the low-income CTs is excellent. No loans were made in the moderate-income areas. Due to the limited number of loans made, these results did not have a significant impact on the Decatur MSA Lending Test rating.

Lending Gap Analysis

After consideration of the evaluation scope for the Decatur MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, approximately 54% of the home mortgage loans, 54% of the small loans to businesses, and 84% of the small loans to farmers were originated within UPB's AAs compared to its new loans in the entire state. The proportion of lending within the AAs is not high, but is due to several reasons. Due to the mergers already noted, UPB did not have all of its branches for the entire evaluation period. The home mortgage inside/outside ratio also reflects the mortgage department's origination of loans throughout the state for the past several years. These ratios did not have a negative effect on the geographic distribution evaluation.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is excellent in the Decatur MSA. The percentage distributions for low and moderate-income borrowers of home purchase and home improvement loan are excellent as they meet or exceed the demographic comparator. The distribution of low-income refinance loans is also excellent. The refinance loan distribution for moderate-income borrowers has lesser performance, as it is somewhat below the demographic comparator. The market share results for these three loan types parallel the distribution conclusions.

Small Loans to Businesses

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

The overall borrower distribution of small loans to businesses is adequate in the Decatur MSA. The percentage of small loans to small businesses is somewhat below

the percentage of small businesses in the MSA. Over 80% of these loans are under \$100,000 in size. The bank's market share of loans to small businesses, however, exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Illinois section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

Only a few small loans to farms have been made in the Decatur MSA, but the overall borrower distribution of small loans to farms is excellent. The percentage of small loans to small farms is near the percentage of small farms in the MSA. Over 88% of these loans are under \$100,000 in size. The bank's market share of loans to small farms exceeds its overall farm loan market share. Due to the limited number of loans made, these results did not have a significant impact on the Decatur MSA Lending Test rating.

Community Development Lending

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

Community development lending in the Decatur MSA had a neutral impact upon the bank's lending performance in Illinois during the evaluation period. UPB made one qualified community development loan to facilitate affordable housing for low- and moderate-income persons. This loan is in the amount of \$360 thousand.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Peoria, Springfield, Bloomington, Champaign MSAs along with Non-MSA AAs is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in Illinois. These performances are also weaker than the Decatur MSA reviewed under full-scope procedures. The primary reasons for the lower performances were weaker geographic distributions for home mortgage loans and borrower distributions for small loans to businesses. These weaker performances adversely impacted the overall state lending test rating.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Illinois is rated Needs to Improve. Based on a full-scope review, the bank's performance in the Decatur MSA is poor.

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

UPB made four qualified community development investments totaling \$6 thousand in the Decatur MSA during the evaluation period. These investments consisted of contributions to local community groups supporting affordable housing and community service and revitalization objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Bloomington, Champaign, Peoria, and Springfield MSAs and in the Non-MSA AA is not inconsistent with the bank's overall Needs to Improve rating under the Investment Test in Illinois.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Illinois is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Decatur MSA is good.

Retail Banking Services

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

In the Decatur MSA, UPB's delivery systems are accessible to geographies and

individuals of different income levels. Accessibility is excellent in low-income geographies where 6.93% of the population reside and 33.33% of UPB's offices are located. In moderate-income geographies accessibility is good through the 16.67% of the bank's branches located there. Residents of these geographies comprise 20.35% of the MSA total.

Branch openings and closings in the Decatur MSA generally have not adversely affected the accessibility of the bank's delivery systems. There has been one closing in a moderate-income geography due to stagnant growth and low profitability. This office was near others and did not significantly reduce accessibility in these geographies.

UPB's system of ATMs in the Decatur MSA enhances accessibility, particularly in low- and moderate-income geographies. ATMs in low-income geographies comprise 14.29% of the bank's total, while 6.93% of the total population reside in these geographies. ATMs in moderate-income geographies comprise 28.57% of the total, while 20.35% of the total population reside in these geographies.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Decatur MSA is poor. UPB reports one qualified service during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Peoria MSA and in the Non-MSA AA is not inconsistent with its overall High Satisfactory performance in Illinois. Its performance in the Springfield MSA, Bloomington MSA, and the Champaign MSA is weaker than its overall performance. The weaker performance in these AAs is primarily due to poorer branch distributions in low and moderate-income areas. Refer to Table 13 in the state of Illinois section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Indiana:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>High Satisfactory</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Overall adequate geographic and borrower distributions for all loan types.
- A good level of qualified community development investments.
- Good retail services and poor community development services.

Description of Institution's Operations in Indiana

Refer to the Market Profile for the full-scope Indianapolis MSA in Appendix C for detailed demographics and other performance context information.

UPB has 80 branches and over \$1.9 billion of deposits in its AAs of the Indianapolis, Lafayette, Louisville-Jeffersonville, Bloomington, Terre Haute, Evansville, Kokomo MSAs and 11 Non-MSA counties. This represents 7.4% of total UPB deposits. UPB is the 5th largest financial institution in Indiana. During the evaluation period, UPB purchased and merged into its operations one community bank in the third quarter of 1998 and one mid-size bank in the first quarter of 1999. UPB is the 5th largest financial institution in the Indianapolis MSA. This MSA is UPB's largest AA in the state.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Indiana

As the largest AA in Indiana (in terms of deposits), Indianapolis was selected for full scope review. The remaining MSA and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Indiana operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to one community contact in the Indianapolis MSA, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs in loans to very small businesses, lines of credit to CDCs, affordable housing loans and credits to rehabilitate housing. Banks in Indianapolis have numerous opportunities to participate with non-profit organizations, CDCs, local/state government agencies to help meet these community needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Indiana is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Indianapolis MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Indiana section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Indianapolis MSA is adequate. The purchase and merger of offices in this MSA and in Indiana late in the evaluation period must be considered when assessing lending volumes and performance. UPB's market rank is substantially below its 5th place deposit rank in Indianapolis for home mortgage loans. The market rank for small loans to businesses and farms was only slightly below the deposit rank. Considering the short timeframe to make loans since acquisition of the branches in this MSA, these lending levels are considered adequate.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is adequate in the Indianapolis MSA. The distribution of home improvement loans in low-income CTs exceeds the demographic comparator of owner-occupied housing units. The distribution of home improvement loans in moderate-income CTs was somewhat below the demographic comparator; in low-income areas it was near. The weakest performance was noted in the refinance loans to low-income areas and home purchase loans to low and moderate-income CTs. These distributions were below the demographic comparator. The market share results for these three loan types parallel the distribution results.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in the Indianapolis MSA is good. UPB's distribution of small loans to businesses in low-income CTs is near the portion of small businesses located in these areas. The distribution of these loans to moderate-income CTs is somewhat below the demographic comparator. The market share in both low and moderate-income CTs exceeds the bank's overall market share.

Small Loans to Farms

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

Few small loans to farms have been made in the Indianapolis MSA, but the distributions to low and moderate-income areas are excellent. Due to the limited number of loans made, these results did not have a significant impact on the Indianapolis MSA Lending Test rating.

Lending Gap Analysis

After consideration of the evaluation scope for the Indianapolis MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 88% of the home mortgage loans, 89% of the small loans to businesses and 89% of its small loans to farmers were originated within UPB's AAs compared to its new loans in the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is adequate in the Indianapolis MSA. The percentage distributions for moderate-income borrowers of home refinance loans and low and moderate-income borrowers of home improvement are near the demographic comparator. The distributions for low-income refinance borrowers and moderate-income home purchase borrowers are somewhat below the comparator. Weaker performance is noted in home purchase loans to low-income borrowers as its distribution is significantly below the demographic comparator. The

market share results for these three loan types parallel the distribution conclusions.

Small Loans to Businesses

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

The overall borrower distribution of small loans to businesses is poor in the Indianapolis MSA. The percentage of small loans to small businesses is below the percentage of small businesses in the MSA and is considered poor. Only 51% of these loans are under \$100,000 in size. The bank's market share of loans to small businesses is also below its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Indiana section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

On the few loans made, the borrower distribution of small loans to farms is adequate in the Indianapolis MSA. The percentage of small loans to small farms is somewhat below the percentage of small farms in the MSA. Over 87% of these loans are under \$100,000 in size. Due to the limited number of loans made, these results did not have a significant impact on the Indianapolis MSA Lending Test rating.

Community Development Lending

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

Community development lending in the Indianapolis MSA had a neutral impact upon the bank's lending performance in Indiana during the evaluation period. UPB made one qualified community development loan totaling \$600 thousand to an organization that provides services (including temporary housing) to low- and moderate-income women and children.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Bloomington, Kokomo, Lafayette, and Louisville MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in Indiana. The bank's performance under the Lending Test in the Non-MSA AA is stronger than overall state rating. This was primarily due to better geographic distributions of loan products. UPB's performance under the Lending Test in the Terre Haute and Evansville MSAs is weaker than the overall state rating primarily due to poorer geographic and borrower distributions. These differences in AA performance had no effect on the overall Lending Test rating.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Indiana is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Indianapolis MSA is excellent. Weaker performance in the other AAs affected the bank's overall state rating.

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

UPB made twenty-one qualified community development investments in the amount of \$5.1 million in the Indianapolis MSA during the evaluation period. These investments consisted primarily of \$4.5 million in mortgage-backed securities backed by affordable housing mortgages. The remaining \$532 thousand consists of contributions to local community groups supporting affordable housing and community service and revitalization objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Louisville and Terre Haute MSAs is stronger than UPB's overall High Satisfactory rating in Indiana. The bank's performance in the Bloomington, Evansville, Kokomo, and Lafayette MSAs and in the Non-MSA AAs is weaker than UPB's overall performance in Indiana. Weaker performance results from the low volume of qualified investments in relation to the bank's presence in these markets. Weak performance impacted the bank's overall rating under the Investment Test in Indiana.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Indiana is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Indianapolis MSA is adequate. Higher performance in the limited scope areas augmented the overall Service Test rating.

Retail Banking Services

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

In the Indianapolis MSA, UPB's delivery systems are reasonably accessible to geographies and individuals of different income levels. Two offices are located in low-income geographies of the MSA. This comprises 6.25% of the bank's branches and is near to the proportion of the MSA population residing there. Two additional branches are located in moderate-income geographies. This falls, proportionally, below the 23.19% of population residing in these geographies.

Branch openings and closings in the Indianapolis MSA have not adversely affected the accessibility of the bank's delivery systems. A closing of one office in a low-income geography was necessitated by the property owner's termination of its lease. UPB is in process of planning another office some 1,000 feet away. One additional office was opened in a moderate-income geography.

The distribution of ATMs in the Indianapolis MSA is similar to the branch distribution. Access in moderate-income geographies is enhanced by the presence of one stand-alone ATM.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Indianapolis MSA is poor. UPB reports only six qualified services during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Bloomington, Kokomo, Lafayette, Louisville, and Terre Haute MSAs and in the Non-MSA AA was stronger than its adequate performance in the Indianapolis MSA and is not inconsistent the High Satisfactory rating in Indiana. Therefore, the overall rating in Indiana is High Satisfactory. The bank's performance in the Evansville MSA is weaker than its overall High Satisfactory performance. Refer to Table 13 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Iowa:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>Needs to Improve</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Overall adequate distributions of loans to low and moderate-income areas and borrowers.
- A poor level of qualified community development investments.
- Good retail services and adequate community development services.

Description of Institution's Operations in Iowa

Refer to the Market Profile for the full-scope Cedar Rapids MSA in Appendix C for detailed demographics and other performance context information.

UPB has 28 branches and over \$820 million of deposits in its AAs of the Cedar Falls, Des Moines, Iowa City, Cedar Rapids MSAs along with 6 Non-MSA counties. This represents 3.2% of total UPB deposits. UPB is the 6th largest financial institution in Iowa. UPB is the largest financial institution in the Cedar Falls MSA with over \$420 million in deposits. The Cedar Falls MSA is the bank's largest AA in the state.

Scope of Evaluation in Iowa

As the largest AA in Iowa (in terms of deposits), Cedar Falls was selected for full scope review. The remaining MSA and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Iowa operations.

In addition to the 3 community contacts in Iowa AAs, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs for affordable housing loans and credit/financial education. Banks in Cedar Falls have opportunities to participate with non-profit organizations and local governments to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Iowa is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Cedar Falls MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Iowa section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Cedar Falls MSA is adequate. UPB's market rank for all three home mortgage types is below its #1 deposit market rank. The bank's market rank for small loans to businesses and farms meets its deposit market share.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans in the Cedar Falls MSA is good. The distribution of home purchase loans to low and moderate-income areas, home improvement loans to moderate-income geographies and refinance loans to low-income areas is near or exceeds the demographic comparator of owner-occupied housing units. The distribution of home improvement loans to low-income geographies and refinance loans to moderate-income areas is below the demographic comparator. The market share for refinance loans to low-income areas and home improvement loans to moderate-income areas exceeds UPB's overall home mortgage market share. The market share for the other home mortgage products is below the bank's overall home mortgage market share.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in Cedar Falls MSA is good. UPB's distribution of small loans to businesses in low-income geographies exceeds the portion of small businesses located in these areas. The distribution of these loans to moderate-income areas is somewhat below the demographic comparator. The market share for these loans has similar results for low and moderate-income areas when compared to the bank's overall market share.

Small Loans to Farms

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

The overall geographic distribution of UPB small loans to farms in the Cedar Falls MSA is very poor. None of the 161 loans were made in low or moderate-income geographies.

Lending Gap Analysis

The analysis of the bank's lending activity in the Cedar Falls MSA did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 85% of the home mortgage loans, 89% of the small loans to businesses and 75% of its small loans to farmers were originated within UPB's AAs compared to its new loans within the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The borrower distribution of UPB home mortgage loans is adequate in the Cedar Falls MSA. The percentage distributions for moderate-income borrowers in home purchase and home improvement loans meet or exceed the demographic comparator. The distribution of home improvement loans to low-income borrowers is also good when evaluated to the comparator. The distribution to low-income borrowers for home purchase and refinance loans is well below the comparator percentage of families at that income level. The percentage of moderate-income borrowers for refinance loans is somewhat below the demographic comparator.

Market shares for low and moderate-income borrowers meet the overall home mortgage market share for home purchase, exceed it in home improvement loans, and are below it in refinance loans.

Small Loans to Businesses

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

The overall borrower distribution of small loans to businesses is adequate in the Cedar Falls MSA. The percentage of small loans to small businesses is somewhat below the

percentage of small businesses in the MSA. Over 71% of these loans are under \$100,000 in size. UPB's market share of loans to small businesses exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Iowa section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The overall borrower distribution of small loans to farms is good in the Cedar Falls MSA. The percentage of small loans to small farms is near the percentage of small farms in the MSA. Over 90% of these loans are under \$100,000 in size. UPB's market share of these loans is also near the overall farm loan market share.

Community Development Lending

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

UPB provided no community development lending in the Waterloo-Cedar Falls MSA during the evaluation period, with a neutral impact upon its overall lending performance in Iowa.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Cedar Rapids MSA is not inconsistent with the bank's overall Lending Test performance in Iowa. Lending Test performance in the Iowa City MSA, Des Moines MSA, and Non-MSA AA is stronger than the overall state rating. The primary reasons for this stronger performance are better geographic and borrower loan distributions and higher level of Community Development lending than the other AAs. This greater performance did favorably impact the overall state rating.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Iowa is rated Needs to Improve. Based on a full-scope review, the bank's performance in the Cedar Falls MSA is poor.

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

UPB made one qualified community development investment in the Cedar Falls MSA during the evaluation period in the amount of \$1 thousand. This investment benefited a local group supporting community service objectives for low- and moderate-income persons.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Des Moines MSA is stronger than the bank's overall Needs to Improve rating under the Investment Test in Iowa. The Des Moines MSA had a higher level of community development investments. The bank's performance in the Cedar Rapids and Iowa City MSAs and in the Non-MSA AAs is not inconsistent with the overall performance under the Investment Test in Iowa.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Iowa is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Cedar Falls MSA is good.

Retail Banking Services

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

In the Cedar Falls MSA, UPB has located three of its branches (33.33%) in low-income geographies, providing excellent accessibility for the 4.28% of the population residing there. Access in moderate-income geographies, where 17.30% of the population reside, is adequate, with one branch located there.

One branch closing in a low-income geography and one in an upper-income geography has not adversely affected the accessibility of the bank's delivery systems.

UPB's system of ATMs enhances accessibility in Cedar Falls. Twenty percent of the ATMs are located in low-income geographies, where 4.28% of the population reside. An additional 13% are in moderate-income geographies, and one of these is a stand-alone location. As noted, 17.30% of the population reside in moderate-income geographies.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Cedar Falls MSA is adequate. UPB reports five qualified and responsive services during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Des Moines MSA is not inconsistent with the bank's overall High Satisfactory performance in Iowa. Its performance in the Cedar Rapids MSA, the Iowa City MSA, and in the Non-MSA AA is weaker than its overall performance primarily due to lower accessibility of delivery services especially to low and moderate-income individuals. Refer to Table 13 in the state of Iowa section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Kentucky:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>Low Satisfactory</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good geographic distribution in home mortgage loans and loans to small businesses offset by a weaker borrower distribution in McCracken County.
- A good borrower distribution in all loan types offset by a weaker geographic distribution in the Non-MSA AA.
- An adequate level of qualified community development investments.
- Good retail services somewhat offset by very poor community development services.

Description of Institution's Operations in Kentucky

Refer to the Market Profile for the full-scope area of McCracken County in Appendix C for detailed demographics and other performance context information.

UPB has 41 branches and over \$1.5 billion of deposits in the 17 Non-MSA counties in its AAs. This represents 6% of total UPB deposits. McCracken County is the largest AA with over \$420 million in deposits. UPB is the sixth largest financial institution in the state and the largest in McCracken County. UPB purchased and merged into its Kentucky operations one mid-size bank in third quarter of 1998, one community bank in fourth quarter of 1998, and one community bank in the first quarter of 1999.

Scope of Evaluation in Kentucky

As the largest AA in Kentucky (in terms of deposits), McCracken County was selected for full scope review. The remaining Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB's Kentucky operations.

In addition to the community contact in Paducah, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs for affordable housing loans and credit/financial education. Banks in McCracken County have opportunities to participate with non-profit organizations and local governments to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Kentucky is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the McCracken County AA is adequate.

Lending Activity

Refer to Table 1 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the McCracken County AA is adequate. UPB's market rank in all home mortgage types, small loans to businesses and small loans to farms was slightly below its leading deposit rank in the AA.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is good in the McCracken County AA. The distribution of home purchase loans to moderate-income geographies is near the demographic comparator of owner-occupied housing units. Also in the moderate-income geographies, the distribution of home improvement loans exceeds the demographic comparator while the refinance loans distribution is somewhat below the comparator. McCracken County does not have any low-income geographies. Compared to the bank's overall loan market share in the AA, the market share for the three home mortgage loan types is near to or higher.

Small Loans to Businesses

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

The overall distribution of UPB small loans to businesses in the McCracken County AA is excellent. The bank's distribution of these loans in moderate-income geographies meets the portion of businesses located in these areas. The market share for small loans to businesses in moderate-income areas also exceeds the bank's overall business loan market share.

Small Loans to Farms

Refer to Table 6 in the state of Kentucky section of Appendix D for the facts and data

used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The volume of small loans to farms in McCracken County is small with only 5 loans and was not used in determining its Lending Test evaluation.

Lending Gap Analysis

After consideration of the evaluation scope for the McCracken County AA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 88% of the home mortgage loans, 73% of the small loans to businesses and 92% of its small loans to farmers were originated within UPB's AAs compared to its new loans within the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is poor in the McCracken County AA. The percentage distributions for low-income borrowers in home purchase, home improvement and refinance loans are all substantially below the demographic comparator. The distribution for moderate-income customers in home purchase and refinance loans is slightly below the comparator. In the few home improvement loans, the percentage to low-income borrowers was excellent. The market share for low and moderate-income borrowers in all three home mortgage types is near or exceeds the bank's overall mortgage loan market share.

Small Loans to Businesses

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

The borrower distribution of small loans to businesses is adequate in the McCracken County AA. The percentage of small loans to small businesses is somewhat below the

percentage of small businesses in the AA. Over 63% of these loans are under \$100,000 in size.

Small Loans to Farms

Refer to Table 11 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The volume of small loans to farms in McCracken County is small with only 5 loans and was not used in determining its Lending Test evaluation.

Community Development Lending

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

Community development lending in the McCracken County AA had a neutral impact upon the bank's lending performance in Kentucky during the evaluation period. UPB made one qualified community development loan to facilitate affordable housing for low- and moderate-income persons. This loan is in the amount of \$65 thousand.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall Lending Test performance in Kentucky.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Kentucky is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the McCracken County AA is poor. Stronger performance in the Non-MSA AAs favorably impacted the bank's overall state rating.

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

UPB made two qualified community development investments in the amount of \$11 thousand in the McCracken County AA during the evaluation period. These investments consisted of contributions to local community groups supporting affordable housing and community service objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Non-MSA AAs is stronger than the bank's overall Low Satisfactory rating under the Investment Test in Kentucky. UPB made 31 total qualified investments in the amount of \$1.4 million in these AAs during the evaluation period. This stronger performance favorably impacted the bank's overall rating under the Investment Test in Kentucky.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Kentucky is rated High Satisfactory. Based on a full-scope review, the bank's performance in the McCracken County AA is adequate. Stronger performance in the limited-scope Non-MSA AA raised the overall state rating.

Retail Banking Services

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

In McCracken County there are no low-income census tracts. Two of the bank's five branches are located in moderate-income census tracts, providing excellent accessibility for the 16% of the population residing there. There have been no openings or closings of branches in the McCracken County AA. ATMs do not enhance accessibility significantly in the county. Three stand-alone ATMs are located in middle- and upper-income census tracts. UPB's hours and services offered do not vary in a way that inconveniences the low and moderate-income residents in the AA.

Community Development Services

UPB's performance in providing community development services to the McCracken County AA is very poor. UPB reports no qualified service provided during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based upon a limited-scope review, the bank's performance under the Service Test in the Non-MSA AA is stronger than its performance in McCracken County, and it raises the overall state rating to High Satisfactory. The Non-MSA AA had good performance in community development services along with expanded hours for its branches to achieve the higher rating. Refer to Table 13 in the state of Kentucky section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Louisiana:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Adequate distributions of small loans to businesses.
- Adequate borrower distribution of home mortgage loans offset by a very poor geographic distribution.
- A positive volume of community development loans.
- An excellent level of qualified community development investments.
- Good level of retail services and poor community development services.

Description of Institution's Operations in Louisiana

Refer to the Market Profile for the full-scope Baton Rouge MSA in Appendix C for detailed demographics and other performance context information.

UPB has 23 branches and over \$620 million of deposits in its AAs of Baton Rouge, New Orleans and Houma MSAs. This represents 2.4% of total UPB deposits. The Baton Rouge MSA is the largest AA with over \$500 million in deposits. UPB is the 8th largest financial institution in the state and 4th largest in the Baton Rouge MSA. UPB purchased and merged into its Louisiana operations one community bank during the fourth quarter of 1998.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Louisiana

As the largest AA in Louisiana (in terms of deposits), Baton Rouge was selected for full scope review. The other 2 MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Louisiana operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to the community contact in Baton Rouge, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs for credit/financial education and working capital loans for small businesses. Banks in Baton Rouge have opportunities to participate with non-profit organizations and local government agencies to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Louisiana is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Baton Rouge MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Louisiana section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Baton Rouge MSA is adequate. UPB's market rank in home purchase and home improvement loans is near to or better than deposit rank within the MSA. For refinance mortgage loans and small loans to businesses, the bank's market rank was below its MSA deposit rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is very poor in the Baton Rouge MSA. The distribution of home improvement loans to low and moderate-income CTs meets or exceeds the demographic comparator of owner-occupied housing units. However, the distributions of home purchase and refinance loans to low and moderate-income CTs are significantly below the demographic comparator. The market shares for these loans compared to overall home mortgage loan market share parallel the distribution results.

Small Loans to Businesses

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

The overall geographic distribution of UPB small loans to businesses in the Baton Rouge MSA is adequate. The bank's distribution of small loans to businesses in low-income geographies is somewhat below the portion of businesses located in these

areas. The distribution of these loans to moderate-income areas is below the comparator also. Market shares indicate a more positive performance level. The market share for loans to low-income areas exceeds the bank's overall business loan market share. The market share for moderate-income areas is near the overall market share.

Small Loans to Farms

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

The volume of small loans to farms in the Baton Rouge MSA and the state of Louisiana is not significant and is not used in the Lending Test Evaluation.

Lending Gap Analysis

After consideration of the evaluation scope for the Baton Rouge MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, approximately 57% of the home mortgage loans, 81% of the loans to small businesses and 49% of the small loans to farmers were originated within UPB's AAs compared to its new loans in the entire state. The proportion of lending within the AAs is not great due to several reasons. As already noted, UPB did not have all of its branches within the AAs for the entire evaluation period. The home mortgage inside/outside ratio also reflects the mortgage department's origination of loans throughout the state for the past several years. These ratios did not have a negative effect on the geographic distribution evaluation.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The borrower distribution of UPB home mortgage loans is adequate in the Baton Rouge MSA. The percentage distributions for moderate-income borrowers in home purchase and home improvement along with low-income home improvement customers are rated excellent as they are near or exceed the demographic comparator. The distribution of refinance loans to moderate income borrowers is somewhat below the demographic comparator, while refinance and home purchase loans to low-income borrowers is

significantly below the comparator.

Market shares for low and moderate-income borrowers of home purchase and home improvement loans are near or exceed the bank's overall home mortgage market share. The market shares for low and moderate-income borrowers of refinance loans are below the overall UPB market share.

Small Loans to Businesses

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

The borrower distribution of small loans to businesses is excellent in the Baton Rouge MSA. The percentage of small loans to small businesses meets the percentage of small businesses in the MSA. Over 77% of these loans are under \$100,000 in size. UPB's market share of loans to small businesses exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Louisiana section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The volume of small loans to farms in the Baton Rouge MSA and the state of Louisiana is not significant and is not used in the Lending Test Evaluation.

Community Development Lending

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

Community development lending has a positive impact upon the bank's lending performance in Louisiana during the evaluation period. In the Baton Rouge MSA, UPB made three qualified community development loans totaling \$827 thousand. All three loans financed affordable housing for low- and moderate-income individuals.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Houma and New Orleans MSAs is not inconsistent with the bank's overall Low Satisfactory Lending Test performance in Louisiana.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Louisiana is rated Outstanding. Based on a full-scope review, the bank's performance in the Baton Rouge MSA is excellent.

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

UPB made 32 qualified community development investments in the Baton Rouge MSA during the evaluation period in the amount of \$1.1 million. These investments consisted primarily of \$875 thousand in a mortgage-backed security backed by affordable housing mortgages for low- and moderate-income persons. The remaining \$202 thousand consists of contributions to local community groups supporting affordable housing and community service and revitalization objectives.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Houma and New Orleans MSAs is weaker than the bank's overall Outstanding rating under the Investment Test in Louisiana. This weak performance did not impact the bank's overall rating under the Investment Test in Louisiana.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Louisiana is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Baton Rouge MSA is good.

Retail Banking Services

Refer to Table 13 in the state of Louisiana section of Appendix D for the facts and data

used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

In the Baton Rouge MSA, delivery systems are accessible to geographies and individuals of different income levels. In low-income geographies, UPB operates 12.5% of its branches, while 14.56% of the population reside there. Another 12.5% of UPB's branches are in moderate-income geographies, where 17.48% of the population reside.

There have been no openings or closings of branches in the Baton Rouge MSA during the evaluation period.

The distribution of ATMs in the Baton Rouge MSA provides enhancement to UPB's delivery system, particularly in low-income geographies. There, 20% of its ATMs are located, including one stand-alone machine.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Baton Rouge MSA is poor. The bank reports only six qualified services performed during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Houma MSA and the New Orleans MSA is weaker than its overall High Satisfactory performance in Louisiana. This weaker performance is primarily due to lower accessibility of delivery services especially to low and moderate-income individuals. Refer to Table 13 in the state of Louisiana section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Mississippi:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>High Satisfactory</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good borrower distribution in all loan categories offset by poor geographic distributions.
- A good volume of community development loans.
- A good level of qualified community development investments.
- Excellent retail services in low-income geographies and adequate overall community development services.

Description of Institution's Operations in Mississippi

Refer to the Market Profile for the full-scope Jackson MSA in Appendix C for detailed demographics and other performance context information.

UPB has 125 branches and over \$2.4 billion of deposits in its AAs of Jackson, Hattiesburg and Biloxi, along with 40 Non-MSA counties. This represents 9.7% of total UPB deposits. The Jackson MSA is its largest AA with over \$350 million in deposits. UPB is the 4th largest financial institution in both the state and Jackson MSA. UPB purchased and merged into its Mississippi operations one community bank during the third quarter of 1998.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Mississippi

As the largest MSA in Mississippi (in terms of deposits), Jackson was selected for a full scope review. The remaining MSAs and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Mississippi operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to the community contact in Jackson, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs for credit education, affordable housing loans and loans to small businesses. Banks in Jackson have opportunities to participate with non-profit organizations and local/state government agencies to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Mississippi is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Jackson MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Mississippi section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Jackson MSA is good. UPB's market rank in home mortgage loan types is near to its fourth place deposit market rank within the MSA. The bank's market rank for small loans to businesses and farms is below the deposit market rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans in the Jackson MSA is poor. The bank's distribution of home purchase loans to low-income CTs and refinance loans to low and moderate-income CTs is significantly below the demographic comparator of owner-occupied housing. The distribution of home purchase and home improvement loans to moderate-income areas is somewhat below the demographic comparator. Only the distribution of home improvement loans to low-income areas is considered good. The market share results for these products in low and moderate-income CTs are similar to the distribution outcome.

Small Loans to Businesses

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

The overall geographic distribution of UPB small loans to businesses in the Jackson MSA is adequate. The bank's distribution of these loans to moderate-income CTs is somewhat below the portion of businesses located in the MSA. For low-income CTs, the distribution is considered good. Market shares to these geographies are also somewhat below the bank's overall business loan market share.

Small Loans to Farms

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

The overall geographic distribution of UPB small loans to farms in the Jackson MSA is poor. The bank's distribution of these loans to low and moderate-income CTs is significantly below the portion of farms located in the MSA. This is somewhat offset by the few loans made in this more urban area.

Lending Gap Analysis

After consideration of the evaluation scope for the Jackson MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 88% of the home mortgage loans, 95% of the small loans to businesses and 93% of its small loans to farmers were originated within UPB's AAs compared to its new loans within the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is good in the Jackson MSA. The percentage distributions for low and moderate-income borrowers of home purchase loans and moderate-income borrowers of home improvement loans meet or exceed the demographic comparator. The distribution for moderate-income customers on refinance loans is somewhat below the comparator, while the distribution for low-income borrowers on refinance and home improvement loans was significantly below the comparator. The market share for low and moderate-income borrowers in home purchase loans exceeded the bank's overall market share. For home improvement and refinance loans, however, the market share for the lower income borrowers is below the overall bank market share.

Small Loans to Businesses

Refer to Table 10 in the state of Mississippi section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of

small loans to businesses.

The borrower distribution of small loans to businesses is good in the Jackson MSA. The percentage of small loans to small businesses is near the percentage of small businesses in the MSA. Over 83% of these loans were under \$100,000 in size. Additionally, the bank's market share of loans to small businesses is near its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Mississippi section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The borrower distribution of small loans to farms is excellent in the Jackson MSA. The percentage of small loans to small farms exceeds the percentage of small farms in the MSA. UPB's market share of loans to small farms is near the overall farm loan market share. Over 86% of these loans are under \$100,000 in size.

Community Development Lending

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

During the evaluation period community development lending had a positive impact upon UPB's lending performance in Mississippi. In the Jackson MSA, the bank made thirteen qualified community development loans totaling \$1.4 million. These loans provided funding for affordable housing for low- and moderate-income persons and revitalization of low- and moderate-income neighborhoods.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Hattiesburg MSA, Biloxi MSA and Non-MSA AA is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in Mississippi.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Mississippi is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Jackson MSA is excellent. Weaker performance in limited-scope AAs affected the overall state rating.

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

UPB made twelve qualified community development investments in the Jackson MSA during the evaluation period in the amount of \$4.0 million. These investments consisted primarily of \$3.9 million in mortgage-backed securities backed by affordable housing mortgages. The remaining \$127 thousand consists of contributions to local community organizations supporting affordable housing and community service and revitalization objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Biloxi MSA is stronger than the bank's overall High Satisfactory rating in Mississippi due to higher levels of community development investments. The bank's performance in the Hattiesburg MSA is not inconsistent with the bank's overall rating in Mississippi. However, the bank's performance under the Investment Test in the Non-MSA AAs is weaker than the bank's overall rating in Mississippi. Weaker performance results from the low volume of qualified investments in relation to the bank's presence in these markets. This weak performance adversely impacted the bank's overall rating under the Investment Test in Mississippi.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Mississippi is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Jackson MSA is good.

Retail Banking Services

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

In the Jackson MSA, accessibility is excellent in low-income geographies where UPB

operates 15.79% of its branches and 15.18% of the population reside. Accessibility is adequate in moderate-income geographies where 10.53% of the branches serve 18.33% of the population.

Branch openings and closings in the Jackson MSA generally have not adversely affected the accessibility of the bank's delivery systems. With openings that occurred, there was a net reduction of one branch each in low, moderate and upper-income geographies. The branches closed in low and moderate-income geographies were consolidated with existing branches located within a thousand feet or less of that CT's border.

UPB's system of ATMs provides some enhanced accessibility in the Jackson MSA. UPB's hours and services offered do not vary in a way that inconveniences the low and moderate-income residents of the AA.

Community Development Services

UPB's performance in providing community development services to the Jackson MSA is adequate. UPB has provided eight qualified services to the AA during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Hattiesburg MSA, Biloxi MSA, and the Non-MSA AA is not inconsistent with its overall High Satisfactory performance under the Service Test in Mississippi. Refer to Table 13 in the state of Mississippi section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Missouri:	<u>Satisfactory</u>
The Lending Test is rated:	<u>Low Satisfactory</u>
The Investment Test is rated:	<u>High Satisfactory</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good borrower distributions offset by poor geographic distributions.
- A good level of qualified community development investments.
- Good retail services and poor community development services.

Description of Institution's Operations in Missouri

Refer to the Market Profile for the full-scope Springfield MSA in Appendix C for detailed demographics and other performance context information.

UPB has 51 branches and over \$1.0 billion of deposits in its AAs of the Springfield and Columbia MSAs along with the 23 Non-MSA counties. This represents 3.9% of total UPB deposits. Springfield is the largest MSA with over \$119 million in deposits. UPB is the 10th largest financial institution in Missouri and 9th largest in Springfield. UPB purchased and merged into its Missouri operations 3 banks during the first and third quarters of 1998. The St. Louis MSA is not included in these figures as it is a separate multistate MSA. In the Springfield MSA, the percentage of owner-occupied housing units in low-income geographies is quite small. This factor must be considered in the Lending Evaluation.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Missouri

As the largest MSA in Missouri (in terms of deposits), Springfield was selected for a full scope review. The St. Louis branches of UPB were evaluated separately in a Multistate MSA write-up. The remaining MSA and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Missouri operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to the community contact in Columbia, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated

community needs for credit education and home improvement loans. Banks in Columbia have opportunities to participate with local non-profit housing organizations.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Missouri is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Springfield MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Missouri section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Springfield MSA is adequate. UPB's market rank in home mortgage loans is below its ninth place deposit market rank in the MSA. The market rank in small loans to businesses is approximately equal to the deposit rank, while the UPB small loans to farms rank is higher.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans in the Springfield MSA is poor. The bank's distribution of home purchase loans to moderate-income CTs is somewhat below the demographic comparator of owner-occupied housing. The distribution of home improvement and refinance loans to moderate-income CTs is significantly below the demographic comparator. The distribution of all 3 home mortgage types to low-income CTs is also significantly below the comparator, but the limited number of low-income geographies and low number of owner-occupied units must offset or mitigate this conclusion somewhat.

Small Loans to Businesses

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

The overall geographic distribution of UPB small loans to businesses in the Springfield MSA is adequate. The bank's distribution of these loans to low-income CTs is near the portion of businesses located in the MSA. For moderate-income CTs, the distribution is below the demographic comparator and is considered adequate. The market share

results parallel the conclusions cited above.

Small Loans to Farms

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

The overall geographic distribution of UPB small loans to farms in the Springfield MSA is very poor as none were made in low or moderate-income areas. This conclusion is offset by the few opportunities for farm loans in these geographies.

Lending Gap Analysis

After consideration of the evaluation scope for the Springfield MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 93% of the home mortgage loans, 70% of the small loans to businesses and 95% of its small loans to farmers were originated within UPB's AAs compared to its new loans with the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is good in the Springfield MSA. The percentage distributions for moderate-income borrowers of home purchase, home improvement and refinance loans are near or exceed the demographic comparator. The distribution for low-income home purchase loan borrowers is excellent. The distribution for low-income borrowers on home improvement and refinance loans, however, is significantly below the demographic comparator. The market share results for these products is positive as they are generally near the bank's overall market share.

Small Loans to Businesses

Refer to Table 10 in the state of Missouri section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of

small loans to businesses.

The borrower distribution of small loans to businesses is good in the Springfield MSA. The percentage of small loans to small businesses is near the percentage of small businesses in the MSA. Over 80% of these loans were under \$100,000 in size. Additionally, the bank's market share of loans to small businesses exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Missouri section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

Although only a few loans were made, the borrower distribution of small loans to farms is good in the Springfield MSA. The percentage of small loans to small farms is near the percentage of small farms in the MSA. Over 83% of these loans are under \$100,000 in size.

Community Development Lending

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

Community development lending had a neutral impact upon the bank's lending performance during the evaluation period in Missouri. In the Springfield MSA, UPB made one qualified community development loan, totaling \$50 thousand, to a provider of affordable housing for low- and moderate-income persons.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Columbia MSA and Non-MSA AA is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in Missouri.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Missouri is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Springfield MSA is excellent. Weaker performance in the limited-scope AAs affected the overall state rating.

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

UPB made seven qualified community development investments in the Springfield MSA during the evaluation period in the amount of \$1.5 million. These investments consisted primarily of \$1.5 million in securities backed by affordable housing mortgages. The remaining \$2 thousand consists of a contribution to a local community group supporting affordable housing objectives for low- and moderate-income persons.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Columbia MSA is stronger than the bank's overall "High Satisfactory" rating under the Investment Test in Missouri. This is due to a significant level of community development investments in the Columbia MSA. However, in the Non-MSA AAs, where a significant majority of the UPB's deposits are located, the bank's performance is not inconsistent with the bank's overall rating under the Investment Test in Missouri. The performance in the Non-MSA AAs, while not inconsistent with the overall rating, impacted that rating due to the significance of those areas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Missouri is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Springfield MSA is adequate. Stronger performance in the other AAs affected the overall state rating.

Retail Banking Services

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

In the Springfield MSA, UPB's delivery systems are reasonably accessible to geographies and individuals of different income levels. There are no offices in low-income geographies, but only 1.21% of the MSA population resides there. Approximately 12.5% of UPB's branches are in moderate-income geographies where 22.83% of the population live.

There have been no branch openings or closings during the evaluation period in the Springfield MSA.

ATMs provide no enhancement to accessibility in the Springfield MSA. The distribution is identical to that of the branch offices.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Springfield MSA is poor. UPB reports only five qualified services during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based upon limited-scope reviews, the bank's performance in the Columbia MSA and in the Non-MSA AA is stronger than in the Springfield MSA. The higher ratings in these AAs are primarily due to greater access to branches and ATMs. The performance in the Columbia MSA and the Non-MSA AA raised the overall Missouri Service Test rating. Refer to Table 13 in the state of Missouri section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Tennessee:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good borrower distribution in all loan categories.
- Adequate geographic distribution in home mortgage loan and small loans to businesses.
- Excellent distributions of small loans to farms.
- Good community development lending levels.
- An excellent level of qualified community development investments.
- Good retail services and excellent community development services.

Description of Institution's Operations in Tennessee

Refer to the Market Profile for the full-scope Nashville MSA in Appendix C for detailed demographics and other performance context information.

UPB has 155 branches and over \$3.6 billion of deposits in its AAs of the Nashville, Knoxville, Jackson, Chattanooga, Clarksville MSAs along with 30 Non-MSA counties. This represents 14% of total UPB deposits. Nashville is the largest MSA with over \$980 million of deposits. UPB is the 3rd largest financial institution in Tennessee and the 5th largest in Nashville. UPB purchased and merged into its Tennessee operation 3 community banks during 1998. The Memphis MSA is not included in these figures as it is a separate multistate MSA.

The UPB mortgage department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Tennessee

As the largest AA in Tennessee (in terms of deposits), Nashville was selected for a full scope review. The Memphis branches of UPB were evaluated separately in a Multistate MSA write-up. The remaining MSAs and Non-MSA AAs were reviewed on a limited scope basis. The state rating was determined by weighting each AA's results in proportion to that area's deposit percentage within UPB Tennessee operations. The effect of bank/branch mergers into UPB during the evaluation period was considered when determining AA performance.

In addition to the community contact in Nashville, we also reviewed information on

contacts conducted by other bank regulatory agencies. These contacts indicated community needs for credit education, low interest mortgages for affordable housing, housing rehabilitation loans, home improvement loans and a loan fund for low-income families. Banks in Nashville have opportunities to participate with non-profit organizations and local/state government agencies to help meet these needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Tennessee is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Nashville MSA is good.

Lending Activity

Refer to Table 1 in the state of Tennessee section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Nashville MSA is adequate. UPB's market rank in home mortgage loans and small loans to businesses is below its fifth place deposit rank. UPB's market rank in small loans to farms is higher than its Nashville deposit rank.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans in the Nashville MSA is adequate. The bank's distribution of home purchase and home improvement loans to moderate-income CTs is excellent as it exceeds the demographic comparator of owner-occupied housing. The distribution of home purchase loans to low-income CTs is also good. These conclusions are offset by distributions of home improvement and refinance loans to low-income CTs significantly below the demographic comparator. The refinance loan distribution to moderate-income CTs is somewhat below the comparator. Market shares for these loan products are generally positive except for the home improvement and refinance loans to low-income areas, where they are below the overall bank market share.

Small Loans to Businesses

Refer to Table 5 in the state of Tennessee section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small

loans to businesses.

The overall geographic distribution of UPB small loans to businesses in the Nashville MSA is adequate. The bank's distribution of these loans to moderate-income CTs exceeds the portion of businesses located in the MSA. This positive performance is offset, however, by distribution of loans to low-income areas, which is significantly below the comparator. The market share results parallel the conclusions cited above.

Small Loans to Farms

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

The overall geographic distribution of UPB small loans to farms in the Nashville MSA is good. The bank's distribution of these loans to moderate-income areas is excellent as it exceeds the demographic comparator. The distribution to low-income CTs is good. Market share comparisons to the overall bank farm market share were also positive.

Lending Gap Analysis

After consideration of the evaluation scope for the Nashville MSA, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns.

Inside/Outside Ratio

During the evaluation period, a majority of the bank's loans were made within its designated AAs. Approximately 84% of the home mortgage loans, 83% of the small loans to businesses and 95% of its small loans to farmers were originated within UPB's AAs compared to its total new loans for the entire state.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is good in the Nashville MSA. The percentage distributions for moderate-income borrowers of home purchase, home improvement and refinance loans exceed the demographic comparator. The distribution for low-income borrowers of home purchase and home improvement loans to the comparator is also considered excellent. In refinance loans, the distribution to low-income borrowers is below the comparator and considered poor. The market

shares to low and moderate-income borrowers for all loan types are excellent as they meet or exceed the overall bank market share.

Small Loans to Businesses

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

The borrower distribution of small loans to businesses is good in the Nashville MSA. The percentage of small loans to small businesses is near the percentage of small businesses in the MSA. Over 82% of these loans were under \$100,000 in size. Additionally, the bank's market share of loans to small businesses exceeds its overall business loan market share.

Small Loans to Farms

Refer to Table 11 in the state of Tennessee section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The borrower distribution of small loans to farms is excellent in the Nashville MSA. The percentage of small loans to small farms exceeds the percentage of small farms in the MSA. UPB's market share of loans to small farms is also excellent as it exceeds the overall farm loan market share. Over 91% of these loans are under \$100,000 in size.

Community Development Lending

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

Community development lending had a positive impact upon UPB's lending performance in Tennessee during the evaluation period. In the Nashville MSA, the bank made eleven qualified community development loans totaling \$2 million. These loans provided financing primarily for affordable housing for low- and moderate-income persons.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift, or other assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Chattanooga, Knoxville MSAs and the Non-MSA AA is not inconsistent with the bank's overall High Satisfactory performance under the Lending Test in Tennessee. The Lending Test performance in the Jackson and Clarksdale MSAs is weaker than the overall state rating, but did not have an adverse impact on it. Weaker geographic distributions were the primary reason for this different conclusion.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Tennessee is rated Outstanding. Based on a full-scope review, the bank's performance in the Nashville MSA is excellent.

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

UPB made 56 qualified community development investments in the Nashville MSA during the evaluation period in the amount of \$8.3 million. These investments consisted primarily of \$8.2 million in mortgage-backed securities backed by affordable housing mortgages in the MSA. The remaining \$129 thousand consists of qualified investments in local community groups supporting affordable housing and community revitalizing and services objectives for low- and moderate-income persons or geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Chattanooga, Clarksdale, Jackson, and Knoxville MSAs and in the Non-MSA AAs is not inconsistent with the bank's overall Outstanding rating under the Investment Test in Tennessee.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Tennessee is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Nashville MSA is good.

Retail Banking Services

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

In the Nashville MSA, retail delivery services are reasonably accessible to geographies and individuals of different income levels. There are no offices in the low-income geographies, where 4.85% of the population resides. Accessibility in moderate-income geographies, however, is excellent. Nearly 19% of the population resides in and 20% of UPB's branches are located in moderate-income census tracts.

Branch openings and closings have not generally adversely affected the accessibility of the bank's delivery systems in the Nashville MSA. During the evaluation period, one additional branch was opened in a middle-income geography.

Although UPB also provides no ATMs in low-income geographies, almost 24% of its ATMs are located in moderate-income geographies. These include three stand-alone machines, further enhancing accessibility to the bank's services.

UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Nashville MSA is excellent. UPB has engaged in more than twenty qualified services during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based upon limited-scope reviews, the bank's performance under the Service Test in the Jackson MSA, the Chattanooga MSA, the Knoxville MSA, and the Clarksville MSA is not inconsistent with its overall High Satisfactory performance in Tennessee. Service Test performance in the Non-MSA AA is stronger than the overall state rating. This is due primarily to greater accessibility of branches and ATMs. Refer to Table 13 in the state of Tennessee section of Appendix D for the facts and data that support these conclusions.

State Rating

CRA Rating for Texas:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Low Satisfactory</u>
The Service Test is rated:	<u>Low Satisfactory</u>

The major factors that support this rating include:

- Good lending activity for the state after consideration of the purchase and merger of new offices during the evaluation period.
- Overall adequate distributions of loans along with generally stronger performance in small business lending.
- Strong community development lending.
- Good branch distribution along with reasonable hours and services.
- Poor community development services.
- Good investment performance in the Houston MSA offset by weaker performance in the limited scope AAs of Galveston and Brazoria MSAs.

Description of Institution’s Operations in Texas

Refer to the Market Profile for the full-scope Houston MSA in Appendix C for detailed demographics and other performance context information.

UPB has 15 branches and over \$500 million of deposits within the Houston, Galveston and Brazoria MSAs in Texas. This represents 2.3% of total UPB deposits. The Houston and Brazoria MSA branches were purchased and merged into UPB in late 1998. UPB is 40th largest financial institution in Texas and 24th largest in the Houston MSA. There are numerous competitors in the state and MSA.

UPB is one of the smaller financial institutions in Texas, but the UPB Mortgage Department does market home purchase and home equity loans throughout the state.

Scope of Evaluation in Texas

As the largest UPB assessment area in Texas (in terms of deposits), Houston was selected for the full scope review. The Brazoria and Galveston MSAs were reviewed on a limited scope basis. The state rating was determined by weighting each assessment area’s results approximately in proportion to that area’s deposit size in UPB Texas operations. During this evaluation period, the Brazoria and Houston MSA branches did not become part of UPB until late 1998. This fact was considered when evaluating assessment area performance.

In addition to one community contact conducted in the Houston MSA, we also reviewed information on contacts conducted by other bank regulatory agencies. These contacts indicated community needs in affordable mortgages, small business loans along with other loans for low and moderate-income borrowers and areas. In addition to these

lending possibilities, the bank has various opportunities with CDC's and other community and governmental entities.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Texas is rated High Satisfactory. Based on full scope reviews, the bank's performance in the Houston MSA is adequate.

Lending Activity

Refer to Table 1 in the state of Texas section of Appendix D for the facts and data used to evaluate the bank's lending activity.

The bank's lending activity in the Houston MSA is good. As detailed in Table 1, UPB generated over \$115 million in loans despite being in the market for a little more than half of the evaluation period. The level of loan generation compares favorably to the \$280 million deposit structure and represents a higher market share in small business loans than deposit market share. UPB's HMDA market share is lower than its deposit share, but newly acquired offices must be considered in this comparison.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of UPB home mortgage loans is poor in the Houston MSA. The distribution of home purchase loans in both low and moderate-income areas is well below the demographic comparator of owner-occupied housing units. Home refinance loans had a similar conclusion with distributions to moderate-income areas at approximately half of the owner-occupied comparative ratio. The market share for low and moderate-income home purchase and moderate income refinance loans exceeds UPB's overall home mortgage market share. The market share for low-income refinance loans, however, was below the bank's overall market share.

UPB loan distribution for home improvement loans in the Houston MSA had much higher performance. The distribution of these loans to both low and moderate-income areas was excellent. In both cases the bank's distribution percentages were near to or exceeded the demographic comparator. Market shares for this product also exceed the bank's overall share in both income categories.

Small Loans to Businesses

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

The overall distribution of UPB small loans to business is adequate. UPB distribution of small loans to businesses in low-income geographies in Houston is well below the portion of small businesses located in these areas. The distribution of these loans to moderate-income geographies exceeds the demographic comparator and is considered excellent. The market share for these loans has similar results for low and moderate-income areas when compared to the bank's overall market share.

Small Loans to Farms

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

The volume of small farm lending in the Houston MSA and state of Texas was not significant and was not used in the Lending Test evaluation.

Lending Gap Analysis

After consideration of the scope of this evaluation, the analysis of the bank's lending activity did not reveal any conspicuous gaps in the geographic distribution of loans that would warrant concerns in the Houston MSA.

Inside/Outside Ratio

During the evaluation period, approximately 20% of the home mortgage loans, 92% of the business loans and 35% of the farm loans were originated within UPB's AAs compared to its loans with the entire state. The proportion of lending within AAs is not large, but is due to several reasons. As already noted, UPB did not have all of its branches within the AAs for the entire evaluation period. The home mortgage inside/outside ratio also reflects the mortgage department's origination of loans throughout the state for the past several years. These ratios had no negative effect on the geographic distribution evaluation.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of UPB home mortgage loans is adequate in the Houston MSA. The borrower distribution within the Houston MSA is good in moderate-income areas for home improvement loans as this percentage was near the demographic comparator. The distribution to moderate-income borrowers exceeded the comparator and is considered excellent. The distribution of home refinance loans to moderate-income borrowers is low in comparison to the portion of families within this income level. The market shares for these products exceed the bank's overall share.

For low-income borrowers, the distribution of home purchase and refinance loans is below the demographic comparator. The distribution to low-income borrowers for home improvement loans exceeds the portion of such families. Market share of low-income borrowers also exceeds the bank's overall share for home purchase and improvement loans.

Small Loans to Businesses

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

The borrower distribution of small loans to businesses is good in Houston. The percentage of loans to small businesses is near the percentage of small businesses in the AA. The bank's market share of small loans to businesses exceeds its overall business loan market share. UPB also makes a high majority of these loans in smaller amounts.

Small Loans to Farms

Refer to Table 11 in the state of Texas section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

The volume of small farm lending in the Houston MSA and state of Texas was not significant and was not used in the Lending Test evaluation.

Community Development Lending

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

Community development lending had a positive impact upon UPB's lending performance in Texas during the evaluation period. In the Houston MSA, the bank made three qualified community development loans totaling \$2.5 million. These loans provided financing for affordable housing for low- and moderate-income persons.

Product Innovation and Flexibility

UPB has had moderate success with an Affordable Home Mortgage program. This program requires only \$500 from the borrower with the remainder of the 3% downpayment eligible to come from seller, gift or downpayment assistance. Less restrictive requirements on credit history and qualifying income ratios than secondary market standards help lower income applicants utilize this product.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope reviews, the bank's performance under the Lending Test in the Brazoria MSA is not inconsistent with the bank's overall Lending Test performance in Texas.

In the Galveston MSA, the bank's performance is weaker than the bank's overall state performance. The primary reason for this difference is weaker loan distributions and fewer community development loans.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Texas is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Houston MSA is good. Weaker performance in the limited-scope AAs lowered the overall state rating.

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

UPB made three qualified investments in the Houston MSA during the evaluation period in the amount of \$362 thousand. These investments consisted primarily of \$361 thousand in mortgage-backed securities backed by affordable housing mortgages for low- and moderate-income persons. The remaining \$1 thousand consists of a contribution to a local group supporting community revitalization objectives in low- and moderate-income geographies.

A full array of qualified investment opportunities existed in the AA during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Brazoria and Galveston-Texas City MSAs is weaker than the bank's overall Low Satisfactory rating under the Investment Test in Texas. UPB extended only \$3 thousand in contributions for both MSAs. Weak performance in these areas negatively impacted the bank's performance under the Investment Test in Texas.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Texas is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Houston MSA is good. Weaker performance in the other AAs impacted the overall state rating.

Retail Banking Services

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

In the Houston MSA, there are no UPB branches in low-income geographies, while slightly more than 9% of the population resides there. Accessibility appears excellent, however, in moderate-income geographies where approximately 29% of the population resides. Fifty percent of the bank's offices are located in those geographies.

There were no openings or closings of offices in the Houston MSA during the evaluation period.

ATMs do not significantly enhance the delivery of services in the Houston MSA where the distribution is identical to that of the branches. UPB's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPB's performance in providing community development services to the Houston MSA is poor. UPB reports only one qualified service during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Brazoria MSA and in the Galveston-Texas City MSA is weaker than its overall Low Satisfactory performance in Texas. The primary reason for this performance is less accessible retail delivery services to low and moderate-income areas. Refer to Table 13 in the state of Texas section of Appendix D for the facts and data that support these conclusions.

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 non-metropolitan 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: (01/01/98 to 12/31/99)	
Financial Institution	Products Reviewed	
Union Planters Bank, National Association (UPB) Memphis, Tennessee	Home purchase, home improvement, home refinance, small business, small farm, and community development loans. Community development investments and services.	
Affiliate(s)	Affiliate Relationship	Products Reviewed
None		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Please refer to table on pages following.		

List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Multistate MSAs		
Memphis, TN-AR-MS, MSA (4920)	Full-scope	
St. Louis, IL-MO, MSA (7040)	Full-scope	Jefferson, St. Charles, and St. Louis Counties and St. Louis City in Missouri, and Clinton, Madison, Monroe, and St. Clair Counties in Illinois
Alabama		
Montgomery MSA (5240)	Full-scope	Elmore County
Florence MSA (2650)	Limited-scope	
Decatur MSA (2030)	Limited-scope	
Huntsville MSA (3440)	Limited-scope	
Mobile MSA (5160)	Limited-scope	
Arkansas		
Jonesboro MSA (3700)	Full-scope	
Little Rock-North Little Rock MSA (4400)	Limited-scope	Lonoke County
Non-MSA Assessment Areas	Limited-scope	Clay, Fulton, Greene, Jackson, Lawrence, Mississippi, Poinsett, Prairie, Randolph, St. Francis, Searcy, Sharp, Stone, VanBuren, and Woodruff Counties
Florida		
Ft. Lauderdale MSA (2680)	Full-scope	
Miami MSA (5000)	Full-scope	
West Palm Beach-Boca Raton MSA (8960)	Limited-scope	
Ft. Myers-Cape Coral MSA (2700)	Limited-scope	Six census tracts in Lee County
Naples MSA (5345)	Limited-scope	Twenty-five census tracts in Collier County
Tampa-St. Petersburg-Clearwater MSA (8280)	Limited-scope	Pasco and Pinellas Counties
Sarasota-Bradenton MSA (7510)	Limited-scope	

Illinois		
Decatur MSA (2040)	Full-scope	
Peoria-Pekin MSA (6120)	Limited-scope	
Springfield MSA (7880)	Limited-scope	Sangamon County
Bloomington-Normal MSA (1040)	Limited-scope	
Champaign MSA (1400)	Limited-scope	
Non-MSA Assessment Areas	Limited-scope	Christian, Clark, Crawford, Cumberland, DeWitt, Edwards, Franklin, Jackson, Jasper, Jefferson, Johnson, Lawrence, Livingston, Logan, Marion, Perry, Randolph, Richland, Shelby, Wabash, Washington, and Williamson Counties.
Indiana		
Indianapolis MSA (3480)	Full-scope	Hamilton, Johnson, Marion, and Morgan Counties
Bloomington MSA (1020)	Limited-scope	
Kokomo MSA (3850)	Limited-scope	Howard County
Lafayette MSA (3920)	Limited-scope	
Louisville, KY-IN, MSA (4520)	Limited-scope	Clark, Floyd, and Harrison Counties
Terre Haute MSA (8320)	Limited-scope	Vigo County
Evansville-Henderson, IN-KY, MSA (2440)	Limited-scope	Vanderburgh County
Non-MSA Assessment Areas	Limited-scope	Carroll, Daviess, Gibson, Grant, Greene, Jasper, Knox, Lawrence, Martin, Sullivan, and Washington Counties
Iowa		
Waterloo-Cedar Falls MSA (8920)	Full-scope	
Cedar Rapids MSA (1360)	Limited-scope	
Des Moines MSA (2120)	Limited-scope	
Iowa City MSA (3500)	Limited-scope	
Non-MSA Assessment Areas	Limited-scope	Benton, Fayette, Jones, Tama, and Winneshiek Counties, and two census tracts in Buchanan County

Kentucky		
McCracken County	Full-scope	
Other Non-MSA Assessment Areas	Limited-scope	Ballard, Butler, Calloway, Cumberland, Graves, Livingston, McLean, Marshall, Mulenburg, Ohio, Pulaski, Simpson, and Whitley Counties, and three census tracts in Knox County, two census tracts in Laurel County, and two census tracts in Logan County.
Louisiana		
Baton Rouge MSA (0760)	Full-scope	East Baton Rouge Parish
Houma MSA (3350)	Limited-scope	LaFourche Parish
New Orleans MSA (5560)	Limited-scope	St. John the Baptist Parish, St. Tammany Parish
Mississippi		
Jackson MSA (3560)	Full-scope	
Hattiesburg MSA (3285)	Limited-scope	
Biloxi-Gulfport-Pascagoula MSA (0920)	Limited-scope	
Non-MSA Assessment Areas	Limited-scope	Attala, Benton, Bolivar, Calhoun, Chickasaw, Choctaw, Clay, Coahoma, Copiah, Covington, George, Grenada, Jefferson Davis, Jones, Lafayette, Lauderdale, Lee, Leflore, Lincoln, Lowndes, Marion, Montgomery, Neshoba, Newton, Panola, Pearl River, Pike, Prentiss, Quitman, Scott, Sunflower, Tallahatchie, Tippah, Union, Washington, Wayne, Webster, Winston, Yalobusha Counties

Missouri		
Springfield MSA (7920)	Full-scope	Christian and Greene Counties
Columbia MSA (1740)	Limited-scope	
Non-MSA Assessment Areas	Limited-scope	Bollinger, Butler, Callaway, Cape Girardeau, Cedar, Cole, Gasconade, Lawrence, Maries, Miller, Mississippi, Moniteau, New Madrid, Osage, Perry, Phelps, Polk, Pulaski, St. Genevieve, Scott, Stoddard, Taney, and Vernon Counties
Tennessee		
Nashville MSA (5360)	Full-scope	
Jackson MSA (3580)	Limited-scope	
Chattanooga MSA (1560)	Limited-scope	Hamilton and Marion Counties
Knoxville MSA (3840)	Limited-scope	Anderson, Blount, Knox, and Loudon Counties
Clarksdale-Hopkinsville, TN-KY, MSA (1660)	Limited-scope	Montgomery County
Non-MSA Assessment Areas	Limited-scope	Bedford, Bradley, Campbell, Cannon, Clay, Coffee, Cumberland, DeKalb, Dyer, Franklin, Gibson, Grundy, Hardeman, Haywood, Henderson, Houston, Lake, Lauderdale, Lewis, Lincoln, McNairy, Maury, Morgan, Obion, Pickett, Putnam, Roane, Stewart, Warren, and Weakley Counties
Texas		
Houston PMSA (3360)	Full-scope	Harris County
Brazoria PMSA (1145)	Limited-scope	Fourteen census tracts in Brazoria County
Galveston-Texas City PMSA (2920)	Limited-scope	

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS UNION PLANTERS BANK, NATIONAL ASSOCIATION				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Union Planters Bank, NA	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
Memphis MSA	Low Satisfactory	Outstanding	Low Satisfactory	Satisfactory
St. Louis MSA	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
Alabama	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Arkansas	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Florida	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
Illinois	Low Satisfactory	Needs to Improve	High Satisfactory	Satisfactory
Indiana	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Iowa	Low Satisfactory	Needs to Improve	High Satisfactory	Satisfactory
Kentucky	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Louisiana	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
Mississippi	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Missouri	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Tennessee	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Texas	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory

(*) The Lending Test is weighted more heavily than the Investment and Service Test in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

Table of Contents

Market Profiles for Areas Receiving Full-Scope Reviews

Memphis, TN-AR-MS, MSA	C-2
St. Louis, IL-MO, MSA.....	C-4
State of Alabama	C-6
State of Arkansas	C-8
State of Florida	C-10
State of Illinois	C-14
State of Indiana	C-16
State of Iowa C-18	
State of Kentucky	C-20
State of Louisiana.....	C-22
State of Mississippi.....	C-24
State of Missouri.....	C-26
State of Tennessee	C-28
State of Texas	C-30

State of Tennessee Full-Scope Areas

Memphis, Tennessee MSA

Demographic Information for Full-Scope Area: Memphis, Tennessee MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	229	20	22	29	26	3
Population by Geography	1,007,306	13	22	34	30	1
Owner-Occupied Housing by Geography	225,565	7	18	37	38	0
Businesses by Geography	38,184	10	14	32	43	0
Farms by Geography	1,136	3	17	41	39	0
Family Distribution by Income Level	263,590	24	16	20	40	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	103,784	24	30	34	12	0
Median Family Income		Median Housing Value		= \$ 68,706		
HUD Adjusted Median Family Income for 1999	= \$ 31,990	Unemployment Rate (December 1999)		= 3%		
Households Below the Poverty Level	= 17.4%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The bank's assessment area consists of the entire Memphis MSA. The Memphis MSA consists of the following Tennessee counties: Fayette, Shelby and Tipton. In addition, it also includes Desoto County in Mississippi and Crittenden County in Arkansas. Per the 1990 census, the MSA had a total population of 1,007,306. Also, the Memphis MSA has a total of 229 census tracts of which 46 are low-income tracts and 51 are moderate-income tracts. The bank's deposits in this assessment area as of April 1, 2000 totaled approximately \$2.5 billion amounting to 10% of the total deposits of the bank.

UPB has 50 full service branches in the Memphis MSA all of which have ATM's. In addition, the bank has one depository and 111 stand-alone ATM's within this assessment area. The bank has the number three market share in deposits with approximately 16% of the total MSA deposit market. Two other large multi-state banks have the top two deposit market shares with 35% and 17% respectively. These two banks have 44 and 39 offices within the MSA respectively. In addition, two other large multi-state banks have deposit market shares of 4.4% and 3.8% along with 19 and 25 offices, respectively.

The Memphis area has a well-diversified economy with employment concentrations primarily in services along with wholesale and retail trade. In addition, Federal Express

has a large amount of employees within the Memphis MSA. According to the Bureau of Labor Statistics, as of December 1999, the unemployment rate for the Memphis MSA was a low 3%.

We used information from our own community contacts as well as contacts performed by the other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. The credit needs obtained from these contacts were: small consumer loans, flexible mortgage products, "mini-loan" programs, and small business loans with flexible criteria. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area by working with:

- Local governments in providing gap financing to small businesses.
- Non-profit organizations in providing them lines of credit.
- Non-profit organizations in aiding small businesses and low and moderate-income individuals by providing credit counseling.
- Non-profit entities in aiding small businesses and low and moderate-income individuals by providing low interest loans for working capital and home improvement.
- Non-profit organizations to provide credit to small businesses.
- Local governments to provide credit to minority and women-owned small businesses.

State of Missouri Full-Scope Areas

St. Louis, Missouri MSA

Demographic Information for Full-Scope Area: St. Louis, Missouri MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	342	12	19	44	24	1
Population by Geography	1,903,530	7	14	47	32	0
Owner-Occupied Housing by Geography	496,528	3	11	50	36	0
Businesses by Geography	87,828	5	13	52	30	0
Farms by Geography	4,115	1	10	72	17	0
Family Distribution by Income Level	504,751	18	17	25	40	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	176,987	13	22	50	15	0
Median Family Income		Median Housing Value		= \$ 80,844		
HUD Adjusted Median Family Income for 1999	= \$ 37,995	Unemployment Rate (December 1999)		= 2.8%		
Households Below the Poverty Level	= 9.7%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The St. Louis MSA is composed of the following Missouri counties: Crawford, Franklin, Jefferson, Lincoln, St. Charles, St. Louis, St. Louis City and Warren. It is also composed of the following Illinois counties: Clinton, Jersey, Madison, Monroe, and St. Clair. The bank has chosen a portion of the St. Louis MSA as its assessment area. The bank has chosen its assessment area as the following counties: Clinton, Jefferson, Madison, Monroe, St. Clair, St. Charles, St. Louis and St. Louis City. Per the 1990 Census, the assessment area had a population of 1,903,530. The assessment area has a total of 342 census tracts with 40 low-income census tracts and 64 moderate-income census tracts. The bank's deposits in this assessment area as of April 1, 2000 totaled \$3.6 billion or approximately 12% of the bank's total deposit base.

UPB has numerous offices within its St. Louis assessment area consisting of the following: 84 full service branches with all but one having an ATM, six limited service branches none of which have ATM's, and 28 stand-alone ATM's. The bank has the number three deposit market share with 9.1% of the total assessment area deposits. Two large multi-state banks have larger deposit shares with approximately 27% and 15% respectively. In addition, these institutions have 88 and 68 offices within the assessment area, respectively. Also, there are four other large banks that have approximately 17% of the assessment area deposit market and 109 offices serving this market.

The St. Louis MSA has a thriving economy with over 300 manufacturing establishments. In addition, there are strong concentrations in the services, retail trade and government sectors that provide for a well-balanced economy. According to the Bureau of Labor Statistics, as of December 1999, the unemployment rate in the St. Louis MSA was 2.8%.

We used information from our own contacts and from contacts conducted by the other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that the most pressing credit needs are more flexible affordable housing credit, credit education, and more “risk capital” for small businesses. Opportunities for participation by local financial institutions to aid in meeting the community’s credit needs are as follows: working with local non-profit agencies in providing affordable home loans and credit education, working with local government in helping to meet the need for obtaining affordable housing, working with a federal agency in providing small business credit, and working with a local consortium in providing credit to small businesses.

State of Alabama Full-Scope Areas

Montgomery, Alabama MSA

Demographic Information for Full-Scope Area: Montgomery, Alabama MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	13	0	8	85	7	0
Population by Geography	49,210	0	12	76	12	0
Owner-Occupied Housing by Geography	13,282	0	9	77	14	0
Businesses by Geography	1,538	0.	6	76	18	0
Farms by Geography	97	0	21	66	13	0
Family Distribution by Income Level	13,061	21	19	23	37	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	5,251	0	12	80	8	0
Median Family Income		Median Housing Value		= \$ 59,752		
HUD Adjusted Median Family Income for 1999	= \$ 32,048	Unemployment Rate (June 1999)		= 3.8%		
Households Below the Poverty Level	= 15.4%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Montgomery MSA consists of Autauga, Elmore and Montgomery counties. The Montgomery, Alabama assessment area consists of only Elmore County. Per the 1990 Census, Elmore County had a total population of 49,210. Elmore County has thirteen census tracts with no low-income census tracts, and only one moderate-income census tract (301.00). The bank's deposits in this assessment area as of April 1, 2000 totaled \$162 million amounting to 0.63% of the total deposits of the bank.

UPB has five branch offices in Elmore County, two each in Millbrook and Wetumpka and one office in Deatsville. All offices are full service offices with only the Deatsville office lacking an ATM. The bank has the number one market share in deposits with approximately 39% of the deposits in Elmore County. Major competitors include two large multi-state banks, one of which has two branches and approximately 11% of the market's deposits, and the other has one branch and approximately 7% deposit market share. In addition, there are four small banks with 11 branches and the remaining 43% of the deposit market share.

The Montgomery MSA has a thriving economy with over 300 manufacturing operations in the Montgomery metro area. In addition, state government, a major military installation along with wholesale/retail trade provide for a well-balanced economy. According to the Bureau of Labor Statistics, the unemployment rate in June 1999 was

3.8%.

We used information from community contacts conducted by the various bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that small business loans, particularly micro loans (loans of \$10 thousand or less) are a need within the community. In addition, credit education and more flexible terms for housing credit were also identified as needs in the assessment area. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area by working with:

- A state agency in financing low and moderate income housing.
- A state agency by purchasing low-income tax credits.
- A local non-profit organization by participating in a loan pool for small business financing.
- A local non-profit organization by aiding them in establishing a revolving loan fund for micro loans to businesses.
- A state agency in its attempt to form a multifamily loan consortium to aid in meeting this need for low and moderate-income residents.

State of Arkansas Full-Scope Areas

Jonesboro, Arkansas MSA

Demographic Information for Full-Scope Area: Jonesboro, Arkansas MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	12	0	17	66	17	0
Population by Geography	68,956	0	21	62	17	0
Owner-Occupied Housing by Geography	17,194	0	15	65	20	0
Businesses by Geography	3,303	0	13	72	15	0
Farms by Geography	279	0	22	60	19	0
Family Distribution by Income Level	19,141	21	17	24	38	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	7,321	0	25	66	9	0
Median Family Income		Median Housing Value		= \$ 50,088		
HUD Adjusted Median Family Income for 1999	= \$ 27,169	Unemployment Rate (1999 average)		= 3.3%		
Households Below the Poverty Level	= 19%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Jonesboro, Arkansas MSA and the bank's assessment area consist solely of Craighead County. Craighead County consists of twelve census tracts of which there are no low-income tracts, and two moderate-income tracts. Per the 1990 Census, Craighead County had a total population of 68,956. The bank's deposits in this assessment area as of April 1, 2000 totaled \$245 million amounting to 0.95% of the total deposits of the bank.

UPB has nine branches in Craighead County. All offices are full service offices with ATM's at each office. The bank has the number two market share in deposits with 21% of the county's deposits. Major competitors include a large bank with two offices and a 24% deposit market share and two other large banks with a combined 21% market share and eight offices. In addition, seven small institutions have the remaining 34% deposit market share and a total of 21 offices.

Jonesboro has a diversified economy with St. Bernard's Regional Medical Center and Arkansas State University as the two largest employers. Also, significant employment sectors within the county include manufacturing, retail and services. In addition, the Jonesboro MSA had an average unemployment rate for 1999 of a low 3.3%. We used information from our own community contacts as well as contacts from other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that the most pressing

community credit needs were housing credit, debt consolidation loans, and working capital lines of credit for small businesses. These contacts also stated that there were a number of opportunities for financial institutions to participate in helping to meet the credit needs of the community. These include: purchasing participations from a state agency which originates below market interest rate term loans for fixed asset expansion; purchasing participations from another state agency which makes loans to small businesses; purchasing bonds from a third state agency which issues bonds for land and buildings including affordable housing; and originating loans with guarantees from a Federal agency for working capital lines of credit.

State of Florida Full-Scope Areas

Ft. Lauderdale, Florida MSA

Demographic Information for Full-Scope Area: Ft. Lauderdale, Florida MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	164	5	20	47	26	2
Population by Geography	1,255,488	3	19	54.9	23	0.1
Owner-Occupied Housing by Geography	359,587	1	14	59	26	0
Businesses by Geography	67,548	6	17	51	27	0
Farms by Geography	1,465	3	17	51	28	0
Family Distribution by Income Level	337,284	20	18	23	39	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	127,822	5	26	55	14	0
Median Family Income		Median Housing Value		= \$ 114,945		
HUD Adjusted Median Family Income for 1999	= \$ 36,801	Unemployment Rate (January 2000)		= 4.2%		
Households Below the Poverty Level	= 9.7%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Ft. Lauderdale, Florida MSA and the bank's assessment area both consist of just Broward County, Florida. Per the 1990 Census, Broward County had a total population of 1,255,488. Broward County had 164 total census tracts of which nine were low-income census tracts and 32 were moderate-income census tracts. The bank's deposits in this assessment area as of April 1, 2000 totaled \$712 million amounting to approximately 2.8% of the total deposits of the bank.

UPB has 16 full service branches within Broward County. Three of these offices do not have ATM's. UPB has one stand-alone ATM in this assessment area. The bank has the number eleven market share in Broward County with 2.9% of the county's deposits. The top ten banks in deposit market share are primarily multi-state banks. These financial institutions have a combined deposit market share approximately 85% with 267 offices throughout the county.

The Ft. Lauderdale economy is a diversified growing economy with a heavy concentration in both the service and retail industries as well as the mining industry. According to the Bureau of Labor Statistics, as of December 1999, the Ft. Lauderdale MSA had an unemployment rate of a low 4.2%.

We used information from our own community contact as well as contacts made by the

other bank regulatory agencies in obtaining information about the community. These contacts provided us with information in developing our assessment area profile. In addition, we also reviewed the Consolidated Plan for 2000-2005 for the City of Ft. Lauderdale. These sources revealed that the most pressing credit needs in Broward County are reasonable rate lines of credit and contract financing for small businesses. Also, affordable housing credit and housing rehabilitation loans are also pressing credit needs.

Opportunities for participation by local financial institutions include the following: working with local non-profit organizations to make joint loans to small businesses as well as loans guaranteed by local organizations, providing credit counseling to small businesses, and providing more flexible loans with less stringent guaranty requirements. Also, working with local government to provide affordable housing and housing rehabilitation credit is another opportunity for local banks.

State of Florida Full-Scope Areas

Miami, Florida MSA

Demographic Information for Full-Scope Area: Miami, Florida MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	267	14	21	36	28	1
Population by Geography	1,937,094	9	20	39	32	0
Owner-Occupied Housing by Geography	376,006	3	13	41	43	0
Businesses by Geography	94,349	10	19	31	39	0
Farms by Geography	1,682	3	13	36	48	0
Family Distribution by Income Level	485,213	23	17	19	41	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	192,725	15	28	40	17	0
Median Family Income		Median Housing Value				= \$ 100,570
HUD Adjusted Median Family Income for 1999	= \$ 31,113	Unemployment Rate (January 2000)				= 5.8%
Households Below the Poverty Level	= 17.6%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Miami, Florida MSA and the bank's assessment area consist solely of Dade County, Florida. Per the 1990 Census, Dade County had a total population of 1,937,094. Dade County has 267 census tracts of which 36 are low-income tracts and 57 are moderate-income tracts. The bank's deposits in the assessment area as of April 1, 2000 totaled \$3.4 billion or about 12% of the total deposits of the bank.

UPB has 48 full service offices in Dade County. Thirty-eight of these offices have ATM's. The bank has a total of 50 ATM's in Dade County. Also, the bank has two limited service offices in its assessment area, one of which does not have an ATM. The bank has the number three market share in deposits in Dade County with a 7.7% share. Major competitors include two large multi-state banks that have deposit market shares of 18.9% and 16.5% respectively. These two banks have 81 and 61 offices, respectively, within Dade County. Additional competition comes from five other large banks that have a combined deposit market share of 29% accompanied by 109 offices.

The Miami MSA has a widely diversified growing economy with a heavy employment concentration in the services sector. Additional employment concentrations consist of retail trade and government. According to the Bureau of Labor Statistics, the unemployment rate as of December 1999 was 5.8%.

We used information from community contacts conducted by the various bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. The most pressing credit needs obtained from these contacts were: commercial and residential construction project financing, loans to small construction contractors, affordable housing credit, small business loans with more flexible underwriting criteria, small business working capital loans, and technical assistance in small business financial management. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area by working with:

- A non-profit organization to provide small business trade finance credit.
- Various non-profit organizations to provide affordable housing credit.
- A non-profit organization to provide home ownership counseling.
- Local government to aid in providing affordable housing and/or affordable mortgages.
- A federal agency to provide small business loans partially guaranteed by the agency.
- A local non-profit organization to provide low interest rate loans for new affordable homes.
- A non-profit organization to provide educational assistance to small businesses as well as loan officers to aid in underwriting potential small business credits.
- A local CDC in helping to develop affordable single family housing.
- Local government to provide credit for both purchase and rehabilitation of affordable housing.

State of Illinois Full-Scope Areas

Decatur, Illinois MSA

Demographic Information for Full-Scope Area: Decatur, Illinois MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	37	14	19	46	21	0
Population by Geography	117,206	7	20	47	26	0
Owner-Occupied Housing by Geography	32,268	4	17	49	30	0
Businesses by Geography	3,831	16	26	37	21	0
Farms by Geography	466	1	8	71	20	0
Family Distribution by Income Level	32,601	21	17	24	0	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	12,468	12	30	42	16	0
Median Family Income		Median Housing Value		= \$ 43,370		
HUD Adjusted Median Family Income for 1999	= \$ 34,861	Unemployment Rate (December 1999)		= 4.7%		
Households Below the Poverty Level	= 12.2%					

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Decatur, Illinois MSA and the bank's assessment area both consist solely of Macon County, Illinois. Macon County has 37 census tracts of which five are low-income tracts and seven are moderate-income tracts. Per the 1990 Census, Macon County had a total population of 117,206. The bank's deposits in the assessment area as of April 1, 2000 totaled \$292 million amounting to 1.14% of the total deposits of the bank.

UPB has six branches in Macon County. All offices are full service offices and all offices have ATM's except for the Church Street office in Decatur. The bank has the number three market share in deposits with 20% of the county's deposits. Two small banks have a greater market share with a total of 46% of the county deposit market serviced by 10 total offices. The remaining market share is served by 12 banks one of which is a large multi-state bank that has five offices in Macon County. These twelve banks (including the large bank) have 33% of the deposit market serviced by 21 total offices.

Decatur has a diversified economy with large employers such Archer Daniels Midland, Firestone and Caterpillar. In addition, retail trade and the services industry also comprise significant employment sectors within the Decatur market. Unemployment is low in Decatur with a December 1999 unemployment rate of 4.7% for Macon County.

We used information from our own community contacts as well as contacts from other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that the most pressing credit need is credit education. Opportunities for participation by local financial institutions to aid in meeting the credit needs of the community include working with the two local housing development organizations, and working with federally related agencies that aid in down payment assistance and flexible underwriting criteria for home mortgages. Opportunities also exist to work with local government in assisting with housing rehabilitation credit and new homebuyers.

State of Indiana Full-Scope Areas

Indianapolis, Indiana MSA

Demographic Information for Full-Scope Area: Indianapolis, Indiana MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	254	9.5	25	40	25	0.5
Population by Geography	1,050,124	7	23	41	29	0
Owner-Occupied Housing by Geography	250,547	4	19	42	35	0
Businesses by Geography	41,497	8	18	37	37	0
Farms by Geography	1,261	1	7	57	35	0
Family Distribution by Income Level	279,184	19	19	24	38	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	105,484	11	35	40	13	0
Median Family Income		Median Housing Value		= \$ 68,065		
HUD Adjusted Median Family Income for 1999	= \$ 37,198	Unemployment Rate (December 1999)		= 2.3%		
Households Below the Poverty Level	= 10%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Indianapolis, Indiana MSA consists of the following counties in Indiana: Boone, Hamilton, Hancock, Hendricks, Johnson, Madison, Marion, Morgan and Shelby. The bank's assessment area covers only Hamilton, Johnson, Marion and Morgan counties. Per the 1990 census, the assessment area had a total population of 1,050,124. The bank's deposits in this assessment area as of April 1, 2000 totaled \$785 million amounting to 3.05% of the total deposits of the bank.

UPB has 30 full service offices within this assessment area. These offices have a total of 32 ATM's, however three of the offices do not have ATM's. The bank also has two limited service offices without ATM's as well as two stand-alone ATM's. UPB has the number five market share in deposits with 4.85% of the total assessment area's deposits. The top four financial institutions have a total deposit market share of 71.5% accompanied by 188 offices.

The Indianapolis MSA has a growing well-diversified economy. Major employment sectors include services, wholesale and retail trade as well as government and manufacturing. According to the Bureau of Labor Statistics, as of December 1999 the MSA had a very low unemployment rate of 2.3%.

We used information from our own community contacts as well as contacts performed

by the other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that the most pressing credit needs in the community are very small business loans, lines of credit to CDC's and affordable housing and rehabilitation credit. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area by working with:

- A local CDC on construction and redevelopment projects.
- A local CDC on single family housing rehabilitation projects.
- A federal agency for small business loans that are partially guaranteed.
- A local non-profit organization in purchasing and improving single and multi-family properties.
- A local non-profit organization for low interest income tax credit loans.
- A local non-profit organization in originating very small business loans.
- A local CDC on commercial revitalization projects.
- A local non-profit organization in its housing loan pool, tax credit projects and replacement of torn-down public housing with duplexes.
- A local CDC in its home repair, home acquisition and rehabilitation program, and its lot acquisition and construction program.
- Local government to aid in increasing the supply of low-income and special needs rental housing.

State of Iowa Full-Scope Areas

Waterloo-Cedar Falls, Iowa MSA

Demographic Information for Full-Scope Area: Waterloo-Cedar Falls, Iowa MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	36	8	25	42	25	0
Population by Geography	123,798	4	17	51	28	0
Owner-Occupied Housing by Geography	31,593	2	17	51	30	0
Businesses by Geography	4,630	15	15	47	23	0
Farms by Geography	709	2	3	63	32	0
Family Distribution by Income Level	32,489	21	18	21	40	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	12,606	7	29	48	16	0
Median Family Income		Median Housing Value		= \$ 46,055		
HUD Adjusted Median Family Income for 1999	= \$ 32,438	Unemployment Rate (December 1999)		= 2.7%		
Households Below the Poverty Level	= 15.5%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Waterloo-Cedar Falls, Iowa MSA and the bank's assessment area consist solely of Blackhawk County, Iowa. Per the 1990 Census, the MSA had a total population of 123,798. Blackhawk County has 36 census tracts of which 3 are low-income census tracts and 9 are moderate-income census tracts. The bank's deposits in this assessment area as of April 1, 2000 totaled \$424 million amounting to 1.65% of the total deposits of the bank.

UPB has nine full service offices in Blackhawk County each having an ATM. In addition, the bank has six stand-alone ATM's. UPB has the number one deposit market share in Blackhawk County with 33% of the total deposit base. The bank's major competitors are large multi-state banks with 21% and 17% of the county's deposit base, respectively. These banks both have six offices in the MSA and have the number two and three deposit market shares, respectively.

The Waterloo-Cedar Falls MSA has a growing diversified economy. Major employers in the MSA include John Deere and the University of Northern Iowa. Employment sector concentrations consist of manufacturing, services, retail and wholesale trade and government. According to the Bureau of Labor Statistics, as of December 1999 the unemployment rate in Blackhawk County was a low 2.7%.

We used information from our community contacts in developing our assessment area

profile. These contacts stated that the most pressing credit needs are affordable housing credit and credit education. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area working with:

- Local government in its housing rehabilitation program.
- Local government by financing homes that are part of the downpayment assistance program that they are developing.
- Local government by financing homes that are part of an affordable housing subdivision.
- Local government in its low interest loan pool for commercial construction.
- A local non-profit organization in financing homes built or rehabbed by the organization.
- A local non-profit organization in its homebuyer education program.
- A local non-profit organization in financing affordable housing through its downpayment assistance program.

State of Kentucky Full-Scope Areas

McCracken County

Demographic Information for Full-Scope Area: McCracken County						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	16	0	31	25	44	0
Population by Geography	62,879	0	16	28	56	0
Owner-Occupied Housing by Geography	17,470	0	12	25	63	0
Businesses by Geography	3,206	0	35	20	45	0
Farms by Geography	157	0	6	10	84	0
Family Distribution by Income Level	18,087	16	14	18	52	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	5,312	0	27	35	38	0
Median Family Income		Median Housing Value		= \$ 47,000		
HUD Adjusted Median Family Income for 1999	= \$ 22,543	Unemployment Rate (1999 Average)		= 3.8%		
Households Below the Poverty Level	= 17.2%					

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The bank's assessment area consists only of McCracken County. McCracken County has 16 census tracts of which five are moderate-income tracts. There are no low-income census tracts. Per the 1990 Census, McCracken County had a total population of 62,879. The bank's deposits in the assessment area as of April 1, 2000 totaled \$428 million amounting to 1.67% of the total deposits of the bank.

UPB has five offices in McCracken County. All of these offices have ATM's, while the bank has a separate stand-alone ATM as well. The bank has the number one market share with 42% of the deposits in the county. Two other small banks also have strong deposit market shares with 35.6% and 19.4% respectively serviced by six and five offices, respectively. Two other small banks have the remaining 3% of the market's deposits.

McCracken County has a diversified growing economy. Major employment sectors include retail trade and services. In addition, the average unemployment for calendar year 1999 was 3.8%. This was improved from 1998's average level of 4.4%.

We used information from our community contact in our assessment of the area's profile. This contact revealed that the most pressing credit needs in the community are

affordable housing credit and credit education. There are various opportunities for financial institutions to aid in meeting the credit needs of the community. The local government had one project where it built 15 new homes for low and moderate-income residents, and a second project where it also built eight homes for low and moderate-income residents. In addition, the local government has rehabilitated about 120 homes over the last several years.

State of Louisiana Full-Scope Areas

Baton Rouge, Louisiana MSA

Demographic Information for Full-Scope Area: Baton Rouge, Louisiana MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	86	19	21	2	34	1
Population by Geography	380,105	15	17	30	38	0
Owner-Occupied Housing by Geography	83,168	9	16	28	47	0
Businesses by Geography	16,659	12	14	31	43	0
Farms by Geography	287	7	7	27	59	0
Family Distribution by Income Level	96,454	23	15	19	43	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	36,672	24	26	30	20	0
Median Family Income		Median Housing Value		= \$ 68,159		
HUD Adjusted Median Family Income for 1999	= \$ 32,466	Unemployment Rate (December 1999)		= 3%		
Households Below the Poverty Level	= 19%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Baton Rouge, Louisiana MSA includes the following parishes: Ascension, East Baton Rouge, Livingston, and West Baton Rouge. The bank's Baton Rouge assessment area consists of only the East Baton Rouge Parish. The East Baton Rouge Parish consists of 86 census tracts of which 16 are low-income tracts and 18 are moderate-income tracts. Per the 1990 Census, the East Baton Rouge Parish had a total population of 380,105. The bank's deposits in the assessment area as of April 1, 2000 totaled \$509 million amounting to 1.98% of the total deposits of the bank.

UPB has 16 offices in East Baton Rouge Parish, all of which have ATM's. Fifteen of the offices are full service offices while one office is only a drive-through office. There is one stand-alone ATM. UPB has the number four market share in deposits at 9.8% of the total county deposits. Two large multi-state banks have a dominant market share of the deposits with 36% and 26.4% respectively. These two banks have 39 and 18 offices, respectively. The remaining 28% of the deposits are held by 17 other institutions with 65 offices.

Baton Rouge has a diversified growing economy. Major industries in Baton Rouge include government, services, retail trade, manufacturing, and construction. The

unemployment rate as of December 1999 was low at 3%. The fastest growth is occurring in the retail and services sectors. In addition, growth is centered geographically around Southern University and Louisiana State University.

We used information derived from our community contact in developing our assessment area profile. The individual we contacted revealed that the most pressing credit needs within the community are credit education and permanent working capital loans for small businesses. Opportunities for local financial institutions to aid in meeting the credit needs of the community include affordable housing credit, housing rehabilitation loans and credit education efforts through local CDC's, Community Housing Development Organizations, and departments of the local government.

State of Mississippi Full-Scope Areas

Jackson, Mississippi MSA

Demographic Information for Full-Scope Area: Jackson, Mississippi MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	89	22	20	32	26	0
Population by Geography	395,396	15	19	34	32	0
Owner-Occupied Housing by Geography	92,120	9	16	38	37	0
Businesses by Geography	17,021	18	12	34	35	0
Farms by Geography	500	9	22	39	30	0
Family Distribution by Income Level	102,077	24	15	20	41	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	40,154	25	26	34	15	0
Median Family Income		Median Housing Value		= \$ 59,491		
HUD Adjusted Median Family Income for 1999	= \$ 31,575	Unemployment Rate (December 1999)		= 2.7%		
Households Below the Poverty Level	= 18%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Jackson, Mississippi MSA consists of Hinds, Rankin and Madison counties. The bank has chosen the entire MSA as its assessment area. The MSA has a total of 89 census tracts of which 20 are low-income tracts and 18 are moderate-income tracts. Per the 1990 census, the MSA had a total population of 395,396. The bank's deposits in the assessment area as of April 1, 2000 totaled \$352 million amounting to 1.37% of the total deposits of the bank.

UPB has 19 offices located in the Jackson MSA. All but three of the offices have ATM's. For the MSA, UPB has the number four market share with 6.9% of the total MSA deposits. Three large multi-state banks have greater market share of the deposits with 37%, 32% and 9.6%, respectively. These three banks have 49 offices, 30 offices and 16 offices respectively. The remaining 14.5% of the MSA's deposits are held by small institutions having a combined total of 37 offices.

Jackson has a diversified growing economy with services, government, retail trade and manufacturing being the primary industries. Unemployment is low in Jackson with an unemployment rate as of December 1999 for the MSA at 2.7%.

We used information from our own community contacts as well as contacts from other bank regulatory agencies. These contacts provided us with information in developing

our assessment area profile. These contacts revealed that the most pressing credit needs are credit education, affordable housing credit, small business loans for women-owned businesses, and the ability to leverage the funds provided to groups who meet the aforementioned needs. Opportunities for local institutions to aid in meeting the community's credit needs include working with a state agency to provide housing education, and working with local CDC's in helping to provide affordable housing credit. In addition, working with local organizations regarding downtown Jackson revitalization and working through a federal agency to help women-owned small businesses were also noted as opportunities.

State of Missouri Full-Scope Areas

Springfield, Missouri MSA

Demographic Information for Full-Scope Area: Springfield, Missouri MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	62	3	31	50	16	0
Population by Geography	240,593	1	23	57	19	0
Owner-Occupied Housing by Geography	61,108	0.1	17	60.9	22	0
Businesses by Geography	11,697	4	15	63	18	0
Farms by Geography	488	0	6	78	16	0
Family Distribution by Income Level	64,429	18	18	25	39	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	23,159	0.1	34	56	9.9	0
Median Family Income		Median Housing Value		= \$ 57,186		
HUD Adjusted Median Family Income for 1999	= \$ 29,389	Unemployment Rate (December 1999)		= 1.9%		
Households Below the Poverty Level	= 14.5%					

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The Springfield, Missouri MSA consists of Christian, Greene and Webster counties. The bank's assessment area consists of Christian and Greene counties only. Per the 1990 Census, Christian and Green counties had a combined total population of 240,593.

UPB has eight full service branches in its Springfield, Missouri assessment area. All of these branches have an ATM. UPB has the number nine deposit market share in Greene County and the number seven market share in Christian County. Combining the counties to match the aforementioned assessment area, UPB has the number nine deposit market share with 3.2% of the combined counties' deposits. The seven banks with a greater market share include both large multi-state banks and smaller community banks. These seven banks have a combined 70% share of the deposits in the aforementioned two county area.

The Springfield MSA has a diversified growing economy with services and retail trade being the heaviest employment sectors. There is also a significant manufacturing presence with 12 employers having greater than 500 employees. According to the Bureau of Labor Statistics, as of December 1999 the unemployment rate was very low at 1.9%.

We used information from community contacts conducted by the various bank regulatory agencies. These contacts provided us with information in developing our

assessment area profile. These contacts revealed that credit education and home improvement loans were the primary credit needs within the community. These contacts also revealed that opportunities for participation by local financial institutions include working with local non-profit organizations in aiding low and moderate-income individuals in obtaining and improving housing.

State of Tennessee Full-Scope Areas

Nashville, Tennessee MSA

Demographic Information for Full-Scope Area: Nashville, Tennessee MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	206	8	23	50	18	1
Population by Geography	985,026	5	19	56	20	0
Owner-Occupied Housing by Geography	237,606	2	16	58	24	0
Businesses by Geography	59,233	5	23	49	22	0
Farms by Geography	1,574	1	20	61	19	0
Family Distribution by Income Level	266,208	20	18	24	38	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	99,890	9	28	54	9	0
Median Family Income		Median Housing Value		= \$ 80,287		
HUD Adjusted Median Family Income for 1999	= \$ 35,797	Unemployment Rate (December 1999)		= 2.1%		
Households Below the Poverty Level	= 12%					

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. UPB has chosen the entire Nashville, Tennessee MSA as its assessment area. The MSA consists of the following Tennessee counties: Cheatham, Davidson, Dickson, Robertson, Rutherford, Sumner, Williamson, and Wilson. Per the 1990 Census the MSA had a total population of 985,026. The MSA has 206 census tracts of which 17 were low-income and 47 were moderate-income. The bank's deposits in the assessment area as of April 1, 2000 totaled \$989 million amounting to 3.85% of the total bank's deposits.

UPB has 30 full service offices within the assessment area. Of these offices, 22 have ATM's. The bank also has 11 stand-alone ATM's within the Nashville MSA. UPB has the number five market share of deposits in the MSA at 6.13%. Four other large multi-state banks have a combined deposit share of approximately 66%. These four banks have 169 offices within the MSA.

The Nashville economy is a thriving diversified economy with a heavy employment concentration in the services sector. Retail trade and manufacturing also make up a large portion of the economy. According to the Bureau of Labor Statistics, as of December 1999 the unemployment rate for the Nashville MSA was a very low 2.1%. We used information from our own community contacts as well as contacts made by other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that credit needs are

affordable housing credit, home ownership counseling, credit education, housing rehabilitation loans, home improvement loans, low interest first mortgages, and a low cost loan fund. In addition, there are numerous opportunities for local financial institutions to work with local non-profit organizations to aid in meeting the need for affordable housing credit. Also, banks can work with local government as well as state agencies in helping to meet the credit needs of small businesses. Finally, a need for low-cost checking accounts was noted.

State of Texas Full-Scope Areas

Houston, Texas MSA

Demographic Information for Full-Scope Area: Houston, Texas MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	582	13	31	29	25	2
Population by Geography	2,818,199	9	29	32	30	0
Owner-Occupied Housing by Geography	533,891	6	23	32	39	0
Businesses by Geography	135,793	7	27	30	35	0
Farms by Geography	1,928	3	19	36	41	0
Family Distribution by Income Level	708,831	23	17	20	13	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	283,486	16	41	30	13	0
Median Family Income		Median Housing Value		= \$ 75,454		
HUD Adjusted Median Family Income for 1999	= \$ 36,886	Unemployment Rate (December 1999)		= 4.1%		
Households Below the Poverty Level	= 13.7%					

(*) The NA category consists of geographies that have not been assigned an income classification.

Source: 1990 U.S. Census, and 1999 HUD updated MFI.

Our evaluation period was calendar years 1998 and 1999. The bank has chosen its assessment area to be Harris County, Texas. Harris County is part of the Houston, Texas MSA. Besides Harris County, the MSA consists of Chambers, Ft. Bend, Liberty, Montgomery and Waller counties. Per the 1990 Census, Harris County had a population of 2,818,199. Harris County has a total of 582 census tracts of which 73 are low-income tracts, and 179 are moderate-income census tracts. The bank's deposits in this assessment area as of April 1, 2000 totaled \$283 million amounting to 1.1% of the total deposits of the bank.

UPB has six full service offices within its Houston assessment area. All of the offices have ATM's. The bank has the number 24 deposit market share within Harris County with 0.65% of the total deposits within the county. The top 20 deposit market share banks within the county consist of various large multi-state banks as well as large community banks. These banks account for 86% of the deposits within Harris County. In addition, these banks have 475 offices throughout the assessment area.

Harris County is a widely diversified economy with employment concentrations primarily in the service sector as well as in retail trade and in government. According to the Bureau of Labor Statistics, the unemployment rate for the Houston MSA as of December 1999 was 4.1%.

We used information from our own contact as well as contacts conducted by the other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. The contacts stated that credit needs include development loans, affordable housing loans, gap financing, credit education, home purchase loans, home improvement loans, small business financing, debt consolidation, and equipment financing. Opportunities for participation include working with local CDC's for affordable housing loans, and working with local government to meet affordable housing and rehabilitation loans. In addition, working with a federal agency for small business financing as well as working with a local CDC in providing gap financing to small businesses.

Appendix D: Tables of Performance Data

Table of Contents

Content of Standardized Tables	D-1
Tables of Performance Data	
Memphis, TN-AR-MS, MSA.....	D-5
St. Louis, IL-MO, MSA.....	D-5
State of Alabama	D-18
State of Arkansas	D-31
State of Florida	D-44
State of Illinois	D-57
State of Indiana	D-70
State of Iowa.....	D-83
State of Kentucky	D-96
State of Louisiana.....	D-109
State of Mississippi.....	D-122
State of Missouri.....	D-135
State of Tennessee	D-148
State of Texas	D-161

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “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 included in each set:

- 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 its book value as of the end of the evaluation period. Current period investments are reflected at its 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 have been reported on schedule RC-L of the Call Reports as an off-balance sheet item.
- 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: MULTI-STATE AREA				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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Memphis Multi-State MSA	100.00	6,410	595,394	1,140	103,861	240	14,077	1	254	7,791	713,586	100.00
St. Louis Multi-State MSA	100.00	1,976	146,929	1,263	149,084	65	4,188	11	1,558	3,315	301,759	100.00
Limited-Scope:												

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE					State: MULTI-STATE AREA				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:																
Memphis Multi-State MSA	7.76	3.36	18.48	11.77	34.65	32.53	39.11	52.28	2	5.40	7.41	7.76	5.55	4.84	3,661	100.0
St. Louis Multi-State MSA	3.55	2.53	12.70	14.00	52.72	63.07	31.02	20.40	48	0.63	1.02	0.86	0.81	0.30	593	100.0
Limited-Scope:																

(*) 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: MULTI-STATE AREA				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:																
Memphis Multi-State MSA	7.76	8.58	18.48	17.28	34.65	34.43	39.11	39.72	3	12.55	12.89	10.88	13.07	12.82	793	100.00
St. Louis Multi-State MSA	3.55	5.76	12.70	18.30	52.72	59.90	31.02	16.04	8	2.76	6.91	4.14	3.06	1.40	399	100.00
Limited-Scope:																

(*) 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: MULTI-STATE AREA				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 Mortgage Refinance 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:																
Memphis Multi-State MSA	7.76	3.02	18.48	8.97	34.65	25.92	39.11	62.04	5	3.60	2.55	2.83	3.03	4.37	1,952	100.00
St. Louis Multi-State MSA	3.55	1.69	12.70	10.68	52.72	63.74	31.02	23.89	36	0.74	0.42	0.78	0.99	0.44	946	100.00
Limited-Scope:																

(*) 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

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Geographic Distribution: SMALL LOANS TO BUSINESSES					State: MULTI-STATE AREA					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:																
Memphis Multi-State MSA	9.82	8.07	13.02	16.58	31.99	39.65	44.68	35.70	6	5.24	6.43	7.67	6.57	3.88	1,140	100.00
St. Louis Multi-State MSA	5.01	4.28	11.88	12.98	50.43	55.19	32.44	27.55	6	4.69	6.58	6.04	5.47	3.20	1,263	100.00
Limited-Scope:																

(*) 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: MULTI-STATE AREA				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:																
Memphis Multi-State MSA	2.86	0.83	17.08	65.00	36.81	16.25	42.94	17.92	1	32.01	14.29	57.50	8.85	28.41	240	100.00
St. Louis Multi-State MSA	0.50	0.00	5.74	3.08	73.79	89.23	19.94	7.69	2	17.50	0.00	13.33	20.75	6.56	65	100.00
Limited-Scope:																

(*) 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: MULTI-STATE AREA				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:																
Memphis Multi-State MSA	23.32	17.10	15.78	18.41	20.03	18.66	40.87	34.31	2	5.40	13.86	6.72	5.48	5.90	3,661	100.00
St. Louis Multi-State MSA	19.13	14.17	17.40	20.57	24.44	21.75	39.02	35.08	48	0.63	0.94	0.65	0.65	0.74	593	100.00
Limited-Scope:																

(*) As a percentage of loans with borrower income information available. No information was available for 8.43 to 11.52% 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: MULTI-STATE AREA				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:																							
Memphis Multi-State MSA	23.32	16.27	15.78	14.75	20.03	22.82	40.87	34.80	3	12.55	11.26	10.40	13.31	12.49	793	100.00							
St. Louis Multi-State MSA	19.13	24.06	17.40	22.56	24.44	28.57	39.02	21.05	8	2.76	4.81	3.03	2.81	1.80	399	100.00							
Limited-Scope:																							

(*) As a percentage of loans with borrower income information available. No information was available for 3.76 to 11.36% 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: MULTI-STATE AREA				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:																
Memphis Multi-State MSA	23.32	7.33	15.78	12.45	20.03	19.36	40.87	51.59	5	3.60	4.18	4.29	4.18	5.52	1,952	100.00
St. Louis Multi-State MSA	19.13	9.83	17.40	17.76	24.44	25.26	39.02	41.23	36	0.74	0.92	0.82	0.93	0.91	946	100.00
Limited-Scope:																

(*) As a percentage of loans with borrower income information available. No information was available for 5.92 to 9.27% 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: MULTI-STATE AREA			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:									
Memphis Multi-State MSA	86.11	60.44	79.91	11.49	8.60	5.24	4.61	1,140	100.00
St. Louis Multi-State MSA	85.77	63.97	71.89	15.20	12.91	4.69	5.21	1,263	100.00
Limited-Scope:									

(*) 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.

(***) 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: MULTI-STATE AREA		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:									
Memphis Multi-State MSA	95.40	94.58	82.08	12.50	5.42	32.01	31.74	240	100.00
St. Louis Multi-State MSA	97.53	86.15	80.00	15.38	4.62	17.50	16.89	65	100.00
Limited-Scope:									

(*) 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
 (***) 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 1999		State: MULTI-STATE AREA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31,	
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:									
Memphis Multi-State MSA	0	0	16	4,959	16	4,959	100	1	802
St. Louis Multi-State MSA	0	0	23	6,593	23	6,593	100	0	0
Limited-Scope:									

(*) 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: MULTI-STATE AREA				Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999									
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:																	
Memphis Multi-State MSA	100	50	100	6.00	14.00	32.00	48.00	7	0	-1	-2	-1	-3	13.62	21.98	32.14	31.78
St. Louis Multi-State MSA	100	90	100	0.00	11.11	60.00	28.89	4	1	0	0	0	-3	7.24	15.53	49.13	28.09
Limited-Scope:																	

Table 1. Lending Volume

LENDING VOLUME		State: ALABAMA				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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Montgomery MSA (5240)	27.18	125	5,479	101	3,083	18	1,204	0	0	244	9,766	4.45
Limited-Scope:												
Decatur MSA (2030)	24.57	609	35,841	205	13,853	10	263	0	0	824	49,957	15.03
Huntsville MSA (3440)	19.07	644	59,080	422	36,676	15	864	0	0	1,081	96,620	19.71
Florence MSA (2650)	11.63	351	27,563	147	15,323	5	316	0	0	503	43,202	9.17
Mobile MSA (5160)	17.54	2,672	219,007	151	13,006	7	478	2	210	2,832	232,701	51.64

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				State: ALABAMA				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:																
Montgomery MSA (5240)	0.00	0.00	9.34	23.53	77.32	61.76	13.35	14.71	18	1.69	0.00	5.93	1.26	1.72	34	1.73
Limited-Scope:																
Decatur MSA (2030)	0.51	0.86	15.63	14.66	59.51	53.88	24.35	30.60	6	3.78	16.67	5.65	3.92	2.91	232	11.81
Huntsville MSA (3440)	1.35	1.19	16.93	20.54	53.24	57.44	28.48	20.83	18	1.63	3.03	2.53	1.67	1.25	336	17.10
Florence MSA (2650)	2.31	0.87	6.37	5.22	71.90	65.22	19.42	28.70	14	2.55	0.00	3.70	2.41	2.76	115	5.85
Mobile MSA (5160)	6.22	1.12	9.56	4.17	57.42	61.78	26.80	32.93	10	3.38	3.05	3.19	3.45	3.29	1,248	63.51

(*) 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: ALABAMA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Market Share by Geography*		Total Home Improvement Loans			
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total**
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans								
Full-Scope:																
Montgomery MSA (5240)	0.00	0.00	9.34	19.51	77.32	58.54	13.35	21.95	3	14.96	0.00	28.57	11.65	22.50	41	15.24
Limited-Scope:																
Decatur MSA (2030)	0.51	0.00	15.63	19.40	59.51	64.18	24.35	16.42	6	5.30	0.00	3.39	6.57	4.48	67	24.91
Huntsville MSA (3440)	1.35	0.00	16.93	24.39	53.24	60.98	28.48	14.63	13	1.61	0.00	1.69	1.51	1.92	41	15.24
Florence MSA (2650)	2.31	3.23	6.37	3.23	71.90	83.87	19.42	9.68	11	2.57	0.00	2.63	3.12	0.76	31	11.52
Mobile MSA (5160)	6.22	2.25	9.56	12.36	57.42	66.29	26.80	19.10	7	2.78	1.15	2.78	3.24	2.08	89	33.09

(*) 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: ALABAMA		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 Mortgage Refinance 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:																			
Montgomery MSA (5240)	0.00	0.00	9.34	12.00	77.32	80.00	13.35	8.00	13	2.81	0.00	2.65	3.02	1.80	50	2.31			
Limited-Scope:																			
Decatur MSA (2030)	0.51	0.00	15.63	17.42	59.51	61.29	24.35	21.29	2	5.83	0.00	7.32	6.45	3.90	310	14.34			
Huntsville MSA (3440)	1.35	2.25	16.93	14.98	53.24	52.81	28.48	29.96	17	1.61	7.69	1.73	1.66	1.25	267	12.35			
Florence MSA (2650)	2.31	0.00	6.37	5.37	71.90	70.73	19.42	23.90	6	3.59	0.00	2.01	3.73	3.73	205	9.48			
Mobile MSA (5160)	6.22	0.60	9.56	4.29	57.42	64.06	26.80	30.98	4	3.65	0.35	2.08	4.08	3.48	1,330	61.52			

(*) 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: ALABAMA		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:																
Montgomery MSA (5240)	0.00	0.00	6.11	9.90	75.94	73.27	17.95	16.83	3	9.53	0.00	17.24	8.87	10.43	101	9.84
Limited-Scope:																
Decatur MSA (2030)	0.60	2.44	14.00	15.61	63.48	53.66	21.93	28.29	9	3.96	0.00	6.32	3.82	3.64	205	19.98
Huntsville MSA (3440)	8.83	11.37	19.24	15.88	43.25	43.60	28.69	29.15	9	3.72	6.85	3.55	3.47	3.57	422	41.13
Florence MSA (2650)	1.89	1.36	19.42	13.61	56.40	65.99	22.29	19.05	10	3.51	0.00	4.14	3.84	2.79	147	14.33
Mobile MSA (5160)	6.62	10.60	8.02	3.31	58.09	47.68	24.87	35.10	13	0.96	1.64	0.88	0.99	0.85	151	14.72

(*) 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: ALABAMA				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:																
Montgomery MSA (5240)	0.00	0.00	20.62	27.78	65.98	61.11	13.40	11.11	2	20.69	0.00	15.63	25.00	18.18	18	32.73
Limited-Scope:																
Decatur MSA (2030)	0.00	0.00	22.57	50.00	64.93	50.00	12.50	0.00	9	1.76	0.00	6.90	0.81	0.00	10	18.18
Huntsville MSA (3440)	2.06	0.00	16.51	6.67	62.70	73.33	18.73	20.00	6	2.92	0.00	3.85	2.83	3.13	15	27.27
Florence MSA (2650)	0.79	0.00	4.35	0.00	69.96	100.00	24.90	0.00	7	1.36	0.00	0.00	1.76	0.00	5	9.09
Mobile MSA (5160)	2.41	0.00	2.59	0.00	77.59	71.43	16.90	28.57	5	6.52	0.00	0.00	5.56	12.50	7	12.73

(*) 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: ALABAMA		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:																
Montgomery MSA (5240)	21.30	8.82	18.90	26.47	22.71	38.24	37.09	20.59	18	1.69	1.27	1.79	3.24	0.98	34	1.73
Limited-Scope:																
Decatur MSA (2030)	21.35	10.78	17.05	21.12	22.18	25.86	39.43	40.95	6	3.78	3.98	3.98	4.05	4.58	232	11.81
Huntsville MSA (3440)	21.12	16.67	16.80	16.96	23.07	20.54	39.01	42.86	18	1.63	1.89	1.26	1.21	2.88	336	17.10
Florence MSA (2650)	21.13	3.48	18.32	20.87	20.67	12.17	39.88	58.26	14	2.55	0.82	2.57	1.62	3.91	115	5.85
Mobile MSA (5160)	22.99	6.49	16.63	16.11	19.98	24.60	40.40	50.64	10	3.38	2.86	2.73	3.60	4.38	1,248	63.51

(*) As a percentage of loans with borrower income information available. No information was available for 1.29% - 5.22% 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: ALABAMA		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:																						
Montgomery MSA (5240)	21.30	26.83	18.90	21.95	22.71	19.51	37.09	24.39	3	14.96	20.75	13.64	10.53	13.33	41	15.24						
Limited-Scope:																						
Decatur MSA (2030)	21.35	17.91	17.05	34.33	22.18	22.39	39.43	23.88	6	5.30	3.74	6.43	4.03	6.08	67	24.91						
Huntsville MSA (3440)	21.12	21.95	16.80	14.63	23.07	36.59	39.01	21.95	13	1.61	1.18	1.55	1.75	1.83	41	15.24						
Florence MSA (2650)	21.13	16.13	18.32	19.35	20.67	16.13	39.88	38.71	11	2.57	2.22	1.34	2.37	3.03	31	11.52						
Mobile MSA (5160)	22.99	12.36	16.63	17.98	19.98	21.35	40.40	41.57	7	2.78	2.66	2.25	2.33	3.25	89	33.09						

(*) As a percentage of loans with borrower income information available. No information was available for 1.49% to 9.68% 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: ALABAMA		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:																			
Montgomery MSA (5240)	21.30	20.00	18.90	18.00	22.71	32.00	37.09	28.00	13	2.81	7.29	1.86	4.64	2.47	50	2.31			
Limited-Scope:																			
Decatur MSA (2030)	21.35	11.29	17.05	20.65	22.18	29.03	39.43	38.06	2	5.83	8.04	6.56	7.46	6.74	310	14.34			
Huntsville MSA (3440)	21.12	10.49	16.80	30.34	23.07	20.60	39.01	34.83	17	1.61	1.86	3.99	1.39	1.46	267	12.35			
Florence MSA (2650)	21.13	9.76	18.32	14.15	20.67	19.51	39.88	56.59	6	3.59	3.83	3.03	3.00	5.48	205	9.48			
Mobile MSA (5160)	22.99	5.26	16.63	18.12	19.98	26.77	40.40	47.59	4	3.65	3.49	5.08	4.45	4.23	1,330	61.52			

(*) As a percentage of loans with borrower income information available. No information was available for 0% to 3.74% 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: ALABAMA			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:									
Montgomery MSA (5240)	89.53	70.30	93.07	6.93	0.00	9.53	9.29	101	9.84
Limited-Scope:									
Decatur MSA (2030)	88.47	89.27	84.39	10.24	5.37	3.96	5.03	205	19.98
Huntsville MSA (3440)	89.15	84.12	78.44	13.74	7.82	3.72	4.60	422	41.13
Florence MSA (2650)	88.54	85.71	78.23	9.52	12.24	3.51	3.92	147	14.33
Mobile MSA (5160)	86.12	74.83	82.12	8.61	9.27	0.96	1.12	151	14.72

(*) 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.
 (***) 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: ALABAMA		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:									
Montgomery MSA (5240)	96.91	83.33	83.33	5.56	11.11	20.69	18.75	18	32.73
Limited-Scope:									
Decatur MSA (2030)	95.49	100.00	100.00	0.00	0.00	1.76	1.92	10	18.18
Huntsville MSA (3440)	96.03	100.00	73.33	26.67	0.00	2.92	3.11	15	27.27
Florence MSA (2650)	97.23	100.00	80.00	20.00	0.00	1.36	1.38	5	9.09
Mobile MSA (5160)	93.97	100.00	85.71	14.29	0.00	6.52	7.14	7	12.73

(*) 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.
 (***) 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: ALABAMA	Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999
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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:									
Montgomery MSA (5240)	0	0	3	0.15	3	0.15	0	0	0
Limited-Scope:									
Decatur MSA (2030)	0	0	3	38	3	38	10.64	0	0
Huntsville MSA (3440)	0	0	1	3	1	3	.85	0	0
Florence MSA (2650)	0	0	3	8	2	8	2.24	0	0
Mobile MSA (5160)	0	0	5	308	5	308	86.27	0	0

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

(**) *U*nfunded Commitments@means legally binding investment commitments that are tracked 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: ALABAMA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Montgomery MSA (5240)	27.18	5	16.12	0.00	20.00	40.00	40.00	0	0	0	0	0	0	0.00	12.41	76.31	11.29
Limited-Scope:																	
Decatur MSA (2030)	24.57	5	16.12	0.00	20.00	60.00	20.00	0	0	0	0	0	0	0.79	16.95	58.20	24.06
Huntsville MSA (3440)	19.07	8	25.80	0.00	50.00	25.00	25.00	0	0	0	0	0	0	3.61	21.96	49.14	25.30
Florence MSA (2650)	11.63	4	12.90	0.00	25.00	75.00	0.00	0	0	0	0	0	0	3.42	9.08	68.75	18.75
Mobile MSA (5160)	17.54	9	29.03	0.00	0.00	66.67	33.33	0	0	0	0	0	0	10.66	11.53	52.75	24.59

Table 1. Lending Volume

LENDING VOLUME												State: ARKANSAS		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's)	#	\$ (000's)	#	\$ (000's)				
Full Scope															
Jonesboro MSA (3700)	34.18	874	52,256	930	55,637	467	36,084	4	3,224	2,275	147,201	29.37			
Limited-Scope:															
Little Rock MSA (4400)	0.53	10	675	5	171	38	3,992	0	0	53	4,838	0.68			
Non-MSA	65.29	2,194	92,288	1,678	80,243	1,547	94,733	0	0	5,419	267,264	69.95			

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: ARKANSAS		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:																			
Jonesboro MSA (3700)	0.00	0.00	14.76	10.20	64.72	68.84	20.52	20.96	1	10.56	0.00	7.11	12.68	7.73	353	32.87			
Limited-Scope:																			
Little Rock MSA (4400)	0.00	0.00	15.34	0.00	84.66	100.00	0.00	0.00	48	0.25	0.00	0.00	0.27	0.00	6	0.56			
Non- MSA	0.00	0.00	20.40	21.40	73.23	67.83	6.37	10.77	1	14.02	0.00	14.36	13.33	18.33	715	66.57			

(*) 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: ARKANSAS				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:																
Jonesboro MSA (3700)	0.00	0.00	14.76	11.58	64.72	70.53	20.52	17.89	2	13.93	0.00	13.73	16.53	7.77	95	20.47
Limited-Scope:																
Little Rock MSA (4400)	0.00	0.00	15.34	0.00	84.66	100.00	0.00	0.00	20	0.38	0.00	0.00	0.46	0.00	1	0.22
Non- MSA	0.00	0.00	20.40	33.70	73.23	57.07	6.37	9.24	1	30.19	0.00	38.83	26.53	32.20	368	79.31

(*) 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: ARKANSAS		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 Mortgage Refinance 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:																			
Jonesboro MSA (3700)	0.00	0.00	14.76	12.26	64.72	63.68	20.52	24.06	2	9.43	0.00	9.80	11.22	5.85	424	27.60			
Limited-Scope:																			
Little Rock MSA (4400)	0.00	0.00	15.34	0.00	84.66	100.00	0.00	0.00	74	0.18	0.00	0.00	0.19	0.00	3	0.20			
Non- MSA	0.00	0.00	20.40	23.62	73.23	64.29	6.37	12.08	1	17.53	0.00	19.15	16.43	20.86	1,109	72.20			

(*) 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: ARKANSAS		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:																
Jonesboro MSA (3700)	0.00	0.00	13.32	10.32	72.12	72.58	14.56	17.10	2	23.82	0.00	28.40	25.27	18.51	930	35.59
Limited-Scope:																
Little Rock MSA (4400)	0.00	0.00	16.63	0.00	83.37	100.00	0.00	0.00	12	0.83	0.00	0.00	0.91	0.00	5	0.19
Non- MSA	0.00	0.00	24.72	30.81	67.03	61.62	8.25	7.57	1	31.16	0.00	42.04	29.54	22.50	1,678	64.22

(*) 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: ARKANSAS				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:																
Jonesboro MSA (3700)	0.00	0.00	21.51	3.43	59.50	71.52	19.00	25.05	1	47.69	0.00	12.20	57.88	36.62	467	22.76
Limited-Scope:																
Little Rock MSA (4400)	0.00	0.00	38.58	47.37	61.42	52.63	0.00	0.00	2	16.52	0.00	21.95	13.51	0.00	38	1.85
Non- MSA	0.00	0.00	17.28	25.86	78.48	72.33	4.24	1.81	1	43.12	0.00	61.19	38.77	30.51	1,547	75.39

(*) 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: ARKANSAS																
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:																
Jonesboro MSA (3700)	21.32	13.31	16.93	23.80	23.63	24.93	38.12	35.98	1	10.56	28.70	17.01	12.20	8.08	353	32.87
Limited-Scope:																
Little Rock MSA (4400)	24.10	16.67	20.19	0.00	24.74	0.00	30.97	66.67	48	0.25	0.83	0.00	0.00	0.54	6	0.56
Non- MSA	25.72	4.06	18.56	19.16	21.51	26.29	34.21	47.83	1	14.02	12.33	14.26	15.55	17.17	715	66.57

(*) As a percentage of loans with borrower income information available. No information was available for 1.98% to 16.66% 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: ARKANSAS				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:																
Jonesboro MSA (3700)	21.32	13.68	16.93	20.00	23.63	12.63	38.12	51.58	2	13.93	22.22	19.30	5.88	15.46	95	20.47
Limited-Scope:																
Little Rock MSA (4400)	24.10	0.00	20.19	100.00	24.74	0.00	30.97	0.00	20	0.38	0.00	1.79	0.00	0.00	1	0.22
Non- MSA	25.72	11.41	18.56	21.47	21.51	25.82	34.21	38.04	1	30.19	30.91	36.69	31.49	31.06	368	79.31

(*) As a percentage of loans with borrower income information available. No information was available for 0% to 3.26% 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: ARKANSAS				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:																
Jonesboro MSA (3700)	21.32	10.38	16.93	16.27	23.63	25.47	38.12	45.28	2	9.43	28.87	14.56	11.83	10.53	424	27.60
Limited-Scope:																
Little Rock MSA (4400)	24.10	33.33	20.19	0.00	24.74	33.33	30.97	33.33	74	0.18	1.56	0.00	0.00	0.26	3	0.20
Non- MSA	25.72	6.22	18.56	16.95	21.51	23.72	34.21	50.95	1	17.53	25.90	23.20	20.78	19.74	1,109	72.20

(*) As a percentage of loans with borrower income information available. No information was available for 0% to 2.60% 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: ARKANSAS		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:									
Jonesboro MSA (3700)	88.37	67.63	86.77	7.74	5.48	23.82	21.00	930	35.59
Limited-Scope:									
Little Rock MSA (4400)	90.30	40.00	80.00	20.00	0.00	0.83	0.45	5	0.19
Non- MSA	88.66	83.31	88.26	8.40	3.34	31.16	35.31	1,678	64.22

(*) 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

(***) 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: ARKANSAS		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:									
Jonesboro MSA (3700)	97.49	97.43	73.23	20.99	5.78	47.69	47.07	467	22.76
Limited-Scope:									
Little Rock MSA (4400)	97.38	100.00	57.89	34.21	7.89	16.52	19.00	38	1.85
Non- MSA	97.21	95.80	81.12	13.70	5.17	43.12	43.06	1,547	1.85

(*) 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
 (***) 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: ARKANSAS	Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999
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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:									
Jonesboro MSA (3700)	0	0	8	226	8	226	56.67	0	0
Limited-Scope:									
Little Rock MSA (4400)	0	0	1	50	1	50	12.32	0	0
Non- MSA	0	0	2	130	2	130	32.02	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 tracked 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: ARKANSAS				Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999									
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:																	
Jonesboro MSA (3700)	34.18	9	23.68	0.00	0.00	77.78	22.22	0	0	0	0	0	0	0.00	21.13	61.97	16.90
Limited-Scope:																	
Little Rock MSA (4400)	0.53	1	2.63	0.00	0.00	100	0.00	0	0	0	0	0	0	0.00	17.18	82.82	0.00
Non- MSA	65.29	28	73.68	0.00	21.43	71.43	7.14	4	1	0	0	-3	0	0.00	24.64	69.41	5.94

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's)	#	\$ (000's)	#	\$ (000's)				
Full-Scope:															
Ft. Lauderdale MSA (2680)	17.01	635	57,641	536	52,998	1	45	1	2,500	1,173	113,184	23.86			
Miami MSA (5000)	73.17	980	102,316	1,566	158,060	0	0	10	36,420	2,556	276,796	52.00			
Limited-Scope:															
West Palm Beach MSA (8960)	6.63	301	29,405	150	14,222	0	0	0	0	451	43,627	9.18			
Ft. Myers MSA (2700)	0.41	2	409	1	25	0	0	0	0	3	434	0.06			
Naples MSA (5345)	0.41	23	3,325	11	2,235	0	0	0	0	34	5,560	0.69			
St. Petersburg/Tampa MSA (8280)	0.28	561	49,179	59	4,442	0	0	0	0	620	53,621	12.61			
Sarasota/Bradenton MSA (7510)	2.09	64	5,672	13	1,353	1	23	0	0	78	7,048	1.59			

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

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:																
Ft. Lauderdale MSA (2680)	1.11	0.00	14.39	16.62	58.85	65.04	25.64	18.34	56	.39	0.00	0.48	0.46	0.25	349	25.64
Miami MSA (5000)	3.62	2.81	12.86	12.83	40.83	46.40	43.05	37.96	38	0.66	0.32	0.81	0.78	0.57	569	41.81
Limited-Scope:																
West Palm Beach MSA (8960)	0.94	0.80	20.87	17.60	46.30	49.60	31.90	32.00	69	0.26	0.00	0.34	0.26	0.22	125	9.18
Ft. Myers MSA (2700)	0.00	0.00	0.00	0.00	93.17	0.00	6.83	100.00	83	0.10	0.00	0.00	0.00	3.23	2	0.15
Naples MSA (5345)	0.26	0.00	3.20	0.00	59.47	30.00	37.07	70.00	119	0.06	0.00	0.00	0.02	0.11	10	0.73
St. Petersburg/Tampa MSA (8280)	0.64	0.71	25.46	16.37	48.13	43.77	25.77	39.15	40	0.58	0.00	0.37	0.54	0.78	281	20.65
Sarasota/Bradenton MSA (7510)	0.40	0.00	13.77	12.00	63.01	68.00	22.82	20.00	120	0.07	0.00	0.06	0.07	0.07	25	1.84

(*) 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:																
Ft. Lauderdale MSA (2680)	1.11	6.25	14.39	12.50	58.85	43.75	25.64	37.50	27	0.35	1.33	0.15	0.32	0.47	16	19.28
Miami MSA (5000)	3.26	6.90	12.86	12.07	40.83	37.93	43.05	43.10	13	0.88	0.92	0.67	0.81	1.05	58	69.88
Limited-Scope:																
West Palm Beach MSA (8960)	0.94	0.00	20.87	0.00	46.30	50.00	31.90	50.00	93	0.04	0.00	0.00	0.08	0.00	2	2.41
Ft. Myers MSA (2700)	0.00	0.00	0.00	0.00	93.17	0.00	6.83	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Naples MSA (5345)	0.26	0.00	3.20	0.00	59.47	0.00	37.07	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
St. Petersburg/Tampa MSA (8280)	0.64	0.00	25.46	50.00	48.13	50.00	25.77	0.00	62	0.09	0.00	0.22	0.09	0.00	4	4.82
Sarasota/Bradenton MSA (7510)	0.40	0.00	13.77	0.00	63.01	66.67	22.82	33.33	50	0.21	0.00	0.00	0.22	0.33	3	3.61

(*) 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					
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Mortgage Refinance 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:																	
Ft. Lauderdale MSA (2680)	1.11	0.00	14.39	11.15	58.85	60.97	25.64	27.88	43	0.56	0.00	0.51	0.64	0.47	269	24.15	
Miami MSA (5000)	3.26	2.02	12.86	10.69	40.83	46.24	43.05	41.04	35	0.67	0.45	0.53	0.84	0.58	346	31.06	
Limited-Scope:																	
West Palm Beach MSA (8960)	0.94	0.00	20.87	14.37	46.30	51.15	31.90	34.48	41	0.59	0.00	0.70	0.58	0.57	174	15.62	
Ft. Myers MSA (2700)	0.00	0.00	0.00	0.00	93.17	0.00	6.83	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00	
Naples MSA (5345)	0.26	0.00	3.20	0.00	59.47	69.23	37.07	30.77	125	0.07	0.00	0.00	0.08	0.06	13	1.17	
St. Petersburg/Tampa MSA (8280)	0.64	0.36	25.46	14.86	48.13	50.00	25.77	34.78	31	0.82	0.39	0.54	0.90	0.93	276	24.78	
Sarasota/Bradenton MSA (7510)	0.40	0.00	13.77	8.33	63.01	55.56	22.82	36.11	84	0.20	0.00	0.08	0.20	0.23	36	3.23	

(*) 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. Lauderdale MSA (2680)	5.78	8.77	16.82	15.67	50.58	49.63	26.81	25.93	11	1.79	3.65	1.70	1.90	1.45	536	22.95
Miami MSA (5000)	10.48	10.60	19.01	20.18	31.01	26.63	39.49	42.59	6	3.75	5.97	4.49	3.40	3.42	1,566	67.04
Limited-Scope:																
West Palm Beach MSA (8960)	2.48	0.00	18.64	18.00	43.09	37.33	34.64	42.67	18	0.80	0.00	1.10	0.69	0.82	150	6.42
Ft. Myers MSA (2700)	0.00	0.00	0.00	0.00	95.76	100.00	4.24	0.00	37	0.06	0.00	0.17	0.06	0.00	1	0.04
Naples MSA (5345)	1.04	0.00	0.73	0.00	60.00	36.36	38.23	63.64	24	0.22	0.00	0.00	0.14	0.38	11	0.47
St. Petersburg/Tampa MSA (8280)	0.83	0.00	26.84	22.03	45.76	45.76	26.56	32.20	21	0.32	0.00	0.30	0.37	0.27	59	2.53
Sarasota/Bradenton MSA (7510)	0.64	0.00	19.90	0.00	56.79	69.23	22.67	30.77	26	0.16	0.00	0.00	0.20	0.19	13	0.56

(*) 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. Lauderdale MSA (2680)	3.28	0.00	17.47	100.00	50.85	0.00	28.40	0.00	7	0.94	0.00	6.67	0.00	0.00	1	50.00
Miami MSA (5000)	3.15	0.00	13.26	0.00	36.09	0.00	47.50	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Limited-Scope:																
West Palm Beach MSA (8960)	3.94	0.00	15.01	0.00	51.03	0.00	29.70	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Ft. Myers MSA (2700)	0.00	0.00	0.00	0.00	97.56	0.00	2.44	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Naples MSA (5345)	0.53	0.00	3.21	0.00	65.24	0.00	31.02	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
St. Petersburg/Tampa MSA (8280)	0.34	0.00	31.40	0.00	46.16	0.00	22.10	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Sarasota/Bradenton MSA (7510)	0.12	0.00	8.92	100.00	68.08	0.00	22.89	0.00	17	1.02	0.00	7.69	0.00	0.00	1	50.00

(*) 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:																
Ft. Lauderdale MSA (2680)	19.63	6.02	18.27	19.77	22.51	22.92	39.59	25.50	56	0.39	0.49	0.51	0.55	0.42	349	25.64
Miami MSA (5000)	23.32	1.23	16.40	9.67	19.19	21.97	41.09	40.77	38	0.66	0.32	0.68	0.89	0.88	569	41.81
Limited-Scope:																
West Palm Beach MSA (8960)	18.84	8.00	19.04	20.00	22.59	21.60	39.53	34.40	69	0.26	0.21	0.30	0.34	0.30	125	9.18
Ft. Myers MSA (2700)	14.31	0.00	20.45	0.00	25.28	0.00	39.96	100.00	83	0.10	0.00	0.00	0.00	0.16	2	0.15
Naples MSA (5345)	14.35	10.00	19.51	10.00	23.42	0.00	42.72	70.00	119	0.06	0.16	0.06	0.00	0.09	10	0.73
St. Petersburg/Tampa MSA (8280)	17.73	4.63	20.67	18.51	24.24	22.06	37.36	44.13	40	0.58	0.40	0.57	0.66	0.82	281	20.65
Sarasota/Bradenton MSA (7510)	16.01	8.00	20.63	28.00	24.71	28.00	38.65	28.00	120	0.07	0.19	0.12	0.13	0.04	25	1.84

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 26.36% 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:																
Ft. Lauderdale MSA (2680)	19.63	0.00	18.27	12.50	22.51	37.50	39.59	43.75	27	0.35	0.00	0.28	0.54	0.42	16	19.28
Miami MSA (5000)	23.32	15.52	16.40	29.31	19.19	18.97	41.09	36.21	13	0.88	1.64	1.84	0.82	1.00	58	69.88
Limited-Scope:																
West Palm Beach MSA (8960)	18.84	0.00	19.04	50.00	22.59	0.00	39.53	50.00	93	0.04	0.00	0.00	0.00	0.11	2	2.41
Ft. Myers MSA (2700)	14.31	0.00	20.45	0.00	25.28	0.00	39.96	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Naples MSA (5345)	14.35	0.00	19.51	0.00	23.42	0.00	42.72	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
St. Petersburg/Tampa MSA (8280)	17.73	0.00	20.67	25.00	24.24	25.00	37.36	50.00	62	0.09	0.00	0.12	0.09	0.11	4	4.82
Sarasota/Bradenton MSA (7510)	16.01	0.00	20.63	0.00	24.71	66.67	38.65	33.33	50	0.21	0.00	0.00	0.51	0.20	3	3.61

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 100% 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:																			
Ft. Lauderdale MSA (2680)	19.63	3.35	18.27	21.19	22.51	23.42	39.59	36.43	43	0.56	0.25	0.88	0.74	0.66	269	24.15			
Miami MSA (5000)	23.32	3.18	16.40	12.72	19.19	24.57	41.09	46.24	35	0.67	0.54	0.80	0.85	0.84	346	31.06			
Limited-Scope:																			
West Palm Beach MSA (8960)	18.84	13.79	19.04	20.11	22.59	25.86	39.53	33.91	41	0.59	0.81	0.76	0.84	0.67	174	15.62			
Ft. Myers MSA (2700)	14.31	0.00	20.45	0.00	25.28	0.00	39.96	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00			
Naples MSA (5345)	14.35	0.00	19.51	7.69	23.42	15.38	42.72	46.15	125	0.07	0.00	0.00	0.00	0.13	13	1.17			
St. Petersburg/Tampa MSA (8280)	17.73	7.61	20.67	26.09	24.24	25.72	37.36	36.23	31	0.82	0.81	1.20	1.08	0.94	276	24.78			
Sarasota/Bradenton MSA (7510)	16.01	5.56	20.63	13.89	24.71	30.56	38.65	36.11	84	0.20	0.25	0.22	0.31	0.19	36	3.23			

(*) As a percentage of loans with borrower income information available. No information was available for 4.35 to 100% 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:									
Ft. Lauderdale MSA (2680)	85.44	62.13	83.21	7.46	9.33	1.79	1.92	536	22.95
Miami MSA (5000)	84.79	55.68	79.31	11.30	9.39	3.75	3.76	1,566	67.04
Limited-Scope:									
West Palm Beach MSA (8960)	86.96	72.67	80.67	8.00	11.33	0.80	0.97	150	6.42
Ft. Myers MSA (2700)	87.02	100.00	100.00	0.00	0.00	0.06	0.11	1	0.04
Naples MSA (5345)	87.62	90.91	54.55	18.18	27.27	0.22	0.34	11	0.47
St. Petersburg/Tampa MSA (8280)	87.19	91.53	93.22	0.00	6.78	0.32	0.53	59	2.53
Sarasota/Bradenton MSA (7510)	87.42	92.31	84.62	7.69	7.69	0.16	0.25	13	0.56

(*) 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

(***) 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:									
Ft. Lauderdale MSA (2680)	94.33	100.00	100.00	0.00	0.00	0.94	1.14	1	50.00
Miami MSA (5000)	94.41	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Limited-Scope:									
West Palm Beach MSA (8960)	91.41	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Ft. Myers MSA (2700)	85.37	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Naples MSA (5345)	97.33	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
St. Petersburg/Tampa MSA (8280)	91.64	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Sarasota/Bradenton MSA (7510)	89.20	100.00	100.00	0.00	0.00	1.02	1.43	1	50.00

(*) 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.

(***) 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: JANUARY 1, 1998 TO DECEMBER 31, 1999					
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:									
Ft. Lauderdale MSA (2680)	0	0	14	12,538	14	12,538	32.43	0	0
Miami MSA (5000)	0	0	15	10,896	15	10,896	28.18	0	0
Limited-Scope:									
West Palm Beach MSA (8960)	0	0	12	5,355	12	5,355	13.85	0	0
Ft. Myers MSA (2700)	0	0	1	167	1	167	.43	0	0
Naples MSA (5345)	0	0	9	2,452	9	2,452	6.43	0	0
St. Petersburg/Tampa MSA (8280)	0	0	7	2,686	7	2,686	6.95	0	0
Sarasota/Bradenton MSA (7510)	0	0	9	4,572	9	4,572	11.82	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 tracked 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 31, 1999							
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:																	
Ft. Lauderdale MSA (2680)	17.01	16	19.51	6.25	0.00	56.25	37.50	6	0	0	-1	-2	-3	3.25	18.55	54.95	23.17
Miami MSA (5000)	73.17	50	60.98	12.00	16.00	38.00	34.00	14	2	-2	-4	-3	-3	9.18	19.43	39.47	31.01
Limited-Scope:																	
West Palm Beach MSA (8960)	6.63	7	8.54	0.00	28.57	42.86	28.57	5	1	0	0	-3	-1	3.05	21.73	46.83	28.51
Ft. Myers MSA (2700)	0.41	1	1.22	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	94.96	5.04
Naples MSA (5345)	0.41	1	1.22	0.00	0.00	100.00	0.00	0	0	0	0	0	0	.88	3.13	65.65	30.34
St. Petersburg/Tampa MSA (8280)	0.28	5	6.10	0.00	20.00	40.00	40.00	0	0	0	0	0	0	1.49	25.97	47.26	25.27
Sarasota/Bradenton MSA (7510)	2.09	2	2.44	0.00	0.00	50.00	50.00	0	0	0	0	0	0	0.83	18.21	59.69	21.27

Table 1. Lending Volume

LENDING VOLUME												
State: ILLINOIS												
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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Decatur MSA (2040)	17.96	169	7,551	152	12,182	9	788	1	360	331	20,881	9.44
Limited-Scope:												
Peoria MSA (6120)	8.31	206	10,317	79	9,407	2	449	0	0	287	20,173	8.18
Springfield MSA (7880)	7.73	187	12,120	33	3,821	1	35	0	0	221	15,976	6.30
Bloomington/Normal MSA (1040)	5.58	85	9,732	35	4,496	11	1,098	0	0	131	15,326	3.73
Champaign MSA (1400)	1.01	51	4,770	38	3,163	0	0	0	0	89	7,933	2.54
Illinois Non- MSA	59.41	1,308	76,736	759	48,141	382	22,211	0	0	2,449	147,088	69.81

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: ILLINOIS		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:																			
Decatur MSA (2040)	4.29	5.33	16.58	9.33	49.36	53.33	29.78	32.00	9	2.34	3.45	1.48	2.59	2.26	75	10.61			
Limited-Scope:																			
Peoria MSA (6120)	1.91	0.00	13.20	32.81	66.11	42.19	18.78	25.00	32	0.54	0.00	1.31	0.34	0.67	64	9.05			
Springfield MSA (7880)	3.30	9.38	12.06	3.13	51.72	18.75	32.92	68.75	42	0.45	1.39	0.23	0.15	0.79	32	4.53			
Bloomington/Normal MSA (1040)	0.65	0.00	17.61	30.43	62.16	47.83	19.58	21.74	39	0.27	0.00	0.51	0.12	0.39	23	3.25			
Champaign MSA (1400)	1.76	14.81	9.56	14.81	49.29	25.93	39.39	44.44	20	0.72	6.06	1.28	0.43	0.80	27	3.82			
Illinois Non- MSA	0.29	0.82	12.60	10.49	78.41	79.63	8.70	9.05	2	10.74	16.67	9.32	11.34	8.33	486	68.74			

(*) 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: ILLINOIS				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:																
Decatur MSA (2040)	4.29	7.50	16.58	27.50	49.36	55.00	29.78	10.00	5	7.00	10.53	10.53	7.17	3.31	40	15.09
Limited-Scope:																
Peoria MSA (6120)	1.91	0.00	13.20	46.15	66.11	38.46	18.78	15.38	22	0.41	0.00	1.01	0.31	0.29	13	4.91
Springfield MSA (7880)	3.30	0.00	12.06	21.43	51.72	28.57	32.92	50.00	20	0.98	0.00	2.86	0.38	1.43	14	5.28
Bloomington/Normal MSA (1040)	0.65	0.00	17.61	12.50	62.16	68.75	19.58	18.75	14	2.34	0.00	1.28	2.95	1.20	16	6.04
Champaign MSA (1400)	1.76	0.00	9.56	0.00	49.29	0.00	39.39	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Illinois Non- MSA	0.29	0.55	12.60	10.99	78.41	82.97	8.70	5.49	1	18.32	50.00	15.79	19.62	10.47	182	68.68

(*) 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: ILLINOIS		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 Mortgage Refinance 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:																			
Decatur MSA (2040)	4.29	7.55	16.58	18.87	49.36	45.28	29.78	28.30	17	1.46	2.90	2.14	1.44	1.08	53	5.24			
Limited-Scope:																			
Peoria MSA (6120)	1.91	6.30	13.20	46.46	66.11	30.71	18.78	16.54	25	1.04	5.71	4.53	0.41	0.36	127	12.56			
Springfield MSA (7880)	3.30	6.43	12.06	8.57	51.72	51.43	32.92	33.57	14	1.61	3.68	1.53	1.73	1.33	140	13.85			
Bloomington/Normal MSA (1040)	0.65	0.00	17.61	14.29	62.16	65.71	19.58	20.00	49	0.28	0.00	0.15	0.38	0.14	35	3.46			
Champaign MSA (1400)	1.76	0.00	9.56	0.00	49.29	52.63	39.39	47.37	38	0.52	0.00	0.00	0.67	0.46	19	1.88			
Illinois Non- MSA	0.29	0.00	12.60	9.89	78.41	77.55	8.70	12.56	1	9.52	0.00	8.26	9.70	9.87	637	63.01			

(*) 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: ILLINOIS				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:																
Decatur MSA (2040)	16.13	15.79	25.61	27.63	37.14	32.89	21.12	23.68	2	13.40	14.56	20.43	11.19	11.74	152	13.87
Limited-Scope:																
Peoria MSA (6120)	4.77	1.27	15.76	10.13	58.14	44.30	21.33	44.30	12	1.97	0.71	1.44	1.65	3.29	79	7.21
Springfield MSA (7880)	2.99	9.09	20.42	21.21	45.69	30.30	30.90	39.39	10	1.42	2.25	2.33	0.95	1.53	33	3.01
Bloomington/Normal MSA (1040)	10.15	17.14	15.48	14.29	46.32	51.43	28.05	17.14	13	1.46	4.03	1.16	1.60	0.73	35	3.19
Champaign MSA (1400)	11.47	0.00	26.77	57.89	34.41	13.16	27.35	28.95	10	2.22	0.00	6.18	0.82	2.01	38	3.47
Illinois Non- MSA	1.06	0.79	16.62	10.28	74.14	82.61	8.18	6.32	3	13.24	4.64	9.82	14.45	9.70	759	69.25

(*) 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: ILLINOIS				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:																
Decatur MSA (2040)	1.29	11.11	7.73	0.00	71.03	44.44	19.96	44.44	2	26.32	33.33	0.00	21.05	33.33	9	2.22
Limited-Scope:																
Peoria MSA (6120)	0.13	100.00	2.95	0.00	86.51	0.00	10.41	0.00	10	0.29	100.00	0.00	0.00	0.00	2	0.49
Springfield MSA (7880)	0.60	0.00	1.65	0.00	62.67	100.00	35.08	0.00	8	1.54	0.00	0.00	2.86	0.00	1	0.25
Bloomington/Normal MSA (1040)	0.48	0.00	2.60	0.00	85.58	100.00	11.35	0.00	8	1.60	0.00	0.00	1.69	0.00	11	2.71
Champaign MSA (1400)	2.88	0.00	3.85	0.00	68.03	0.00	25.24	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Illinois Non- MSA	0.08	0.00	5.94	1.83	84.06	97.13	9.91	1.04	1	21.52	0.00	7.95	23.34	5.26	383	94.33

(*) 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: ILLINOIS		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Total Home Purchase Loans				
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**						
	% 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:																
Decatur MSA (2040)	20.73	21.33	17.51	17.33	23.72	28.00	38.04	28.00	9	2.34	4.47	2.01	3.20	2.69	75	10.61
Limited-Scope:																
Peoria MSA (6120)	20.30	20.31	17.67	12.50	24.00	18.75	38.03	34.38	32	0.54	1.04	0.42	0.41	0.61	64	9.05
Springfield MSA (7880)	18.41	9.38	17.95	31.25	26.36	18.75	37.28	34.38	42	0.45	0.17	0.46	0.38	0.73	32	4.53
Bloomington/Normal MSA (1040)	16.99	30.43	19.28	17.39	27.14	30.43	36.60	21.74	39	0.27	0.37	0.23	0.56	0.26	23	3.25
Champaign MSA (1400)	19.89	0.00	16.57	7.41	23.45	29.63	40.09	62.96	20	0.72	0.00	0.35	0.93	1.62	27	3.82
Illinois Non- MSA	20.44	8.02	18.73	17.08	23.22	25.10	37.61	47.33	2	10.74	8.24	8.15	10.56	16.07	486	68.74

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 14.06% 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: ILLINOIS		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:																			
Decatur MSA (2040)	20.73	25.00	17.51	25.00	23.72	20.00	38.04	25.00	5	7.00	12.50	7.89	3.97	5.84	40	15.09			
Limited-Scope:																			
Peoria MSA (6120)	20.30	30.77	17.67	30.77	24.00	30.77	38.03	7.69	22	0.41	0.52	0.71	0.51	0.00	13	4.91			
Springfield MSA (7880)	18.41	21.43	17.95	35.71	26.36	35.71	37.28	7.14	20	0.98	0.65	1.52	1.72	0.00	14	5.28			
Bloomington/Normal MSA (1040)	16.99	18.75	19.28	43.75	27.14	31.25	36.60	6.25	14	2.34	2.60	4.24	2.72	0.00	16	6.04			
Champaign MSA (1400)	19.89	0.00	16.57	0.00	23.45	0.00	40.09	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00			
Illinois Non- MSA	20.44	14.84	18.73	25.27	23.22	23.63	37.61	33.52	1	18.32	21.36	20.20	16.53	17.70	182	68.68			

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 5% 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: ILLINOIS		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:																			
Decatur MSA (2040)	20.73	18.87	17.51	13.21	23.72	20.75	38.04	39.62	17	1.46	3.33	0.91	1.48	1.79	53	5.24			
Limited-Scope:																			
Peoria MSA (6120)	20.30	11.81	17.67	9.45	24.00	13.39	38.03	40.16	25	1.04	1.25	0.34	0.32	1.31	127	12.56			
Springfield MSA (7880)	18.41	8.57	17.95	21.43	26.36	30.00	37.28	33.57	14	1.61	1.32	2.04	2.00	1.52	140	13.85			
Bloomington/Normal MSA (1040)	16.99	5.71	19.28	11.43	27.14	42.86	36.60	34.29	49	0.28	0.29	0.16	0.24	0.55	35	3.46			
Champaign MSA (1400)	19.89	5.26	16.57	0.00	23.45	26.32	40.09	68.42	38	0.52	0.53	0.00	0.52	1.17	19	1.88			
Illinois Non- MSA	20.44	7.38	18.73	13.81	23.22	24.65	37.61	47.88	1	9.52	7.49	7.09	9.46	12.76	637	63.01			

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 25.19% 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: ILLINOIS			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:									
Decatur MSA (2040)	87.81	61.84	80.92	9.21	9.87	13.40	15.09	152	13.87
Limited-Scope:									
Peoria MSA (6120)	87.35	79.75	68.35	20.25	11.39	1.97	2.44	79	7.21
Springfield MSA (7880)	86.68	51.52	69.70	18.18	12.12	1.42	0.96	33	3.01
Bloomington/Normal MSA (1040)	89.48	60.00	74.29	11.43	14.29	1.46	1.30	35	3.19
Champaign MSA (1400)	89.15	57.89	78.95	13.16	7.89	2.22	1.95	38	3.47
Illinois Non- MSA	89.67	64.30	87.35	6.98	5.67	13.24	12.94	759	69.25

(*) 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.

(***) 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: ILLINOIS		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:									
Decatur MSA (2040)	99.36	88.89	88.89	0.00	11.11	26.32	33.33	9	2.22
Limited-Scope:									
Peoria MSA (6120)	98.87	100.00	0.00	50.00	50.00	0.29	0.30	2	0.49
Springfield MSA (7880)	98.65	100.00	100.00	0.00	0.00	1.54	1.72	1	0.25
Bloomington/Normal MSA (1040)	98.85	81.82	63.64	27.27	9.09	1.60	1.74	11	2.71
Champaign MSA (1400)	99.28	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Illinois Non- MSA	99.38	80.16	84.03	12.83	3.14	21.52	18.85	383	94.33

(*) 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.
 (***) 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: ILLINOIS	Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999
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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:									
Decatur MSA (2040)	0	0	4	6	4	6	10	0	0
Limited-Scope:									
Peoria MSA (6120)	0	0	1	1	1	1	1.67	0	0
Springfield MSA (7880)	0	0	1	0.4	1	0.4	1.67	0	0
Bloomington/Normal MSA (1040)	0	0	2	5	2	5	8.33	0	0
Champaign MSA (1400)	0	0	1	1	1	1	1.67	0	0
Illinois Non- MSA	0	0	10	47	10	47	78	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 tracked 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: ILLINOIS		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Decatur MSA (2040)	17.96	6	11.77	33.33	16.67	33.33	16.67	1	0	0	-1	0	0	6.93	20.35	46.59	26.13
Limited-Scope:																	
Peoria MSA (6120)	8.31	8	11.77	0.00	25.00	25.00	50.00	0	0	0	0	0	0	4.08	15.16	62.06	18.71
Springfield MSA (7880)	7.73	3	5.88	0.00	0.00	66.67	33.33	0	0	0	0	0	0	5.04	15.58	49.15	30.23
Bloomington/Normal MSA (1040)	5.58	3	5.88	0.00	0.00	66.67	33.33	0	0	0	0	0	0	1.91	17.46	64.68	15.94
Champaign MSA (1400)	1.01	2	3.92	0.00	50.00	50.00	0.00	0	0	0	0	0	0	19.91	14.21	38.77	27.11
Illinois Non- MSA	59.41	31	60.78	3.23	6.45	87.10	3.23	0	0	0	0	0	0	1.67	14.18	74.87	9.28

Table 1. Lending Volume

LENDING VOLUME													State: INDIANA		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's)	#	\$ (000's)	#	\$ (000's)					
Full-Scope:																
Indianapolis MSA (3480)	41.09	529	58,466	761	148,467	8	470	1	600	1,299	208,003	29.45				
Limited-Scope:																
Bloomington MSA (1020)	2.54	179	18,652	77	15,144	1	100	0	0	257	33,896	5.83				
Kokomo MSA (3850)	0.83	46	3,052	13	1,999	16	980	0	0	75	6,031	1.70				
Lafayette MSA (3920)	16.91	253	21,700	230	31,858	106	7,037	0	0	589	60,595	13.35				
Louisville MSA (4320)	5.50	157	9,325	83	8,888	16	851	0	0	256	19,064	5.80				
Terre Haute MSA (8320)	1.13	73	4,299	60	5,403	3	134	0	0	136	9,836	3.08				
Evansville MSA (2440)	1.06	106	9,920	82	6,500	0	0	0	0	188	16,420	4.26				
Indiana Non-MSA	30.93	839	49,069	577	43,409	193	12,023	2	180	1,611	104,321	36.52				

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: INDIANA		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:																			
Indianapolis MSA (3480)	4.04	1.94	19.26	8.25	41.56	32.52	35.15	57.28	53	0.40	0.21	0.29	0.36	0.48	206	24.09			
Limited-Scope:																			
Bloomington MSA (1020)	0.03	0.00	20.41	9.59	50.84	42.47	28.72	47.95	10	2.69	0.00	1.12	2.45	4.10	73	8.54			
Kokomo MSA (3850)	0.12	0.00	22.57	34.78	50.13	30.43	27.17	34.78	20	1.12	0.00	1.76	0.72	1.40	23	2.69			
Lafayette MSA (3920)	0.08	0.00	16.35	16.15	65.53	61.54	18.03	22.31	10	3.08	0.00	3.33	3.29	2.52	130	15.20			
Louisville MSA (4320)	0.91	0.00	14.11	6.52	64.61	71.74	20.37	21.74	35	0.84	0.00	0.35	0.93	0.86	46	5.38			
Terre Haute MSA (8320)	0.02	0.00	26.87	21.05	43.19	47.37	29.92	31.58	18	0.70	0.00	0.61	0.72	0.73	19	2.22			
Evansville MSA (2440)	1.23	1.96	27.49	3.92	30.98	17.65	40.30	76.47	15	1.38	2.50	0.24	0.98	2.09	51	5.96			
Indiana Non-MSA	0.00	0.00	11.56	11.40	79.93	84.04	8.51	4.56	2	7.79	0.00	7.36	8.48	3.13	307	35.91			

(*) 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: INDIANA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Market Share by Geography*		Total Home Improvement Loans			
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total**
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans								
Full-Scope:																
Indianapolis MSA (3480)	4.04	5.00	19.26	13.75	41.56	42.50	35.15	38.75	20	1.53	2.05	1.28	1.50	1.61	80	35.87
Limited-Scope:																
Bloomington MSA (1020)	0.03	0.00	20.41	23.08	50.84	46.15	28.72	30.77	6	2.64	0.00	3.45	2.18	3.08	13	5.83
Kokomo MSA (3850)	0.12	0.00	22.57	0.00	50.13	66.67	27.17	33.33	14	1.06	0.00	0.00	1.38	1.34	6	2.69
Lafayette MSA (3920)	0.08	0.00	16.35	9.09	65.53	86.36	18.03	4.55	10	2.58	0.00	1.22	3.39	0.77	22	9.87
Louisville MSA (4320)	0.91	0.00	14.11	0.00	64.61	96.30	20.37	3.70	11	2.27	0.00	0.00	3.20	0.46	27	12.11
Terre Haute MSA (8320)	0.02	0.00	26.87	20.00	43.19	60.00	29.92	20.00	10	0.57	0.00	0.43	0.80	0.38	5	2.24
Evansville MSA (2440)	1.23	0.00	27.49	0.00	30.98	0.00	40.30	100.00	27	0.13	0.00	0.00	0.00	0.34	1	0.45
Indiana Non-MSA	0.00	0.00	11.56	18.84	79.93	73.91	8.51	7.25	6	5.31	0.00	8.33	4.98	4.20	69	30.94

(*) 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: INDIANA		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 Mortgage Refinance 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:																	
Indianapolis MSA (3480)	4.04	1.66	19.26	18.26	41.56	31.54	35.15	48.55	49	0.53	0.17	0.52	0.51	0.61	241	21.91	
Limited-Scope:																	
Bloomington MSA (1020)	0.03	0.00	20.41	32.61	50.84	34.78	28.72	32.61	7	3.69	0.00	5.59	2.58	4.87	92	8.36	
Kokomo MSA (3850)	0.12	0.00	22.57	23.53	50.13	52.94	27.17	23.53	37	0.68	0.00	0.54	0.79	0.65	17	1.55	
Lafayette MSA (3920)	0.08	0.00	16.35	11.88	65.53	70.30	18.03	17.82	10	2.52	0.00	1.74	2.83	2.32	101	9.18	
Louisville MSA (4320)	0.91	1.19	14.11	2.38	64.61	89.29	20.37	7.14	22	1.25	2.38	0.25	1.66	0.46	84	7.64	
Terre Haute MSA (8320)	0.02	0.00	26.87	18.37	43.19	44.90	29.92	36.73	12	2.11	0.00	1.21	2.33	2.74	49	4.45	
Evansville MSA (2440)	1.23	1.85	27.49	7.41	30.98	18.52	40.30	72.22	18	1.37	2.04	0.36	0.95	2.44	54	4.91	
Indiana Non-MSA	0.00	0.00	11.56	13.64	79.93	79.22	8.51	7.14	1	6.33	0.00	6.03	6.57	4.81	462	42.00	

(*) 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: INDIANA				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:																
Indianapolis MSA (3480)	8.44	7.36	17.70	14.32	36.85	41.00	36.89	37.32	5	6.02	8.82	6.33	6.82	4.99	761	40.41
Limited-Scope:																
Bloomington MSA (1020)	3.71	0.00	43.55	31.17	29.12	25.97	23.62	42.86	8	4.55	0.00	3.74	3.53	6.80	77	4.09
Kokomo MSA (3850)	6.62	0.00	30.50	46.15	40.23	46.15	22.66	7.69	12	1.48	0.00	2.96	1.56	0.45	13	0.69
Lafayette MSA (3920)	7.67	5.22	33.56	26.96	45.47	47.39	12.99	20.43	4	9.80	7.19	10.46	9.10	11.84	230	12.21
Louisville MSA (4320)	2.75	1.20	28.90	21.69	53.24	66.27	15.11	10.84	9	5.00	4.00	4.28	6.69	2.55	83	4.41
Terre Haute MSA (8320)	9.14	6.67	28.95	25.00	36.73	33.33	25.18	35.00	6	4.90	5.80	4.57	4.54	5.51	60	3.19
Evansville MSA (2440)	2.82	0.00	27.20	13.41	43.68	39.02	26.31	47.56	8	3.10	0.00	1.81	2.95	4.31	82	4.35
Indiana Non-MSA	0.00	0.00	14.57	18.54	76.99	74.35	8.44	7.11	1	12.69	0.00	17.26	12.04	8.27	577	30.64

(*) 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 INDIANA		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:																			
Indianapolis MSA (3480)	1.19	12.50	6.82	12.50	56.62	50.00	35.37	25.00	7	4.40	16.67	12.50	3.25	4.44	8	2.33			
Limited-Scope:																			
Bloomington MSA (1020)	0.00	0.00	10.00	0.00	76.88	0.00	13.13	100.00	7	7.14	0.00	0.00	0.00	50.00	1	0.29			
Kokomo MSA (3850)	0.00	0.00	3.00	0.00	49.00	12.50	48.00	87.50	4	13.01	0.00	0.00	7.41	15.91	16	4.66			
Lafayette MSA (3920)	0.40	0.00	5.74	3.77	84.11	90.57	9.75	5.66	2	25.42	0.00	7.84	28.49	26.09	106	30.90			
Louisville MSA (4320)	0.43	0.00	6.82	0.00	83.16	100.00	9.59	0.00	1	34.78	0.00	0.00	42.11	0.00	16	4.66			
Terre Haute MSA (8320)	1.40	0.00	6.54	0.00	32.71	0.00	59.35	100.00	6	2.94	0.00	0.00	0.00	4.55	3	0.87			
Evansville MSA (2440)	1.80	0.00	6.12	0.00	21.58	0.00	70.50	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00			
Indiana Non-MSA	0.00	0.00	9.77	7.25	81.98	89.64	8.26	3.11	4	9.32	0.00	15.91	9.16	7.79	193	56.27			

(*) 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: INDIANA		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:																
Indianapolis MSA (3480)	19.13	6.31	18.66	13.11	23.81	20.39	38.40	50.00	53	0.40	0.39	0.29	0.37	0.71	206	24.09
Limited-Scope:																
Bloomington MSA (1020)	19.78	1.37	16.85	10.96	24.35	26.03	39.03	60.27	10	2.69	0.63	1.66	2.72	4.34	73	8.54
Kokomo MSA (3850)	20.64	13.04	16.31	26.09	24.40	21.74	38.65	34.78	20	1.12	0.90	1.50	0.95	1.51	23	2.69
Lafayette MSA (3920)	17.82	13.85	19.80	22.31	25.28	21.54	37.10	39.23	10	3.08	5.31	3.24	2.46	4.04	130	15.20
Louisville MSA (4320)	19.17	8.70	19.50	19.57	24.40	23.91	36.94	41.30	35	0.84	0.54	0.66	0.78	1.53	46	5.38
Terre Haute MSA (8320)	19.37	0.00	18.92	26.32	22.54	36.84	39.16	26.32	18	0.70	0.00	0.84	1.35	0.68	19	2.22
Evansville MSA (2440)	19.97	3.92	19.21	7.84	23.60	29.41	37.23	39.22	15	1.38	0.45	0.36	1.85	1.78	51	5.96
Indiana Non-MSA	19.34	11.07	20.09	18.89	24.28	26.71	36.29	36.48	2	7.79	8.15	6.00	7.82	11.26	307	35.91

(*) As a percentage of loans with borrower income information available. No information was available for 1.37 to 19.61% 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: INDIANA				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:																
Indianapolis MSA (3480)	19.13	16.25	18.66	17.50	23.81	21.25	38.40	36.25	20	1.53	1.84	1.17	1.19	1.65	80	35.87
Limited-Scope:																
Bloomington MSA (1020)	19.78	0.00	16.85	23.08	24.35	23.08	39.03	53.85	6	2.64	0.00	2.27	2.26	4.49	13	5.83
Kokomo MSA (3850)	20.64	16.67	16.31	33.33	24.40	0.00	38.65	33.33	14	1.06	1.25	1.42	0.00	1.28	6	2.69
Lafayette MSA (3920)	17.82	13.64	19.80	40.91	25.28	18.18	37.10	22.73	10	2.58	3.23	3.91	1.60	1.89	22	9.87
Louisville MSA (4320)	19.17	22.22	19.50	25.93	24.40	22.22	36.94	18.52	11	2.27	3.73	2.50	1.54	1.49	27	12.11
Terre Haute MSA (8320)	19.37	0.00	18.92	20.00	22.54	40.00	39.16	40.00	10	0.57	0.00	0.64	0.85	0.59	5	2.24
Evansville MSA (2440)	19.97	0.00	19.21	0.00	23.60	0.00	37.23	100.00	27	0.13	0.00	0.00	0.00	0.40	1	0.45
Indiana Non-MSA	19.34	20.29	20.09	21.74	24.28	24.64	36.29	30.43	6	5.31	8.28	5.30	4.14	5.30	69	30.94

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 16.67% 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: INDIANA				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:																
Indianapolis MSA (3480)	19.13	9.96	18.66	18.67	23.81	18.26	38.40	47.30	49	0.53	0.57	0.69	0.48	0.85	241	21.91
Limited-Scope:																
Bloomington MSA (1020)	19.78	1.09	16.85	15.22	24.35	15.22	39.03	66.30	7	3.69	0.62	3.40	2.94	6.47	92	8.36
Kokomo MSA (3850)	20.64	11.76	16.31	11.76	24.40	41.18	38.65	29.41	37	0.68	0.72	0.52	1.15	0.80	17	1.55
Lafayette MSA (3920)	17.82	11.88	19.80	11.88	25.28	32.67	37.10	39.60	10	2.52	3.99	1.77	3.28	3.37	101	9.18
Louisville MSA (4320)	19.17	11.90	19.50	20.24	24.40	26.19	36.94	39.29	22	1.25	1.31	1.39	1.27	1.93	84	7.64
Terre Haute MSA (8320)	19.37	2.04	18.92	10.20	22.54	20.41	39.16	34.69	12	2.11	0.43	1.19	1.91	1.98	49	4.45
Evansville MSA (2440)	19.97	1.85	19.21	9.26	23.60	14.81	37.23	38.89	18	1.37	0.21	0.58	1.04	1.86	54	4.91
Indiana Non-MSA	19.34	5.19	20.09	20.78	24.28	26.62	36.29	27.06	1	6.33	2.84	6.39	7.01	6.70	462	42.00

(*) As a percentage of loans with borrower income information available. No information was available for 2.17 to 35.19% 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: INDIANA			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:									
Indianapolis MSA (3480)	85.29	45.99	51.64	24.70	23.65	6.02	5.04	761	40.41
Limited-Scope:									
Bloomington MSA (1020)	88.19	50.65	48.05	28.57	23.38	4.55	3.20	77	4.09
Kokomo MSA (3850)	88.14	69.23	61.54	23.08	15.38	1.48	1.35	13	0.69
Lafayette MSA (3920)	87.29	52.17	64.35	21.30	14.35	9.80	7.20	230	12.21
Louisville MSA (4320)	85.96	68.67	69.88	16.87	13.25	5.00	6.01	83	4.41
Terre Haute MSA (8320)	87.26	80.00	80.00	11.67	8.33	4.90	5.22	60	3.19
Evansville MSA (2440)	84.23	64.63	82.93	8.54	8.54	3.10	3.25	82	4.35
Indiana Non-MSA	89.43	68.80	84.92	8.49	6.59	12.69	12.26	577	30.64

(*) 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

(***) 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: INDIANA		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:									
Indianapolis MSA (3480)	97.07	75.00	87.50	12.50	0.00	4.40	4.03	8	2.33
Limited-Scope:									
Bloomington MSA (1020)	98.75	100.00	100.00	0.00	0.00	7.14	7.69	1	0.29
Kokomo MSA (3850)	98.00	93.75	87.50	6.25	6.25	13.01	12.82	16	4.66
Lafayette MSA (3920)	97.73	97.17	78.30	20.75	0.94	25.42	26.21	106	30.90
Louisville MSA (4320)	98.72	87.50	93.75	6.25	0.00	34.78	33.33	16	4.66
Terre Haute MSA (8320)	99.07	66.67	100.00	0.00	0.00	2.94	1.98	3	0.87
Evansville MSA (2440)	97.84	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Indiana Non-MSA	99.01	89.64	82.38	13.47	4.15	9.32	10.93	193	56.27

(*) 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.
 (***) 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: INDIANA	Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999
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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:									
Indianapolis MSA (3480)	0	0	21	5,052	21	5,052	85.90	0	0
Limited-Scope:									
Bloomington MSA (1020)	0	0	3	7	3	7	.12	0	0
Kokomo MSA (3850)	0	0	1	1	1	1	0	0	0
Lafayette MSA (3920)	0	0	6	160	6	160	2.7	0	0
Louisville MSA (4320)	0	0	1	500	1	500	8.5	0	0
Terre Haute MSA (8320)	0	0	2	44	2	44	.74	0	0
Evansville MSA (2440)	0	0	1	0.3	1	0.3	0	0	0
Indiana Non118-MSA	0	0	13	118	13	118	2	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: INDIANA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Indianapolis MSA (3480)	41.09	32	40.00	6.25	6.25	43.75	43.75	1	2	-1	1	1	0	6.54	23.19	40.91	29.35
Limited-Scope:																	
Bloomington MSA (1020)	2.54	5	6.25	0.00	60.00	20.00	20.00	0	2	0	1	1	0	13.89	28.15	34.09	23.88
Kokomo MSA (3850)	0.83	2	2.50	50.00	0.00	50.00	0.00	0	0	0	0	0	0	.38	25.77	48.82	25.03
Lafayette MSA (3920)	16.91	10	12.50	0.00	40.00	40.00	20.00	0	1	0	0	0	1	2.49	26.75	50.20	16.27
Louisville MSA (4320)	5.50	6	7.50	0.00	33.33	66.67	0.00	0	2	0	1	1	0	1.99	17.02	62.11	18.88
Terre Haute MSA (8320)	1.13	2	2.50	50.00	0.00	50.00	0.00	0	0	0	0	0	0	.34	30.24	38.21	31.21
Evansville MSA (2440)	1.06	1	1.25	0.00	0.00	0.00	100.00	1	0	0	0	-1	0	2.29	31.61	31.00	35.10
Indiana Non- MSA	30.93	22	27.50	0.00	27.27	72.73	0.00	0	0	0	0	0	0	0.00	12.80	78.98	8.22

Table 1. Lending Volume

LENDING VOLUME													State: IOWA	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's)	#	\$ (000's)	#	\$ (000's)				
Full-Scope:															
Cedar Falls/Waterloo MSA (8920)	51.59	337	29,587	283	31,010	161	7,051	0	0	781	67,658	33.28			
Limited-Scope:															
Cedar Rapids MSA (1360)	1.76	74	5,534	6	1,196	6	539	1	60	87	7,329	3.71			
Des Moines MSA (2120)	18.11	501	41,644	154	19,633	80	3,204	6	6,036	741	70,517	31.57			
Iowa City MSA (3500)	2.93	149	12,975	35	3,736	0	0	0	0	184	16,711	7.84			
Iowa Non- MSA	25.61	127	6,555	144	7,891	283	18,740	0	0	554	33,186	23.60			

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				State: IOWA		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:																
Cedar Falls/Waterloo MSA (8920)	2.39	2.29	16.90	16.57	50.65	37.14	30.06	44.00	8	4.46	3.45	3.82	3.93	5.56	175	25.18
Limited-Scope:																
Cedar Rapids MSA (1360)	1.10	0.00	6.88	2.27	72.68	65.91	19.34	31.82	27	0.50	0.00	0.00	0.49	0.65	44	6.33
Des Moines MSA (2120)	1.56	2.02	11.53	3.37	64.40	59.60	22.51	35.02	14	1.74	1.90	0.58	1.77	1.96	297	42.73
Iowa City MSA (3500)	1.57	2.40	7.81	11.20	66.58	73.60	24.03	12.80	8	3.08	1.29	5.43	3.36	1.88	125	17.99
Iowa Non- MSA	0.00	0.00	3.29	7.41	96.71	92.59	0.00	0.00	4	5.17	0.00	12.50	5.01	0.00	54	7.77

(*) 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: IOWA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Market Share by Geography*		Total Home Improvement Loans			
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total**
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans								
Full-Scope:																
Cedar Falls/Waterloo MSA (8920)	2.39	0.00	16.90	42.42	50.65	33.33	30.06	24.24	7	4.84	0.00	10.28	3.83	3.65	33	39.29
Limited-Scope:																
Cedar Rapids MSA (1360)	1.10	0.00	6.88	0.00	72.68	100.00	19.34	0.00	23	0.38	0.00	0.00	0.51	0.00	5	5.95
Des Moines MSA (2120)	1.56	3.85	11.53	3.85	64.40	76.92	22.51	15.38	24	0.74	1.64	0.00	0.91	0.47	26	30.95
Iowa City MSA (3500)	1.57	50.00	7.81	0.00	66.58	50.00	24.03	0.00	13	0.49	5.00	0.00	0.37	0.00	2	2.38
Iowa Non- MSA	0.00	0.00	3.29	0.00	96.71	100.00	0.00	0.00	3	10.06	0.00	0.00	10.26	0.00	18	21.43

(*) 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: IOWA		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 Mortgage Refinance 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:																			
Cedar Falls/Waterloo MSA (8920)	2.39	9.02	16.90	8.20	50.65	29.51	30.06	53.28	8	2.52	15.79	1.49	1.57	3.38	122	30.65			
Limited-Scope:																			
Cedar Rapids MSA (1360)	1.10	0.00	6.88	8.00	72.68	72.00	19.34	20.00	50	0.29	0.00	0.40	0.28	0.32	25	6.28			
Des Moines MSA (2120)	1.56	0.00	11.53	4.00	64.40	69.14	22.51	26.86	23	1.11	0.00	0.30	1.18	1.33	175	43.97			
Iowa City MSA (3500)	1.57	9.09	7.81	13.64	66.58	63.64	24.03	13.64	23	0.60	1.20	1.50	0.53	0.43	22	5.53			
Iowa Non- MSA	0.00	0.00	3.29	5.56	96.71	94.44	0.00	0.00	4	4.01	0.00	11.54	3.77	0.00	54	13.57			

(*) 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: IOWA		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:																	
Cedar Falls/Waterloo MSA (8920)	15.03	18.73	15.12	11.66	47.13	38.16	22.72	31.45	1	25.49	39.53	24.60	21.13	26.54	283	45.50	
Limited-Scope:																	
Cedar Rapids MSA (1360)	8.97	0.00	11.09	0.00	66.19	50.00	13.76	50.00	19	0.21	0.00	0.00	0.15	0.59	6	0.96	
Des Moines MSA (2120)	13.26	5.19	10.92	16.23	48.16	40.91	27.66	37.66	15	2.78	1.79	4.11	2.48	3.20	154	24.76	
Iowa City MSA (3500)	10.41	2.86	20.03	14.29	56.53	60.00	9.80	22.86	5	2.27	0.91	2.58	2.14	3.52	35	5.63	
Iowa Non- MSA	0.00	0.00	2.40	2.78	97.60	97.22	0.00	0.00	2	16.46	0.00	20.00	16.78	0.00	144	23.15	

(*) 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: IOWA				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:																
Cedar Falls/Waterloo MSA (8920)	1.55	0.00	3.39	0.00	63.19	88.20	31.88	11.80	1	48.60	0.00	0.00	60.09	20.45	161	30.38
Limited-Scope:																
Cedar Rapids MSA (1360)	0.47	0.00	1.17	0.00	90.96	100.00	7.39	0.00	5	1.36	0.00	0.00	1.42	0.00	6	1.13
Des Moines MSA (2120)	0.36	0.00	4.49	0.00	82.30	97.50	12.85	2.50	3	15.11	0.00	0.00	18.00	2.60	80	15.09
Iowa City MSA (3500)	1.64	0.00	1.64	0.00	90.59	0.00	6.13	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
Iowa Non- MSA	0.00	0.00	2.98	1.41	97.02	98.59	0.00	0.00	1	27.05	0.00	23.08	27.05	0.00	283	53.40

(*) 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: IOWA		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:																
Cedar Falls/Waterloo MSA (8920)	20.99	14.86	17.81	21.71	21.45	21.14	39.75	39.43	8	4.46	4.24	4.98	2.93	5.97	175	25.18
Limited-Scope:																
Cedar Rapids MSA (1360)	16.11	4.55	19.05	18.18	28.61	25.00	36.23	38.64	27	0.50	0.16	0.43	0.37	1.06	44	6.33
Des Moines MSA (2120)	16.96	9.76	18.79	17.85	27.01	42.42	37.25	25.93	14	1.74	1.26	1.32	2.59	1.75	297	42.73
Iowa City MSA (3500)	18.49	0.80	18.79	33.60	24.07	33.60	38.65	29.60	8	3.08	0.39	4.51	4.31	2.84	125	17.99
Iowa Non- MSA	18.59	3.70	20.20	35.19	25.36	27.78	35.84	29.63	4	5.17	3.23	8.28	4.25	5.42	54	7.77

(*) As a percentage of loans with borrower income information available. No information was available for 2.4 to 13.63% 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: IOWA																
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:																
Cedar Falls/Waterloo MSA (8920)	20.99	18.18	17.81	33.33	21.45	21.21	39.75	21.21	7	4.84	8.62	7.69	3.39	2.99	33	39.29
Limited-Scope:																
Cedar Rapids MSA (1360)	16.11	20.00	19.05	20.00	28.61	40.00	36.23	20.00	23	0.38	0.74	0.00	0.62	0.34	5	5.95
Des Moines MSA (2120)	16.96	42.31	18.79	15.38	27.01	26.92	37.25	15.38	24	0.74	2.42	0.61	0.74	0.22	26	30.95
Iowa City MSA (3500)	18.49	0.00	18.79	50.00	24.07	0.00	38.65	50.00	13	0.49	0.00	1.49	0.00	0.59	2	2.38
Iowa Non- MSA	18.59	16.67	20.20	27.78	25.36	11.11	35.84	38.89	3	10.06	20.00	16.67	4.55	7.58	18	21.43

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 6.07% 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: IOWA		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:																			
Cedar Falls/Waterloo MSA (8920)	20.99	3.28	17.81	13.93	21.45	26.23	39.75	47.54	8	2.52	1.40	1.88	2.09	2.97	122	30.65			
Limited-Scope:																			
Cedar Rapids MSA (1360)	16.11	4.00	19.05	12.00	28.61	4.00	36.23	32.00	50	0.29	0.27	0.27	0.00	0.25	25	6.28			
Des Moines MSA (2120)	16.96	8.00	18.79	20.00	27.01	32.57	37.25	32.00	23	1.11	0.96	1.20	1.37	1.17	175	43.97			
Iowa City MSA (3500)	18.49	13.64	18.79	18.18	24.07	9.09	38.65	50.00	23	0.60	2.33	0.90	0.22	0.71	22	5.53			
Iowa Non- MSA	18.59	18.52	20.20	12.96	25.36	24.07	35.84	40.74	4	4.01	11.54	3.76	2.86	4.93	54	13.57			

(*) As a percentage of loans with borrower income information available. No information was available for 3.71 to 48% 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: IOWA			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:									
Cedar Falls/Waterloo MSA (8920)	87.56	53.00	71.73	14.49	13.78	25.49	27.48	283	45.50
Limited-Scope:									
Cedar Rapids MSA (1360)	85.82	100.00	66.67	16.67	16.67	0.21	0.40	6	0.96
Des Moines MSA (2120)	85.92	66.23	59.74	27.92	12.34	2.78	3.15	154	24.76
Iowa City MSA (3500)	89.72	74.29	71.43	11.43	17.14	2.27	2.45	35	5.63
Iowa Non- MSA	90.09	70.14	90.28	6.94	2.78	16.46	20.41	144	23.15

(*) 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.

(***) 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: IOWA		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:									
Cedar Falls/Waterloo MSA (8920)	98.87	86.96	90.06	9.32	0.62	48.60	47.14	161	30.38
Limited-Scope:									
Cedar Rapids MSA (1360)	99.18	100.00	50.00	50.00	0.00	1.36	1.50	6	1.13
Des Moines MSA (2120)	98.86	91.25	90.00	8.75	1.25	15.11	16.11	80	15.09
Iowa City MSA (3500)	99.59	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
Iowa Non- MSA	99.81	80.57	81.63	13.07	5.30	27.05	25.39	283	53.40

(*) 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.
 (***) 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: IOWA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999	
MSA/Assessment Areas:	Prior Period Investments*	Current Period Investments	Total Investments	Unfunded Commitments**	
		Appendix D-93			

	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$s	#	\$ (000's)
Full-Scope:									
Cedar Falls/Waterloo MSA (8920)	0	0	1	1	1	1	1.96	0	0
Limited-Scope:									
Cedar Rapids MSA (1360)	0	0	1	0.1	1	0.1	.19	0	0
Des Moines MSA (2120)	0	0	1	46	1	46	89.67	0	0
Iowa City MSA (3500)	0	0	2	0.2	2	0.2	.39	0	0
Iowa Non- MSA	0	0	6	4	6	4	7.79	0	0

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

(**) AUnfunded Commitments@means legally binding investment commitments that are tracked 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: IOWA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
MSA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in MSA/AA	# of BANK Branches in MSA/AA	% 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:																	
Cedar Falls/Waterloo MSA (8920)	51.59	9	32.14	33.33	11.11	11.11	44.44	2	0	-1	0	0	-1	4.28	17.3	50.33	27.88
Limited-Scope:																	
Cedar Rapids MSA (1360)	1.76	1	3.57	0.00	0.00	0.00	0.00	0	0	0	0	0	0	2.93	7.62	72.12	17.33
Des Moines MSA (2120)	18.11	8	28.57	12.5	12.50	50.00	25.00	0	0	0	0	0	0	3.79	13.48	61.49	21.24
Iowa City MSA (3500)	2.93	2	7.15	0.00	0.00	100.00	0.00	0	0	0	0	0	0	8.47	20.43	50.73	20.20
Iowa Non- MSA	25.61	8	28.57	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0	3.58	96.42	0.00

Table 1. Lending Volume

LENDING VOLUME													State: KENTUCKY		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's)	#	\$ (000's)	#	\$ (000's)					
Full-Scope:																
McCracken Ky	27.47	372	29,926	111	15,478	5	260	1	65	489	45,729	11.03				
Limited-Scope:																
Other KY	72.53	1,912	130,511	1,212	55,162	817	17,161	1	100	3,942	202,934	88.97				

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: KENTUCKY		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:																			
McCracken KY	0.00	0.00	11.84	10.64	25.47	17.02	62.68	72.34	2	13.40	0.00	27.27	12.03	12.76	141	16.30			
Limited-Scope:																			
Other KY	0.56	0.00	12.23	7.32	66.02	68.37	21.19	24.31	2	14.83	0.00	9.57	14.64	18.92	724	83.70			

(*) 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: KENTUCKY				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:																
McCracken KY	0.00	0.00	11.84	20.00	25.47	10.00	62.68	70.00	2	15.09	0.00	25.00	8.33	16.22	10	5.32
Limited-Scope:																
Other KY	0.56	0.00	12.23	8.43	66.02	78.09	21.19	13.48	2	17.61	0.00	10.42	21.63	13.19	178	94.68

(*) 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: KENTUCKY		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 Mortgage Refinance 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:																			
McCracken KY	0.00	0.00	11.84	9.05	25.47	19.91	62.68	71.04	2	13.14	0.00	12.64	12.84	13.31	221	18.01			
Limited-Scope:																			
Other KY	0.56	0.10	12.23	5.86	66.02	68.39	21.19	25.65	1	15.53	0.00	8.20	16.06	17.45	1,006	81.99			

(*) 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 KENTUCKY																
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:																
McCracken KY	0.00	0.00	35.15	33.33	19.46	20.72	45.38	45.95	4	8.86	0.00	11.28	11.86	7.22	111	8.39
Limited-Scope:																
Other KY	0.17	0.00	9.27	16.42	67.69	65.84	22.86	17.74	1	20.91	0.00	40.57	19.31	16.49	1,212	91.61

(*) 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: KENTUCKY				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:																
McCracken KY	0.00	0.00	6.37	20.00	9.55	0.00	84.08	80.00	2	12.20	0.00	100.00	0.00	10.53	5	0.61
Limited-Scope:																
Other KY	0.12	0.00	4.51	16.40	67.53	76.99	27.84	6.61	1	42.30	0.00	79.29	39.33	19.78	817	99.39

(*) 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: KENTUCKY		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:																							
McCracken KY	15.39	2.84	13.78	9.93	18.11	21.99	52.52	65.25	2	13.40	17.39	14.71	16.10	18.36	141	16.30							
Limited-Scope:																							
Other KY	22.49	4.83	16.65	15.61	19.57	20.58	41.29	57.87	2	14.83	7.78	13.33	13.56	22.61	724	83.70							

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 1.11% 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: KENTUCKY				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:																
McCracken KY	15.59	0.00	13.78	40.00	18.11	40.00	52.52	20.00	2	15.09	0.00	40.00	22.22	11.11	10	5.32
Limited-Scope:																
Other KY	22.49	14.61	16.65	14.04	19.57	28.65	41.29	38.20	2	17.61	19.05	16.00	20.14	14.81	178	94.68

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 4.5% 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: KENTUCKY		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:																			
McCracken KY	15.59	4.52	13.78	9.50	18.11	19.00	52.52	64.25	2	13.14	17.86	17.39	17.65	19.67	221	18.01			
Limited-Scope:																			
Other KY	22.49	6.86	16.65	11.13	19.57	20.18	41.29	59.15	1	15.35	17.67	16.58	16.59	21.06	1,006	81.99			

(*) As a percentage of loans with borrower income information available. No information was available for 2.68 to 2.73% 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: KENTUCKY			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:									
McCracken KY	87.31	63.06	63.06	20.72	16.22	8.86	11.13	111	8.39
Limited-Scope:									
Other KY	88.20	82.43	90.35	7.10	2.56	20.91	22.73	1,212	91.61

(*) 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.

(***) 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: KENTUCKY		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:									
McCracken KY	96.18	100.00	80.00	20.00	0.00	12.20	12.20	5	0.61
Limited-Scope:									
Other KY	97.47	88.13	96.94	2.33	0.73	42.30	37.87	817	99.39

(*) 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.
 (***) 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: KENTUCKY		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					
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:									
McCracken KY	0	0	2	11	2	11	.76	0	0
Limited-Scope:									
Other KY	0	0	31	1,456	31	1,456	99.24	0	0

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

(**) *A*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: KENTUCKY				Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999									
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:																	
McCracken KY	27	5	12.20	0	40.00	20.00	40.00	0	0	0	0	0	0	0.00	16.21	27.81	55.98
Limited-Scope:																	
Other KY	73	36	87.80	0	1.11	66.67	22.22	0	0	0	0	0	0	0.68	12.87	66.54	19.91

Table 1. Lending Volume

LENDING VOLUME												
State: LOUISIANA												
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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Baton Rouge MSA (0760)	81.36	1,769	168,004	754	80,170	2	113	3	827	2,529	249,114	74.03
Limited-Scope:												
Houma MSA (3350)	8.25	161	9,309	88	9,992	0	0	0	0	249	17,301	7.29
New Orleans (5560)	10.39	472	46,623	166	12,252	0	0	0	0	638	58,875	18.68

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: LOUISIANA		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:																			
Baton Rouge MSA (0760)	8.78	1.78	16.46	4.86	27.78	28.35	46.98	65.01	3	5.29	2.75	2.58	4.91	6.09	843	71.32			
Limited-Scope:																			
Houma MSA (3350)	0.00	0.00	2.08	1.89	90.80	86.79	7.12	11.32	13	2.33	0.00	6.67	2.33	1.95	53	4.48			
New Orleans (5560)	0.00	0.00	11.72	9.79	48.23	33.57	40.05	56.64	6	3.70	0.00	7.17	2.93	3.95	286	24.20			

(*) 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: LOUISIANA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Total Home Improvement Loans				
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*						
	% 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:																
Baton Rouge MSA (0760)	8.78	8.47	16.46	20.68	27.78	21.36	46.98	49.49	4	8.39	8.22	9.55	5.66	9.43	295	77.63
Limited-Scope:																
Houma MSA (3350)	0.00	0.00	2.08	7.41	90.80	81.48	7.12	11.11	6	4.67	0.00	10.00	4.17	6.85	54	14.21
New Orleans (5560)	0.00	0.00	11.72	6.45	48.23	48.39	40.05	45.16	14	1.54	0.00	1.90	2.03	1.03	31	8.16

(*) 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: LOUISIANA		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 Mortgage Refinance 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:																			
Baton Rouge MSA (0760)	8.78	1.75	16.46	5.08	27.78	24.29	46.98	68.89	6	2.56	1.55	1.42	2.41	3.08	630	75.27			
Limited-Scope:																			
Houma MSA (3350)	0.00	0.00	2.08	0.00	90.80	85.19	7.12	14.81	11	1.48	0.00	0.00	1.40	2.17	54	6.45			
New Orleans (5560)	0.00	0.00	11.72	7.19	48.23	37.91	40.05	54.90	13	1.85	0.00	3.00	1.42	2.12	153	18.28			

(*) 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: LOUISIANA		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:																
Baton Rouge MSA (0760)	11.81	8.22	13.52	7.96	31.39	28.78	43.28	55.04	7	6.38	8.16	6.09	6.29	6.40	754	74.80
Limited-Scope:																
Houma MSA (3350)	0.00	0.00	3.75	3.41	86.65	67.05	9.39	29.55	7	5.75	0.00	7.14	4.47	16.85	88	8.73
New Orleans (5560)	0.00	0.00	14.14	10.84	36.75	25.90	49.11	63.25	9	3.95	0.00	5.07	2.32	5.06	166	16.47

(*) 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: LOUISIANA				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:																
Baton Rouge MSA (0760)	6.97	0.00	7.32	0.00	26.83	0.00	58.89	100.00	9	3.45	0.00	0.00	0.00	4.76	2	100.00
Limited-Scope:																
Houma MSA (3350)	0.00	0.00	2.25	0.00	89.89	0.00	6.74	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00
New Orleans (5560)	0.00	0.00	8.80	0.00	52.80	0.00	38.40	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0.00

(*) 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: LOUISIANA		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:																							
Baton Rouge MSA (0760)	23.41	8.42	14.61	21.35	18.68	21.59	43.30	42.23	3	5.29	7.68	6.82	5.36	5.66	843	71.32							
Limited-Scope:																							
Houma MSA (3350)	24.52	1.89	15.49	13.21	20.02	15.09	39.97	66.04	13	2.33	3.33	3.00	0.83	3.18	53	4.48							
New Orleans (5560)	18.35	4.20	13.56	14.69	18.93	28.32	49.17	48.95	6	3.70	3.85	5.05	5.87	3.84	286	24.20							

(*) As a percentage of loans with borrower income information available. No information was available for 3.81 to 6.41% 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: LOUISIANA				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:																
Baton Rouge MSA (0760)	23.41	19.32	14.61	21.36	18.68	19.32	43.30	37.97	4	8.39	10.26	8.29	7.93	8.87	295	77.63
Limited-Scope:																
Houma MSA (3350)	24.52	12.96	15.49	7.41	20.02	20.37	39.97	59.26	6	4.67	6.52	1.61	7.41	4.38	54	14.21
New Orleans (5560)	18.35	3.23	13.56	3.23	18.93	19.35	49.17	74.19	14	1.54	0.00	0.71	2.07	1.90	31	8.16

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 2.03% 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: LOUISIANA		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:																			
Baton Rouge MSA (0760)	23.41	2.22	14.61	10.16	18.68	17.78	43.30	66.98	6	2.56	1.12	2.36	2.41	4.20	630	75.27			
Limited-Scope:																			
Houma MSA (3350)	24.52	0.00	15.49	1.85	20.02	25.93	39.97	70.37	11	1.48	0.00	0.68	1.41	2.00	54	6.45			
New Orleans (5560)	18.35	4.58	13.56	10.46	18.93	16.99	49.17	62.75	13	1.85	2.73	1.89	2.13	2.38	153	18.28			

(*) As a percentage of loans with borrower income information available. No information was available for 1.85 to 2.86% 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: LOUISIANA			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:									
Baton Rouge MSA (0760)	84.77	81.70	77.06	10.74	12.20	6.38	6.83	754	74.80
Limited-Scope:									
Houma MSA (3350)	88.04	80.68	77.27	13.64	9.09	5.75	5.52	88	8.73
New Orleans (5560)	87.99	80.72	83.13	9.64	7.23	3.95	4.61	166	16.47

(*) 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

(***) 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: LOUISIANA		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:									
Baton Rouge MSA (0760)	94.77	100.00	50.00	50.00	0.00	3.45	3.70	2	100.00
Limited-Scope:									
Houma MSA (3350)	97.75	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00
New Orleans (5560)	95.20	0.00	0.00	0.00	0.00	0.00	0.00	0	0.00

(*) 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.
 (***) 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: LOUISIANA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999	
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:									
Baton Rouge MSA (0760)	0	0	32	1,077	32	1,077	99.79	0	0
Limited-Scope:									
Houma MSA (3350)	0	0	2	0.3	2	0.3	.02	0	0
New Orleans (5560)	0	0	2	2	2	2	.19	0	0

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

(**) *A*Unfunded Commitments@means legally binding investment commitments that are tracked 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: LOUISIANA		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Baton Rouge MSA (0760)	81.36	16	69.57	12.5	12.5	6.25	68.75	0	0	0	0	0	0	14.56	17.48	29.57	38.39
Limited-Scope:																	
Houma MSA (3350)	8.25	4	17.39	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0	2.92	88.85	7.50
New Orleans (5560)	10.39	3	13.04	0.00	0.00	33.33	66.67	0	0	0	0	0	0	0	13.69	44.88	41.43

Table 1. Lending Volume

LENDING VOLUME		State: MISSISSIPPI				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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Jackson MSA (3560)	14.13	3,971	301,868	1,200	89,279	65	4,174	13	1,422	5,249	396,743	15.93
Limited-Scope:												
Hattiesburg MSA (3285)	10.13	1,198	72,385	292	18,342	14	381	0	0	1,504	91,108	4.56
Biloxi-Gulfport MSA (0920)	8.65	4,972	360,067	743	30,417	12	444	0	0	5,727	390,928	17.38
Mississippi Non-MSA	67.09	9,993	519,876	7,494	342,748	3,004	145,495	6	4,507	20,477	1,012,626	62.13

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				State: MISSISSIPPI				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:																
Jackson MSA (3560)	9.07	2.74	16.09	11.30	37.70	42.30	37.14	43.65	2	13.90	14.98	18.59	16.06	11.45	2,442	28.76
Limited-Scope:																
Hattiesburg MSA (3285)	9.36	7.21	7.21	3.23	58.82	47.51	24.62	42.04	4	6.35	12.90	3.36	6.22	6.45	402	4.73
Biloxi-Gulfport MSA (0920)	1.68	0.77	13.54	6.50	66.51	66.14	18.27	26.29	1	9.79	10.34	9.98	9.81	9.83	2,339	27.55
Mississippi Non-MSA	0.89	0.48	14.87	10.73	62.73	54.64	21.50	34.14	2	11.13	10.53	8.82	10.79	12.59	3,307	38.95

(*) 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: MISSISSIPPI				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:																
Jackson MSA (3560)	9.07	5.93	16.09	10.24	37.70	35.31	37.14	48.52	3	14.06	8.16	7.50	13.02	19.88	371	12.79
Limited-Scope:																
Hattiesburg MSA (3285)	9.36	12.61	7.21	2.52	58.82	54.62	24.62	30.25	2	12.39	11.43	5.00	12.89	14.05	119	4.10
Biloxi-Gulfport MSA (0920)	1.68	0.72	13.54	13.53	66.51	67.63	18.27	18.12	3	6.54	7.41	6.27	6.23	8.13	414	14.28
Mississippi Non-MSA	0.89	1.40	14.87	14.68	62.73	64.93	21.50	18.99	1	21.53	21.21	24.27	22.63	17.25	1,996	68.83

(*) 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: MISSISSIPPI				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 Mortgage Refinance 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:																
Jackson MSA (3560)	9.07	2.51	16.09	6.31	37.70	32.93	37.14	58.25	4	5.22	1.89	2.90	4.38	7.02	1,157	13.29
Limited-Scope:																
Hattiesburg MSA (3285)	9.36	4.92	7.21	2.24	58.82	58.27	24.62	34.58	4	6.66	5.63	2.96	6.61	7.71	671	7.71
Biloxi-Gulfport MSA (0920)	1.68	0.45	13.54	7.94	66.51	69.13	18.27	22.25	1	8.54	3.33	8.18	8.72	8.44	2,216	25.46
Mississippi Non-MSA	0.89	0.47	14.87	7.96	62.73	64.79	21.50	26.78	2	12.53	8.14	9.03	13.99	11.00	4,661	53.54

(*) 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: MISSISSIPPI				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:																
Jackson MSA (3560)	18.42	12.00	11.89	7.75	34.45	33.42	35.23	46.83	8	5.33	4.87	4.74	5.34	5.63	1,200	12.33
Limited-Scope:																
Hattiesburg MSA (3285)	16.36	5.48	4.96	2.40	43.76	35.62	34.91	56.51	6	7.78	5.49	4.17	6.87	9.35	292	3.00
Biloxi-Gulfport MSA (0920)	5.44	1.48	17.85	16.42	63.01	66.35	13.70	15.75	5	6.92	2.81	9.62	7.08	5.60	743	7.64
Mississippi Non-MSA	1.99	1.96	19.84	14.17	52.42	59.81	25.74	24.06	2	15.11	44.12	18.98	15.04	13.20	7,494	77.03

(*) 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: MISSISSIPPI				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:																
Jackson MSA (3560)	8.60	1.54	22.00	6.15	39.20	44.62	30.20	47.69	6	4.55	0.88	1.68	5.15	9.82	65	2.10
Limited-Scope:																
Hattiesburg MSA (3285)	4.10	0.00	12.30	0.00	58.20	64.29	25.41	35.71	4	11.63	0.00	0.00	9.84	19.05	14	0.45
Biloxi-Gulfport MSA (0920)	3.54	0.00	7.87	8.33	74.80	75.00	13.78	16.67	4	12.12	0.00	20.00	9.43	28.57	12	0.39
Mississippi Non-MSA	0.31	0.00	24.80	13.22	59.97	76.43	14.92	10.35	1	37.35	0.00	44.67	36.95	33.33	3,004	97.06

(*) 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: MISSISSIPPI		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:																							
Jackson MSA (3560)	23.98	26.04	15.36	29.12	20.29	17.20	40.38	22.44	2	13.90	42.89	22.98	10.02	6.55	2,442	28.76							
Limited-Scope:																							
Hattiesburg MSA (3285)	24.26	6.47	16.11	17.16	18.07	21.89	41.56	50.00	4	6.35	6.87	7.61	6.03	6.99	402	4.73							
Biloxi-Gulfport MSA (0920)	22.09	3.98	17.19	14.79	21.07	24.75	39.65	54.13	1	9.79	8.24	8.51	10.55	13.62	2,339	27.55							
Mississippi Non-MSA	23.95	2.96	15.88	12.37	18.08	19.87	42.09	61.87	2	11.13	5.75	8.60	10.89	15.17	3,307	38.95							

(*) As a percentage of loans with borrower income information available. No information was available for 2.35 to 5.2% 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: MISSISSIPPI				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:																
Jackson MSA (3560)	23.98	6.74	15.36	15.90	20.29	19.68	40.38	49.33	3	14.06	6.53	10.71	11.34	20.46	371	12.79
Limited-Scope:																
Hattiesburg MSA (3285)	24.26	5.88	16.11	20.17	18.07	21.01	41.56	42.02	2	12.39	7.14	14.12	13.68	9.48	119	4.10
Biloxi-Gulfport MSA (0920)	22.09	9.18	17.19	13.53	21.07	23.43	39.65	47.83	3	6.54	2.93	4.43	5.90	8.44	414	14.28
Mississippi Non-MSA	23.95	11.02	15.88	13.68	18.08	18.64	42.09	46.89	1	21.53	18.27	19.72	20.12	21.88	1,996	68.83

(*) As a percentage of loans with borrower income information available. No information was available for 6.03 to 10.92% 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: MISSISSIPPI		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:																			
Jackson MSA (3560)	23.98	4.84	15.36	12.27	20.29	18.50	40.38	53.76	4	5.22	3.94	5.19	4.79	7.04	1,157	13.29			
Limited-Scope:																			
Hattiesburg MSA (3285)	24.26	3.87	16.11	9.09	18.07	19.52	41.56	61.55	4	6.66	5.00	5.44	6.89	8.90	671	7.71			
Biloxi-Gulfport MSA (0920)	22.09	3.52	17.19	11.73	21.07	24.37	39.65	58.03	1	8.54	6.61	8.22	10.69	12.54	2,216	25.46			
Mississippi Non-MSA	23.95	2.96	15.88	8.22	18.08	16.43	42.09	69.79	2	12.53	8.85	9.78	12.09	16.62	4,661	53.54			

(*) As a percentage of loans with borrower income information available. No information was available for 2.35 to 10.63% 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: MISSISSIPPI			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:									
Jackson MSA (3560)	85.14	77.50	83.67	9.17	7.17	5.33	5.17	1,200	12.33
Limited-Scope:									
Hattiesburg MSA (3285)	88.79	82.88	87.33	6.51	6.16	7.78	9.63	292	3.00
Biloxi-Gulfport MSA (0920)	89.82	87.48	91.25	6.06	2.69	6.92	13.11	743	7.64
Mississippi Non-MSA	88.45	81.81	90.99	5.30	3.71	15.11	15.89	7,494	77.03

(*) 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.

(***) 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: MISSISSIPPI		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:									
Jackson MSA (3560)	94.40	96.92	86.15	9.23	4.62	4.55	4.45	65	2.10
Limited-Scope:									
Hattiesburg MSA (3285)	95.08	92.86	92.86	7.14	0.00	11.63	11.11	14	0.45
Biloxi-Gulfport MSA (0920)	95.67	100.00	91.67	8.33	0.00	12.12	14.04	12	0.39
Mississippi Non-MSA	95.63	86.85	86.78	8.89	4.33	37.35	35.25	3,004	97.06

(*) 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.
 (***) 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: MISSISSIPPI		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999	
MSA/Assessment Areas:	Prior Period Investments*	Current Period Investments	Total Investments	Unfunded Commitments**	
		Appendix D-132			

	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$-s	#	\$ (000's)
Full-Scope:									
Jackson MSA (3560)	0	0	12	4,040	12	4,040	74.93	0	0
Limited-Scope:									
Hattiesburg MSA (3285)	0	0	4	208	4	208	3.86	0	0
Biloxi-Gulfport MSA (0920)	0	0	5	428	5	428	7.94	0	0
Mississippi Non-MSA	0	0	42	716	42	716	13.28	0	0

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

(**) *A*Unfunded Commitments@means legally binding investment commitments that are tracked 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: MISSISSIPPI		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
MSA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in MSA/AA	# of BANK 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:																	
Jackson MSA (3560)	14.13	19	15.20	15.79	10.53	36.84	36.84	4	1	-1	-1	0	-1	15.18	18.33	34.18	32.31
Limited-Scope:																	
Hattiesburg MSA (3285)	10.13	5	4.00	20.00	0.00	20.00	60.00	2	0	0	0	0	-2	17.42	6.76	52.17	23.64
Biloxi-Gulfport MSA (0920)	8.65	12	9.60	8.33	16.67	50.00	25.00	0	0	0	0	0	0	2.41	17.27	64.89	15.38
Mississippi Non-MSA	67.09	89	71.20	2.25	21.35	53.93	22.47	5	2	0	-4	0	1	1.67	19.98	57.96	20.39

Table 1. Lending Volume

LENDING VOLUME												
State: MISSOURI												
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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Springfield MSA (7920)	11.85	604	49,191	233	21,456	6	439	1	50	844	71,136	9.54
Limited-Scope:												
Columbia MSA (1740)	6.94	1,058	99,431	323	20,376	6	88	0	0	1,387	119,895	15.68
Missouri Non-MSA	81.21	2,740	185,023	2,215	107,299	1,659	99,519	1	1,210	6,615	393,051	74.78

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: MISSOURI		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:																			
Springfield MSA (7920)	0.05	0.00	16.68	10.29	60.93	72.67	22.34	17.04	11	2.03	0.00	1.43	2.43	1.23	311	16.96			
Limited-Scope:																			
Columbia MSA (1740)	2.42	1.89	10.30	13.07	63.43	65.34	23.85	19.70	4	8.39	6.00	10.25	8.94	6.32	528	28.79			
Missouri Non-MSA	0.17	0.30	6.73	3.82	61.11	51.36	31.99	44.52	3	7.87	14.29	3.62	6.93	9.90	995	54.25			

(*) 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: MISSOURI		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:																
Springfield MSA (7920)	0.05	0.00	16.68	0.00	60.93	85.71	22.34	14.29	18	0.93	0.00	0.00	1.19	0.70	7	3.83
Limited-Scope:																
Columbia MSA (1740)	2.42	9.09	10.30	0.00	63.43	77.27	23.85	13.64	6	4.53	8.33	0.00	5.37	2.44	22	12.02
Missouri Non-MSA	0.17	0.00	6.73	2.60	61.11	53.90	31.99	43.51	3	10.49	0.00	3.53	9.07	15.82	154	84.15

(*) 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: MISSOURI		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 Mortgage Refinance 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:																			
Springfield MSA (7920)	0.05	0.00	16.68	3.85	60.93	74.48	22.34	21.68	21	1.36	0.00	0.34	1.66	1.15	286	12.04			
Limited-Scope:																			
Columbia MSA (1740)	2.42	1.58	10.30	6.92	63.43	66.60	23.85	24.90	6	4.09	6.82	4.70	3.97	3.99	506	21.31			
Missouri Non-MSA	0.17	0.00	6.73	3.54	61.11	51.74	31.99	44.73	2	9.49	0.00	6.78	8.46	11.66	1,583	66.65			

(*) 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: MISSOURI		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:																
Springfield MSA (7920)	3.98	3.43	15.14	8.58	62.63	72.10	18.25	15.88	10	2.40	4.80	1.60	2.83	1.40	233	8.41
Limited-Scope:																
Columbia MSA (1740)	26.50	9.91	15.06	7.74	46.83	68.42	11.62	13.93	6	5.58	3.57	4.82	6.01	6.72	323	11.66
Missouri Non-MSA	2.48	0.05	6.29	6.14	56.66	48.08	34.57	45.73	3	11.77	0.78	12.73	11.73	12.53	2,215	79.94

(*) 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: MISSOURI		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:																			
Springfield MSA (7920)	0.20	0.00	5.53	0.00	77.87	100.00	16.39	0.00	7	0.26	0.00	0.00	0.29	0.00	6	0.36			
Limited-Scope:																			
Columbia MSA (1740)	3.61	0.00	3.61	0.00	78.80	66.67	13.98	33.33	7	1.46	0.00	0.00	1.06	8.33	6	0.36			
Missouri Non-MSA	0.18	0.00	4.63	5.12	68.87	70.34	26.31	24.53	1	29.12	0.00	25.34	28.19	35.32	1,659	99.28			

(*) 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: MISSOURI		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:																							
Springfield MSA (7920)	17.63	12.54	18.31	26.05	24.54	25.72	39.51	33.44	11	2.03	2.53	2.77	2.06	2.07	311	16.96							
Limited-Scope:																							
Columbia MSA (1740)	19.20	10.61	18.49	28.60	23.20	31.44	39.11	27.84	4	8.39	7.89	10.28	9.85	6.99	528	28.79							
Missouri Non-MSA	17.83	4.52	16.26	16.28	21.61	29.25	44.30	48.74	3	7.87	5.59	8.42	9.24	9.20	995	54.25							

(*) As a percentage of loans with borrower income information available. No information was available for 1,21 to 2.25% 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: MISSOURI				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:																
Springfield MSA (7920)	17.63	0.00	18.31	28.57	24.54	28.57	39.51	42.86	18	0.93	0.00	1.50	0.94	1.02	7	3.83
Limited-Scope:																
Columbia MSA (1740)	19.02	4.55	18.49	27.27	23.20	27.27	39.11	40.91	6	4.53	2.70	4.55	3.51	6.06	22	12.02
Missouri Non-MSA	17.83	3.25	16.26	10.39	21.61	15.58	44.30	68.18	3	10.49	3.39	7.07	6.78	15.56	154	84.15

(*) As a percentage of loans with borrower income information available. No information was available for 0 to 2.60% 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: MISSOURI		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:																			
Springfield MSA (7920)	17.63	6.29	18.31	17.13	24.54	26.92	39.51	46.85	21	1.36	1.21	1.18	2.16	1.66	286	12.04			
Limited-Scope:																			
Columbia MSA (1740)	19.20	6.13	18.49	18.38	23.20	31.82	39.11	42.49	6	4.09	6.04	6.56	4.70	3.39	506	21.31			
Missouri Non-MSA	17.83	3.10	16.26	11.05	21.61	22.55	44.30	62.35	2	9.49	7.63	9.20	10.13	11.78	1,583	66.65			

(*) As a percentage of loans with borrower income information available. No information was available for .95 to 2.81% 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: MISSOURI			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:									
Springfield MSA (7920)	86.71	75.54	80.26	9.87	9.87	2.40	2.46	233	8.41
Limited-Scope:									
Columbia MSA (1740)	88.52	77.09	85.14	9.91	4.95	5.58	5.41	323	11.66
Missouri Non-MSA	88.11	81.31	91.06	4.74	4.20	11.77	13.30	2,215	79.94

(*) 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.

(***) 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: MISSOURI		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:									
Springfield MSA (7920)	98.77	83.33	83.33	0.00	16.67	0.26	0.00	6	0.36
Limited-Scope:									
Columbia MSA (1740)	98.31	100.00	100.00	0.00	0.00	1.46	1.52	6	0.36
Missouri Non-MSA	98.92	92.83	81.92	12.78	5.30	29.12	28.07	1,659	99.28

(*) 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.
 (***) 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: MISSOURI		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999	
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:									
Springfield MSA (7920)	0	0	7	1,489	7	1,489	46.94	0	0
Limited-Scope:									
Columbia MSA (1740)	0	0	10	803	10	803	24.78	0	0
Missouri Non-MSA	0	0	13	949	13	949	29.28	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 tracked 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: MISSOURI		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Springfield MSA (7920)	11.85	8	15.69	0.00	12.50	62.50	25.50	0	0	0	0	0	0	1.21	22.83	57.40	18.56
Limited-Scope:																	
Columbia MSA (1740)	6.94	4	7.84	0.00	50.00	25.00	25.00	0	0	0	0	0	0	14.07	15.57	52.82	17.54
Missouri Non-MSA	81.21	39	76.47	2.56	5.13	56.41	35.90	3	0	0	-1	-1	-1	.42	7.10	61.89	30.25

Table 1. Lending Volume

LENDING VOLUME												
State: TENNESSEE												
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's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
Nashville MSA (5360)	27.36	3,154	290,522	1,521	107,033	209	8,333	11	2,051	4,895	407,939	23.88
Limited-Scope:												
Jackson MSA (3580)	7.75	915	68,460	513	46,121	134	7,774	0	0	1,562	122,355	7.62
Chattanooga MSA (1560)	1.71	179	13,706	234	23,782	1	10	5	1,340	419	38,858	2.04
Knoxville MSA (3840)	9.15	761	63,861	447	52,839	8	442	3	900	1,219	117,942	5.95
Clarksville MSA (1660)	0.95	449	35,384	320	31,236	132	2,924	0	0	901	69,544	4.40
Tennessee Non-MSA	53.07	5,903	309,798	4,102	194,858	1,474	49,481	19	3,531	11,498	557,668	56.10

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				State: TENNESSEE				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:																
Nashville MSA (5360)	1.79	1.12	16.01	18.26	57.68	55.81	24.52	24.81	18	1.58	2.44	2.79	1.41	1.43	1,342	30.08
Limited-Scope:																
Jackson MSA (3580)	4.82	2.37	20.34	10.90	45.24	31.04	29.60	55.69	3	4.13	7.02	8.84	7.49	2.88	422	9.46
Chattanooga MSA (1560)	2.59	1.61	13.76	25.81	55.78	35.48	27.87	37.10	46	0.49	0.78	1.25	0.25	0.63	62	1.39
Knoxville MSA (3840)	1.26	0.74	14.07	11.15	54.36	55.39	30.31	32.34	28	0.83	0.53	0.86	0.93	0.70	269	6.03
Clarksville MSA (1660)	1.28	1.05	6.42	3.85	61.90	60.49	30.40	34.27	8	4.74	11.76	5.22	4.92	4.35	286	6.41
Tennessee Non-MSA	0.00	0.00	8.87	8.13	67.57	75.67	23.56	16.20	1	8.00	0.00	11.38	9.99	3.54	2,080	46.63

(*) 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: TENNESSEE				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:																
Nashville MSA (5360)	1.79	0.00	16.01	21.61	57.68	66.30	24.52	12.09	8	3.66	0.00	4.06	4.05	2.49	273	17.02
Limited-Scope:																
Jackson MSA (3580)	4.82	6.04	20.34	12.09	45.24	43.41	29.60	38.46	1	32.84	42.11	27.14	29.71	38.19	182	11.35
Chattanooga MSA (1560)	2.59	0.00	13.76	55.88	55.78	41.18	27.87	2.94	12	1.76	0.00	4.83	1.66	0.00	34	2.12
Knoxville MSA (3840)	1.26	0.00	14.07	15.15	54.36	56.57	30.31	28.28	13	2.27	0.00	2.32	2.66	1.71	99	6.17
Clarksville MSA (1660)	1.28	0.00	6.42	0.00	61.90	90.00	30.40	10.00	13	2.02	0.00	0.00	3.16	0.00	10	0.62
Tennessee Non-MSA	0.00	0.00	8.87	15.31	67.57	71.17	23.56	13.52	1	18.94	0.00	42.01	19.38	10.78	1,006	62.72

(*) 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: TENNESSEE				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 Mortgage Refinance 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:																
Nashville MSA (5360)	1.79	0.52	16.01	11.07	57.68	56.87	24.52	31.53	20	1.58	0.79	1.26	1.69	1.58	1,535	29.09
Limited-Scope:																
Jackson MSA (3580)	4.82	1.62	20.34	13.59	45.24	34.30	29.60	50.49	2	6.99	6.06	5.12	6.05	9.11	309	5.86
Chattanooga MSA (1560)	2.59	6.10	13.76	28.05	55.78	43.90	27.87	21.95	41	0.59	2.16	1.09	0.53	0.34	82	1.55
Knoxville MSA (3840)	1.26	1.28	14.07	11.76	54.36	54.73	30.31	32.23	20	1.36	1.14	1.06	1.39	1.45	391	7.41
Clarksville MSA (1660)	1.28	0.00	6.42	3.33	61.90	56.67	30.40	38.00	11	2.56	0.00	2.88	2.16	3.26	150	2.84
Tennessee Non-MSA	0.00	0.00	8.87	7.33	67.57	81.49	23.56	11.17	1	9.44	0.00	11.19	12.21	2.67	2,810	53.25

(*) 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: TENNESSEE				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:																
Nashville MSA (5360)	4.54	1.05	23.38	24.72	49.28	59.11	22.33	14.73	7	4.13	1.38	5.31	4.73	2.30	1,521	21.31
Limited-Scope:																
Jackson MSA (3580)	14.60	11.31	17.00	11.50	39.91	38.21	28.48	38.99	1	17.08	15.89	12.68	18.88	16.92	513	7.19
Chattanooga MSA (1560)	11.78	13.68	17.56	24.79	52.13	31.62	18.52	29.91	11	2.09	1.61	3.59	1.36	2.92	234	3.28
Knoxville MSA (3840)	7.80	6.49	18.70	10.96	40.62	45.64	32.85	36.91	9	3.79	2.69	2.29	4.27	3.99	447	6.26
Clarksville MSA (1660)	8.22	4.06	19.29	8.44	45.89	48.13	26.40	39.06	2	13.85	7.69	6.15	15.56	13.58	320	4.48
Tennessee Non-MSA	0.00	0.00	9.75	8.02	62.77	76.13	27.45	15.85	1	17.50	0.00	24.85	21.05	8.80	4,102	57.48

(*) 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: TENNESSEE				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:																
Nashville MSA (5360)	0.76	0.48	19.95	43.06	60.61	50.72	18.55	5.74	3	13.42	0.00	14.41	13.68	14.29	209	10.67
Limited-Scope:																
Jackson MSA (3580)	2.78	0.00	19.44	49.25	57.87	39.55	19.91	11.19	1	52.98	0.00	60.61	51.39	51.11	134	6.84
Chattanooga MSA (1560)	2.03	0.00	8.78	100.00	59.12	0.00	30.07	0.00	0	0.00	0.00	0.00	0.00	0.00	1	0.05
Knoxville MSA (3840)	1.73	0.00	10.68	12.50	57.14	62.50	30.46	25.00	4	9.30	0.00	25.00	3.57	18.18	8	0.41
Clarksville MSA (1660)	2.10	0.00	2.80	0.00	55.24	87.12	39.86	12.88	2	36.87	0.00	0.00	41.60	25.58	132	6.74
Tennessee Non-MSA	0.00	0.00	6.29	8.75	73.41	84.80	20.30	6.45	1	33.46	0.00	55.32	35.83	14.57	1,474	75.28

(*) 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: TENNESSEE		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:																							
Nashville MSA (5360)	19.92	14.01	17.60	24.29	24.09	24.81	38.38	33.68	18	1.58	3.36	2.06	1.80	1.89	1,342	30.08							
Limited-Scope:																							
Jackson MSA (3580)	22.42	3.55	17.52	14.93	21.72	23.93	38.35	54.03	3	4.13	2.82	1.39	8.81	8.57	422	9.46							
Chattanooga MSA (1560)	20.25	3.23	17.03	12.90	21.47	17.74	41.25	54.84	46	0.49	0.39	0.41	0.45	0.88	62	1.39							
Knoxville MSA (3840)	19.98	9.67	16.97	16.73	21.51	25.28	41.54	39.41	28	0.83	0.59	0.89	1.36	1.00	269	6.03							
Clarksville MSA (1660)	16.49	3.50	18.18	30.42	23.48	36.01	41.84	28.67	8	4.74	4.10	7.76	7.21	5.39	286	6.41							
Tennessee Non-MSA	20.45	7.12	16.08	18.27	21.20	21.68	42.26	51.63	1	8.00	8.86	9.85	7.84	11.61	2,080	46.63							

(*) As a percentage of loans with borrower income information available. No information was available for 1.30 to 11.29% 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: TENNESSEE				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:																
Nashville MSA (5360)	19.92	13.92	17.60	26.37	24.09	27.84	38.38	26.37	8	3.66	3.55	4.17	3.67	3.15	273	17.02
Limited-Scope:																
Jackson MSA (3580)	22.42	11.54	17.52	17.03	21.72	25.27	38.35	41.76	1	32.84	28.13	26.25	36.26	37.42	182	11.35
Chattanooga MSA (1560)	20.25	29.41	17.03	23.53	21.47	17.65	41.25	23.53	12	1.76	4.46	0.43	1.75	0.82	34	2.12
Knoxville MSA (3840)	19.98	20.20	16.97	24.24	21.51	19.19	41.54	34.34	13	2.27	3.37	2.51	1.74	2.19	99	6.17
Clarksville MSA (1660)	16.49	20.00	18.18	0.00	23.48	20.00	41.84	40.00	13	2.02	4.55	0.00	0.74	2.27	10	0.62
Tennessee Non-MSA	20.45	18.89	16.08	20.18	21.20	23.16	42.26	35.98	1	18.94	32.11	19.68	17.17	15.35	1,006	62.72

(*) As a percentage of loans with borrower income information available. No information was available for 2.03 to 20% 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: TENNESSEE				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:																
Nashville MSA (5360)	19.92	9.58	17.60	20.59	24.09	25.02	38.38	38.70	20	1.58	2.12	2.01	2.04	2.16	1,535	29.09
Limited-Scope:																
Jackson MSA (3580)	22.42	9.71	17.52	11.33	21.72	17.48	38.35	56.31	2	6.99	7.32	6.62	4.56	11.09	309	5.86
Chattanooga MSA (1560)	20.25	6.10	17.03	15.85	21.47	20.73	41.25	46.34	41	0.59	0.42	0.45	0.55	0.99	82	1.55
Knoxville MSA (3840)	19.98	10.23	16.97	17.14	21.51	24.30	41.54	46.29	20	1.36	1.55	1.50	1.94	2.05	391	7.41
Clarksville MSA (1660)	16.49	2.67	18.18	13.33	23.48	30.00	41.84	48.67	11	2.56	1.92	4.17	3.31	3.41	150	2.84
Tennessee Non-MSA	20.45	10.71	16.08	17.12	21.20	24.09	42.26	46.73	1	9.44	19.92	11.56	9.76	11.37	2,810	53.25

(*) As a percentage of loans with borrower income information available. No information was available for 1.35 to 10.98% 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: TENNESSEE		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:									
Nashville MSA (5360)	86.30	73.11	82.64	11.57	5.79	4.13	4.75	1,521	21.31
Limited-Scope:									
Jackson MSA (3580)	87.78	76.02	76.61	14.42	8.97	17.08	19.33	513	7.19
Chattanooga MSA (1560)	86.76	84.19	74.79	14.10	11.11	2.09	2.83	234	3.28
Knoxville MSA (3840)	88.32	80.31	68.23	19.69	12.08	3.79	4.61	447	6.26
Clarksville MSA (1660)	89.51	88.44	75.00	14.37	10.63	13.85	13.98	320	4.48
Tennessee Non-MSA	88.69	87.88	90.18	6.63	3.19	17.50	20.91	4,102	57.48

(*) 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.

(***) 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: TENNESSEE		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:									
Nashville MSA (5360)	96.32	97.61	91.87	7.66	0.48	13.42	14.40	209	10.67
Limited-Scope:									
Jackson MSA (3580)	99.07	89.55	85.07	11.19	3.37	52.98	51.88	134	6.84
Jackson MSA (3580)	94.93	100.00	100.00	0.00	0.00	0.00	0.00	1	0.05
Chattanooga MSA (1560)	98.27	100.00	87.50	12.50	0.00	9.30	10.26	8	0.41
Knoxville MSA (3840)	97.90	94.70	96.21	3.79	0.00	36.87	34.71	132	6.74
Clarksville MSA (1660)	98.12	95.52	93.35	5.43	1.22	33.46	34.06	1,474	75.28
Tennessee Non-MSA									

(*) 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.
 (***) 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: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999	
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:									
Nashville MSA (5360)	0	0	56	8,332	56	8,332	51.44	0	0
Limited-Scope:									
Jackson MSA (3580)	0	0	23	3,121	23	3,121	19.27	0	0
Chattanooga MSA (1560)	0	0	9	398	9	398	2.46	0	0
Knoxville MSA (3840)	0	0	7	942	7	942	5.82	0	0
Clarksville MSA (1660)	0	0	5	313	5	313	1.93	0	0
Tennessee Non-MSA	0	0	32	3,090	32	3,090	19.08	0	0

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

(**) AUnfunded 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: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
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:																	
Nashville MSA (5360)	27.36	30	19.35	0.00	20.00	53.33	26.62	0	1	0	0	1	0	4.85	18.93	55.68	20.54
Limited-Scope:																	
Jackson MSA (3580)	7.75	10	6.45	20.00	10.00	40.00	30.00	1	1	0	0	0	0	8.62	23.14	40.20	28.04
Chattanooga MSA (1560)	1.71	5	3.22	20.00	0.00	60.00	20.00	1	1	0	0	0	0	6.06	16.36	53.09	24.49
Knoxville MSA (3840)	9.15	15	9.68	6.67	20.00	40.00	33.33	0	0	0	0	0	0	5.40	16.50	50.64	27.37
Clarksville MSA (1660)	0.95	3	1.94	0.00	33.33	33.33	33.33	0	1	0	0	0	1	3.03	8.97	65.59	22.40
Tennessee Non-MSA	53.07	92	59.36	0.00	14.13	68.48	17.39	4	3	0	-1	-2	2	0.00	9.75	66.85	23.39

Table 1. Lending Volume

LENDING VOLUME												State: TEXAS	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's)	#	\$ (000's)	#	\$ (000's)			
Full-Scope:														
Houston MSA (3360)	48.76	727	68,272	459	44,514	4	109	3	2,502	1,191	115,397	63.72		
Limited-Scope:														
Brazoria MSA (1145)	23.63	56	3,959	219	11,117	7	49	2	636	284	15,761	15.20		
Galveston MSA (2920)	27.61	144	8,393	247	10,452	2	119	1	95	394	19,059	21.08		

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

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

(***) The evaluation period for Community Development Loans is 1998 to 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE																State: TEXAS		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:																			
Houston MSA (3360)	5.76	2.04	22.64	13.47	32.26	39.59	39.34	44.90	67	0.41	0.57	0.43	0.47	0.36	490	83.48			
Limited-Scope:																			
Brazoria MSA (1145)	0.00	0.00	9.53	12.50	80.52	81.25	9.95	6.25	36	0.70	0.00	1.06	0.73	0.25	32	5.45			
Galveston MSA (2920)	4.78	6.15	18.37	16.92	49.51	41.54	27.33	35.38	37	0.65	1.55	0.98	0.74	0.46	65	11.07			

(*) 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: TEXAS		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					Market Share by Geography*		Total Home Improvement Loans			
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total**
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans								
Full-Scope:																
Houston MSA (3360)	5.76	5.26	22.64	31.58	32.26	36.84	39.34	26.32	46	0.23	0.27	0.38	0.30	0.12	19	23.17
Limited-Scope:																
Brazoria MSA (1145)	0.00	0.00	9.53	15.00	80.52	75.00	9.95	10.00	8	4.82	0.00	8.82	4.34	5.71	20	24.39
Galveston MSA (2920)	4.78	9.30	18.37	13.95	49.51	69.77	27.33	6.98	7	4.24	9.09	3.49	7.63	0.74	43	52.44

(*) 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: TEXAS		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 Mortgage Refinance 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:																			
Houston MSA (3360)	5.76	0.47	22.64	11.32	32.26	35.85	39.34	52.36	66	0.35	0.11	0.36	0.39	0.34	212	85.83			
Limited-Scope:																			
Brazoria MSA (1145)	0.00	0.00	9.53	0.00	80.52	75.00	9.95	25.00	75	0.37	0.00	0.00	0.33	0.75	4	1.62			
Galveston MSA (2920)	4.78	0.00	18.37	6.45	49.51	51.61	27.33	41.94	49	0.65	0.00	0.33	0.85	0.60	31	12.55			

(*) 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: TEXAS		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:																	
Houston MSA (3360)	6.81	1.53	27.11	42.48	30.34	28.76	35.43	26.36	17	1.02	0.32	1.79	0.95	0.66	459	49.62	
Limited-Scope:																	
Brazoria MSA (1145)	0.00	0.00	7.48	14.16	80.48	78.54	12.04	7.31	3	12.00	0.00	11.19	13.08	6.06	219	23.68	
Galveston MSA (2920)	14.12	1.21	16.42	15.38	41.22	42.51	28.24	40.89	3	10.36	1.15	13.33	11.19	11.20	247	26.70	

(*) 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: TEXAS				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:																
Houston MSA (3360)	3.16	0.00	19.24	50.00	36.31	0.00	41.18	50.00	13	1.63	0.00	2.63	0.00	2.50	4	30.77
Limited-Scope:																
Brazoria MSA (1145)	0.00	0.00	7.81	14.29	82.81	85.71	9.38	0.00	3	16.82	0.00	20.00	15.94	0.00	7	53.85
Galveston MSA (2920)	3.52	0.00	12.06	0.00	56.28	100.00	28.14	0.00	3	18.18	0.00	0.00	22.22	0.00	2	15.38

(*) 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: TEXAS		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:																							
Houston MSA (3360)	23.16	7.96	16.84	23.27	20.14	18.37	39.87	32.65	67	0.41	0.53	0.66	0.51	0.44	490	83.48							
Limited-Scope:																							
Brazoria MSA (1145)	17.47	3.13	19.39	18.75	25.24	28.13	37.90	43.75	36	0.70	0.55	1.24	0.73	0.79	32	5.45							
Galveston MSA (2920)	23.46	6.15	16.77	21.54	19.77	12.31	39.99	50.77	37	0.65	0.80	0.96	0.48	0.93	65	11.07							

(*) As a percentage of loans with borrower income information available. No information was available for 6.24% to 17.75% 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: TEXAS		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:																			
Houston MSA (3360)	23.16	26.32	16.84	15.79	20.14	21.05	39.87	36.84	46	0.23	0.50	0.23	0.27	0.16	19	23.17			
Limited-Scope:																			
Brazoria MSA (1145)	17.47	20.00	19.39	15.00	25.24	25.00	37.90	40.00	8	4.82	7.14	5.00	6.02	3.94	20	24.39			
Galveston MSA (2920)	23.46	30.23	16.77	11.63	19.77	37.21	39.99	20.93	7	4.24	11.11	2.91	7.51	1.87	43	52.44			

(*) 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: TEXAS		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:																			
Houston MSA (3360)	23.16	2.83	16.84	10.38	20.14	21.23	39.87	32.08	66	0.35	0.19	0.47	0.54	0.36	212	85.83			
Limited-Scope:																			
Brazoria MSA (1145)	17.47	0.00	19.39	50.00	25.24	25.00	37.90	25.00	75	0.37	0.00	1.89	0.45	0.25	4	1.62			
Galveston MSA (2920)	23.46	6.45	16.77	3.23	19.77	29.03	39.99	45.16	49	0.65	0.67	0.37	1.09	0.79	31	12.55			

(*) As a percentage of loans with borrower income information available. No information was available for 0% to 33.48% 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: TEXAS		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:									
Houston MSA (3360)	85.28	75.60	78.43	11.11	10.46	1.02	1.32	459	49.62
Limited-Scope:									
Brazoria MSA (1145)	88.90	86.76	89.04	6.39	4.57	12.00	17.13	219	23.68
Galveston MSA (2920)	89.61	83.81	89.88	8.91	1.21	10.36	13.74	247	26.70

(*) 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 13.24% to 24.40% 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: TEXAS		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:									
Houston MSA (3360)	93.57	100.00	100.00	0.00	0.00	1.63	1.81	4	30.77
Limited-Scope:									
Brazoria MSA (1145)	97.66	100.00	100.00	0.00	0.00	16.82	16.19	7	53.85
Galveston MSA (2920)	96.98	100.00	100.00	0.00	0.00	18.18	18.18	2	15.38

(*) 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: TEXAS		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999					
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:									
Houston MSA (3360)	0	0	3	362	3	362	99		
Limited-Scope:									
Brazoria MSA (1145)	0	0	2	0.30	2	0.30	.23		
Galveston MSA (2920)	0	0	7	3	7	3	.77		

(*) 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: TEXAS		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999							
MSA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in MSA/AA	# of BANK Branches in MSA/AA	% 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:																	
Houston MSA (3360)	48.76	6	40.50	0.00	50.00	16.67	33.33	0	0	0	0	0	0	9.07	28.71	32.36	29.86
Limited-Scope:																	
Brazoria MSA (1145)	23.63	3	20.50	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	9.62	80.70	9.67
Galveston MSA (2920)	27.61	6	40.00	0.00	0.00	50.00	50.00	0	0	0	0	0	0	8.34	19.52	48.62	23.45

