



LARGE BANK

Comptroller of the Currency
Administrator of National Banks
Washington, DC 20219

Public Disclosure

April 29, 2004

Community Reinvestment Act Performance Evaluation

**Omnibank, National Association
Charter Number: 14703**

**4328 Old Spanish Trail
Houston, TX 77221**

Office of the Comptroller of the Currency

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NOTE: This document is an evaluation of this 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. 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.

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Overall CRA Rating

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

The following table indicates the performance level of **Omnibank, National Association** (Omnibank) with respect to the Lending, Investment, and Service Tests:

Performance Levels	(Name of Depository Institution) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X		
High Satisfactory			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:

- The bank made a substantial majority of its Home Mortgage Disclosure Act loans and small loans to businesses inside their assessment area.
- Omnibank's overall geographic distribution of loans is good. The borrower distribution of loans is also good.
- The bank originated a significant number and dollar amount of community development loans during the review period, which had a positive impact on the Lending Test rating.
- The use of innovative and flexible loan products enhances the bank's performance under the Lending Test.
- The bank has not made any qualified community development investments as its efforts have been concentrated in the lending area.
- Service delivery systems are accessible to all geographies and individuals of different income levels in the AA.
- Community development services support the bank's other community development efforts and address identified needs in the community. These services had a positive impact on the Service Test rating.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation, including the CRA tables. 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 with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Aggregate Lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Census Tract (CT): A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community Development: Affordable housing (including multifamily rental 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.

Consumer Loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male household and no wife present) or 'female householder' (a family with a female householder and no husband present).

Full Review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

Geography: A census tract 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 applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include additional data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

Limited 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, and branch distribution).

Low-Income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of a geography.

Market Share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

Median Family Income (MFI): The median income determined by the U.S. 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 Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an

employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

Metropolitan Statistical Area: An area, defined by the Office of Management and Budget, as having at least one urbanized area that has a population of at least 50,000. The Metropolitan Statistical Area comprises the central county or counties, plus adjacent outlying counties having a high degree of social and economic integration with the central county as measured through commuting.

Middle-Income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of a geography

Moderate-Income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of a geography.

Multifamily: Refers to a residential structure that contains five or more units.

Other Products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-Occupied Units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified Investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated Area: A rated area is a state or multi-state metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multi-state metropolitan area, the institution will receive a rating for the multi-state metropolitan area.

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

Small Loan(s) to Farm(s): A loan included in 'loans to small farms' as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Tier One 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: Individual income that is more than 120 percent of the area median income, or a median family income that is more than 120 percent, in the case of a geography.

Description of Institution

Omnibank, National Association (Omnibank) is a full service intrastate bank headquartered in Houston, Texas. It operates seven branches in three counties in the Southwest Texas region. Omnibank has defined three assessment areas (AAs), which include Harris County, Travis County, and Caldwell County. Harris County is described in Appendix B of this evaluation.

Omnibank is wholly owned by Bancshares, Inc., a one-bank holding company. Omnibank does not have any other affiliates or operating subsidiaries that influence the bank's capacity to lend or invest in the community. Omnibank has maintained a stable presence in Houston for over 50 years.

As of December 31, 2003, Omnibank reported total assets of \$303 million, and a Tier One Capital ratio of 8.94%. The bank is a strong lender in the community with a loan-to-deposit ratio of 114%. The percentage of total assets represented by net loans was 91%. No legal, financial, or other factors impede the bank's ability to help meet the credit needs in its AAs.

In the assessment area (AA) receiving a full scope review, Omnibank's deposit market share ranks thirty-eighth out of 87 institutions in Houston, with a market share of 21%. Banking competition is aggressive in all of Omnibank's markets, particularly in Harris County. Competition includes major bank holding companies, regional banks, and other independent banks. Additional competition comes from non-lenders, financial service providers, and credit unions.

Traditionally, Omnibank has been a prominent small business lender. Various government-guaranteed lending programs are used to meet the needs of the business community. The loan portfolio is comprised of real estate loans (83%), commercial loans (16%), and loans to individuals (1%). The real estate loan portfolio consists of non-residential loans (39%), construction-development loans (34%), one-to-four residential loans (5%), and multifamily loans (3%). Farm and agricultural loans comprise less than 1% of the total loan portfolio.

Omnibank's commitment to the community has been demonstrated through its involvement in non-profit and economic development organizations. These efforts are detailed in the Community Development Lending, Investment, and Service Tests sections of this evaluation.

Omnibank's Community Reinvestment Act (CRA) performance was last evaluated on November 25, 1997 at which time the bank was rated "Outstanding". A review of OCC records and the bank's Public File did not reveal any complaints relating to the bank's CRA performance.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The Performance Evaluation assesses the bank's performance under the Lending, Investment, and Service Tests. In evaluating the bank's lending performance, we reviewed Omnibank's residential mortgage loans, small business loans and commercial real estate loans. The evaluation period under the Lending Test was January 1, 1998 through December 31, 2003.

For community development (CD) loans and the Investment, and Service Tests, the evaluation period was November 26, 1997 through May 3, 2004. The Investment Test conclusions are based on an evaluation of investments, grants, and donations made in the bank's AAs that meet the definition of community development. The Service Test was based on branch distribution, hours of operation, branch openings and closings, alternative delivery systems, retail and commercial deposit and loan products and services, and community development services.

Data Integrity

Prior to this CRA examination, OCC personnel verified the accuracy of data made available to the public in accordance with the Home Mortgage Disclosure Act (HMDA) and the Community Reinvestment Act regulation. Public data includes home mortgage lending and small loans to businesses and farms. Community development loans, investments, and services were reviewed to ensure they qualified as community development. Based on verification work performed, publicly reported lending data is considered accurate. All data reported for the above categories were used in this evaluation.

Selection of Areas for Full-Scope Review

The Harris County Assessment Area (AA) was selected for the full scope review out of the three assessment areas. A majority of the bank's loans and deposits are in the Harris County AA. All other assessment areas received limited-scope reviews because the volume of business from those areas is nominal.

Ratings

The bank's overall rating is based primarily on the Harris County AA which received a full-scope review and the bank's small business lending performance in particular, which makes up about 89% of the bank's reported loans.

During our examination, we conducted community contacts with individuals in the AA individuals and information from other community groups in the area was reviewed. Our discussions were done via telephone and the contacts provided information on the credit needs as well as the economic climate in general. The contacts indicated that many opportunities exist in the bank's markets to participate in community development lending, investment, and service activities. The primary needs identified by the community contacts are affordable housing, small business loans and technical assistance. The contacts believe that the community banks are doing an adequate job in meeting these needs.

Fair Lending Review

We found no evidence of illegal discrimination or other illegal credit practices.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test is rated "Outstanding".

Based on the full-scope review, the bank's performance in the Harris County AA is adequate.

Lending Activity

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

The majority of the bank's loan portfolio consists of small loans to businesses representing 93% of total loans. Home mortgage loans represents 6% of the portfolio with the remaining 1% in small loans to farms. Among home mortgage loans, 55% were for home purchase, 25% for home improvement, 14% for home mortgage refinance, and 6% were multifamily loans. Over the three years of CRA loan reporting, 44% of Omnibank's reportable loan transactions were in low- to moderate-income census tracts. In 2003, 51% of Omnibank's reportable business loan transactions were in low- to moderate- income tracts. Given the bank's size, resources and level of competition overall lending activity in the AA is excellent.

Omnibank ranks forty-second in deposits with a 20% market share in the Harris County AA. Omnibank's loan market share in the AA is insignificant, as the market share is served by a considerable number of financial institutions and is dominated by multinational institutions as well as large regional banks.

Based on 2002 aggregate HMDA data, Omnibank's market share for home purchase, home improvement, and refinances is insignificant. Based on 2002 CRA aggregate data, Omnibank is the eighteenth originator/purchaser of small loans to businesses with market share of .21% and twenty-third originator/purchaser of small loans to farms with market share of .59%. The bank has averaged 291 reportable business loan transactions for \$51.4 million per year over the past three years.

A geographic analysis of small loans to farms was not performed, as there was only one farm located within a moderate-income geography; thereby making the analysis insignificant.

Omnibank's loan-to-deposit ratio as of December 31, 2003 was 114% compared to bank's of similar size and characteristics of 79%.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases. The market share of mortgage loans originated in the Harris County AA is insignificant.

Home purchase loan geographic distribution is good. The portion of home purchase loans made in low-income and moderate-income geographies is comparable with the portion of owner-occupied housing units in those geographies.

Home improvement loan geographic distribution is excellent. The portion of home improvement loans made in low-income and moderate-income geographies exceeds the portion of owner-occupied housing units in those geographies.

Refinance loan geographic distribution is good. The bank did not make any loans in low-income geographies. The portion of home mortgage refinance loans made in moderate-income geographies significantly exceeds the portion of owner-occupied housing units in those geographies.

Multifamily loan geographic distribution is good. The portion of multifamily loans made in low-income geographies significantly exceeds the portion of multifamily units in those geographies. The bank did not make any multifamily loans in moderate-income geographies and this was below the portion of multifamily units in those geographies.

Small Loans to Businesses

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

The overall geographic distribution of small loans to businesses is excellent. The portion of small loans to businesses made in low-income and moderate-income geographies significantly exceeds the portion of businesses that are in those geographies. Specifically, in 2003, a substantial majority of Omnibank's reportable business loan transactions were in low- to moderate-income tracts. The market share of small loans to businesses made in low-income and moderate-income geographies exceeds the bank's overall market share.

Lending Gap Analysis

Reports detailing Omnibank's lending activity over the evaluation period for home mortgage loans and small loans to businesses were reviewed to identify gaps in the geographic distribution of loans. No unexplained or conspicuous gaps were identified.

Inside/Outside Ratio

A majority of total reported loans (home mortgage, small business loans and small farm loans) were made in the bank's AA. By product, 72% of the bank's home mortgage loans, 87% of the small loans to businesses and 67% of the small loans to farms were within the bank's AA. The

home mortgage products were each close to the 72% overall in/out ratio with home purchase at 72%, home improvement at 84%, and refinances at 71%. This performance was positively factored into the overall analysis of the geographic distribution of lending by income level of geography.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of Omnibank's small loans to businesses, home mortgage, and small loans to farms reflects a good dispersion among borrowers of different income levels throughout the AA. Small loans to businesses indicates excellent distribution.

We considered demographic factors including to the high poverty level of 14% in the AA in our home mortgage analysis. We considered this when evaluating the bank's lending distribution to low-income borrowers.

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage loans is good when considering the poverty level in the AA. However, the bank's overall market share in the AA for home mortgage loans is insignificant.

Home purchase loan borrower distribution is good. The portion of home purchase loans to low-income borrowers is below the portion of low-income families in the assessment area, which is consistent with the poverty level. The portion of home purchase loans to moderate-income borrowers is comparable with the portion of families defined as such.

Home improvement loan borrower distribution is excellent. The portion of home improvement loans to low-income borrowers exceeds and compares favorably to the portion of low-income families. The portion of home improvement loans to moderate-income borrowers significantly exceeds and compares favorably with the portion of families defined as such in the AA.

Mortgage refinance loan borrower distribution is good. The portion of mortgage refinance loans to both low- and moderate-income borrowers is below the portion of low- and moderate-income families in the AA but consistent with the poverty level.

Small Loans to Businesses

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

The borrowers distribution of small loans to businesses is excellent. The portion of Omnibank's loans to small businesses (businesses with revenues of \$1 million or less) exceeds the portion of businesses that are defined as such in the AA. The portion of loans of

\$100,000 or less compares favorably to the portion of small businesses in the AA. The market share of small loans to businesses exceeds Omnibank's overall market share for small loans to all businesses in the AA.

Small Loans to Farms

Refer to Table 12 in Appendix C 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 adequate. The portion of Omnibank's loans to small farms (farms with revenues of \$1 million or less) exceeds the portion of farms that are defined as such in the AA. The portion of loans of \$100,000 or less is below the portion of small farms in the AA. The market share of small loans to small farms is below Omnibank's overall market share for small loans to all farms in the AA.

Community Development Lending

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

Omnibank's community development lending positively affected the bank's lending performance activity. Omnibank originated six qualified loans totaling \$4.3 million in its AA. The bank's CD activities were responsive to the credit needs of the AA.

Product Innovation and Flexibility

Omnibank's flexible lending activity had a positive effect on the evaluation of its lending performance. The bank offers several loan programs that support small businesses and provide non-traditional access to credit, including programs benefiting low- and moderate-income individuals and geographies.

Export-Import Bank

Omnibank utilized this international trade finance facility to increase the bank's ability to lend to small businesses engaged in international trade. During the evaluation period, Omnibank originated 1 loan totaling \$1.2 million under the program.

Capital Certified Development Corporation (CDC) - 504-Loans

Low down payment option administered by CDC Small Business Administration – 504 Program gives new and fast growing small businesses a viable tool to support owner-occupied commercial real estate opportunities. The program offers fixed-rate financing on 40% of a project allowing Omnibank to compete with non-bank credit providers. Omnibank originated 15 loans totaling \$18.2 million under the program.

Business Consortium Fund

Omnibank is a preferred lender with the Business Consortium Fund, which is a revolving line of credit program targeted to ethnic minorities. Omnibank receives referrals from the Houston Minority Business Council. During the evaluation period, Omnibank originated 6 loans totaling \$1.6 million under the program.

Texas Agricultural Finance Authority

In 2002, Omnibank participated in the Linked Deposit Program and Texas Agricultural Finance Authority (TAFA) guaranteed rural development loans. The linked Deposit Program presented the opportunity to offer low rates on agricultural pursuits. During its participation in the program, Omnibank originated a total of 4 loans totaling \$4.5 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope review, the bank's overall performance under the Lending Test in the Travis and Caldwell AAs are not consistent the bank's "outstanding" performance in Harris County under the Lending Test. The bank has significantly less reportable loan volume in the Travis and Caldwell AAs and loan percentages vary. Refer to Tables 1 through 12 in Appendix C for the facts and data that support these conclusions.

INVESTMENT TEST**Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test is rated "Low Satisfactory". Based upon the full-scope review, the bank's performance in Harris County AA is adequate.

Refer to Table 14 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

While there are numerous investment opportunities in the Harris County AA, management has not actively sought investment opportunities as their efforts are more concentrated in the lending area. Omnibank's community development lending is considered in this area as loans were utilized to fund local projects addressing affordable housing issues.

Investments are limited to qualifying grants and donations to local organizations that provide community services by promoting youth programs that benefit low- and moderate-income children, programs that assist low- and moderate-income families, and business and economic development. Omnibank made \$32 thousand in donations to these organizations during this evaluation period.

The bank did not make any qualifying investments during the evaluation period. However, they have very good responsiveness to credit and community development needs. The bank demonstrated extensive use of innovative or flexible credit programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope review, the banks performance under the Investment Test in Travis and Caldwell AAs is not consistent with the bank's overall "Low Satisfactory" performance under the Investment Test. Refer to Table 14 in Appendix C 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 is rated "High Satisfactory". Based on the full-scope review, the bank's performance is very good.

Retail Banking Services

Refer to Table 15 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Omnibank's delivery systems are accessible to geographies and individuals of different income levels in the bank's primary AA. The bank operates four banking offices in Harris County that are conveniently located in each area. Branch locations provide convenient access for consumer and commercial customers. Posted hours for lobby and drive-up services are similar in all locations and do not negatively impact geographies and individual income levels.

A wide range of financial services is provided at each branch and is consistent throughout the bank's branch network. Omnibank provides automated teller machines (ATMs) at most locations as well as offering telephone and Internet banking services. Omnibank operates six full service ATMs on premises and four single cash dispensers. ATMs at bank locations are equipped with bilingual screens for Spanish-speaking customers. Telephone inquiries may be obtained seven days a week and may be made in English or Spanish.

Omnibank offers a wide variety of loan and deposit services that benefit consumers and small business customers. The bank offers deposit products that require minimal opening amounts and low monthly maintenance fees providing senior citizens, students, and low- and moderate-income customers with financial access at reasonable costs.

Community Development Services

Omnibank's performance in providing community development services is good.

Bank officers and employees are active in providing their financial expertise and technical assistance on financial matters to small businesses, nonprofit groups, and other community development organizations serving low- to moderate-income individuals. Community activities are devoted primarily to improving financial education and promoting methods for providing financial services to consumers and small businesses.

Officers serve on various boards of organizations whose missions are to provide students with educational programs that include financial literacy. Other bankers have been provided with information regarding the benefits of providing services to the underserved markets and methods that can be utilized. Some officers participate in programs to teach two courses in business and related financial matters to young students in low- to moderate-income areas. One officer provides financial expertise as a panel member of the U.S. Department of Agriculture loan forum for small businesses. Another officer serves as a loan committee

member of a local CDC nonprofit that provides capital financing for Texas businesses through federal funds programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope review, the bank's performance under the Service Test is consistent with the bank's overall performance under the Service test. Refer to Table 15 in Appendix C 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 12/31/03) Investment and Service Tests and CD Loans: (11/26/97 to 05/03/04)	
Financial Institution	Products Reviewed	
Omnibank, National Association (Omnibank) Houston, Texas	Home Mortgage Loans and Small Loans to Businesses	
Affiliate(s)	Affiliate Relationship	Products Reviewed
None	N/A	N/A
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Harris County AA Caldwell/Travis Counties AA	Full-Scope Limited-Scope	N/A

Appendix B: Market Profiles for Full-Scope Areas

Harris County, Texas

Demographic Information for Full-Scope Area: Harris County, TX						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	582	12.54	30.76	29.04	25.26	2.41
Population by Geography	2,818,199	9.07	28.71	32.36	29.86	0
Owner-Occupied Housing by Geography	533,891	5.76	22.64	32.26	39.34	0
Businesses by Geography	235,410	5.94	25.11	29.88	38.80	.28
Farms by Geography	3,024	3.84	19.38	35.45	41.30	.03
Family Distribution by Income Level	708,831	23.16	16.84	20.14	39.87	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	283,494	15.91	40.97	30.21	12.90	0
Median Family Income		Median Housing Value				\$75,454
HUD Adjusted Median Family Income for 2002	\$36,886		Unemployment Rate			3.65%
Households Below the Poverty Level	\$59,600 13.69%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2003 HUD updated MFI.

Omnibank is headquartered in the Houston MSA of Harris County and also operates in the non-MSAs of Travis and Caldwell counties. The Harris County AA includes 582 census tracts in these counties located in the southwestern region of Texas.

Within Harris County, Omnibank is ranked 42nd out of 107 institutions for its market share of deposits and has .20% of the deposits based on the June 30, 2003 FDIC/OTS Summary of Deposits Market Share Report. Omnibank operates four full service branches, and ATMs are available onsite at most locations.

Banking competition is very strong for both loans and deposits in Harris County. Competition exists with large regional insititutions, community banks and credit unions.

Omnibank offers a traditional line of banking products for loans and deposits. The economy in the area is stable. Major employers in Harris County include

Community contacts was conducted with a individual in the community and information from community groups was reviewed. The contacts identified the need for affordable housing, small business loans, and technical assistance. They thought the local financial institutions were meeting these needs.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration. For purposes of reviewing the lending test tables, the following are applicable: purchased loans are treated as originations/purchases 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 MA/assessment area. Tables without data are not included in this Performance Evaluation.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration.
- 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 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 Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. 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 share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank’s assessment area.

- Table 7. 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 share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. 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 MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. 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 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) 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 13. 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 households 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 MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the bank's financial reporting system.

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area

Table 15. 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 MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Table 1. Lending Volume

LENDING VOLUME TO DECEMBER 31, 2003		Geography: OMNIBANK								Evaluation Period: JANUARY 1, 1998		
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Harris County	77.65	51	5,339	655	116,351	1	407	6	4,265	655	122,097	100.00
Limited Review:												
Caldwell/Travis County	22.35	21	1,209	106	14,174	10	387	0	0	137	15,770	0.00

* Loan Data as of December 31, 2002. Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is From November 26, 1997 to May 3, 2004.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE DECEMBER 31, 2003			Geography: OMNIBANK						Evaluation Period: JANUARY 1, 1998 TO						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	28	93.33	5.76	3.57	22.64	28.57	32.26	35.71	39.34	32.14	0.00	0.00	0.01	0.01	0.00
Limited Review:															
Caldwell/Travis County	2	6.67	4.40	50.00	20.44	0.00	38.25	0.00	36.91	50.00	0.00	0.00	0.00	0.00	0.01

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 1990 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT DECEMBER 31, 2003		Geography: OMNIBANK								Evaluation Period: JANUARY 1, 1998 TO					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	13	43.33	5.76	7.69	22.64	23.08	32.26	23.08	39.34	46.15	0.02	0.00	0.00	0.00	0.03
Limited Review:															
Caldwell/Travis County	17	56.67	4.40	29.41	20.44	11.76	38.25	52.94	36.91	5.88	0.13	2.90	0.00	0.12	0.00

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 1998 TO DECEMBER 31, 2003			Geography: OMNIBANK								Evaluation Period: JANUARY 1,				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	7	77.78	5.76	0.00	22.64	42.86	32.26	14.29	39.34	42.86	0.00	0.00	0.01	0.00	0.00
Limited Review:															
Caldwell/Travis County	2	22.22	4.40	0.00	20.44	0.00	38.25	100.00	36.91	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY DECEMBER 31, 2003			Geography: OMNIBANK						Evaluation Period: JANUARY 1, 1998 TO						
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	3	100.00	10.14	66.67	34.65	0.00	32.55	33.33	22.66	0.00	0.37	4.35	0.00	0.00	0.00
Limited Review:															
Caldwell/Travis County	0	0.00	15.26	0.00	40.12	0.00	26.36	0.00	18.26	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 Peer Mortgage Data: Southwest Region.

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of multifamily units is the number of multifamily housing units in a particular geography divided by number of multifamily housing units in the area based on 1990 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES 1998 TO DECEMBER 31, 2003			Geography: OMNIBANK								Evaluation Period: JANUARY 1,				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	655	86.00	5.94	11.11	25.11	32.39	29.88	33.81	38.80	22.70	0.21	0.63	0.26	0.26	0.11
Limited Review:															
Caldwell/Travis County	106	14.00	5.11	12.26	19.56	24.53	32.52	41.51	42.62	21.70	0.20	1.01	0.32	0.22	0.08

* Based on 2002 Peer Small Business Data: US and PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2003			Geography: OMNIBANK								Evaluation Period: JANUARY 1, 1998 TO				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overa II	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	1	9.09	3.84	0.00	19.38	100.00	35.45	0.00	41.30	0.00	0.59	0.00	3.03	0.00	0.00
Limited Review:															
Caldwell/Travis County	10	90.91	3.43	0.00	17.73	60.00	45.76	40.00	33.08	0.00	9.33	0.00	27.78	9.09	0.00

* Based on 2002 Peer Small Business Data: US and PR.

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

*** Source Data - Dun and Bradstreet (2002).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE DECEMBER 31, 2003		Geography: OMNIBANK								Evaluation Period: JANUARY 1, 1998 TO					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total**	% Families**	% BANK Loans****	% Families**	% BANK Loans****	% Families*	% BANK Loans****	% Families*	% BANK Loans****	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	28	93.33	23.16	8.00	16.84	16.00	20.14	16.00	39.87	60.00	0.00	0.00	0.00	0.00	0.01
Limited Review:															
Caldwell/Travis County	2	6.67	21.43	50.00	17.35	0.00	22.08	0.00	39.15	50.00	0.00	0.00	0.00	0.00	0.01

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 10.00% of loans originated and purchased by Omnibank.

*** Percentage of Families is based on the 1990 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT DECEMBER 31, 2003		Geography: OMNIBANK								Evaluation Period: JANUARY 1, 1998 TO					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total**	% Families**	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	13	43.33	23.16	25.00	16.84	25.00	20.14	8.33	39.87	41.67	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Caldwell/Travis County	17	56.67	21.43	46.67	17.35	33.33	22.08	6.67	39.15	13.33	0.13	0.76	0.00	0.00	0.10

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 10.00% of loans originated and purchased by Omnibank.

*** Percentage of Families is based on the 1990 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 1998 TO DECEMBER 31, 2003		Geography: OMNIBANK									Evaluation Period: JANUARY 1,				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total**	% Families**	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	% Families* **	% BANK Loans****	Over all	Low	Mod	Mid	Upp
Full Review:															
Harris County 1	7	77.78	23.16	16.67	16.84	0.00	20.14	0.00	39.87	83.33	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Caldwell/Travis County	2	22.22	21.43	50.00	17.35	50.00	22.08	0.00	39.15	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 11.11% of loans originated and purchased by Omnibank.

*** Percentage of Families is based on the 1990 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES TO DECEMBER 31, 2003				Geography: OMNIBANK			Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 2003		
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share	
	#	% of Total**	% 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
Full Review:									
Harris County 1	655	86.00	66.68	54.95	50.71	27.83	21.46	0.21	0.39
Limited Review:									
Caldwell/Travis County	106	14.00	68.68	61.32	60.38	23.58	16.04	0.20	0.43

* Based on 2002 Peer Small Business Data: US and PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2002).

**** 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 5.66% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS DECEMBER 31, 2003					Geography: OMNIBANK			Evaluation Period: JANUARY 1, 1998 TO	
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full Review:									
Harris County 1	1	9.09	91.01	100.00	0.00	0.00	100.00	0.59	0.93
Limited Review:									
Caldwell/Travis County	10	90.91	91.80	90.00	100.00	0.00	0.00	9.33	13.73

* Based on 2002 Peer Small Business Data: US and PR.

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2002).

**** 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 9.09% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS DECEMBER 31, 2003		Geography: OMNIBANK				Evaluation Period: JANUARY 1, 1998 TO			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Harris County 1	0	0	0	0	0	0	0.00	0	0
Limited Review:									
Caldwell/Travis County	0	0	0	0	0	0	0.00	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 recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS NOVEMBER 26, 1997 TO MAY 3, 2004								Geography: OMNIBANK				Evaluation Period:					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Harris County 1	100.00	4	100	0.00	75.00	25.00	0.00	1	0	0	1	0	0	9.07	28.71	32.36	29.86
Limited Review:																	
Caldwell/Travis County	0.00	3	100	0.00	0.00	33.33	67.67	2	0	0	0	0	2	8.35	30.50	33.83	27.12