



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

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COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

OmniAmerican Bank, N.A,
Charter Number: 717995

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NOTE: This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, and should not be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion, or opinion of the federal financial supervisory agency concerning the safety and soundness of this financial institution.

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Overall CRA Rating

Institution’s Community Reinvestment Act (CRA) Rating: This institution is rated **Satisfactory**.

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

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

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

The major factors that support this rating include:

- OmniAmerican’s lending activity reflects good responsiveness to the credit needs in its full scope assessment area (AA) which is the Fort Worth-Arlington Metropolitan Statistical Area (MSA) AA (Fort Worth AA).
- A majority of the loans are extended within the bank’s AAs. In 2011, 86 percent of home mortgages products and 82 percent of small business loans were extended within the bank’s AAs.
- The geographic distribution of home mortgage products is good. The geographic distribution of loans to small businesses is excellent.
- The overall borrower distribution of lending is adequate.
- Community development lending is adequate and had a positive effect on the Lending Test conclusions. A majority of the loans support community development projects that focus on providing affordable housing and developing small businesses within the Fort Worth AA.
- Community development investments reflect a good responsiveness to the needs of the Fort Worth AA.
- The bank’s service delivery systems are reasonably accessible to geographies and individuals of different income levels in its assessment areas.

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 Metropolitan Area/assessment area.

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

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

Effective September 1, 2005, the Board of Governors of the Federal Reserve System, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have adopted the following additional language as part of the revitalize or stabilize definition of community development. Activities that revitalize or stabilize-

- (i) Low- or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

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

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

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male 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 delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include additional data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

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

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

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

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

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

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

Metropolitan Area (MA): Any metropolitan statistical area or metropolitan division, as defined by the Office of Management and Budget and any other area designated as such by the appropriate federal financial supervisory agency.

Metropolitan Division: As defined by Office of Management and Budget, a county or group of counties within a Metropolitan Statistical Area that contains a population of at least 2.5 million. A Metropolitan Division consists of one or more counties that represent an employment center or centers, plus adjacent counties associated with the main county or counties through commuting ties.

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

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

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

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

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

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

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

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

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

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

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

Upper-Income: Individual income that is at least 120 percent of the area median income, or a median family income that is at least 120 percent, in the case of a geography.

Description of Institution

OmniAmerican Bank (Omni), is an independent national banking association headquartered in Fort Worth, Texas. Omni is wholly-owned by Omni Bancorp Inc. and, as of January 21, 2010, was listed on the NASDAQ Exchange as OABC. Omni was established in 1956 originally to serve active-duty air force and retired military personnel who were eligible to receive benefits. Today, the Fort Worth-based institution has enjoyed unprecedented growth, highlighted by its expansion of financial services through the provision of Mortgage, Commercial Banking and Treasury Management Services. Omni does not have any other affiliates or operating subsidiaries that influence the bank's capacity to lend or invest in the communities where its branches are located.

Omni serves a diverse market with wide-ranging demographic characteristics and varying degrees of competition. Omni operates solely in the state of Texas, with 15 banking centers located in Fort Worth, Dallas, Denton and Granbury. The bank's primary market is Fort Worth, where 12 of its branches are located. The Fort Worth market accounts for 87% of total deposits and 56% of loans. The bank has experienced growth since the prior CRA examination when reported total assets were \$1.1 billion. As of December 31, 2011, Omni reported total assets of \$1.3 billion, loans of \$688 million, deposits of \$819 million, and a Tier 1 Capital ratio of 12.79%. Balance sheet composition is centered in the loan and investment portfolio which represented 52% and 39% of total assets, respectively as of December 31, 2011. The loan-to-deposit ratio is approximately 84%. All branches are full-service, offering personal and business deposit products, and consumer, business, residential RE loans.

In keeping with its business strategy which is to primarily focus on growing its 1-4 single family residential mortgage portfolio, 61 percent of the bank's loan portfolio consists of home mortgage products such as home improvement, home refinance and home purchase loans. Consumer and commercial loans represent an additional 33% and 5% of the loan portfolio respectively. As part of its business strategy, Omni plans to continue to expand its commercial loan portfolio by offering various nonmortgage business loans such as loans secured by accounts receivable, inventory and/or equipment to small to mid- ranged sized businesses in particular. Omni's deposit market share in its primary market which is the Fort Worth AA, was as of June 2011, ranked 6th with a 2.54% overall market share out of deposit-taking institutions.

Omni operates in a highly aggressive banking environment in the Fort Worth AA especially as regards the banking centers in Tarrant County. Banking competition includes dominant affiliates of large national banking companies, numerous mid-size and small community banks, thrifts, credit unions, and non-bank financial service providers. There are no legal, financial or other factors that impede the bank's ability to meet the credit needs in its AAs.

The bank's CRA performance was last evaluated on May 12, 2008, at which time Omni was rated "Satisfactory". A review of OCC records and the bank's CRA Public File disclosed no complaints related to the bank's CRA performance.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation is based on the review period from January 1, 2009 through December 31, 2011 and will use the 2000 Census demographic information. Refer to Appendix B for the facts and data.

Conclusions regarding the Lending Test are based on small business and HMDA reportable loans from the January 1, 2009 to December 31, 2011 evaluation period. We also considered consumer loans, since these loans make up a sizeable portion of the bank's portfolio. The community development lending performance analysis considered loans made since the previous CRA examination and includes loans made from May 13, 2008 to April 1, 2012. Omni originated a very low volume of multifamily loans and small loans to farms, therefore a meaningful analysis of this lending activity could not be performed.

The Investment Test included a review of investments, grants, and donations made within the AAs that meet the definition of community development investments. The Service Test included a review of retail and community development services provided in the bank's AAs. The evaluation period for community development investments and services is May 13, 2008 through April 1, 2012.

Data Integrity

A Data Integrity review was conducted in November 2011 to determine the accuracy of Omni's HMDA Loan Application Register. We reviewed a sample of loans the bank reported for the years 2009 through 2010. We found the HMDA loan data reported during the evaluation period to be reliable.

Selection of Areas for Full-Scope Review

Omni has designated three AAs: the Fort Worth MSA, the Dallas MSA and the Hood County AA. The Fort Worth MSA AA was selected for the full-scope review because a substantial share of the bank's business is concentrated in that area with 87 percent of the deposits and 56 percent of the reportable loans originating in this area in the 2009 through 2011 evaluation period. A limited scope review was conducted for the remaining two AAs. AAs consist of whole census tracts, include all bank locations and do not arbitrarily exclude any low- and moderate-income geographies. Refer to the tables in Appendix C for more information.

Ratings

The bank's overall rating is based primarily on the Fort Worth AA which is the AA that received a full-scope review. More weight was given to the performance in this AA, given the bank's high level of lending volume and deposit market share in that AA. Home mortgage products were given more weight in the overall conclusions than small business loans since the bank's primary loan product is residential mortgage lending. The bank has very few farm and multifamily loans. Therefore our analyses of the lending activity with regard to these loans were not sufficiently meaningful to impact our findings in the Lending Test.

Other

A number of community contacts were made during the evaluation period by the OCC to better understand the public's perception of Omni's performance and the performance of the other banks' located in the AA in the noted Fort Worth AA. This includes a community contact that we conducted during the examination in the Fort Worth MSA AA. Two other community contact activities conducted in the areas close to the Fort Worth MSA AA were reviewed. The group of contacts included affordable housing and economic development associations. Community contacts most commonly cited the continuing need for increased lending opportunities for small business and affordable housing loans.

We reviewed summaries of two recent community contact interviews conducted in the Fort Worth AA and the Dallas AAs. Organizations contacted included affordable housing and economic development associations. During this examination, we also conducted a community contact activity in the Fort Worth AA. Our community contact also identified the continuing need for small business and affordable housing loans as the primary credit needs in the Fort Worth AA.

Fair Lending or Other Illegal Credit Practices Review

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

Conclusions with Respect to Performance Tests

In drawing conclusions on the bank's lending performance, primary weight was given to home mortgage lending, which is the bank's primary product followed by small business lending. We also considered consumer loans as Omni continues to collect and report information on these loans which make up a sizeable portion of the bank's loan portfolio. For our analysis of consumer loans we tested 30 loans originated during the evaluation period.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

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

Lending Activity

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

In the Fort Worth AA, 87 percent of the loans originated were home mortgage loan products, 12.5 percent were loans to small businesses, and 0.2 percent were small loans to farms. Among the reportable home mortgage loans in the AA, the distribution was 37 percent home purchase loans, 22 percent home improvement loans and 41 percent home refinance loans.

Omni ranks 6th in deposit market share at 2.53 percent of deposited dollars in the Fort Worth AA. Omni's lending performance in home mortgage product lending is good. Based upon 2010 CRA market share data, Omni ranks 33rd in overall market share for home mortgage products with a market share of 0.81 percent by number of loans and 0.61 percent by dollar amount. Omni's performance in small business lending is good. The bank ranks 20th in overall market share for reportable small business loans with a 0.23 percent market share by number of loans and 0.94 percent by dollar amount.

Distribution of Loans by Income Level of the Geography

The geographic distribution of Omni's home mortgage loans, small business loans and consumer loans by income level of geographies is good. Although the consideration of consumer loans for the lending test is optional, the bank collects this information and we included it in the lending test because consumer lending constitutes a significant portion of its portfolio. The number of multifamily loans and small loans to farms was not significant enough to perform a meaningful analysis. Given lending volumes, we placed most of the weight on the distribution of home mortgage loan products (home purchase, home improvement and home refinance) followed by small business loans and then consumer loans.

Home Mortgage Loans

Refer to Tables 2, 3, 4 and 5 in Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

Home Purchase Loans

Omni's geographic distribution of home purchase loans is good. The bank's percentage of home purchase loans in low-income census tracts (CTs) is adequate though somewhat lower than the percentage of owner occupied housing units in low-income CTs. Opportunities to lend in these lower-income geographies are limited with only 3.26 percent owner occupied housing in these income tracts. The percentage distribution of home purchase loans in moderate-income tracts is only slightly lower than the percentage of owner-occupied housing units in moderate-income CTs. The bank's market share of home purchase loans in low- to moderate-income CTs exceeds its overall market share in the Fort Worth MSA AA.

Home Improvement Loans

Omni's geographic distribution of home improvement loans is adequate. The percentage of home improvement loans in the low-income tracts is somewhat lower than the percentage of owner-occupied housing units in the low-income CTs. This again lends to the limited number of owner-occupied housing available in these tracts. The percentage distribution of home improvement loans in moderate-income tracts is lower than the percentage of owner-occupied housing units in moderate-income CTs. The bank's market share of home improvement loans in low- to moderate-income CTs exceeds its overall market share in the Fort Worth MSA AA.

Home Mortgage Refinance Loans

Omni's geographic distribution of home mortgage refinance loans is adequate. The percentage of home mortgage refinance loans in the low-income tracts is somewhat lower to the percentage of owner-occupied housing units in the low-income CTs. The percentage distribution of home mortgage refinance loans in moderate-income tracts is lower than the percentage of owner-occupied housing units in moderate-income CTs. However, the market share of home mortgage refinance loans in low- to moderate-income CTs exceeds the bank's overall market share.

Small Loans to Businesses

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

Omni's geographic distribution of small business loans is excellent. The distribution of the percentage of small loans to businesses with revenues of \$1 million or less in low-income census tracts exceeds the percentage of small businesses in low-income geographies. The percentage of small loans to businesses with revenues of \$1 million or less in moderate-income census tracts exceeds the percentage of small businesses in the moderate-income geographies.

The market share of small loans to businesses in low-income CTs exceeds the bank's overall market share. The market share of small loans to businesses in moderate-income CTs is equal to the bank's overall market share.

Consumer Loans

Refer to Table 13 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

Omni's geographic distribution of consumer loans is excellent. The percentage of consumer loans sampled in the low-income tracts exceeds the percentage of owner-occupied housing units in the low-income CTs. The percentage distribution of consumer loans sampled in moderate-income tracts exceeds the percentage of owner-occupied housing units in moderate-income CTs.

Lending Gap Analysis

Our review included an evaluation of Omni's geographic distribution of home mortgage loans, and small loans to businesses. The analysis was conducted using maps and reports showing the bank's lending in each census tract within the Fort Worth MSA AA. No unexplained conspicuous gaps in lending were identified.

Inside/Outside Ratio

The bank's distribution of loans inside/outside of its AAs is good. A majority of the home mortgage loans, small loans to businesses, consumer loans, and community development (CD) loans originated or purchased by Omni over the evaluation period were within its AAs. Approximately 86 percent of home mortgage loans, 82 percent of small business loans, 77 percent of consumer loans (based on our sample), 100% of small farm loans and 100 percent of the CD loans were originated or purchased within the bank's AAs. This performance was positively factored into the overall analysis of the geographic distribution of lending.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of Omni's home mortgage loans, small business loans and consumer loans reflects adequate dispersion among borrowers of different incomes. Although the consideration of consumer loans for the lending test is optional, the bank collects this information and we included it in the lending test because consumer lending constitutes a sizeable portion of the bank's loan portfolio. Given lending volumes, we placed most of the weight on the distribution of home mortgage loan products (home purchase, home improvement and home refinance) followed by small business then consumer loans.

Home Mortgage Loans

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

Home Purchase Loans

Omni's distribution of home purchase loans to borrowers of different income levels is excellent. The percentage of home purchase loans to low- and moderate-income borrowers exceeds the percentage of families in those income levels. Omni's market share of low-income borrowers exceeds the bank's overall market share. The bank's market share of moderate-income borrowers is lower than its overall market share for this AA.

Home Improvement Loans

Omni's distribution of home improvement loans to borrowers of different income levels is adequate. The percentage of home improvement loans to low- and moderate-income borrowers is lower than the percentage of families in these income levels. While the bank's performance in making home purchase loans to LMI borrowers is excellent, demand for home improvement loans from LMI was low thereby affecting the overall lending volume. However, the bank's market share of home improvement loans to low-income borrowers exceeds its overall market share. The bank's market share of home improvement loans to moderate-income borrowers is close to the bank's overall market share in the AA.

Home Mortgage Refinance Loans

Omni's distribution of home mortgage refinance loans to borrowers of different income levels is adequate. The percentage of home mortgage refinance loans to low- and moderate-income borrowers is lower than the percentage of families in these income levels. Like home improvement loans, performance is also affected by the low level demand for this type of product amongst the low-to-moderate income borrowers. However, the bank's market share of home mortgage refinance loans to low and moderate income borrowers exceeds its overall market share in the AA.

Small Loans to Businesses

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

Omni's distribution of loans to small businesses is adequate. The percentage of the bank's loans to businesses with revenues of \$1 million or less is lower than the percentage of loans to businesses with revenues of \$1 million or less in the Fort Worth AA. The bank's market share of small loans to businesses exceeds its overall market share. In addition, a majority of the volume of loans were for amounts \$100,000 or less, an indication that Omni Bank meets the credit needs of small businesses within the AA.

Consumer Loans

Refer to Table 13 in appendix C for the facts and data used to evaluate the borrower distribution of the bank's consumer loan originations and purchases.

Omni's distribution of consumer loans to borrowers of different income levels is adequate. The percentage of consumer loans to low- and moderate-income borrowers is lower than the percentage of families in those income brackets.

Community Development Lending

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

Community development lending had a positive effect on the Lending Test conclusion in Omni's full-scope AA. The bank originated 78 qualifying loans totaling \$7.4 million during the evaluation period. 72 of the loans totaling \$3.3 million funded the construction of affordable housing for LMI families. Four loans amounting to \$2.4 million were made to small businesses and approximately \$1.6 million went to revitalize or stabilize LMI areas.

Product Innovation and Flexibility

Omni's loan products are not particularly innovative or flexible. However, the bank does participate in specialized loan programs sponsored by the City of Arlington Homebuyer Assistance Program, City of Arlington Neighborhood Stabilization homebuyer assistance program, and Development Corporation of Tarrant County. These are assistance programs for first-time and or LMI homebuyers.

Conclusions for Areas Receiving Limited-Scope Reviews

Refer to Tables 1 through 13 in appendix C for the facts and data that support these conclusions.

Based on limited-scope reviews, the bank's performance under the Lending Test in the Dallas MSA AA and Hood County AA is consistent with the bank's overall "High Satisfactory" performance rating under the lending test.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is "Low Satisfactory" based primarily upon the full scope reviews conducted for the Fort Worth AA. Community development investments reflect a good responsiveness to the needs of the Fort Worth AA.

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

Qualified investments are investments, deposits, membership shares, or grants that have as their primary purpose "Community Development" as defined in the CRA regulation.

Omni's qualifying investments are centered in a \$5 million investment with the Community Capital CRA Qualified Investment Fund. Investments in this fund consist of various mortgage-backed securities which are fully allocated to loans which benefit LMI within the bank's assessment areas and small business by way of SBA loans. Additional investments consist of; an investment commitment amounting to \$1.5 million with Valesco Commerce Street Capital, L.P., an unleveraged Small Business Investment Company (SBIC) that makes long-term investments in American small businesses and \$25 thousand with the William Mann Jr. CDC, a multi-bank community development financial institution whose mission is to assist economic development initiatives with a special emphasis on assisting businesses located in LMI areas. In addition, the bank documents approximately \$196,807 in qualified charitable donations several of which were to encourage the development of affordable housing and support CD services targeted to low- and moderate-income households.

As of the examination date, qualifying investments in all of the AAs totaled \$6.6 million. At the last examination the bank had \$4.3 million in CD qualified investments and \$114,930 in qualified charitable donations.

Although Omni's qualified investments are not particularly considered innovative or complex; they are responsive to community development needs in the Fort Worth AA. A high level of community development investment opportunities exist in the Fort Worth AA.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited scope reviews, the bank's performance under the Investment Test in the Fort Worth MSA is not inconsistent with the bank's overall "Low Satisfactory" performance under the Investment Test. Minimal weight was given to the investment results in the limited scope AAs given the bank's limited market share of these deposits and loans.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

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

Retail Banking Services

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

Omni's delivery systems provide reasonable access to geographies and individuals of different income levels in the Fort Worth AA. The bank has a total of 12 branches in this AA. Of these branches; 1 is in a low income tract, 5 branches including the main office are in moderate income tracts, 4 are in middle income tracts and 2 are in upper income tracts. All branches are full-service, offering personal and business deposit products, and consumer, business, residential RE loans. All the branches have drive-throughs with the exception of two branches (University Center, Fort Worth and Naval Air Station, Fort Worth). Banking hours are from 9.00 AM to 5.00 PM from Monday through Thursday in 9 branches with extended hours offered on Friday and Saturday. The city of Fort Worth and surrounding communities has the DART mass transportation system which includes buses and light-rail trains that allow accessibility to some of the branches in the Fort Worth AA. Competition for banking services is high in the Fort Worth MSA as of June 30, 2011, there were 76 financial institutions located in this MSA. There are no significant differences in hours of operations or services offered between bank locations.

During the exam period the Bank closed two branches (one in a low-income and the other in a moderate-income area) however, the bank documented business justifications for these actions. There have been no new branch openings since the last examination.

Community Development Services

The quality and level of community development services Omni provides to the Fort Worth AA is good. Efforts demonstrate a commitment to community development through providing technical assistance on financial and banking related matters to community groups which support LMI families and individuals. Specific examples where Omni provided financially related educational or technical assistance, include, but are not limited to the following organizations:

- **Junior Achievement** - Bank employees volunteer to teach financial lessons to area schools. Employees dedicated several hours throughout the evaluation period to teach students lessons on money, banking, jobs, and the value of earning and saving money.
- **William Mann CDC** - Management serves on the Board of this CDC that provides loans to small businesses.

- **Teach Children to Save** - Teach children grades K-12 in the Fort Worth ISD about budgeting, saving, recognizing needs and wants and how interest makes money grow.
- **Presbyterian Night Shelter** - PNS provides services to homeless individuals, including emergency shelter and helping them improve their quality of life.
- **Voluntary Income Tax Assistance Program (VITA)** - 10 employees volunteered for VITA which provides free tax preparation to LMI individuals, allowing them to receive their earned income tax credit without charge.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Dallas MSA and Hood County AA is consistent with the bank's overall performance under the Service Test in the Fort Worth AA.

Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excludes CD Loans): (01/01/2009 to 12/31/2011) Investment and Service Tests and CD Loans: (05/13/2008 to 04/01/2012)	
Financial Institution	Products Reviewed	
OmniAmerican Bank (Omni) 1320 South University Drive, Suite 100 Fort Worth, TX 76107	Home mortgage loans, small loans to businesses, consumer loans, community development loans, investments and retail and community development services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Not Applicable	Not Applicable	
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Fort Worth MSA Dallas MSA Hood County AA	Full-Scope Limited Scope Limited Scope	

Appendix B: Market Profiles for Full-Scope Areas

Fort Worth-Arlington MSA AA

Demographic Information for Full Scope Area: Fort Worth-Arlington MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	346	6.94	26.59	38.73	27.75	0.00
Population by Geography	1,661,525	5.25	24.90	40.64	29.21	0.00
Owner-Occupied Housing by Geography	384,255	3.26	18.63	42.47	35.64	0.00
Business by Geography	150,709	2.85	21.09	40.24	35.82	0.00
Farms by Geography	3,617	1.38	13.63	52.56	32.43	0.00
Family Distribution by Income Level	430,659	19.46	18.71	21.84	39.98	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	164,416	9.02	36.28	41.02	13.68	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		53,268 68,200 10%	Median Housing Value Unemployment Rate		99,394 2.33%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 US Census and 2011 HUD updated MFI

The Fort Worth MSA AA comprises four counties; Parker, Tarrant, and Johnson and Wise. Omni considers its primary AA to be the Parker, Tarrant and Johnson Counties. The Fort Worth AA comprises of 346 census tracts comprised of 24 low-income tracts, 92 moderate-income tracts, 134 middle-income tracts, and 96 upper-income tracts. The total population, per the 2000 census, was 1.66 million, including 430,659 families. Approximately 20 percent of the families in the area are low-income families, 18 percent are moderate-income, 22 percent are middle-income, and 40 percent are upper-income families. All areas consist of whole geographies, do not reflect illegal discrimination, and based on the bank's designation, do not arbitrarily exclude low- and moderate-income geographies. Overall, the AA designations meet the requirements of the CRA regulation.

Fort Worth is 16th largest city in the United States and the fifth largest city in Texas. Many Fortune 500 companies have located their headquarters in the Fort Worth area. The Fort Worth market is one of the most attractive banking markets in the United States with a key demographic attributes such as a rapidly growing population, lower unemployment, and higher per capita and median family incomes. Service industries make up the largest sector of the economy in the area, representing 42 percent of local businesses by number. Retail trade, finance, and construction also make up significant sectors of the local economy.

Omni operates in the state of Texas with 12 banking centers in the Fort Worth AA. 10 branches are located in Tarrant County, one in Parker County and the last, located in Johnson County. Omni operates in a highly competitive banking market that includes several of the nation's

largest and most technologically-advanced money center and regional bank holding companies, including J.P. Morgan Chase, Bank of America, Wachovia Bank, Wells Fargo, Cullen/Frost Bankers, Compass Bancshares, Plains Capital Bank and Washington Mutual, among others.

During this examination, we used information obtained from current and prior interviews with community organizations associated with affordable housing, business development, and economic development. These community contacts revealed numerous opportunities, which exist in the bank's assessment areas to participate in community development lending, investment, and service activities. The primary needs identified by the community contacts were the need for affordable housing in urban areas and the development of small businesses through the availability of credit facilities.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) 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; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

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. See Interagency Q&As ___12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table

also presents market share information based on the most recent aggregate market data available.

- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm.

Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL) - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

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

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings - Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle-, and upper-income geographies to the percentage of the population within each geography in each MA/AA. The table also presents data on branch openings and closings in each MA/AA.

Table 1. Lending Volume

LENDING VOLUME												
Geography: TEXAS												
Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011												
Assessment Area (2011):	% 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:												
Fort Worth MSA – OmniAmerican	73.47	1,507	200,178	215	37,641	3	60	78	7,423	1,725	237,879	87.16
Limited Review:												
Dallas MSA AA – OmniAmerican	16.99	360	49,901	39	6,662	0	0	0	0	399	56,563	7.96
Hood County	9.54	207	27,933	16	1,000	1	22	0	0	224	28,955	4.88

* Loan Data as of December 31, 2011. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2011 to December 31, 2011.

*** Deposit Data as of March 28, 2012. 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: TEXAS				Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	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:																
Fort Worth MSA - OmniAmerican	558	65.26	3.26	1.25	18.63	17.92	42.47	49.46	35.64	31.36	0.62	1.52	1.35	0.73	0.39	
Limited Review:																
Dallas MSA AA - OmniAmerican	202	23.63	3.46	7.92	24.17	28.71	36.01	42.08	36.36	21.29	0.27	0.92	0.58	0.31	0.13	
Hood County	95	11.11	0.00	0.00	0.00	0.00	28.70	28.42	71.30	71.58	4.11	0.00	0.00	4.71	3.85	

* Based on 2010 Peer Mortgage Data (USPR)

** 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.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: TEXAS				Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography [*]				
Assessment Area:	Total Home Improvement 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:																
Fort Worth MSA - OmniAmerican	336	81.95	3.26	1.49	18.63	14.88	42.47	48.51	35.64	35.12	6.55	0.00	9.39	7.33	5.12	
Limited Review:																
Dallas MSA - OmniAmerican	53	12.93	3.46	0.00	24.17	9.43	36.01	39.62	36.36	50.94	1.21	0.00	1.43	1.16	1.23	
Hood County	21	5.12	0.00	0.00	0.00	0.00	28.70	52.38	71.30	47.62	8.75	0.00	0.00	16.00	5.45	

^{*} Based on 2010 Peer Mortgage Data (USPR)

^{**} 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.

^{****} Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography [*]				
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:																
Fort Worth MSA - OmniAmerican	612	75.74	3.26	1.80	18.63	7.35	42.47	41.83	35.64	49.02	0.52	1.16	0.75	0.63	0.43	
Limited Review:																
Dallas MSA - OmniAmerican	105	13.00	3.46	1.90	24.17	3.81	36.01	34.29	36.36	60.00	0.06	0.00	0.04	0.09	0.05	
Hood County	91	11.26	0.00	0.00	0.00	0.00	28.70	31.87	71.30	68.13	2.28	0.00	0.00	2.68	2.15	

^{*} Based on 2010 Peer Mortgage Data (USPR)

^{**} 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.

^{****} Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TEXAS				Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011						Market Share (%) by Geography [*]				
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:																
Fort Worth MSA - OmniAmerican	1	100.00	7.05	0.00	28.52	100.00	45.61	0.00	18.82	0.00	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Dallas MSA - OmniAmerican	0	0.00	16.65	0.00	34.27	0.00	33.24	0.00	15.84	0.00	0.00	0.00	0.00	0.00	0.00	
Hood County	0	0.00	0.00	0.00	0.00	0.00	42.68	0.00	57.32	0.00	0.00	0.00	0.00	0.00	0.00	

^{*} Based on 2010 Peer Mortgage Data (USPR)

^{**} 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.

^{****} Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
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 Business ^{S***}	% BANK Loans	% of Business ^{S***}	% BANK Loans	% of Business ^{S***}	% BANK Loans	% of Business ^{S***}	% BANK Loans						
Full Review:																
Fort Worth MSA - OmniAmerican	215	79.63	2.85	8.37	21.09	26.98	40.24	45.58	35.82	19.07	0.23	0.85	0.23	0.37	0.09	
Limited Review:																
Dallas MSA - OmniAmerican	39	14.44	5.14	0.00	24.97	15.38	34.41	38.46	34.09	46.15	0.04	0.00	0.00	0.05	0.06	
Hood County	16	5.93	0.00	0.00	0.00	0.00	30.63	12.50	69.37	87.50	0.42	0.00	0.00	0.00	0.65	

* Based on 2010 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 (2010).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
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:																
Fort Worth MSA - OmniAmerican	3	75.00	1.38	0.00	13.63	0.00	52.56	100.00	32.43	0.00	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Dallas MSA - OmniAmerican	0	0.00	3.08	0.00	20.76	0.00	43.40	0.00	32.19	0.00	0.00	0.00	0.00	0.00	0.00	
Hood County	1	25.00	0.00	0.00	0.00	0.00	28.33	100.00	71.67	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2010 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 (2010).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share ¹													
	#	% of Total ^{**}	% Families [*] **	% BANK Loans ^{****}	% Families ¹	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Fort Worth MSA - OmniAmerican	558	65.26	19.46	26.62	18.71	21.07	21.84	16.45	39.98	35.86	0.69	2.40	0.48	0.32	0.62									
Limited Review:																								
Dallas MSA AA - OmniAmerican	202	23.63	23.69	47.98	19.19	24.24	20.47	9.09	36.66	18.69	0.30	1.56	0.28	0.08	0.10									
Hood County	95	11.11	10.26	2.15	14.67	6.45	17.40	20.43	57.67	70.97	4.56	0.00	2.67	4.70	4.86									

^{*} Based on 2010 Peer Mortgage Data (USPR)

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

^{****} As a percentage of loans with borrower income information available. No information was available for 2.7% of loans originated and purchased by bank.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
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 ²	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Fort Worth MSA - OmniAmerican	336	81.95	19.46	8.81	18.71	12.46	21.84	27.36	39.98	51.37	6.71	9.46	6.25	9.51	5.20	
Limited Review:																
Dallas MSA AA - OmniAmerican	53	12.93	23.69	0.00	19.19	24.53	20.47	26.42	36.66	49.06	1.27	0.00	2.24	2.10	0.92	
Hood County	21	5.12	10.26	0.00	14.67	20.00	17.40	10.00	57.67	70.00	9.46	0.00	14.29	0.00	10.91	

* Based on 2010 Peer Mortgage Data (USPR)

** 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 Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.0% of loans originated and purchased by bank.

² Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: TEXAS					Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011					Market Share*				
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 ³	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Fort Worth MSA - OmniAmerican	612	75.74	19.46	4.02	18.71	13.46	21.84	20.45	39.98	62.06	0.58	0.66	0.77	0.49	0.58	
Limited Review:																
Dallas MSA AA - OmniAmerican	105	13.00	23.69	2.02	19.19	10.10	20.47	23.23	36.66	64.65	0.07	0.08	0.05	0.07	0.07	
Hood County	91	11.26	10.26	1.12	14.67	5.62	17.40	13.48	57.67	79.78	2.63	11.11	0.00	2.00	2.73	

* Based on 2010 Peer Mortgage Data (USPR)

** 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 Families is based on the 2000 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 5.9% of loans originated and purchased by bank.

³ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TEXAS			Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011				
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:									
Fort Worth MSA - OmniAmerican	215	79.63	80.46	51.63	56.74	22.33	20.93	0.23	0.31
Limited Review:									
Dallas MSA AA - OmniAmerican	39	14.44	76.74	46.15	48.72	35.90	15.38	0.04	0.06
Hood County	16	5.93	84.04	37.50	87.50	6.25	6.25	0.42	0.00

* Based on 2010 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 - 2010).

**** 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 13.33% 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: TEXAS			Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011				
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:									
Fort Worth MSA - OmniAmerican	3	75.00	97.01	0.00	100.00	0.00	0.00	0.00	0.00
Limited Review:									
Dallas MSA AA - OmniAmerican	0	0.00	94.71	0.00	0.00	0.00	0.00	0.00	0.00
Hood County	1	25.00	96.11	0.00	100.00	0.00	0.00	0.00	0.00

^{*} Based on 2010 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 - 2010).

^{****} 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 100.0% of small loans to farms originated and purchased by the bank.

Table 13. Geographic and Borrower Distribution of Consumer Loans (Institution’s Option)

Geographic and Borrower Distribution: CONSUMER LOANS																			Geography: Texas																			Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011																		
MA/Assessment Area:	Geographic Distribution										Borrower Distribution																																													
	Total Consumer Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers																																							
	#	% of Total*	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans																																						
Full Review:																																																								
Fort Worth MSA - OmniAmerican	16	61.54	3.26	6.25	18.63	18.75	42.47	37.50	35.64	37.50	19.46	12.50	18.71	12.50	21.84	12.50	39.98	62.50																																						
Limited Review:																																																								
Dallas MSA AA - OmniAmerican	10	38.46	23.89	3.46	20.00	24.17	36.01	20.00	36.36	40.00	23.69	10.00	19.19	10.00	20.47	30.00	36.66	50.00																																						
Hood County	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A																																						

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

** Percentage of Households is based on the 2000 Census Information.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: TEXAS		Evaluation Period: JANUARY 1, 2009 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments ⁱ		Current Period Investments		Total Investments			Unfunded Commitments ⁱⁱ	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Fort Worth MSA - OmniAmerican	0	0	13	5,086,175	13	5,086,175	93	0	0
South Central Region ⁱ	0	0	1	1,500,000	1	177,565	7	1	1,322,435
Limited Review:									
Dallas MSA AA - OmniAmerican	0	0	0	0	0	0	0.00	0	0
Hood County	0	0	0	0	0	0	0.00	0	0

ⁱ 'Prior Period Investments' means investments made in a previous period that are outstanding as of the examination date.

ⁱⁱ 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: FT. WORTH AA Evaluation Period: MAY 13, 2008 TO APRIL 1, 2012																	
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:																	
Fort Worth MSA - OmniAmerican	87.16	12	80.00	8.3	41.6	33.3	13.3	0	2	1	1	0	0	19.46	18.71	21.84	39.98
Limited Review:																	
Dallas MSA AA - OmniAmerican	7.96	2	13.33	50.0	0.0	0.0	50.00	0	0	0	0	0	0	23.69	19.19	20.47	36.66
Hood County	4.88	1	6.67	0.0	0.0	0.0	100.00	0	0	0	0	0	0	10.26	14.67	17.40	57.67