



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Public Disclosure

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Community Reinvestment Act Performance Evaluation

**First Tennessee Bank, National Association
Charter Number: 336**

**165 Madison Avenue
Memphis, Tennessee 38103**

Office of the Comptroller of the Currency

**Large Bank Supervision
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Washington, D.C. 20219**

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 **First Tennessee Bank, N.A.** with respect to the Lending, Investment, and Service Tests:

Performance Levels	First Tennessee Bank, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X	X	X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

* The lending test is weighted more heavily than the investment and service tests when arriving at an overall rating.

The major factors that support this rating include:

- Good responsiveness to credit needs in the Memphis, TN-MS assessment area (AA), the State of Mississippi, and the State of Tennessee taking into account the number and amount of home mortgage, small business, and small farm loans.
- An adequate geographic distribution of loans in the Memphis, TN-MS AA and good geographic distribution in the State of Tennessee.
- A good distribution of loans among individuals of different income levels and businesses of different sizes.
- A good level of qualified investments in the Memphis, TN-MS AA, adequate level in the State of Mississippi, and good level in the State of Tennessee.
- Service delivery systems in the Memphis, TN-MS AA and the State of Tennessee that were accessible to geographies and individuals of different income levels and in the State of Mississippi that was reasonably accessible.
- A good level of community development services in the Memphis, TN-MS AA and the State of Tennessee.

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 statistical 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.

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 householder 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 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 applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

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

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 primary metropolitan statistical area (PMSA), metropolitan statistical area (MSA), or consolidated metropolitan area (CMSA), as defined by the Office of Management and Budget, with a population of 250,000 or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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.

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. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial 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

First Tennessee Bank, National Association (FTB) is an interstate bank headquartered in Memphis, Tennessee. As of December 31, 2003, the bank had total assets of approximately \$24 billion. As of June 30, 2003, it operated 174 branches in the states of Tennessee and Mississippi; the distribution of these branches was analyzed for this analysis. FTB is a subsidiary of First Horizon National Corporation (FHNC), formerly titled First Tennessee National Corporation, also of Memphis. FHNC had approximately \$28 billion in total assets as of December 31, 2003.

FTB has several wholly owned subsidiaries. Activities of two of the subsidiaries, First Horizon Home Loan Corporation (FHHLC) and First Tennessee Housing Corporation (FTHC), were considered in this evaluation. FHHLC, located in Irving, Texas, is one of the top 20 mortgage companies in the nation in terms of total originations and top 15 for mortgage servicing. As of year-end 2004, FHHLC operated approximately 300 offices in more than 40 states. HMDA loans originated by FHHLC during 2002 and 2003 were considered for this evaluation. FTHC develops and finances affordable single-family and multifamily-housing throughout the bank's assessment areas (AAs). Qualified community development investments of FTHC from May 1, 2001 through December 31, 2004 were considered. A subsidiary of the holding company and affiliate of the bank, First Tennessee Foundation (FTF), is a non-profit entity formed to support charitable causes in the communities where FHNC companies do business. Selected contributions that met the definition of community development under CRA were considered in this evaluation. A review of the assets and profitability of the affiliates (tax return for the non-profit entity) revealed no financial or other factors impeding their ability to help meet the credit needs of the bank's communities.

FTB offers a full range of credit and deposit services throughout its AAs. As of December 31, 2003, FTB had net loans of \$17 billion. This represented approximately 69% of total assets and 106% of total deposits. The bank's loan portfolio consisted primarily of loans secured by commercial and residential real estate (77%). The portfolio also consisted of commercial loans (17%), loans to individuals not secured by real estate (3%), agricultural loans (less than 0.5%), and other domestic loans (3%). The bank's Tier 1 capital was approximately \$1.7 billion. The bank's strategy is to establish comprehensive financial relationships with its customers including customers of its subsidiary First Horizon Home Loan Corporation. Furthermore, FTB emphasizes continued development of alternative delivery systems to improve the efficiency with which customers can access the bank's products and services.

There were no mergers or acquisitions during 2001-2004. From June through December 2004, new assessment areas were created when FTB opened branches in the states of Virginia, Connecticut, and Texas. For this evaluation, activities in the assessment areas in Virginia, Connecticut, and Texas were not evaluated since they had been in operation less than one year when we began our data integrity examination or were opened after it was completed.

There are no legal, financial or other factors impeding the bank's ability to help meet the credit needs of its communities. The date of the last CRA examination for FTB was June 4, 2001. The OCC rated the bank "Satisfactory" at that examination.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This evaluation covers FTB's home purchase, home improvement, and home refinance loans; small loans to businesses; and small loans to farms for the years 2001- 2003. Home purchase, home improvement, and home refinance loans originated or purchased by First Horizon Home Loan Corporation (FHHLC) in 2002 and 2003 received consideration in the lending test review. Community development loans originated by First Tennessee Housing Corporation (FTHC) between May 1, 2001 and December 31, 2004 are also included in this evaluation.

Community development (CD) lending, investments, and services for FTB were evaluated from May 1, 2001 through December 31, 2004.

Data Integrity

Prior to this CRA exam, OCC personnel performed reviews, including samples of loans and applications, to determine the accuracy of lending-related data supplied by FTB and FHHLC. Our review identified inaccuracies in FTB's 2001-2003 small business data, FTB's 2003 HMDA data, and FHHLC's 2001 HMDA data. FTB corrected its data and we used the corrected data for this analysis. FHHLC did not correct its 2001 HMDA data, so it was not used for this analysis. Data that was considered for this analysis were FTB's 2001-2003 small farm data, FTB's revised 2001-2003 small business data, FTB's 2001-2002 HMDA data, FTB's revised 2003 HMDA data, and FHHLC's 2002-2003 HMDA data. The evaluation was based on accurate data.

We reviewed all CD loans, investments, and services for eligibility under the CRA regulation and included those that qualified for consideration.

Selection of Areas for Full-Scope Review

In the State of Mississippi, we performed a full-scope review of the Tate County AA, which was the only AA outside the Memphis, TN-MS AA as of year-end 2004. We performed a full-scope review of the Memphis, TN-MS AA. We selected a sample of AAs within the State of Tennessee for full-scope reviews. Refer to the "Scope" section under the State of Tennessee Rating for details regarding how the areas were selected.

We did not evaluate FTB's performance in the States of Virginia, Connecticut and Texas, since the bank had operated in these states and AAs less than a year as of December 31, 2004.

Ratings

The bank's overall rating is a blend of the Memphis, TN-MS AA rating, the State of Tennessee rating, and the State of Mississippi rating. Because the Memphis, TN-MS

AA represents the majority of deposits (65%), more weight was placed on this area in determining ratings.

Although the rating for the State of Tennessee is primarily based on the AAs selected for full-scope review, we considered performance in all of the AAs in determining the final rating. We blended conclusions for full-scope AAs into the state rating on a proportional basis according to their percentage of deposits within the State of Tennessee.

Next, we combined the States of Tennessee and Mississippi ratings with the Memphis, TN-MS AA rating to arrive at an overall bank rating. We merged these three ratings on a proportional basis based on the percentage of total bank deposits.

As noted in the state and multi-state AA conclusions, the primary focus of this evaluation is performance to low- and moderate-income individuals 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. The bank's performance in lending to low-income areas and individuals is not necessarily expected to match the bank's lending performance to moderate-income areas and individuals. The reader should note that the distribution analysis of loans to low- and moderate-income areas and borrowers considers the affordability of housing and the percentage of individuals within the assessment area living below the poverty level.

Fair Lending Review

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

Multistate Metropolitan Area Rating

Memphis, TN-MS Assessment Area (AA)

CRA rating for the Memphis TN-MS Assessment Area¹: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: High Satisfactory

The major factors that support this rating include:

- Good responsiveness to credit needs in the assessment area (AA), taking into account the number and amount of home mortgage, small business, and small farm loans in the AA.
- An adequate geographic distribution of loans in its assessment area.
- A good distribution of home mortgage loans among individuals of different income levels.
- A good record of serving the credit needs of businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- A good volume of community development loans.
- A good level of qualified investments, particularly those that are not routinely provided by private investors, occasionally in a leadership position.
- Service delivery systems that were accessible to geographies and individuals of different income levels.
- A good level of community development services.

Description of Institution's Operations in Memphis TN-MS Assessment Area

Refer to the market profile for the Memphis, TN-MS AA in Appendix C for detailed demographics and other performance context information.

As of June 30, 2003, FTB had 51 branches and just under \$10 billion in deposits in the AA, representing 64 percent of total FTB deposits. FTB was the second largest financial institution in terms of dollar total assets headquartered in the AA during the evaluation period. However, it held the largest deposit market share in the AA at 43%.

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

LENDING TEST

FTB's performance under the Lending Test in the Memphis TN-MS AA is rated "Low Satisfactory".

Lending Activity

Refer to Table 1 in the Memphis TN-MS AA section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity was good in the Memphis TN-MS AA, taking into consideration the number and amount of home mortgage, small business and small farm loans originated in the AA. Lending performance was based on loan activity from FTB and the bank's wholly owned mortgage company First Horizon Home Loan Corporation (FHHLC). For FHHLC only data for years 2002 and 2003 was considered. Refer to "Data Integrity" in the "Scope of Evaluation" section for additional details regarding the exclusion of this data.

FTB's Memphis TN-MS AA lending market rankings including FHHLC, where applicable, in 2003 for home refinance and home improvement loans were equal to its deposit market ranking. Lending market rankings for home purchase, small loans to businesses and small loans to farms were lower than the bank's deposit market rankings for 2003. For the June 30, 2003 deposit market share, FTB was ranked first out of forty-one financial institutions in the market with a market share of 43%. For 2003 home refinance and home improvement loans the bank was ranked first (9.55% and 12.04% market share, respectively). For 2003 home purchase loans, FTB was ranked sixth (3.70% market share). For small loans to businesses and farms FTB was ranked fifth and fourth (7.38% and 8.09% market share, respectively). For 2002, the bank including FHHLC, where applicable, was ranked first for home refinance lending (9.50% share); second for home improvement (11.86% share); ninth for home purchase (3.49%); fourth for small loans to businesses (8.01% share); and second for small loans to farms (13.64% share).

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of FTB home mortgage loans and small loans to businesses in the Memphis TN-MS AA was adequate.

We considered the level of households in the AA living below the poverty level. For the 2000 Census, approximately 42 percent and 22 percent, respectively, of households living in low-income and moderate-income census tracts had incomes below the poverty level. For the 1990 Census, the levels were higher at 49 percent and 25 percent, respectively. Households living below the poverty level have difficulty qualifying for loans.

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 5 in the Memphis TN-MS AA 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.

Home purchase geographic distribution was adequate. For 2003, including FHHLC lending, the percentage of home purchase loans originated in low- and moderate-income geographies was lower than the percentage of owner-occupied housing units in these areas. The market share in low- and moderate-income geographies was somewhat lower than its overall market share for home purchase loans. Performance for 2001-2002 was not inconsistent with the 2003 performance.

Home improvement geographic distribution in the Memphis TN-MS AA was excellent. FHHLC did not report any home improvement loans for 2003 or 2001-2002. For 2003, FTB's percentage of home improvement loans originated in low- and moderate-income geographies exceeded the percentage of owner-occupied housing units in these areas. The market share in low- and moderate-income geographies exceeded its overall market share for home improvement loans. Performance for 2001-2002 was not inconsistent with the 2003 performance.

Home refinance geographic distribution was adequate. For 2003, including FHHLC lending, the percentage of refinancing loans in low-income geographies was lower than the percentage of owner-occupied housing units. The percentage of refinancing loans in moderate-income geographies was somewhat lower than the percentage of owner-occupied housing units. The 2003 market share in low-income geographies was near to its overall market share and in moderate-income geographies somewhat lower than its overall market share. Performance for 2001-2002 was not inconsistent with the 2003 performance.

For 2003 the bank did not report any multi-family loans on its HMDA report; for 2001-2002 it reported 1 loan. The bank makes the majority of its multi-family loans through its community development subsidiary, FTHC. Investments in this subsidiary (and indirectly the bank's performance for multifamily loans) were evaluated under the Investment Test.

For 2003 the bank did not report any multi-family loans on its HMDA report. For 2001-2002 it reported 1 loan, so no analysis was performed. The bank makes the majority of its multi-family loans through its community development subsidiary, FTHC. Investments in FTHC (and indirectly the bank's performance for multifamily loans) were evaluated under the Investment Test.

Small Loans to Businesses

Refer to Table 5 in the Multistate Metropolitan Area section of Appendix D for the facts and data used to evaluate the geographic distribution of the banks origination and purchase of small loans to businesses.

The geographic distribution of small loans to businesses was good. The percentage of bank loans in low- and moderate-income geographies was near to the percentage of businesses in low- and moderate-income geographies. FTB's market share in low- and moderate-income geographies exceeded its overall market share for small loans to businesses. The performance for 2001-2002 was not inconsistent with the area's 2003 performance.

Small Loans to Farms

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

An analysis was not conducted on small loans to farms due to the small volume of loans originated.

Lending Gap Analysis

Based on the review of lending activity by census tract, no conspicuous lending gaps existed that would impact the analysis of the distribution of loans by income level of the geography.

Inside/Outside Ratio

This analysis was performed at the bank level as opposed to the State or AA levels. The analysis includes bank originations and purchases only and does not include extensions of credit by affiliates that are being considered under the other performance criteria. During the evaluation period there was an adequate volume of reported loans within the defined AAs in the Memphis TN-MS, State of Mississippi and State of Tennessee AAs. The findings from this analysis had a neutral impact on the geographic distribution of lending analyses.

During 2003 a majority of the bank's HMDA and CRA loans were originated within its assessment areas. Within its AAs, the bank originated approximately 42 percent of its HMDA loans, 86 percent of its small loans to businesses, and 74 percent of its small loans to farms.

During 2001-2002 the bank originated less than a majority of its HMDA and CRA loans within its assessment areas. Within its AAs, the bank originated approximately 35 percent of its HMDA loans, 91 percent of its small loans to businesses, and 83 percent of its small loans to farms.

Distribution of Loans by Income Level of the Borrower

FTB's distribution of home mortgage and small loans to businesses in the Memphis, TN-MS AA by income level of the borrower was good.

We considered the level of households in the AA living below the poverty level. For the 2000 Census, approximately 14 percent of households in the AA had incomes below the poverty level. The level for the 1990 Census was higher at 17 percent. Households living below the poverty level have difficulty qualifying for loans.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the Memphis TN-MS AA 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.

Home purchase borrower distribution was good. Including FHHLC lending, the percentage of home purchase loans to low-income borrowers was lower than the percentage of low-income families. The percentage of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's performance for 2001-2002 was not inconsistent with the 2003 performance. The bank's 2003 market share of home purchase loans to low- and moderate-income borrowers was somewhat lower than the overall market share. Market share in 2002 was stronger with the bank's market share of home purchase loans to low-income borrowers near to its overall share and its share to moderate-income borrowers exceeding its overall share.

Home improvement borrower distribution was excellent. FHHLC did not report any home improvement loans for 2003 or 2001-2002. The percentage of home improvement loans to low-income borrowers during 2003 was somewhat lower than the percentage of low-income families. The bank's performance in lending to low-income families for 2001-2002 was not inconsistent with the 2003 performance. The percentage of home improvement loans to moderate-income borrowers during 2003 and 2001-2002 exceeded the percentage of moderate-income families. The bank's market share to low- and moderate-income borrowers exceeded overall market share for home improvement loans during both time periods.

Home refinance borrower distribution was good. The percentage of refinancing loans to low-income borrowers, including FHHLC lending, was lower than the percentage of low-income families. The percentage of refinancing loans to moderate-income borrowers was near to the percentage of moderate-income families in 2003, but exceeded it in 2001-2002. Market share to low- and moderate-income borrowers exceeded overall market share for refinancing loans during both time periods.

Small Loans to Businesses

Refer to Table 11 in the Memphis TN-MS AA 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 for small loans to businesses was adequate in the Memphis, TN-MS AA. In 2003, the bank's percentage of loans to businesses with annual revenues of \$1 million or less was somewhat lower than the percentage of businesses with revenues of \$1 million or less. The bank's market share for small loans to businesses with revenues of \$1 million or less exceeded its overall market share for small loans to businesses. FTB's lending performance for 2001-2002 was not inconsistent with the 2003 performance.

Small Loans to Farms

Refer to Table 12 in the Memphis TN-MS AA section of Appendix D for the facts and data regarding the borrower distribution of the bank's origination/purchase of small loans to farms.

An analysis was not conducted on small loans to farms due to the small volume of loans originated.

Community Development Lending

Refer to Table 1, Lending Volume, in the Multistate Metropolitan Area section of Appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all community development loans, including multi-family loans that also qualify as community development loans. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as community development loans. Table 5 does not separately list community development loans, however.

During the evaluation period, the bank's record of community development lending had a positive impact on its overall Lending Test rating for the Memphis, TN-MS AA. FTB and its subsidiary First Tennessee Housing Corporation (FTHC) demonstrated a strong commitment to the community by extending credit to organizations and entities that created affordable housing.

FTHC was formed in 1997. FTHC is a subsidiary of FTB. FTHC was founded to meet the affordable housing needs of low- and moderate-income residents of the communities served by FTB and the surrounding communities. In the Memphis, TN-MS AA, FTHC originated nine loans totaling \$31 million.

An additional \$5.1 million was lent to entities that developed affordable multi-family housing in the Memphis, TN-MS AA and FTB made a \$2.2 million loan to construct a new facility to an organization that provides social services to low- and moderate-income families.

Product Innovation and Flexibility

FHHLC offered a flexible loan program for affordable housing during the evaluation period. Through a partnership with Fannie Mae, FHHLC offered Fannie Mae's My

Community Mortgage™, a flexible mortgage product for low- and moderate-income borrowers. Features of the program include:

- Borrower contribution of just \$500 toward down payment and/or closing costs
- Remaining down payment can come from a wide range of sources (gift, grant or loan from a nonprofit organization, municipality or employer)
- Loan-to-value ratios permitted up to 100 percent for one unit properties
- Eligible for purchase of a single-family home or condo or a two-family home (3 percent borrower contribution required for a two-family home)
- Extra flexibility on credit histories, including consideration of nontraditional credit histories
- Extra flexibility on income sources including consideration of boarder income even if boarders are not related to the borrower
- Cash reserves at closing not required in many cases

In the Memphis, TN-MS AA, during 2002 and 2003, FHHLC originated 21 loans totaling \$2.4 million and 28 loans totaling \$2.6 million, respectively.

INVESTMENT TEST

Refer to Table 13 in the Multistate Metropolitan Area section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

FTB's performance under the Investment Test in the Memphis, TN-MS AA is rated High Satisfactory.

During 2003-2004, FTB made 58 qualified community development investments in the Memphis TN-MS AA totaling approximately \$22 million in the Memphis, TN-MS AA. During 2001-2002 FTB made 39 qualified investments totaling approximately \$26 million. These investments consisted primarily of equity investments in affordable housing developments and community services targeted to low- or moderate-income individuals. The equity investments were particularly responsive to local identified affordable housing needs and were complex as they were part of an overall debt and equity financing package. They represented 91% and 55% of the total dollar amount of qualified investments in 2003-2004 and 2001-2002, respectively. The remaining investments supported community services targeted to low- or moderate-income individuals or economic development/revitalization of low- and moderate-income areas.

A full array of qualified investment opportunities existed in the Memphis TN-MS AA during the evaluation period.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the Memphis, TN-MS AA is rated High Satisfactory.

Retail Banking Services

Refer to Table 14 in the Memphis TN-MS AA 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.

Retail delivery systems were accessible to all portions of the AA. As of June 30, 2003, FTB had 51 branch offices in the Memphis, TN-MS AA. The percentage of branch offices in low-income geographies during 2003 was near to the percentage of population that resided in low-income geographies and during 2001-2002 it was somewhat lower than the population. The percentage of branch offices in moderate-income geographies during 2003 and 2001-2002 was lower than the percentage of population that resided in moderate-income geographies.

FTB closed five branches and opened five branches during the evaluation period in the Memphis TN-MS AA. No low- or moderate-income areas were adversely affected by the closures.

In addition to the branching network, FTB had numerous automated teller machines (ATMs) located throughout the AA to supplement the existing branches. FTB had a total of 170 ATMs in the AA of which 12 percent were located in low-income geographies and 17 percent were located in moderate-income geographies. The percentage of ATMs located in low-income geographies exceeded the percentage of population that resided in low-income geographies. The percentage of ATMs located in moderate-income geographies was somewhat lower than the percentage of population that resided in moderate-income geographies.

Banking hours for the branches were reasonable. Nearly all of the branches were open on Saturdays. The drive-thru facilities had extended hours.

Community Development Services

FTB's record of participating in community development services in the Memphis, TN-MS AA was good. During 2003-2004 the bank provided 18 services and during 2001-2002 it provided 20 services. FTB employees served on the boards of or participated with organizations that developed affordable housing, provided community services to low- and moderate-income families, provided funding and/or expertise to small businesses, and created economic development opportunities.

State Rating

State of Mississippi

CRA Rating for Mississippi²:	<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>Low Satisfactory</u>

The major factors that support this rating include:

- Good responsiveness to credit needs in its assessment area (AA), taking into consideration the number and amount of home mortgage, small business and small farm loans in the AA.
- An adequate distribution of loans among individuals of different income levels and businesses of different sizes.
- An adequate record of serving the credit needs of businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- An adequate investment response given the available opportunities in the AA.
- Service delivery systems that were reasonably accessible to individuals of different income levels in its AA.

Description of Institution's Operations in Mississippi

Refer to the market profile for the State of Mississippi in Appendix C for detailed demographics and other performance context information.

During the evaluation period FTB had delineated one AA in Mississippi excluding DeSoto County, which was part of the Memphis, TN-MS multi-state MSA AA. The assessment area was delineated as Tate County.

As of June 30, 2003, FTB operated two branches and two ATMs within the AA with deposits totaling \$65 million. This represented less than 1% of total FTB deposits. Based on the June 30, 2003 FDIC Summary of Deposits, FTB ranked 36th in the State of Mississippi among 113 financial institutions with a less than 1% deposit market share.

Scope of Evaluation in Mississippi

FTB's overall rating for the State of Mississippi is based on performance in Tate County. This area contains 0.50% of the bank's deposits within the State, but 100% of the deposits considered for the state rating. The loan products we evaluated include home

² For institutions with branches in two or more states in a multi-state metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multi-state metropolitan area. Refer to the multi-state metropolitan area rating and discussion for the rating and evaluation of the institutions performance in that area.

mortgage loans, small loans to businesses, and small loans to farms. Refer to Table 1 Lending Volume in Appendix D for more information regarding 2003 lending.

No community contacts were performed in Tate County for the examination. We were unable to locate any organizations that were performing community development activities as defined by the regulation in Tate County during the second quarter of 2005 when this examination was performed. There were no contacts available to us that were performed by other examiners.

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 Tate County AA 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.

Lending activity was good in the Tate County AA taking into consideration the number and amount of home mortgage, small business and small farm loans originated in its AA. Lending performance was based on loan activity from FTB and the bank's wholly owned mortgage company First Horizon Home Loan Corporation (FHHLC). For FHHLC only data for years 2002 and 2003 was considered.

At June 30, 2003, FTB ranked 2nd with a 22% deposit market share among 5 financial institutions in the AA. FTB's Tate County AA lending market rankings including FHHLC, where applicable, for home refinance and small loans to businesses and farms were equal to or higher than its deposit market ranking. Its rankings for home refinance, small loans to businesses and small loans to farms in 2003 were second (12.16% market share) first (29.98% market share), and first (54.92% market share), respectively. For home purchase loans it ranked tenth (3.90% market share) and for home improvement loans third (8.33% market share). For 2002 lending, the bank's rankings and market shares were not inconsistent with 2003.

For 2003 and 2001-2002 the bank did not make any multi-family loans in Tate County directly or through FTB.

Distribution of Loans by Income Level of the Geography

A review of the bank's geographic distribution of loans in the Tate County AA was not performed. The analysis would not be meaningful since there are no low- or moderate-income geographies identified within either the 1990 or 2000 U. S. Census. Refer to

Tables 2, 3, 4, 5, 6 and 7 in Appendix C for information regarding the geographic distribution of the bank's home mortgage originations and small loans to businesses and farms during 2003.

Lending Gap Analysis

We evaluated the lending distribution in the Tate County AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

This analysis was performed at the bank level as opposed to the State or AA levels. The analysis includes bank originations and purchases only and does not include extensions of credit by affiliates that are being considered under the other performance criteria. During the evaluation period there was an adequate volume of reported loans within the defined AAs in the Memphis TN-MS, State of Mississippi and State of Tennessee AAs. The findings from this analysis had a neutral impact on the geographic distribution of lending analyses.

During 2003 a majority of the bank's reported loans were originated within its assessment areas (52 percent of total reported loans). Within its AAs, the bank originated approximately 42 percent of its HMDA loans, 86 percent of its small loans to businesses, and 74 percent of its small loans to farms.

Lending in its AAs was weaker in 2001-2002. During 2001-2002 the bank originated less than a majority of its HMDA and CRA loans within its assessment areas (48 percent of total reported loans). Within its AAs, the bank originated approximately 35 percent of its HMDA loans, 91 percent of its small loans to businesses, and 83 percent of its small loans to farms.

Distribution of Loans by Income Level of the Borrower

FTB's overall borrower distribution of home mortgage and small loans to businesses in the Tate County AA was adequate.

We considered the level of households in the AA living below the poverty level. For the 2000 Census, approximately 23 percent of households in the AA had incomes below the poverty level. The level for the 1990 Census was higher at 28 percent. Households living below the poverty level have difficulty qualifying for loans.

Home Mortgage Loans

Refer to Tables 8, 9 and 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 home mortgage loan originations and purchases.

Home purchase borrower distribution in the Tate County AA was adequate. Including FHHLC lending, the percent of home purchase loans to low-income borrowers during 2003 and 2001-2002 was somewhat lower than the percent of low-income families in the AA. The percent of home purchase loans to moderate-income borrowers during 2003 was significantly lower than and in 2001-2002 was somewhat lower than the percent of moderate-income families in the AA. The market share of home purchase loans to low-income borrowers for both 2003 and 2002 exceeded overall market share. The market share of home purchase loans to moderate-income borrowers was lower than overall in 2003 and somewhat lower than overall in 2002.

A borrower distribution of home improvement lending in the Tate County AA was not performed. Because of the small number of loans, the analysis would not be meaningful.

Home refinance borrower distribution in the Tate County AA was good. Including FHHLC lending, during 2003 the percent of home refinance loans to both low- and moderate-income borrowers was somewhat lower than the percent of low- and moderate-income families in the AA. During 2001-2002, the percent of home refinance loans to low-income borrowers was lower than the percent of low-income families in the AA and the percent to moderate-income borrowers exceeded the percent of moderate-income families. During 2003, the market share of loans to low-income borrowers exceeded its overall market share of home refinance loans and its share to moderate-income borrowers was near to its overall market share. During 2002, the market share of loans to low-income borrowers was somewhat lower than its overall home refinance market share and its market share to moderate-income borrowers exceeded its overall market share.

Small Loans to Businesses

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 and purchase of small loans to businesses.

The borrower distribution of small loans to businesses was adequate. During both time periods, a substantial majority of the bank's small loans to businesses were for amounts less than \$100 thousand. During 2003, the bank's percent of small loans to businesses with annual revenues of \$1 million or less was somewhat lower than the percent of businesses with revenues of \$1 million or less. The bank's 2003 market share of small loans to businesses with revenues of \$1 million or less exceeded its overall market share of small loans to businesses. No analysis was performed of the 2001-2002 borrower distribution and market share, because no information was available for 76%

of 2001-2002 small loans to businesses. The bank does not rely on income for credit decisions for some types of small loans made to businesses.

Small Loans to Farms

Refer to Table 12 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 was poor in the Tate County AA. During 2003 and 2001-2002, the bank's percent of small loans to farms with annual revenues of \$1 million or less was lower than the percent of small farms in the AA of that size. During 2003, the bank's market share of small loans to farms with revenues of \$1 million or less was lower than and during 2001-2002 was somewhat lower than its overall market share of small loans to businesses. During both time periods, a substantial majority of the bank's small loans to farms were for amounts less than \$100 thousand.

The bank does not rely on income for credit decisions for some types of small loans made to farms.

Community Development Lending

FTB did not originate any community development loans in the Tate County AA during the evaluation period.

Product Innovation and Flexibility

FHHLC offered a flexible loan program for affordable housing during the evaluation period. Through a partnership with Fannie Mae, FHHLC offered Fannie Mae's My Community Mortgage™, a flexible mortgage product for low- and moderate-income borrowers. Features of the program include:

- Borrower contribution of just \$500 toward down payment and/or closing costs
- Remaining down payment can come from a wide range of sources (gift, grant or loan from a nonprofit organization, municipality or employer)
- Loan-to-value ratios permitted up to 100 percent for one unit properties
- Eligible for purchase of a single-family home or condo or a two-family home (3 percent borrower contribution required for a two-family home)
- Extra flexibility on credit histories, including consideration of nontraditional credit histories
- Extra flexibility on income sources including consideration of boarder income even if boarders are not related to the borrower
- Cash reserves at closing not required in many cases

During 2002 FHHLC originated one loan totaling \$81 thousand in the Tate County, MS AA. During 2003 there were no loans originated under this program in the AA.

INVESTMENT TEST

Refer to Table 13 in the Mississippi 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 Mississippi is rated "Low Satisfactory". Based on a full-scope review, the bank's performance in the Tate County AA is adequate.

FTB did not make any investments in the Tate County AA during the evaluation period. The absence of any qualified investments is reasonable given the absence of low- and moderate income geographies and the low level of opportunity that existed in this non-metropolitan area during the evaluation period.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Mississippi is rated "Low Satisfactory". Based on a full-scope review, the bank's performance in the Tate County AA is adequate.

Retail Banking Services

Refer to Table 14 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.

Service delivery systems were reasonably accessible to low- or moderate-income individuals. As of June 30, 2003 FTB operated two branches in the AA. The distribution of the branches in the AA was adequate. The AA did not have any low- or moderate-income geographies during the evaluation period. Two of the branches were located in a middle-income geography and one was located in an upper-income geography.

To the extent changes have been made, branch closings have generally not adversely affected the accessibility of the bank's delivery systems. During the evaluation period, FTB closed one branch. No branches were opened during this time period.

FTB's hours and services offered did not vary in a way that inconvenienced the AA.

Community Development Services

FTB did not provide any community development services in the Tate County, MS AA during the evaluation period. The absence of any CD services is reasonable given the low level of opportunity that existed in this non-metropolitan area during the evaluation period.

State Rating

State of Tennessee

CRA Rating for Tennessee³:	<u>Satisfactory</u>
The lending test is rated:	<u>High Satisfactory</u>
The investment test is rated:	<u>High Satisfactory</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating:

- Good responsiveness to credit needs in its assessment areas (AAs), taking into consideration the number and amount of home mortgage, small business and small farm loans in the AAs.
- A good geographic distribution of loans in its AAs.
- A good distribution of loans among individuals of different income levels.
- An adequate distribution of loans among businesses (including farms) of different sizes.
- A good level of community development loans, positively impacting the rating.
- A good level of investments and adequate response to credit and community development needs given the available opportunities in the AAs.
- Service delivery systems that were readily accessible to geographies and individuals of different income levels in its AAs.
- A good level of community development services.

Description of Institution's Operations in Tennessee

As of June 30, 2003, FTB had 166 branches and over \$15 billion in deposits in the State of Tennessee. This represented 35% percent of total FTB deposits. Assessment areas considered for the State rating in this evaluation are six non-metropolitan counties and portions of five MSAs (Chattanooga, Knoxville, Jackson, Johnson City, and Nashville). As of June 30, 2003, FTB was the highest ranked institution in the State in terms of deposit market share, with 18% of Tennessee deposits. The second and third ranked institutions held 11% and 8% market shares. The third ranked institution was Union Planters Bank, N.A., which was also headquartered in Memphis and became inactive in 2005 through acquisition by another bank.

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

³ For institutions with branches in two or more states in a multi-state metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multi-state metropolitan area. Refer to the multi-state metropolitan area rating and discussion for the rating and evaluation of the institutions performance in that area.

Scope of Evaluation in Tennessee

We selected the bank's AAs in the Chattanooga and Knoxville MSAs for full-scope reviews. The bank's AAs in the Jackson, Johnson City, and Nashville MSAs as well as non-metropolitan Tennessee received limited-scope reviews. We based ratings for the State of Tennessee primarily on the results of our analysis of the AAs selected for full-scope review. Refer to Appendix A for additional information regarding the bank's AAs.

We combined conclusions for the AAs on a proportional basis based on the percentage of statewide deposits in each AA.

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 full scope reviews, the bank's performance in the Chattanooga AA during the evaluation period was adequate and performance in the Knoxville AA was 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.

Lending activity was good in the Chattanooga and Knoxville AAs taking into consideration the number and amount of home mortgage, small business and small farms loans originated in each AA. FTB's lending market rankings in its Tennessee AAs were generally lower than its deposit market rankings.

In the Chattanooga AA at June 30, 2003 FTB ranked second among 15 financial institutions with a 27% deposit market share. In 2003 home purchase and home refinance lending, FTB including FHHLC was ranked third (6.02 and 8.51 percent market share, respectively). For home improvement lending, FTB was ranked sixth (6.48 percent market share) and FHHLC did not report any home improvement loans in 2003. The volume of multifamily home lending was limited in the Chattanooga AA, so no analysis was performed. The 2002 rankings for home purchase and home refinance lending were the same with slightly lower market shares (5.68 and 7.90 percent market share, respectively). Home improvement lending in 2002 (FTB lending, with no loans by FHHLC) was ranked fifth (4.55 percent market share). FTB's Chattanooga AA small loans to businesses rankings in 2003 and 2002 were fifth (8.68 and 10.09 percent market share, respectively). Small loans to farms rankings in 2003 and 2002 were fifth and third (3.23 and 11.11 percent market share), respectively.

In the Knoxville AA at June 30, 2003 FTB was ranked first among 23 financial institutions with a 22% deposit market share. In 2003, FTB including FHHLC was ranked eighth for home purchase lending (3.8 percent market share) and second for

home refinance lending (8.15 percent market share). FTB was ranked third for multifamily home lending (11.63 percent market share) and fourth for home improvement lending (7.45 percent market share) and FHHLC did not report any home improvement or multifamily home loans. The bank's 2002 rankings in the Knoxville AA for home purchase and home refinance lending were ninth and first (3.62 and 9.09 percent market share), respectively. Home improvement lending in 2002 (FTB lending, with no loans by FHHLC) was ranked seventh (4.34 percent market share). FTB's Knoxville AA small loans to businesses rankings in 2003 and 2002 were seventh and sixth (4.64 and 5.92 percent market share), respectively. Small loans to farms rankings in 2003 and 2002 were sixth and ninth (4.76 and 5.56 percent market share), respectively.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of FTB home mortgage and small loans to businesses and farms in the State of Tennessee was good.

We considered the level of households in the AAs living below the poverty level. In the Chattanooga AA, for the 2000 Census approximately 42 percent of households living in low-income census tracts and 23 percent in moderate-income census tracts had income below the poverty level. Levels for the 1990 Census were higher, at 50 percent for low-income tracts and 26 percent for moderate-income tracts. In the Knoxville AA, for the 2000 Census approximately 41 percent of households in low-income tracts and 23 percent in moderate-income tracts had income below the poverty level. Levels for the 1990 Census in the Knoxville AA were higher, at 51 percent for low-income tracts and 24 percent for moderate-income tracts. Households with income below the poverty level have difficulty qualifying for loans.

Home Mortgage Loans

Refer to Tables 2, 3, 4, and 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 home mortgage loan originations/purchases.

The overall geographic distribution of FTB home mortgage loans in the State of Tennessee was good.

Home purchase geographic distribution was adequate in the Chattanooga AA. Including FHHLC lending, in the Chattanooga AA in 2003, the bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The market share of home purchase loans in both low- and moderate-income geographies was somewhat lower than the institutions' overall market share of home purchase loans. FTB's overall performance for 2001-2002 home purchase lending in its Chattanooga AA was not inconsistent with the area's 2003 home purchase lending.

Home purchase geographic distribution was good in the Knoxville AA. Including FHHLC lending, in the Knoxville AA in 2003, home purchase lending in low-income geographies was somewhat lower than owner-occupied housing in low-income geographies and in moderate-income geographies was near to the percent of owner-occupied housing. The market share of home purchase loans in low-income geographies was somewhat lower than the bank's overall percent of home purchase loans in the AA. The market share in moderate-income geographies was near to the overall percent. Knoxville AA home purchase lending in 2001-2002 was not inconsistent with the area's 2003 home purchase lending.

Home improvement geographic distribution was excellent in the Chattanooga AA. FHHLC did not report any home improvement loans for 2003 or 2001-2002. In the Chattanooga AA in 2003 the bank's percent of home improvement loans in low-income exceeded and in moderate-income geographies was somewhat lower than the percent of owner-occupied units in those areas. The 2003 market share of home improvement loans in low-income geographies was lower than the bank's overall market share of home improvement loans. The 2003 market share of home improvement loans in moderate-income geographies was somewhat lower than the bank's overall market share of home improvement loans. FTB's performance for 2001-2002 was stronger than the area's overall 2003 performance, exceeding the comparative measures in all categories.

Home improvement geographic distribution was good in the Knoxville AA. In the Knoxville AA in 2003, home improvement lending in low-income geographies was somewhat lower than the percentage of owner-occupied housing. Lending in moderate-income geographies exceeded the percentage of owner-occupied housing. For 2001-2002 in the Knoxville AA, lending in low-income geographies was weaker than in 2003 and lending in moderate-income geographies was not inconsistent with 2003. In 2001-2002 home improvement lending in low-income geographies was lower than the percentage of owner-occupied housing and market share for low-income geographies was lower than the bank's overall home improvement market share.

Home refinance geographic distribution was adequate in the Chattanooga AA. Including FHHLC lending, in the Chattanooga AA during 2003 the percent of refinance loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The percent of loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The market share of home refinance loans in low-income geographies and in moderate-income geographies was somewhat lower than the bank's overall market share of refinance loans. In moderate-income geographies, market share was Chattanooga AA home refinance performance for 2001-2002 was not inconsistent with the area's overall 2003 performance.

Home refinance geographic distribution was good in the Knoxville AA. In the Knoxville AA in 2003, home refinance lending in low-income geographies was near to the percentage of owner-occupied housing and in moderate-income geographies exceeded

the percentage of owner-occupied housing. The 2003 market share of home refinance loans in both low- and moderate-income geographies exceeded the overall home improvement market share. For 2001-2002 lending was weaker than 2003; in low-income geographies lending was lower than owner-occupied housing and in moderate-income geographies it was somewhat lower than owner-occupied housing. Market share for 2002 was lower than the overall home refinance market share in low-income geographies and in moderate-income geographies exceeded the overall home refinance share.

Multifamily home lending was limited in the Chattanooga and Knoxville AAs, so no analysis was performed.

Small Loans to Businesses

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 businesses.

The geographic distribution of small loans to businesses was excellent in the Chattanooga AA. In the Chattanooga AA in 2003, the percent of small loans to businesses in both low-income and in moderate-income geographies exceeded the percent of businesses located in those geographies. The bank's market share of loans in both the low- and moderate-income geographies exceeded its overall market share of small loans to businesses. The performance for 2001-2002 was not inconsistent with the area's 2003 performance.

The geographic distribution of small loans to businesses was excellent in the Knoxville, AA. In the Knoxville AA in 2003, lending in low-income and in moderate-income geographies exceeded the percentage of businesses located in those geographies. The bank's market share in both types of geographies exceeded its overall market share. The performance for 2001-2002 was not inconsistent with the area's performance in 2003.

Small Loans to Farms

Refer to Table 7 in the State of Tennessee section of Appendix D for the facts and data regarding the bank's origination/purchase of small loans to farms.

In the Chattanooga AA, FTB made one small loan to a farm in 2003 and five loans in 2001-2002. In the Knoxville AA, FTB made three loans during 2003 and three loans during 2001-2002. These lending volumes were not significant enough to perform meaningful analyses.

Lending Gap Analysis

We evaluated the lending distribution in the Chattanooga and Knoxville AAs to determine if any unexplained conspicuous gaps existed. We used reports and maps to

compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

This analysis was performed at the bank level as opposed to the State or AA levels. The analysis includes bank originations and purchases only and does not include extensions of credit by affiliates that are being considered under the other performance criteria. During the evaluation period there was an adequate volume of reported loans within the defined AAs in the Memphis TN-MS, State of Mississippi and State of Tennessee AAs. The findings from this analysis had a neutral impact on the geographic distribution of lending analyses.

During 2003 a majority of the bank's HMDA and CRA loans were originated within its assessment areas. Within its AAs, the bank originated approximately 42 percent of its HMDA loans, 86 percent of its small loans to businesses, and 74 percent of its small loans to farms.

During 2001-2002 the bank originated less than a majority of its HMDA and CRA loans within its assessment areas. Within its AAs, the bank originated approximately 35 percent of its HMDA loans, 91 percent of its small loans to businesses, and 83 percent of its small loans to farms.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of FTB home mortgage and small business loans in the State of Tennessee was adequate.

Home Mortgage Loans

Refer to Tables 8, 9 and 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 home mortgage loan originations and purchases.

The overall borrower distribution of FTB home mortgage loans in the State of Tennessee was good.

Home purchase borrower distribution was adequate in the Chattanooga AA. Including FHHLC lending, in the Chattanooga AA in 2003 the bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families and for moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share of loans to both low-income and moderate-income borrowers in the Chattanooga AA was somewhat lower than its overall market share for home purchase loans. The Chattanooga AA 2001-2002 home purchase borrower distribution was not inconsistent with 2003 performance.

Home purchase borrower distribution was good in the Knoxville AA. Including FHHLC lending, in the Knoxville AA in 2003 the percent of home purchase loans to low-income borrowers was lower than the percentage of low-income families and for moderate-income borrowers was near the percentage of moderate-income families. Market share in the Knoxville AA for 2003 to low-income borrowers and for moderate-income borrowers was somewhat lower than the overall home purchase market share. The 2001-2002 performance for low-income borrowers was not inconsistent with the 2003 performance. The Knoxville AA 2001-2002 home purchase borrower distribution for moderate-income borrowers was stronger, with lending exceeding the percent of moderate-income families and market share somewhat lower than overall home purchase market share.

Home improvement borrower distribution was good in the Chattanooga AA. FHHLC did not report any home improvement loans for 2003 or 2001-2002. In the Chattanooga AA, the 2003 percent of home improvement loans to low-income borrowers was lower than the percent of low-income families in the AA. The 2003 percent of home improvement loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The 2003 market share of home improvement loans in the Chattanooga AA to low-income borrowers was lower than its overall home improvement loan market share and for moderate-income families was near to its overall share. FTB's home improvement borrower distribution in the Chattanooga AA for 2001-2002 was stronger than 2003, with lending to low-income borrowers near the percent of low-income families.

Home improvement borrower distribution was excellent in the Knoxville AA. In the Knoxville AA, the percent of 2003 home improvement loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA and for moderate-income borrowers exceeded the percent of moderate-income families. Low-income borrower market share for the Knoxville AA in 2003 was near the bank's overall market share for home improvement lending and moderate-income market share exceeded the overall market share. FTB's overall home improvement borrower distribution in the Knoxville AA for 2001-2002 was not inconsistent with the area's performance for 2003.

Home refinance borrower distribution was adequate in the Chattanooga AA. Including FHHLC loans, in the Chattanooga AA the 2003 percent of home refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The 2003 percent of home refinance loans to moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share of loans in the Chattanooga AA to both low- and moderate-income borrowers was somewhat lower than the bank's overall home refinance market share. FTB's performance for 2001-2002 in the Chattanooga AA was stronger for moderate-income borrowers than the 2003 performance. The 2001-2002 percent of loans to moderate-income borrowers was not inconsistent with 2003.

Home refinance borrower distribution was good in the Knoxville AA. In the Knoxville AA, the 2003 percent of home refinance loans to low-income borrowers was lower than

the percent of low-income families and loans to moderate-income families was near the percent of moderate-income families. Home refinance market share in the Knoxville AA was near the bank's overall home refinance market share for low-income borrowers and somewhat lower for moderate-income borrowers. FTB's home refinance performance for 2001-2002 in the Knoxville AA was stronger than in 2003. The Knoxville AA's 2001-2002 percent of home refinance loans to low-income borrowers was somewhat lower than low-income families and the percent to moderate-income borrowers exceeded moderate-income families.

Small Loans to Businesses

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 and purchase of small loans to businesses.

The overall borrower distribution of FTB small loans to businesses in the State of Tennessee was adequate.

The borrower distribution of small loans to businesses was adequate in the Chattanooga AA. In the Chattanooga AA in 2003 FTB's percentage of loans to businesses with annual revenues of \$1 million or less was somewhat lower than the percentage of businesses that reported revenues of \$1 million or less in the AA. The bank's market share of small loans to businesses with revenues of \$1 million or less exceeded its market share of loans to all businesses. A majority of the bank's small loans to businesses were for amounts less than \$100 thousand. FTB's performance for 2001-2002 for the Chattanooga AA was not inconsistent with the area's 2003 borrower distribution of small loans to businesses.

The borrower distribution of small loans to businesses was adequate in the Knoxville AA. In the Knoxville AA in 2003 FTB's percentage of loans to businesses with annual revenues of \$1 million or less was near the percent of businesses that reported revenues of \$1 million or less in the AA. The bank's market share of loans to businesses with revenues of \$1 or less exceeded its overall market share. The majority of the loans in the Knoxville AA were for less than \$100 thousand. FTB's performance for 2001-2002 for the Knoxville AA was not inconsistent with the areas 2003 borrower distribution of small loans to businesses.

Small Loans to Farms

Refer to Table 12 in the State of Tennessee section of Appendix D for the facts and data regarding the bank's origination and purchase of small loans to farms.

In the Chattanooga AA, FTB made one small loan to a farm in 2003 and five loans in 2001-2002. In the Knoxville AA, FTB made three loans during 2003 and three loans during 2001-2002. These lending volumes were not significant enough to perform meaningful analyses.

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 the Chattanooga and Knoxville AAs had a positive impact on FTB's overall Lending Test rating in Tennessee. Community development lending was responsible to affordable housing needs in these AAs.

In the Chattanooga AA, during 2003-2004 the bank and affiliate FTHC extended three loans totaling \$246 thousand, primarily to organizations and developers pursuing affordable housing objectives. During 2001-2002, the bank and affiliate extended four loans totaling approximately \$6 million, primarily to organizations and developers pursuing affordable housing objectives.

In the Knoxville AA, during 2003-2004 the bank and affiliate FTHC extended eight loans totaling approximately \$8 million, primarily to organizations and developers pursuing affordable housing objectives. During 2001-2002, the bank and affiliate extended four loans totaling approximately \$7 million, primarily to organizations and developers pursuing affordable housing objectives.

Both AAs possessed a sufficient level of community development lending opportunities.

Product Innovation and Flexibility

FHHLC offered a flexible loan program for affordable housing during the evaluation period. Through a partnership with Fannie Mae, FHHLC offered Fannie Mae's My Community Mortgage™, a flexible mortgage product for low- and moderate-income borrowers. Features of the program include:

- Borrower contribution of just \$500 toward down payment and/or closing costs
- Remaining down payment can come from a wide range of sources (gift, grant or loan from a nonprofit organization, municipality or employer)
- Loan-to-value ratios permitted up to 100 percent for one unit properties
- Eligible for purchase of a single-family home or condo or a two-family home (3 percent borrower contribution required for a two-family home)
- Extra flexibility on credit histories, including consideration of nontraditional credit histories
- Extra flexibility on income sources including consideration of boarder income even if boarders are not related to the borrower
- Cash reserves at closing not required in many cases

In the Chattanooga AA, during 2003 and 2002, FHHLC originated nineteen loans totaling \$1.8 million and four loans totaling \$347 thousand, respectively.

In the Knoxville AA, during 2003 and 2002, FHHLC originated six loans totaling \$527 thousand and thirteen loans totaling \$1.2 million, respectively.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Johnson City-Kingsport AA and Nashville AA is not inconsistent with the bank's overall High Satisfactory performance under the lending test in Tennessee. In the Jackson AA and the Tennessee non-MSA AA the bank's performance was weaker than the bank's overall in the state. Refer to Tables 1 through 12 in the State of Tennessee section of Appendix D for the facts and data that support these conclusions.

Performance in the Jackson AA was weaker. The demographics reflect significant volumes of low-income and moderate-income geographies and families. Lending levels and market rankings were generally lower than relevant percentages. Little additional support for affordable housing was provided through CD lending, innovative or flexible lending. There were no multifamily housing loans; only one FTHC loan for approximately \$1.2 million in 2002; and no "My Community Mortgage" loans.

Performance in the Tennessee non-MSA AA was weaker. The demographics reflect no low-income geographies; eleven percent and eight percent of geographies categorized as moderate-income for 2003 and 2001-2002, respectively; and significant levels of low-income and moderate-income families. Lending levels and market rankings for home improvement loans, small loans to businesses, and small loans to farms were generally lower than relevant percentages. Little additional support for affordable housing or funding for small businesses and farms was provided through CD lending, innovative or flexible lending. There were no FTHC loans and a low level of "My Community Mortgage" loans.

Because of differences in performance in the full-scope AAs and the weight afforded each, the weaker performance in the Jackson AA and Tennessee non-MSA AA had a neutral impact on overall conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Tennessee is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Chattanooga AA was good and in the Knoxville AA it was adequate.

Refer to Table 13 in the State of Tennessee section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

FTB made four qualified investments totaling \$925 thousand in the Chattanooga AA during 2003-2004 and eight totaling \$3.9 million during 2001-2002. Qualified investments in 2003-2004 consisted primarily of three grants/donations by First Tennessee Foundation to groups that provided community services targeted to low- and

moderate-income individuals (89% or \$825 thousand). Qualified investments in 2001-2002 consisted primarily of affordable housing equity investments by FTHC (65% or \$2.6 million in two projects) and investments in two financial intermediaries that performed community development (28% or \$1.1 million).

FTB made thirty-three qualified investments totaling \$282 thousand in the Knoxville AA during 2003-2004 and thirteen totaling \$3 million during 2001-2002. Qualified investments in 2003-2004 consisted primarily of grants/donations by First Tennessee Foundation: (1) thirteen to groups that provided affordable housing and community services targeted to low- and moderate-income individuals (37% or \$105 thousand); and (2) two grants/donations to organizations to facilitate revitalization of low- and/or moderate-income geographies (17% or \$47 thousand). Knoxville AA qualified investments in 2001-2002 consisted primarily of one equity investment by FTHC in an affordable housing project (99% or \$3 million).

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

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited scope reviews, the bank's performance under the Investment Test in the Johnson City and Nashville AAs was not inconsistent with the bank's overall performance under the Investment Test in Tennessee. Performance in the Jackson and Tennessee Non-MSA AAs was weaker due to low volumes of investments.

Refer to Table 13 in the State of Tennessee 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 Tennessee is rated Outstanding. Based on full-scope reviews, the bank's performance in the Chattanooga and Knoxville AAs was excellent.

Retail Banking Services

Refer to Table 14 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.

Retail delivery systems were readily accessible to geographies and individuals of different income levels. Excellent access to services was provided to low-income and moderate-income geographies and individuals in the Chattanooga and Knoxville AAs.

During 2003 and 2001-2002, FTB had ten percent of its Chattanooga AA branches located in low-income geographies and fourteen percent located in moderate-income geographies. This provided excellent access to the approximately six percent and twelve percent of the population that resided in low-income and moderate-income geographies, respectively, during both time periods. In the Chattanooga AA during the evaluation periods there were no branch openings or closings in low- or moderate-income geographies.

During 2003 and 2001-2002, in the Knoxville AA FTB had six percent of its branches located in low-income geographies and twenty-one percent located in moderate-income geographies. This provided excellent access to the approximately six percent and 12 percent of the population that resided in low-income and moderate-income geographies, respectively, during 2003. It also provided excellent access during 2001-2002 to the six percent and eighteen percent of the population that resided in low-income and moderate-income geographies, respectively during 2001-2002. During the evaluation periods there was a net loss of one branch in low-income geographies in the Knoxville AA. However, branch openings and closings did not adversely affect the accessibility of the bank's delivery systems, particularly in low- and moderate-income geographies.

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

Community Development Services

In the Chattanooga AA, FTB provided an adequate level of community development services. While community development services were responsive to local community development needs, the volume of services provided was low. The bank worked with several organizations during the evaluation periods. FTB provided services consisting of credit counseling and technical assistance to groups engaged in affordable housing and community services to low- and moderate-income individuals, and financing small businesses as defined in the CRA regulation.

In the Knoxville AA, FTB provided a good level of community development services. The bank worked with more than twenty-five organizations during the evaluation periods. FTB provided services consisting of credit counseling and technical assistance to groups engaged in affordable housing and community services to low- and moderate-income individuals, and financing small businesses as defined in the CRA regulation.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Johnson City, Jackson and Nashville AAs was weaker than the bank's overall performance under the Service Test in Tennessee. In the Tennessee Non-MSA AA the bank's performance was not inconsistent with the overall performance under the Service Test in Tennessee.

Weaker performance resulted from FTB's branch distributions in moderate-income geographies in the Johnson City and Jackson AAs and in low-income geographies in

the Nashville AA. Weaker performance in these AAs did not impact the bank's overall performance under the Service Test in Tennessee.

Refer to Table 14 in the State of Tennessee section of Appendix D for the facts and data regarding branch distribution 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): 01/01/2001 to 12/31/2003 Investment and Service Tests and CD Loans: 05/01/2001 to 12/31/2004	
Financial Institution	Products Reviewed	
First Tennessee Bank, N. A. (FTB), Memphis, Tennessee	Home purchase, improvement and refinance; small business; small farm; and community development lending.	
Affiliates	Affiliate Relationship	Products Reviewed
<ul style="list-style-type: none"> ▪ First Horizon Home Loan Corporation (FHHLC) ▪ First Tennessee Housing Corporation (FTHC) ▪ First Tennessee Foundation (FTF) 	<ul style="list-style-type: none"> Wholly owned bank subsidiary. Wholly owned bank subsidiary. Charitable foundation operated by the bank's holding company. 	<ul style="list-style-type: none"> 2002 and 2003 Home Loans CD Loans and Investments 05/01/2001 to 12/31/2004 CD Investments 05/01/2001 to 12/31/2004
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Memphis TN-MS	Full Scope	Includes only Shelby County, TN and DeSoto County, MS.
State of Mississippi Mississippi Nonmetropolitan Area	Full Scope	Includes only Tate County.
State of Tennessee Chattanooga AA	Full Scope	Includes only Hamilton County.
Knoxville MSA #3840	Full Scope	Includes only Blount and Knox Counties.
Jackson MSA #3580	Limited Scope	Includes only Madison County.
Johnson City MSA #3660	Limited Scope	Includes only Sullivan and Washington Counties.
Nashville MSA #5360	Limited Scope	Includes only Davidson, Rutherford, Sumner, Williamson, and Wilson Counties.
Tennessee Nonmetropolitan Areas	Limited Scope	Includes Bradley, Dyer, Greene, Hamblen, Jefferson, and Putnam Counties

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		FIRST TENNESSEE BANK, N.A.		
Overall Bank	Lending Test Rating	Investment Test Rating	Service Test Rating	Overall Bank/State Rating
FIRST TENNESSEE BANK, N.A.	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State				
MEMPHIS, TN-MS AA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
STATE OF MISSISSIPPI	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
STATE OF TENNESSEE	High Satisfactory	High Satisfactory	Outstanding	Satisfactory

(*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

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Memphis, TN-MS AA - Multistate Metropolitan Area

Demographic Information for Full Scope Area: Memphis, TN-MS AA - 2000 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	239	17.99	25.10	24.69	30.96	1.26
Population by Geography	1,004,671	9.91	25.97	29.31	34.34	0.48
Owner-Occupied Housing by Geography	244,180	5.83	21.49	30.02	42.67	0.00
Business by Geography	53,328	11.23	19.11	26.83	42.35	0.48
Farms by Geography	1,112	4.41	14.84	33.18	47.21	0.36
Family Distribution by Income Level	260,728	22.22	16.37	19.50	41.91	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	100,596	17.33	39.50	28.14	15.02	0.00
Median Family Income	= \$47,440		Median Housing Value	= \$103,408		
HUD Adjusted Median Family Income for 2003	= \$51,000		Unemployment Rate (2000 US Census)	= 3.12%		
Households Below Poverty Level	= 14.08%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2000 US Census and 2003 HUD updated MFI

Demographic Information for Full Scope Area: Memphis, TN-MS AA - 1990 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	200	21.00	20.50	26.00	29.00	3.50
Population by Geography	894,240	13.73	21.02	30.28	34.46	0.51
Owner-Occupied Housing by Geography	199,425	7.69	17.25	32.66	42.40	0.00
Business by Geography	50,293	8.86	10.92	28.69	51.16	0.38
Farms by Geography	985	2.94	8.02	33.71	55.03	0.30
Family Distribution by Income Level	233,124	22.61	15.59	19.77	42.04	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	89,041	25.96	29.27	30.43	14.34	0.00
Median Family Income	= \$31,990		Median Housing Value	= \$69,768		
HUD Adjusted Median Family Income for 2002	= \$57,300		Unemployment Rate (1990 US Census)	= 3.52%		
Households Below Poverty Level	= 17.01%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 US Census and 2002 HUD updated MFI

Our evaluation period for the Lending Test covered calendar years 2001 through 2003 for First Tennessee Bank, National Association (FTB). We also considered lending by the bank’s subsidiary First Horizon Home Loan Corporation (FHHLC) for calendar years 2002 and 2003. The bank’s Memphis, TN-MS AA consists of Shelby County in Tennessee and DeSoto County in Mississippi. Both counties are part of the multi-state Memphis, TN-AR-MS MSA #4920. Exclusion of the remaining three counties in the MSA does not reflect illegal discrimination or arbitrary avoidance of LMI areas. Based on 1990 Census data, the AA had 200 census tracts with 42 low-income tracts and 41 moderate-income tracts. Per the 1990 U.S. Census the bank’s AA had a total population of 894,240. Bank loans

originating in 2001 and 2002 was compared to the 1990 Census demographics. The 2000 Census data shows there were 239 census tracts with 43 low-income tracts and 60 moderate-income tracts. And, the total population of the AA was 1,004,671 persons. The evaluation of loan data from 2003 necessitated a comparison of this data to the 2000 Census demographics.

FTB provided a full range of loan and deposit products to the Memphis, TN-MS AA. As of June 30, 2003 FTB had 51 branches in the area. The bank supplemented its branch network with 170 ATMs.

The bank's deposits in the AA as of June 30, 2003 totaled almost \$10 billion comprising 64 percent of total franchise deposits. FTB is the largest deposit holder in the AA, of 41 financial institutions, with a market share of 43 percent. FTB's primary competitors in this market were Union Planters Bank, NA (UPBNA) and National Bank of Commerce (NBC). NBC and UPBNA were the second and third largest deposit holders, respectively. The combined totals for the 2003 HMDA loan products for FTB and FHHLC surpassed both UPBNA and NBC. FTB was ranked fifth in market share of small loans to businesses for 2003. The four lenders ahead of FTB were all credit card institutions with Capital One, F.S.B. being the dominant lender.

The Memphis MSA economy in 2003 had an unemployment rate of 6.1 percent with a civilian labor force of 581,500. The unemployment rate for Shelby County in 2003 was 6.4% with a civilian labor force of 454,820. Desoto County had a low employment rate in 2003 at 3.6% with a civilian labor force of 64,460. Memphis is the world headquarters for several Fortune 500 companies, most notably Federal Express Corporation (FedEx) and AutoZone. FedEx employs 30,000. Other major employers include city and county school districts, and local, state, and federal government.

A 2001 Affordable Housing Market Study for Memphis Consolidated Plan 2002-2004 was prepared by the University of Memphis' Regional Economic Development Center. The study stated that decent, affordable housing was needed in the city of Memphis. The number of housing in poor, very poor, or uninhabitable condition was nearing 25,000 in Shelby County. The reasons contributing to this condition in housing included lack of investment, out migration, poverty, and crime.

Based on 2000 Census data, there were 377,381 households in the Memphis AA. Of this amount 53,159 or 14 percent were below the poverty level. The 2000 Census data showed low- and moderate-income households that resided in low- and moderate-income CTs experienced much higher poverty levels than the overall figure of 14 percent. Therefore, it would be very difficult for most low- and moderate-income households to have the ability to qualify for residential mortgage products.

Several community contacts were conducted in the bank's assessment area during the evaluation period. All of the organizations contacted dealt with the creation of affordable housing and/or economic development in low- and moderate-income areas. Some of the needs identified from the contacts included:

- Technical assistance needs for CDCs that create affordable housing;
- Financial support for CDCs that create affordable housing and provide economic development to low- and moderate-income areas; and
- Financial support for homeownership classes.

FTB's community development activities demonstrated the bank was meeting the need of affordable housing by investing in organizations that provide affordable housing, making credit available to homebuyers to purchase affordable housing, and participating with organizations that develop affordable housing and promote economic development.

Information from other sources indicated that there was also a need in the Memphis, TN-MS AA for small loans to businesses. The bank's lending demonstrates that it is helping to meet this need.

State of Mississippi

Tate County AA

Demographic Information for Full-Scope Area: Tate County AA - 2000 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	4	0.00	0.00	50.00	50.00	0.00
Population by Geography	25,370	0.00	0.00	43.18	56.82	0.00
Owner-Occupied Housing by Geography	6,928	0.00	0.00	37.63	62.37	0.00
Businesses by Geography	1,085	0.00	0.00	52.07	47.93	0.00
Farms by Geography	102	0.00	0.00	25.49	74.51	0.00
Family Distribution by Income Level	6,715	14.49	14.16	19.96	51.39	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	1,924	0.00	0.00	46.83	53.17	0.00
Median Family Income	= \$33,676	Median Housing Value				= \$57,403
HUD Adjusted Median Family Income for 2003	= \$36,500	Unemployment Rate (2000 US Census)				= 3.52%
Households Below the Poverty Level	= 22.83%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2000 U.S. Census, and 2003 HUD updated MFI.

Demographic Information for Full-Scope Area: Tate County AA - 1990 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	4	0.00	0.00	50.00	50.00	0.00
Population by Geography	21,432	0.00	0.00	53.43	46.57	0.00
Owner-Occupied Housing by Geography	5,310	0.00	0.00	55.22	44.78	0.00
Businesses by Geography	1,032	0.00	0.00	33.62	66.38	0.00
Farms by Geography	102	0.00	0.00	42.16	57.84	0.00
Family Distribution by Income Level	5,667	18.10	14.52	17.88	49.50	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	1,849	0.00	0.00	61.33	38.67	0.00
Median Family Income	= \$21,994	Median Housing Value				= \$40,451
HUD Adjusted Median Family Income for 2002	= \$36,000	Unemployment Rate (1990 US Census)				= 3.81%
Households Below the Poverty Level	= 28.01%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Tate County, Mississippi is a non-metropolitan area and includes the towns of Coldwater and Senatobia. Senatobia is the county seat. According to the U.S. Census Bureau, the county has a total area of 411 miles, of which 6 miles is water. As of the 2000 census, there were 25,370 people; 8,834 households; 9,354 housing units; and 6,715 families residing in the county. Approximately 36% of the households had children under the age of 18 living in them, 56% were married couples and 21% were made up of individuals. Approximately 9% of the households had someone living alone who was 65 years of age or older. The median age in the county was 34 years. The median income for a household in the county was 35,864 and the median family income for a family was \$41,154. At year-end 2002, the per

capita income for the county was \$22,175. Approximately 14% of the population and 11% of the families were below the poverty level.

Mississippi is traditionally one of the more rural states in the United States. Beginning in 1965 manufacturing became a leading revenue producing sector of the economy. Historically, Mississippi was ranked as one of the top producers of cotton. Today, rice, soybeans, chicken production, catfish farming and dairying are increasingly important industries. The state's per capita income, however, remains the lowest in the nation. At year-end 2003, the average annual wage in Tate County was \$23,409. There were 369 business establishments with a total labor force of 11,510. Approximately 93% of the labor force was employed and the average unemployment rate in Tate County was 6.9%, compared to 7% for Mississippi and 5.4% for the United States. At year-end 2003, manufacturing represented 17% of the total employment in Tate County.

We were unable to find any community development organizations/groups or governmental agencies to discuss community credit needs and community development opportunities in Tate County, but according to the U. S. Department of Housing and Urban Development Consolidated Plan for the State of Mississippi, affordable housing is one of the state's greatest needs. The state's tremendous needs in housing and community development are the legacy of an earlier impoverished era. Historically, a long-standing trend existed in Mississippi of having a large percentage of the population under-educated, unemployed or in low paying jobs, and living in substandard housing. The State identified the following housing needs:

- Lack of affordable housing for low and very low-income families;
- Large number of substandard owner and renter units;
- Need for homeownership for first-time homebuyers; and,
- Need for housing and supportive services for the homeless and special needs population (elderly, HIV/AIDS, children and youth, etc.)

Statewide strategies to encourage community development include:

- Reduce the number of households with incomes below the poverty line by establishing anti-poverty policies for programs dealing with affordable housing and economic and community development;
- Encourage childcare to allow single parents to participate in job training and educational programs;
- Encourage counseling to address steps to be taken to overcome poverty;
- Encourage self-help for rehabilitation of affordable housing; and,
- Promote apprentice work for potential low-income household members.

State of Tennessee Full-Scope Areas

Chattanooga AA (Hamilton County)

Demographic Information for Full Scope Area: Chattanooga AA - 2000 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	69	8.70	20.29	43.48	27.54	0.00
Population by Geography	307,896	5.93	12.25	47.77	34.05	0.00
Owner-Occupied Housing by Geography	82,055	2.27	10.17	48.76	38.80	0.00
Business by Geography	21,284	6.01	13.82	56.06	24.11	0.00
Farms by Geography	377	1.59	6.10	54.38	37.93	0.00
Family Distribution by Income Level	84,284	18.60	16.54	21.07	43.79	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	29,619	11.49	19.05	48.40	21.06	0.00
Median Family Income	= \$45,084	Median Housing Value		= \$92,649		
HUD Adjusted Median Family Income for 2003	= \$48,800	Unemployment Rate (2000 US Census)		= 2.77%		
Households Below Poverty Level	= 12.52%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2000 US Census and 2003 HUD updated MFI

Demographic Information for Full Scope Area: Chattanooga AA - 1990 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	71	11.27	21.13	45.07	19.72	2.82
Population by Geography	285,536	6.59	12.22	54.57	26.62	0.00
Owner-Occupied Housing by Geography	71,640	2.86	8.70	57.75	30.70	0.00
Business by Geography	20,452	11.58	14.10	53.17	21.15	0.00
Farms by Geography	350	2.86	3.71	58.86	34.57	0.00
Family Distribution by Income Level	79,031	19.50	16.54	21.29	42.67	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	28,483	13.11	18.71	54.01	14.18	0.00
Median Family Income	= \$30,637	Median Housing Value		= \$ 59,764		
HUD Adjusted Median Family Income for 2002	= \$50,000	Unemployment Rate (1990 US Census)		= 2.95%		
Households Below Poverty Level	= 14.24%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 US Census and 2002 HUD updated MFI

Our evaluation period covered the entire calendar years of 2001-2003 for the Lending Test and May 1, 2001 through December 31, 2004 for community development activities. FTB's Chattanooga AA consisted of Hamilton County, only. The exclusion of the remaining five counties in the MSA does not reflect illegal discrimination or arbitrary avoidance of low- and moderate-income areas.

Per the 2000 U.S. Census, the Chattanooga AA had a total population of 307,896. The AA had 69 census tracts, including six low-income tracts and 14 moderate-income tracts.

Compared to the 1990 Census, this represented a decrease of two low-income tracts and an increase of one moderate-income tract.

FTB provided a full range of loan and deposit products to the Chattanooga AA. As of June 30, 2003 FTB had 21 branches in the AA, including 18 full-service branches. The bank supplemented its branch network with 45 ATMs.

As of June 30, 2003, the bank's deposits in the Chattanooga AA totaled approximately \$1.1 billion, or seven percent of total franchise deposits. FTB's deposit market share of 27.14% was the second highest among the 15 institutions in the assessment area. The bank's primary competitors in the market were SunTrust Bank and AmSouth Bank. SunTrust Bank was the largest deposit holder in the AA with a 28.42% market share and AmSouth Bank was the third largest deposit holder with a 23.10% market share.

During 2003, FTB (including subsidiary First Horizon Home Loan Corp. HMDA lending) ranked second in the AA for the number of home loans originated or purchased, and its market share was slightly over seven and one-half percent. STB (including subsidiary SunTrust Mortgage, Inc.) ranked first at almost nine percent, while ASB ranked fourth at approximately five and one-half percent. FTB's small business lending market share, by number of loans originated or purchased, was about nine percent, which ranked fifth in the market. ASB ranked second, with a market share of just over 13 percent. STB ranked seventh, with a market share of almost seven percent.

The unemployment rate was 2.77% as of the 2000 U.S. Census. During 2003, the Chattanooga AA had an average unemployment rate of 4.1 percent (compared to 6.0 percent for the U.S.A.) and a civilian labor force of approximately 155,000. Manufacturing, retail trade, health care and social assistance, and transportation and warehousing were the largest employment sectors in the AA. These sectors provided employment for approximately 87,000 people. Major employers in the AA included the TN Valley Authority, the Hamilton County Department of Education, BlueCross BlueShield of Tennessee, McKee Foods Corporation, and Unum Provident Corporation.

We attempted to obtain information on AA needs from several community and community development groups, but were unable to do so. We did obtain information about the community needs from the City's HUD Plan and the bank. These needs include:

- Affordable housing;
- Homebuyer education;
- Technical assistance about financial services that help to meet the needs of small businesses;
- Loans to small businesses;
- Start-up capital for small businesses; and
- Community services targeted to low- and moderate-income persons.

Based on information obtained from the above sources, there is a moderate level of opportunity for local banks to participate in or provide leadership for community development activities.

State of Tennessee Full-Scope Areas

Knoxville AA (Blount and Knox Counties)

Demographic Information for Full Scope Area: Knoxville AA - 2000 US Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	101	13.86	19.80	43.56	21.78	0.99
Population by Geography	487,855	6.32	11.94	52.63	29.05	0.05
Owner-Occupied Housing by Geography	137,976	3.13	9.87	56.38	30.62	0.00
Business by Geography	31,347	10.27	12.68	45.39	31.62	0.04
Farms by Geography	803	4.11	8.47	56.79	30.64	0.00
Family Distribution by Income Level	131,822	18.79	17.19	21.34	42.68	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	47,431	10.58	17.41	57.60	14.40	0.00
Median Family Income	=\$45,697		Median Housing Value		=\$98,952	
HUD Adjusted Median Family Income for 2003	=\$49,300		Unemployment Rate		= 2.49%	
Households Below Poverty Level	= 13.00%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2000 US Census and 2003 HUD updated MFI

Demographic Information for Full Scope Area: Knoxville AA - 1990 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	100	10.00	25.00	42.00	20.00	3.00
Population by Geography	421,718	6.32	17.61	47.80	28.16	0.12
Owner-Occupied Housing by Geography	110,355	1.50	15.01	52.21	31.28	0.01
Business by Geography	30,527	8.57	20.13	35.93	35.33	0.04
Farms by Geography	761	3.15	13.01	51.12	32.72	0.00
Family Distribution by Income Level	116,736	19.94	17.00	21.31	41.75	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	43,115	7.67	27.52	50.13	14.68	0.00
Median Family Income	=\$30,967		Median Housing Value		=\$61,702	
HUD Adjusted Median Family Income for 2002	=\$52,000		Unemployment Rate		= 3.14%	
Households Below Poverty Level	= 14.93%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 US Census and 2002 HUD updated MFI

Our evaluation period covered the entire calendar years 2001, 2002 and 2003 for the Lending Test and May 1, 2001 through December 31, 2004 for community development activities. FTB's Knoxville AA consisted of Knox and Blount Counties. The exclusion of the remaining three counties in the MSA does not reflect illegal discrimination or arbitrary avoidance of low- and moderate-income areas.

Per the 2000 U.S. Census, the Knoxville AA had a total population of 487,855. The AA had 101 census tracts, including 14 low-income tracts and 20 moderate-income tracts. Compared to the 1990 Census, this represented an increase of four low-income tracts and a decrease of five moderate-income tracts.

FTB provided a full range of loan and deposit products to the AA. As of June 30, 2003 FTB had 33 branches in the area including 30 full service branches. The bank supplemented its branch network with 116 ATMs.

As of June 30, 2003 the bank's deposits in the Knoxville AA totaled approximately \$1.7 billion, or almost 5 percent of total franchise deposits. FTB's deposit market share of 22.47% was the highest among the 23 institutions in the assessment area. The bank considered its major competitors to be Amsouth Bank with 15.84% market share and SunTrust Bank with 14.09% market share, ranked 2nd and 4th, respectively. The 3rd ranked institution was Home Federal Bank of Tennessee, which held a market share of 15.36%.

In terms of mortgage lending (HMDA market share), as of year-end 2003, FTB had a market share of 2.50% and ranked between SunTrust and Amsouth. The rankings were 11th, 8th, and 13th, respectively out of 437 lenders. FHHLC was ranked 6th with 4.13% market share. FTB ranked 3rd in small business lending among the group of competitors with a market share of 4.64% in terms of the number of loans and 13.73% in terms of dollar volume.

For lending to farms, FTB and its primary competitors were tied for market share as of year-end 2003.

The local economy had a low unemployment rate of 2.49% in 2000 and a civilian labor force of 347,303. The area possessed a well-diversified economy, and there was no one dominant employment sector. Within the AA The University of Tennessee employed a large number of the civilian workforce, along with the local educational system and the local and state governments.

We obtained information from community contacts conducted by various bank regulatory agencies. The information provided assisted in developing the AA profile. Based upon prior and current community contacts, as well as the 2000 Consolidated Plan for Knoxville, needs exist in the AA for funds for rehabilitation of affordable housing stock; affordable housing (rental and owner occupied); small business lending; community services targeted to low- or moderate-income families, including employment training, health facilities, and child care.

Based on information obtained from the above sources, there is a moderately high level of opportunity for local banks to participate in or provide leadership for community development activities.

Appendix D: Tables of Performance Data

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Tables of Performance Data

2003 Memphis, TN-MS Multistate Metropolitan Area.....D-5
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2001-2002 Memphis, TN-MS Multistate Metropolitan Area.....D-47
2001-2002 State of Mississippi.....D-61
2001-2002 State of Tennessee.....D-75

Content of Standardized 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 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 PE.

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. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item with the appropriate caption, such as “Statewide/Regional” or “Out of Assessment Area,” in the MA/Assessment Area column and record the corresponding numbers and amounts in the “Community Development Loans” column.
- 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 Home Mortgage 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. 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. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item with the appropriate caption, such as "Statewide/Regional" or "Out of Assessment Area," in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column.

Table 14. 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area (2003):	% 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:												
Memphis, TN-MS AA	100.00	7,935	952,813	1,683	273,301	14	2,636	6	19,800	9,638	1,248,550	100.00

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from May 01, 2001 to December 31, 2004.

*** Deposit Data as of June 30, 2003. 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		Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		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 Review:																
Memphis, TN-MS AA	1,291	100.00	5.83	1.63	21.49	7.51	30.02	17.66	42.67	73.20	3.70	1.86	2.24	2.31	4.70	

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	285	100.00	5.83	11.23	21.49	22.46	30.02	29.47	42.67	36.84	12.06	34.78	18.50	11.17	8.97

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	6,359	100.00	5.83	2.44	21.49	10.95	30.02	20.63	42.67	65.99	9.55	8.92	7.58	7.49	10.72

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Memphis, TN-MS AA	0	0.00	15.57	0.00	29.00	0.00	30.39	0.00	25.04	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2003 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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:															
Memphis, TN-MS AA	1,664	100.00	11.23	10.04	19.11	17.97	26.83	21.94	42.35	50.06	7.38	9.74	8.34	6.34	7.68

* Based on 2003 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
Full Review:																
Memphis, TN-MS AA	14	100.00	4.41	0.00	14.84	0.00	33.18	42.86	47.21	57.14	8.09	0.00	0.00	9.38	8.25	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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 ^{****}	% Families ^{***}	% BANK Loans ^{****}	Overall	Low	Mod	Mid	Upp							
Full Review:																								
Memphis, TN-MS AA	1,291	100.00	22.22	5.68	16.37	19.14	19.50	27.12	41.91	48.06	4.08	2.63	3.24	3.61	5.09									

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 22.3% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	285	100.00	22.22	14.74	16.37	17.54	19.50	25.26	41.91	42.46	12.86	25.00	13.30	12.41	11.09

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003							
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	6,359	100.00	22.22	5.96	16.37	14.99	19.50	24.26	41.91	54.79	9.76	8.57	9.04	9.33	10.22

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 31.1% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MULTISTATE METROPOLITAN AREA			Evaluation Period: JANUARY 1, 2003 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:									
Memphis, TN-MS AA	1,683	100.00	60.58	47.06	62.86	17.47	19.67	7.38	9.20

^{*} Based on 2003 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 - 2003).

^{****} 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 15.15% 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		Geography: MULTISTATE METROPOLITAN AREA				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003			
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Memphis, TN-MS AA	14	100.00	85.07	50.00	42.86	14.29	42.86	8.09	4.61

* Based on 2003 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 - 2003).

**** 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 50.00% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: MULTISTATE METROPOLITAN AREA									
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2004									
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:									
Memphis, TN-MS AA	0	0	58	21,747	58	21,747	100.00	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MULTISTATE METROPOLITAN AREA				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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:																	
Memphis, TN-MS AA	100.00	51	100.00	9.80	11.76	25.49	52.94	5	5	0	- 1	- 3	4	9.91	25.97	29.31	34.34

Table 1. Lending Volume

LENDING VOLUME												
Geography: MISSISSIPPI												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% 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:												
Tate County AA	100.00	186	14,817	185	5,459	67	2,900	0	0	438	23,176	100.00

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2003 to December 31, 2003.

*** Deposit Data as of June 30, 2003. 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	16	100.00	0.00	0.00	0.00	0.00	37.63	37.50	62.37	62.50	3.90	0.00	0.00	4.3	3.75									

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MISSISSIPPI				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Tate County AA	10	100.00	0.00	0.00	0.00	0.00	37.63	0.00	62.37	100.00	8.33	0.00	0.00	0.00	14.71

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: MISSISSIPPI				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		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 Review:															
Tate County AA	160	100.00	0.00	0.00	0.00	0.00	37.63	35.63	62.37	64.38	12.16	0.00	0.00	12.95	11.78

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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	Overall	Low	Mod	Mid	Upp														
Full Review:																													
Tate County AA	0	0.00	0.00	0.00	0.00	0.00	86.24	0.00	13.76	0.00	0.00	0.00	0.00	0.00	0.00														

* Based on 2003 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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:																								
Tate County AA	185	100.00	0.00	0.00	0.00	0.00	52.07	48.65	47.93	51.35	29.98	0.00	0.00	30.10	31.67									

* Based on 2003 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: MISSISSIPPI															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Tate County AA	67	100.00	0.00	0.00	0.00	0.00	25.49	32.84	74.51	67.16	54.92	0.00	0.00	52.38	56.25

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					
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 ^{****}	Overall	Low	Mod	Mid	Upp										
Full Review:																									
Tate County AA	16	100.00	14.49	8.33	14.16	0.00	19.96	33.33	51.39	58.33	3.65	9.09	0.00	2.82	4.76										

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 25.0% of loans originated and purchased by bank.

*** Percentage of Families is based on the 2000 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
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 ^{****}	Overall	Low	Mod	Mid	Upp											
Full Review:																										
Tate County AA	10	100.00	14.49	40.00	14.16	20.00	19.96	20.00	51.39	20.00	8.77	50.00	16.67	5.56	3.45											

[†] Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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 ^{****}	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	160	100.00	14.49	7.75	14.16	8.53	19.96	24.81	51.39	58.91	11.76	29.41	11.11	16.42	9.94									

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 19.4% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MISSISSIPPI			Evaluation Period: JANUARY 1, 2003 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:									
Tate County AA	185	100.00	61.57	43.24	94.59	2.70	2.70	29.98	31.75

* Based on 2003 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 - 2003).

**** 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 52.97% 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		Geography: MISSISSIPPI		Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Tate County AA	67	100.00	90.20	26.87	91.04	4.48	4.48	54.92	25.35

* Based on 2003 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 - 2003).

**** 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 73.13% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: MISSISSIPPI		Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2004				
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:									
Tate County AA	0	0	0	0	0	0	0.00	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MISSISSIPPI																	
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003																	
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:																	
Tate County AA	100.00	2	100.00	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	0.00	43.18	56.82

Table 1. Lending Volume

LENDING VOLUME												
Geography: TENNESSEE												
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003												
MA/Assessment Area (2003):	% 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:												
Chattanooga AA (Hamilton County)	14.16	2,676	422,460	825	137,884	1	117	3	246	3,505	560,707	21.10
Knoxville AA (Blount and Knox Counties)	20.39	4,328	486,631	710	119,846	3	367	8	7,510	5,049	614,354	31.42
Limited Review:												
Jackson AA (Madison County)	3.65	586	63,897	311	33,469	5	179	0	0	902	97,545	3.80
Johnson City-Kingsport AA (Sullivan and Washington Counties)	14.09	2,913	265,169	567	65,312	4	99	1	1,889	3,485	332,469	12.94
Nashville AA (Five Counties)	29.70	6,499	844,907	833	124,678	12	458	5	3,602	7,349	973,645	15.24
Tennessee Nonmetropolitan AAs (Six Counties)	18.01	3,542	329,508	883	103,700	29	2,276	4	422	4,458	435,906	15.49

* Loan Data as of December 31, 2003. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from May 01, 2001 to December 31, 2004.

*** Deposit Data as of June 30, 2003. 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															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	677	15.25	2.27	1.03	10.17	5.17	48.76	39.00	38.80	54.80	6.02	4.08	3.47	4.99	7.73
Knoxville AA (Blount and Knox Counties)	745	16.78	3.13	2.42	9.87	9.26	56.38	52.08	30.62	36.24	3.80	2.96	3.60	3.88	3.78
Limited Review:															
Jackson AA (Madison County)	113	2.55	8.37	5.31	7.71	5.31	42.47	31.86	41.45	57.52	3.67	3.80	2.78	3.32	0.80
Johnson City-Kingsport AA (Sullivan and Washington Counties)	439	9.89	0.00	0.00	9.00	10.71	59.54	52.62	31.46	36.67	7.03	0.00	7.84	6.72	7.29
Nashville AA (Five Counties)	1,797	40.47	2.06	0.78	13.88	6.57	55.45	57.65	28.61	35.00	4.05	2.59	2.47	3.89	5.01
Tennessee Nonmetropolitan AAs (Six Counties)	669	15.07	0.00	0.00	5.57	3.59	69.04	64.87	25.39	31.54	11.80	0.00	8.86	12.26	11.30

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	76	16.89	2.27	2.63	10.17	7.89	48.76	60.53	38.80	28.95	6.48	2.22	3.53	8.13	6.36
Knoxville AA (Blount and Knox Counties)	166	36.89	3.13	2.41	9.87	10.84	56.38	62.65	30.62	24.10	7.45	4.55	7.32	8.41	6.08
Limited Review:															
Jackson AA (Madison County)	18	4.00	8.37	0.00	7.71	0.00	42.47	55.56	41.45	44.44	5.42	0.00	0.00	6.85	6.35
Johnson City-Kingsport AA (Sullivan and Washington Counties)	42	9.33	0.00	0.00	9.00	14.29	59.54	47.62	31.46	38.10	3.58	0.00	4.62	2.82	4.82
Nashville AA (Five Counties)	82	18.22	2.06	2.44	13.88	2.44	55.45	65.85	28.61	29.27	2.14	1.92	0.36	2.31	2.88
Tennessee Nonmetropolitan AAs (Six Counties)	66	14.67	0.00	0.00	5.57	3.03	69.04	78.79	25.39	18.18	5.66	0.00	2.22	6.42	4.51

* Based on 2003 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Chattanooga AA (Hamilton County)	1,919	12.27	2.27	0.73	10.17	6.04	48.76	36.74	38.80	56.49	8.51	3.88	5.61	7.09	10.48									
Knoxville AA (Blount and Knox Counties)	3,407	21.79	3.13	2.91	9.87	10.13	56.38	49.52	30.62	37.45	8.15	10.47	10.87	8.24	7.51									
Limited Review:																								
Jackson AA (Madison County)	455	2.91	8.37	2.64	7.71	3.08	42.47	23.52	41.45	70.77	9.36	5.6	4.78	6.78	11.52									
Johnson City-Kingsport AA (Sullivan and Washington Counties)	2,432	15.56	0.00	0.00	9.00	6.91	59.54	55.55	31.46	37.54	15.07	0.00	13.36	15.33	15.03									
Nashville AA (Five Counties)	4,618	29.54	2.06	0.56	13.88	8.32	55.45	51.19	28.61	39.93	4.99	2.60	4.08	4.66	5.82									
Tennessee Nonmetropolitan AAs (Six Counties)	2,803	17.93	0.00	0.00	5.57	4.17	69.04	65.82	25.39	30.00	15.27	0.00	13.13	15.67	14.76									

* Based on 2003 Peer Mortgage Data (Eastern)

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
Chattanooga AA (Hamilton County)	4	20.00	17.20	0.00	8.74	0.00	55.43	50.00	18.63	50.00	9.52	0.00	0.00	8.33	14.29	
Knoxville AA (Blount and Knox Counties)	10	50.00	19.31	0.00	20.76	100.00	38.84	0.00	21.09	0.00	11.63	0.00	33.33	0.00	0.00	
Limited Review:																
Jackson AA (Madison County)	0	0.00	25.51	0.00	7.00	0.00	35.81	0.00	31.68	0.00	0.00	0.00	0.00	0.00	0.00	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	0	0.00	0.00	0.00	31.88	0.00	41.99	0.00	26.13	0.00	0.00	0.00	0.00	0.00	0.00	
Nashville AA (Five Counties)	2	10.00	8.06	0.00	25.34	100.00	49.64	0.00	16.96	0.00	0.00	0.00	0.00	0.00	0.00	
Tennessee Nonmetropolitan AAs (Six Counties)	4	20.00	0.00	0.00	22.79	50.00	47.36	0.00	29.85	50.00	9.52	0.00	50.00	0.00	14.29	

* Based on 2003 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the number of multifamily housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
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:																								
Chattanooga AA (Hamilton County)	825	20.00	6.01	11.27	13.82	16.00	56.06	48.24	24.11	24.48	8.68	20.81	10.86	8.35	7.61									
Knoxville AA (Blount and Knox Counties)	709	17.19	10.27	14.53	12.68	16.08	45.39	38.79	31.62	30.61	4.64	7.80	6.97	3.98	4.41									
Limited Review:																								
Jackson AA (Madison County)	311	7.54	18.39	11.58	7.23	3.54	44.87	42.44	29.51	42.44	11.40	10.14	5.07	11.34	14.33									
Johnson City-Kingsport AA (Sullivan and Washington Counties)	567	13.75	0.00	0.00	22.06	18.87	50.08	52.03	27.85	29.10	7.95	0.00	8.17	8.31	8.14									
Nashville AA (Five Counties)	829	20.10	4.39	1.93	24.76	26.30	44.05	41.62	26.37	30.16	2.59	1.63	3.16	2.55	2.68									
Tennessee Nonmetropolitan AAs (Six Counties)	883	21.41	0.00	0.00	14.31	13.70	56.74	50.28	28.95	36.01	9.65	0.00	11.01	9.11	11.39									

* Based on 2003 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS																
Geography: TENNESSEE																
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003																
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	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid
Full Review:																
Chattanooga AA (Hamilton County)	1	1.85	1.59	0.00	6.10	0.00	54.38	0.00	37.93	100.00	3.23	0.00	0.00	0.00	6.25	
Knoxville AA (Blount and Knox Counties)	3	5.56	4.11	0.00	8.47	0.00	56.79	66.67	30.64	33.33	4.76	0.00	0.00	5.88	5.00	
Limited Review:																
Jackson AA (Madison County)	5	9.26	5.99	0.00	12.57	20.00	46.71	60.00	34.73	20.00	6.41	0.00	8.33	8.82	3.13	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	4	7.41	0.00	0.00	9.44	0.00	65.05	100.00	25.51	0.00	2.26	0.00	0.00	3.05	0.00	
Nashville AA (Five Counties)	12	22.22	1.49	0.00	15.06	16.67	58.10	75.00	25.16	8.33	5.04	0.00	4.55	6.98	1.85	
Tennessee Nonmetropolitan AAs (Six Counties)	29	53.70	0.00	0.00	4.17	0.00	70.29	55.17	25.54	44.83	6.09	0.00	0.00	5.95	6.50	

* Based on 2003 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	677	15.25	18.60	3.44	16.54	11.80	21.07	14.43	43.79	70.33	6.79	4.26	3.81	4.43	10.47
Knoxville AA (Blount and Knox Counties)	745	16.78	18.79	8.55	17.19	17.10	21.34	21.98	42.68	52.37	4.21	3.47	3.19	3.59	5.35
Limited Review:															
Jackson AA (Madison County)	113	2.55	21.71	4.35	15.46	15.22	20.73	13.04	42.10	67.39	3.96	2.25	2.41	2.23	6.44
Johnson City-Kingsport AA (Sullivan and Washington Counties)	439	9.89	17.83	3.98	16.95	13.93	22.75	21.64	42.47	60.45	7.66	4.46	6.22	6.07	9.48
Nashville AA (Five Counties)	1,797	40.47	18.65	9.69	17.61	25.20	23.09	28.01	40.66	37.10	4.50	3.31	3.78	4.38	5.62
Tennessee Nonmetropolitan AAs (Six Counties)	669	15.07	17.90	4.29	16.92	18.81	22.65	24.09	42.53	52.81	14.68	12.38	12.98	13.39	16.45

^{*} Based on 2003 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 13.0% of loans originated and purchased by bank.

^{***} Percentage of Families is based on the 2000 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															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	76	16.89	18.60	5.41	16.54	21.62	21.07	27.03	43.79	45.95	6.69	2.94	5.93	7.81	7.66
Knoxville AA (Blount and Knox Counties)	166	36.89	18.79	10.98	17.19	21.95	21.34	23.17	42.68	43.90	7.54	7.14	9.00	6.31	7.83
Limited Review:															
Jackson AA (Madison County)	18	4.00	21.71	0.00	15.46	11.11	20.73	33.33	42.10	55.56	5.45	0.00	2.63	7.50	7.14
Johnson City-Kingsport AA (Sullivan and Washington Counties)	42	9.33	17.83	14.29	16.95	14.29	22.75	23.81	42.47	47.62	3.66	3.53	2.54	3.42	4.44
Nashville AA (Five Counties)	82	18.22	18.65	9.76	17.61	21.95	23.09	26.83	40.66	41.46	2.20	1.75	2.01	2.16	2.51
Tennessee Nonmetropolitan AAs (Six Counties)	66	14.67	17.90	21.21	16.92	12.12	22.65	18.18	42.53	48.48	5.84	11.29	3.60	4.41	6.25

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 0.9% of loans originated and purchased by bank.

*** Percentage of Families is based on the 2000 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		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}						
Full Review:																
Chattanooga AA (Hamilton County)	1,919	12.27	18.60	3.42	16.54	11.84	21.07	14.97	43.79	69.76	9.43	5.34	6.81	6.39	12.19	
Knoxville AA (Blount and Knox Counties)	3,407	21.79	18.79	7.55	17.19	13.75	21.34	21.47	42.68	57.24	9.10	8.55	7.48	8.21	10.12	
Limited Review:																
Jackson AA (Madison County)	455	2.91	21.71	2.88	15.46	7.55	20.73	19.78	42.10	69.78	8.02	3.28	4.11	6.24	10.60	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	2,432	15.56	17.83	6.25	16.95	11.26	22.75	23.90	42.47	58.59	15.73	15.47	11.97	15.36	16.91	
Nashville AA (Five Counties)	4,618	29.54	18.65	6.09	17.61	17.13	23.09	29.47	40.66	47.31	4.73	3.28	4.00	4.83	5.21	
Tennessee Nonmetropolitan AAs (Six Counties)	2,803	17.93	17.90	3.89	16.92	12.14	22.65	21.76	42.53	62.21	15.89	11.97	12.26	13.76	18.26	

* Based on 2003 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 19.9% of loans originated and purchased by bank.

*** Percentage of Families is based on the 2000 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2003 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:									
Chattanooga AA (Hamilton County)	825	19.98	62.39	46.91	59.03	21.94	19.03	8.68	8.78
Knoxville AA (Blount and Knox Counties)	710	17.20	62.77	52.11	61.83	19.01	19.15	4.64	5.40
Limited Review:									
Jackson AA (Madison County)	311	7.53	60.83	48.87	76.85	12.22	10.93	11.40	12.20
Johnson City-Kingsport AA (Sullivan and Washington Counties)	567	13.73	63.43	61.38	71.78	16.75	11.46	7.95	10.11
Nashville AA (Five Counties)	833	20.17	61.12	53.90	63.75	19.09	17.17	2.59	3.21
Tennessee Nonmetropolitan AAs (Six Counties)	883	21.39	65.18	57.30	71.12	16.99	11.89	9.65	11.45

* Based on 2003 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 - 2003).

**** 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 18.45% 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									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Chattanooga AA (Hamilton County)	1	1.85	88.33	100.00	0.00	100.00	0.00	3.23	3.33
Knoxville AA (Blount and Knox Counties)	3	5.56	88.67	33.33	66.67	0.00	33.33	4.76	1.92
Limited Review:									
Jackson AA (Madison County)	5	9.26	91.62	40.00	80.00	20.00	0.00	6.41	2.94
Johnson City-Kingsport AA (Sullivan and Washington Counties)	4	7.41	91.58	100.00	100.00	0.00	0.00	2.26	2.35
Nashville AA (Five Counties)	12	22.22	89.96	41.67	83.33	16.67	0.00	5.04	2.38
Tennessee Nonmetropolitan AAs (Six Counties)	29	53.70	95.20	75.86	79.31	10.34	10.34	6.09	4.92

* Based on 2003 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 - 2003).

**** 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 31.48% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2004									
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:									
Chattanooga AA (Hamilton County)	2	200	4	925	6	1125	61.44	0	0
Knoxville AA (Blount and Knox Counties)	1	100	33	282	34	382	20.86	0	0
Limited Review:									
Jackson AA (Madison County)	0	0	2	4	2	4	0.22	0	0
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1	150	18	30	19	180	9.83	0	0
Nashville AA (Five Counties)	1	10	21	113	22	123	6.72	0	0
Tennessee Nonmetropolitan AAs (Six Counties)	0	0	5	15	5	15	0.82	0	0
Regional - Non-MSA Counties of Greene, Hamblen and Jefferson.	0	0	1	2	1	2	0.11	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
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:																	
Chattanooga AA (Hamilton County)	21.10	21	17.36	9.52	14.29	52.38	23.81	2	1	0	0	1	0	5.93	12.25	47.77	34.05
Knoxville AA (Blount and Knox Counties)	31.42	34	28.10	5.88	20.59	50.00	23.53	4	4	- 1	0	0	1	6.32	11.94	52.63	29.05
Limited Review:																	
Jackson AA (Madison County)	3.80	4	3.31	25.00	0.00	0.00	75.00	0	1	0	0	- 1	0	14.76	9.16	39.18	36.90
Johnson City-Kingsport AA (Sullivan and Washington Counties)	12.94	17	14.05	0.00	23.53	47.06	29.41	0	3	0	0	- 2	- 1	0.00	13.48	57.46	29.06
Nashville AA (Five Counties)	15.24	26	21.49	0.00	26.92	38.46	34.62	7	6	0	0	2	- 1	4.90	18.90	52.09	24.11
Tennessee Nonmetropolitan AAs (Six Counties)	15.49	19	15.70	0.00	26.32	42.11	31.58	0	1	0	0	- 1	0	0.00	8.85	66.07	25.08

Table 1. Lending Volume

LENDING VOLUME		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:												
Memphis, TN-MS AA	100.00	6,035	655,913	3,571	516,356	25	3,748	8	18,792	9,639	1,194,809	100.00

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

** The evaluation period for Community Development Loans is from May 01, 2001 to December 31, 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		Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002					Market Share (%) by Geography [†]				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		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 Review:																
Memphis, TN-MS AA	1,088	100.00	7.69	1.29	17.25	5.61	32.66	20.13	42.40	72.98	3.48	1.55	2.15	2.38	4.29	

[†] Based on 2002 Peer Mortgage Data (SE)

^{**} 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 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	358	100.00	7.69	12.57	17.25	23.18	32.66	29.61	42.40	34.64	11.86	24.39	20.93	11.31	8.08

* Based on 2002 Peer Mortgage Data (SE)

** 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 units in a particular geography divided by the 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	4,587	100.00	7.69	3.49	17.25	11.05	32.66	21.93	42.40	63.53	9.51	7.52	9.08	7.15	10.58

* Based on 2002 Peer Mortgage Data (SE)

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: MULTISTATE METROPOLITAN AREA					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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	Overall	Low	Mod	Mid	Upp														
Full Review:																													
Memphis, TN-MS AA	1	100.00	19.06	100.00	21.27	0.00	27.05	0.00	32.61	0.00	0.00	0.00	0.00	0.00	0.00														

* Based on 2002 Peer Mortgage Data (SE)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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:															
Memphis, TN-MS AA	3,549	100.00	8.86	8.45	10.92	9.33	28.69	23.53	51.16	58.69	8.01	9.63	8.72	6.90	8.85

* 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	25	100.00	2.94	4.00	8.02	0.00	33.71	24.00	55.03	72.00	13.64	33.33	0.00	10.64	14.81

* 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	1,089	100.00	22.61	9.45	15.59	24.97	19.77	27.07	42.04	38.51	3.33	2.84	3.36	3.45	3.39

^{*} Based on 2002 Peer Mortgage Data (SE)

^{**} As a percentage of loans with borrower income information available. No information was available for 21.3% of loans originated and purchased by bank.

^{***} 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	358	100.00	22.61	20.73	15.59	25.77	19.77	21.29	42.04	32.21	12.24	18.59	14.44	11.36	8.88

* Based on 2002 Peer Mortgage Data (SE)

** As a percentage of loans with borrower income information available. No information was available for 0.3% of loans originated and purchased by bank.

*** 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		Geography: MULTISTATE METROPOLITAN AREA						Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002							
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Memphis, TN-MS AA	4,587	100.00	22.61	10.09	15.59	21.55	19.77	28.29	42.04	40.07	8.76	8.23	10.17	10.79	7.42

^{*} Based on 2002 Peer Mortgage Data (SE)

^{**} As a percentage of loans with borrower income information available. No information was available for 23.9% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MULTISTATE METROPOLITAN AREA			Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:									
Memphis, TN-MS AA	3,571	100.00	73.34	54.21	66.28	17.45	16.27	8.01	13.27

* 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 13.41% 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		Geography: MULTISTATE METROPOLITAN AREA				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002			
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Memphis, TN-MS AA	25	100.00	89.75	44.00	56.00	16.00	28.00	13.64	5.10

* 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 40.00% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MULTISTATE METROPOLITAN AREA				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002			
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:									
Memphis, TN-MS AA	0	0	39	26,056	39	26,056	100.00	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MULTISTATE METROPOLITAN AREA																	
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002																	
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:																	
Memphis, TN-MS AA	100.00	521	100.00	9.6280	11.76	25.49	52.94	5	5	0	- 1	- 3	4	9.91	25.97	29.31	34.34

Table 1. Lending Volume

LENDING VOLUME												Geography: MISSISSIPPI		Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002	
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:															
Tate County AA	100.00	115	7,496	274	7,375	133	5,412	0	0	522	20,283	100.00			

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

** The evaluation period for Community Development Loans is from May 01, 2001 to December 31, 2003.

*** Deposit Data as of June 30, 2003. 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	10	100.00	0.00	0.00	0.00	0.00	55.22	50.00	44.78	50.00	3.06	0.00	0.00	2.62	3.68									

^{*} Based on 2002 Peer Mortgage Data (Eastern)

^{**} 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 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		Geography: MISSISSIPPI				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Tate County AA	3	100.00	0.00	0.00	0.00	0.00	55.22	33.33	44.78	66.67	6.67	0.00	0.00	4.55	8.70

* Based on 2002 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	102	100.00	0.00	0.00	0.00	0.00	55.22	61.76	44.78	38.24	16.47	0.00	0.00	18.94	13.62									

* Based on 2002 Peer Mortgage Data (Eastern)

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	0	0.00	0.00	0.00	0.00	0.00	22.76	0.00	77.24	0.00	0.00	0.00	0.00	0.00										

* Based on 2002 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the 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		Geography: MISSISSIPPI				Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans					
Full Review:															
Tate County AA	274	100.00	0.00	0.00	0.00	0.00	33.62	48.18	66.38	51.82	38.48	0.00	0.00	42.77	38.75

* 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															
Geography: MISSISSIPPI															
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Tate County AA	133	100.00	0.00	0.00	0.00	0.00	42.16	66.92	57.84	33.08	80.25	0.00	0.00	83.49	73.58

* 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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 ^{****}	Overall	Low	Mod	Mid	Upp														
Full Review:																													
Tate County AA	10	100.00	18.10	11.11	14.52	11.11	17.88	55.56	49.50	22.22	3.33	8.33	2.27	5.88	1.56														

* Based on 2002 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 10.0% of loans originated and purchased by bank.

*** 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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 ^{****}	Overall	Low	Mod	Mid	Upp														
Full Review:																													
Tate County AA	3	100.00	18.10	0.00	14.52	0.00	17.88	0.00	49.50	100.00	6.67	0.00	0.00	0.00	10.71														

* Based on 2002 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

*** 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															Geography: MISSISSIPPI					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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 ^{****}	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Tate County AA	102	100.00	18.10	2.11	14.52	16.84	17.88	23.16	49.50	57.89	18.29	12.50	26.67	20.00	16.40									

^{*} Based on 2002 Peer Mortgage Data (Eastern)

^{**} As a percentage of loans with borrower income information available. No information was available for 6.9% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MISSISSIPPI			Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:									
Tate County AA	274	100.00	79.75	24.09	95.26	2.19	2.55	38.48	25.70

* 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 75.55% 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									
Geography: MISSISSIPPI									
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Tate County AA	133	100.00	94.12	23.31	88.72	7.52	3.76	80.25	46.55

* 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 76.69% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: MISSISSIPPI		Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:									
Tate County AA	0	0	0	0	0	0	0.00	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MISSISSIPPI																	
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002																	
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:																	
Tate County AA	100.00	2	100.00	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	0.00	43.18	56.82

Table 1. Lending Volume

LENDING VOLUME												
Geography: TENNESSEE												
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002												
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:												
Chattanooga AA (Hamilton County)	15.04	1,725	244,885	1,885	283,002	5	890	4	5,607	3,619	534,384	21.10
Knoxville AA (Blount and Knox Counties)	18.97	2,950	303,296	1,607	228,622	3	225	4	6,693	4,564	538,836	31.42
Limited Review:												
Jackson AA (Madison County)	5.05	400	43,449	801	85,746	11	569	3	1,393	1,215	131,157	3.80
Johnson City-Kingsport AA (Sullivan and Washington Counties)	14.55	1,903	154,610	1,583	194,686	10	700	4	3,970	3,500	353,966	12.94
Nashville AA (Five Counties)	27.28	4,300	540,767	2,201	296,172	56	3,904	8	14,709	6,565	855,552	15.24
Tennessee Nonmetropolitan AAs (Sevier, Greene, and Hamilton Counties)	19.11	2,477	213,327	2,002	207,478	116	9,690	2	130	4,597	430,625	15.49
Regional - State of Tennessee	0	0	0	0	0	0	0	1	1,000	1	1,000	n/a

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

** The evaluation period for Community Development Loans is from May 01, 2001 to December 31, 2002.

*** Deposit Data as of June 30, 2003. 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															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	521	14.48	2.86	1.15	8.70	3.65	57.75	46.07	30.70	49.14	5.68	1.89	2.92	5.18	7.04
Knoxville AA (Blount and Knox Counties)	625	17.37	1.50	1.28	15.01	10.08	52.21	45.76	31.28	42.88	3.62	1.86	3.69	3.55	3.74
Limited Review:															
Jackson AA (Madison County)	67	1.86	5.70	1.49	14.69	2.99	33.87	11.94	45.74	83.58	2.92	2.78	0.00	2.08	3.39
Johnson City-Kingsport AA (Sullivan and Washington Counties)	376	10.45	0.00	0.53	12.55	8.78	52.15	41.76	35.30	48.94	6.67	50.00	5.99	5.30	8.36
Nashville AA (Five Counties)	1,421	39.48	2.04	0.56	14.05	8.94	56.00	55.17	27.91	35.33	3.73	1.53	3.43	3.51	4.31
Tennessee Nonmetropolitan AAs (Six Counties)	589	16.37	0.00	0.00	5.47	3.06	60.84	63.33	33.69	33.62	12.51	0.00	8.64	14.22	10.51

* Based on 2002 Peer Mortgage Data (Eastern)

** 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 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															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Chattanooga AA (Hamilton County)	70	14.29	2.86	8.57	8.70	20.00	57.75	51.43	30.70	20.00	4.55	10.34	11.11	3.54	2.58									
Knoxville AA (Blount and Knox Counties)	132	26.94	1.50	0.00	15.01	17.42	52.21	63.64	31.28	18.94	4.34	0.00	4.61	4.93	3.43									
Limited Review:																								
Jackson AA (Madison County)	25	5.10	5.70	4.00	14.69	8.00	33.87	28.00	45.74	60.00	4.81	12.50	7.14	1.75	5.43									
Johnson City-Kingsport AA (Sullivan and Washington Counties)	66	13.47	0.00	0.00	12.55	12.12	52.15	54.55	35.30	33.33	3.06	0.00	2.02	3.25	3.25									
Nashville AA (Five Counties)	114	23.27	2.04	3.51	14.05	14.91	56.00	55.26	27.91	26.32	1.65	2.50	2.61	1.33	1.92									
Tennessee Nonmetropolitan AAs (Six Counties)	83	16.94	0.00	0.00	5.47	3.61	60.84	72.29	33.69	24.10	8.23	0.00	4.00	8.87	7.53									

* Based on 2002 Peer Mortgage Data (Eastern)

** 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 units in a particular geography divided by the 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															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Chattanooga AA (Hamilton County)	1,133	11.73	2.86	1.68	8.70	6.62	57.75	42.98	30.70	48.72	7.90	6.22	7.56	6.42	10.13									
Knoxville AA (Blount and Knox Counties)	2,193	22.71	1.50	0.73	15.01	11.63	52.21	51.71	31.28	35.93	9.09	4.11	10.66	9.79	8.09									
Limited Review:																								
Jackson AA (Madison County)	308	3.19	5.70	0.97	14.69	7.47	33.87	16.23	45.74	75.32	9.38	4.00	6.86	6.36	10.89									
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1,460	15.12	0.00	0.00	12.55	7.60	52.15	53.77	35.30	38.63	15.04	0.00	12.92	15.29	15.17									
Nashville AA (Five Counties)	2,764	28.62	2.04	0.76	14.05	7.42	56.00	52.42	27.91	39.40	4.74	1.98	3.44	4.53	5.51									
Tennessee Nonmetropolitan AAs (Six Counties)	1,798	18.62	0.00	0.00	5.47	4.12	60.84	60.57	33.69	35.32	15.17	0.00	13.93	15.95	14.25									

* Based on 2002 Peer Mortgage Data (Eastern)

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
Chattanooga AA (Hamilton County)	1	12.50	21.36	0.00	8.69	100.00	54.21	0.00	15.74	0.00	0.00	0.00	0.00	0.00	0.00	
Knoxville AA (Blount and Knox Counties)	0	0.00	18.91	0.00	25.11	0.00	31.43	0.00	24.54	0.00	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Jackson AA (Madison County)	0	0.00	24.29	0.00	7.89	0.00	37.91	0.00	29.91	0.00	0.00	0.00	0.00	0.00	0.00	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	0	0.00	0.35	0.00	33.93	0.00	23.09	0.00	42.63	0.00	0.00	0.00	0.00	0.00	0.00	
Nashville AA (Five Counties)	1	12.50	8.95	0.00	19.08	0.00	58.24	0.00	13.73	100.00	0.00	0.00	0.00	0.00	0.00	
Tennessee Nonmetropolitan AAs (Six Counties)	6	75.00	0.00	0.00	18.39	16.67	43.07	33.33	38.54	50.00	17.39	0.00	16.67	28.57	10.00	

* Based on 2002 Peer Mortgage Data (Eastern)

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family units in a particular geography divided by the 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															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:																								
Chattanooga AA (Hamilton County)	1,885	18.72	11.58	17.40	14.10	18.25	53.17	45.41	21.15	18.94	10.09	20.49	15.09	8.68	8.85									
Knoxville AA (Blount and Knox Counties)	1,607	15.96	8.57	9.27	20.13	25.26	35.93	30.68	35.33	34.79	5.92	7.22	8.64	4.98	6.05									
Limited Review:																								
Jackson AA (Madison County)	801	7.96	16.49	14.36	8.92	3.75	33.78	25.09	40.81	56.80	15.05	11.48	8.60	11.70	20.78									
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1,583	15.72	4.06	3.28	19.45	18.32	38.22	29.82	38.27	48.58	11.38	12.29	12.15	10.10	13.53									
Nashville AA (Five Counties)	2,191	21.76	4.56	3.42	20.39	21.13	47.20	42.31	27.38	33.14	3.23	2.58	3.45	3.27	3.73									
Tennessee Nonmetropolitan AAs (Six Counties)	2,000	19.87	0.00	0.00	11.04	9.30	48.28	42.85	40.67	47.85	12.29	0.00	10.89	11.26	15.28									

* 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																
Geography: TENNESSEE																
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002																
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	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid
Full Review:																
Chattanooga AA (Hamilton County)	5	2.49	2.86	0.00	3.71	0.00	58.86	100.00	34.57	0.00	11.11	0.00	0.00	16.67	0.00	
Knoxville AA (Blount and Knox Counties)	3	1.49	3.15	0.00	13.01	0.00	51.12	100.00	32.72	0.00	5.56	0.00	0.00	7.14	0.00	
Limited Review:																
Jackson AA (Madison County)	11	5.47	5.23	0.00	19.61	45.45	24.18	27.27	50.98	27.27	4.76	0.00	16.67	5.26	2.17	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	10	4.98	0.00	0.00	9.04	0.00	67.29	70.00	23.67	30.00	1.91	0.00	0.00	2.33	0.00	
Nashville AA (Five Counties)	56	27.86	1.15	1.79	14.56	7.14	58.63	69.64	25.53	21.43	14.36	0.00	0.00	16.15	13.33	
Tennessee Nonmetropolitan AAs (Six Counties)	116	57.71	0.00	0.00	6.99	7.76	61.87	38.79	31.13	53.45	10.99	0.00	11.48	7.53	15.25	

* 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															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002															
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 ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Chattanooga AA (Hamilton County)	521	14.47	19.50	3.02	16.54	14.52	21.29	18.75	42.67	63.71	6.20	2.63	4.09	4.96	9.07
Knoxville AA (Blount and Knox Counties)	625	17.36	19.94	9.77	17.00	19.37	21.31	23.21	41.75	47.64	3.71	3.30	3.05	3.55	4.43
Limited Review:															
Jackson AA (Madison County)	67	1.86	22.13	3.13	17.65	25.00	21.54	23.44	38.69	48.44	3.14	0.60	3.29	2.64	4.05
Johnson City-Kingsport AA (Sullivan and Washington Counties)	376	10.44	18.58	6.02	16.69	14.16	19.93	26.20	44.80	53.61	6.40	4.91	4.23	6.45	7.56
Nashville AA (Five Counties)	1,421	39.47	19.43	10.67	17.29	30.74	23.75	29.94	39.53	28.65	3.77	3.22	4.09	4.40	3.14
Tennessee Nonmetropolitan AAs (Six Counties)	590	16.39	17.80	6.68	15.57	20.04	21.13	28.70	45.51	44.58	14.23	10.56	13.19	14.15	15.75

* Based on 2002 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 9.3% of loans originated and purchased by bank.

*** 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		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002					Market Share [*]				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}						
Full Review:																
Chattanooga AA (Hamilton County)	70	14.29	19.50	17.14	16.54	17.14	21.29	25.71	42.67	40.00	4.62	2.78	2.33	5.59	6.61	
Knoxville AA (Blount and Knox Counties)	132	26.94	19.94	18.94	17.00	25.76	21.31	31.82	41.75	23.48	4.49	5.45	3.65	5.92	3.50	
Limited Review:																
Jackson AA (Madison County)	25	5.10	22.13	16.00	17.65	12.00	21.54	24.00	38.69	48.00	5.03	3.23	6.25	6.25	4.55	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	66	13.47	18.58	16.67	16.69	22.73	19.93	19.70	44.80	40.91	3.32	3.05	2.53	2.99	5.04	
Nashville AA (Five Counties)	114	23.27	19.43	15.79	17.29	26.32	23.75	21.93	39.53	35.96	1.92	1.81	2.01	1.59	2.17	
Tennessee Nonmetropolitan AAs (Six Counties)	83	16.94	17.80	14.46	15.57	19.28	21.13	21.69	45.51	44.58	8.54	11.25	6.73	5.47	10.71	

* Based on 2002 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

*** 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		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002					Market Share [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}						
Full Review:																
Chattanooga AA (Hamilton County)	1,133	11.73	19.50	5.34	16.54	14.08	21.29	19.42	42.67	61.17	8.33	6.01	6.88	6.79	10.12	
Knoxville AA (Blount and Knox Counties)	2,193	22.71	19.94	10.52	17.00	18.05	21.31	25.54	41.75	45.89	9.72	9.96	8.52	10.19	9.93	
Limited Review:																
Jackson AA (Madison County)	308	3.19	22.13	6.47	17.65	12.94	21.54	27.86	38.69	52.74	7.05	5.26	5.18	7.21	8.13	
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1,461	15.13	18.58	8.01	16.69	15.00	19.93	23.53	44.80	53.46	15.71	14.36	13.90	14.27	17.15	
Nashville AA (Five Counties)	2,764	28.62	19.43	9.86	17.29	23.49	23.75	29.12	39.53	37.53	3.88	3.55	4.33	4.56	3.30	
Tennessee Nonmetropolitan AAs (Six Counties)	1,798	18.62	17.80	6.38	15.57	16.57	21.13	25.27	45.51	51.77	15.84	11.91	12.85	14.83	18.35	

* Based on 2002 Peer Mortgage Data (Eastern)

** As a percentage of loans with borrower income information available. No information was available for 17.3% of loans originated and purchased by bank.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002				
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:									
Chattanooga AA (Hamilton County)	1,885	18.70	74.93	58.67	62.81	20.21	16.98	10.09	13.87
Knoxville AA (Blount and Knox Counties)	1,607	15.94	74.74	55.01	65.71	18.67	15.62	5.92	8.40
Limited Review:									
Jackson AA (Madison County)	801	7.95	77.58	75.41	73.91	14.61	11.49	15.05	27.17
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1,583	15.71	76.45	70.63	68.86	17.75	13.39	11.38	18.92
Nashville AA (Five Counties)	2,201	21.84	70.30	61.88	67.24	17.90	14.86	3.23	5.03
Tennessee Nonmetropolitan AAs (Six Counties)	2,002	19.86	77.02	70.08	74.88	14.79	10.34	12.29	21.65

* 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 12.84% 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									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2001 TO DECEMBER 31, 2002									
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 \$500,000	All	Rev\$ 1 Million or Less
Full Review:									
Chattanooga AA (Hamilton County)	5	2.49	93.43	60.00	40.00	20.00	40.00	11.11	4.35
Knoxville AA (Blount and Knox Counties)	3	1.49	95.53	100.00	100.00	0.00	0.00	5.56	6.06
Limited Review:									
Jackson AA (Madison County)	11	5.47	95.42	90.91	81.82	18.18	0.00	4.76	5.71
Johnson City-Kingsport AA (Sullivan and Washington Counties)	10	4.98	95.74	100.00	80.00	20.00	0.00	1.91	2.17
Nashville AA (Five Counties)	56	27.86	92.94	67.86	78.57	12.50	8.93	14.36	12.50
Tennessee Nonmetropolitan AAs (Six Counties)	116	57.71	97.89	83.62	77.59	12.93	9.48	10.99	9.65

* 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 18.41% of small loans to farms originated and purchased by the bank.

Table 13. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: MAY 1, 2001 TO DECEMBER 31, 2002									
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:									
Chattanooga AA (Hamilton County)	2	200	8	3,913	10	4,113	23.76	0	0
Knoxville AA (Blount and Knox Counties)	1	100	13	3,057	14	3,157	18.23	0	0
Limited Review:									
Jackson AA (Madison County)	0	0	3	2,336	3	2,336	13.49	0	0
Johnson City-Kingsport AA (Sullivan and Washington Counties)	1	150	1	2,979	2	3,129	18.07	0	0
Nashville AA (Five Counties)	1	10	12	3,719	13	3,729	26.45	0	0
Tennessee Nonmetropolitan AAs (Six Counties)	0	0	0	0	0	0	0.00	0	0

* 'Prior Period Investments' means investments made in a previous 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 14. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: TENNESSEE																	
Evaluation Period: MAY 1, 2001 TO DECEMBER 31, 2002																	
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:																	
Chattanooga AA (Hamilton County)	21.10	21	17.36	9.52	14.29	52.38	23.81	2	1	0	0	1	0	5.93	12.25	47.77	34.05
Knoxville AA (Blount and Knox Counties)	31.42	34	28.10	5.88	20.59	50.00	23.53	4	4	- 1	0	0	1	6.32	11.94	52.63	29.05
Limited Review:																	
Jackson AA (Madison County)	3.80	4	3.31	25.00	0.00	0.00	75.00	0	1	0	0	- 1	0	14.76	9.16	39.18	36.90
Johnson City-Kingsport AA (Sullivan and Washington Counties)	12.94	17	14.05	0.00	23.53	47.06	29.41	0	3	0	0	- 2	- 1	0.020	13.42	57.46	29.06
Nashville AA (Five Counties)	15.24	26	21.49	0.00	26.92	38.46	34.62	7	6	0	0	2	- 1	4.90	18.90	52.09	24.11
Tennessee Nonmetropolitan AAs (Six Counties)	15.49	18	15.70	0.00	26.32	42.11	31.58	0	1	0	0	- 1	0	0.00	8.85	66.07	25.08