



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

PUBLIC DISCLOSURE

December 31, 2012

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Old National Bank
Charter Number: 8846

1 Main Street
Evansville, IN 47708

Office of the Comptroller of the Currency

**Assistant Deputy Comptroller – Midsize Bank Supervision
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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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General Information and Overall CRA Rating

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

This document is an evaluation of the CRA performance of **Old National Bank** issued by the Office of the Comptroller of the Currency (OCC), the institution’s supervisory agency, for the evaluation period ended December 31, 2012. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

Institution’s **CRA Rating**: This institution is rated **Outstanding**.

The following table indicates the performance level of **Old National Bank (ONB or bank)** with respect to the Lending, Investment, and Service Tests:

Performance Levels	Old National Bank Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X		
High Satisfactory		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:

- The bank originated a significant majority of loans inside its assessment areas.
- The bank’s lending activity is excellent.
- The bank’s geographic distribution of loans is adequate. The geographic distribution of home mortgage loans is adequate, the geographic distribution of small loans to businesses is good, and the geographic distribution of small loans to farms is adequate.
- Overall, the distribution of loans by income level of the borrower is excellent. The bank’s distribution of home mortgage loans by income level of the borrower is excellent. The bank’s distribution of loans to businesses and farms with different revenue sizes is good.

- Community development (CD) lending has a significantly positive impact on the Lending Test in Indiana, Illinois, and the Louisville Multistate Metropolitan Statistical Area (MMSA). In the Evansville MMSA, CD has a positive impact on the Lending Test rating and a neutral impact in Kentucky and Ohio. Loans supported affordable housing initiatives, activities that promoted economic development in the assessment areas (AA), and activities that revitalized or stabilized LMI census tracts.
- The bank has an overall good level of qualified community development investments that are highly responsive to community needs.
- Branches are accessible to geographies and individuals of different income levels.
- ONB provides a relatively high level of community development services.

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) – 2000 Census: 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.

Census Tract (CT) – 2010 Census: Small, relatively permanent statistical subdivisions of a county delineated by local participants as part of the U.S. Census Bureau's Participant Statistical Areas Program. The primary purpose of CTs is to provide a stable set of geographic units for the presentation of decennial census data. CTs generally have between 1,500 and 8,000 people, with an optimum size of 4,000 people.

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

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

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male 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 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) – 2000 Census: 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.

Median Family Income (MFI) – 2010: The median income derived from the United States Census Bureau's American Community Survey data every 5 years and used to determine the income level category of geographies. Also, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, 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

Old National Bank (ONB) is an interstate financial institution headquartered in Evansville, Indiana. ONB is a wholly-owned subsidiary of Old National Bancorp, a \$9.3 billion, one-bank holding company also headquartered in Evansville, Indiana. ONB conducts business in the states of Illinois, Indiana, Kentucky, and Ohio. As of December 31, 2012, ONB had total assets of \$9.3 billion, total loans of \$5.2 billion, and Tier One Capital of \$673 million.

ONB primarily engages in generating deposits and originating loans. According to the FDIC Deposit Market Share Report, dated June 30, 2012, ONB had deposits of \$6.7 billion. In terms of deposit market share, ONB ranks fourth in the state of Indiana and first in the Evansville, IN-KY Metropolitan Statistical Area (MSA). As of December 31, 2012, the bank had net loans of \$5.1 billion, representing 54.9 percent of total assets. Approximately 64.4 percent of the bank's loan portfolio was comprised of real estate loans, of which commercial real estate and 1-4 family residential real estate properties (29.8 percent and 57.0 percent, respectively) represented the predominant portion of the loan portfolio. Commercial and industrial loans made up 16.8 percent of the total loan portfolio. Loans to individuals for household, family, and personal expenditures comprised 10.9 percent of the loan portfolio, and other loans and leases made up 5.8 percent of the portfolio. Farm loans represented 2.1 percent of the total loan portfolio.

As of December 31, 2012, ONB was a full-service bank with 178 full-service banking offices and 188 deposit-taking Automated Teller Machines (ATMs) across its footprint. ONB offers a full range of loan and deposit products to businesses and individuals, including alternative retail services including direct deposit, free checking accounts, and access to electronic banking services such as bill payment, mobile banking, and e-statements. ONB offers a standard product mix of loans including FHA, VA, SBA and USDA Rural Housing loans. Although the bank's business strategy is not limited to any one business endeavor, its primary focus is retail banking in addition to providing banking services to small and medium size commercial enterprises. ONB provides trust and fiduciary services through an affiliate, American National Trust and Investment Management Company, and a banking affiliate, Old National Bank Insurance Group, Inc., provides insurance products. The activities of these entities have no CRA impact in this evaluation period.

Acquisition activity positively affected the scope of the bank's operations during the evaluation period, expanding the bank's footprint in Indiana, Illinois, and Kentucky. In 2011, ONB acquired Monroe Bank (Bloomington, IN) and Integra Bank, N.A. (Evansville, IN), adding 74 branches to ONB's network. The Integra acquisition was an FDIC assisted transaction. Through the Indiana Bank and Trust Company (Columbus, IN) merger in 2012, ONB acquired 19 additional branch locations.

There are no known legal, financial, or other factors impeding the bank's ability to help meet the credit needs of its assessment areas (AA). The bank received a Satisfactory rating in its previous CRA evaluation dated June 30, 2008.

Scope of the Evaluation

Evaluation Period/Products Evaluated

We analyzed home purchase, home improvement, and home refinance mortgage loans the bank reported under the Home Mortgage Disclosure Act (HMDA) and small loans made to businesses the bank reported under the Community Reinvestment Act (CRA), for the period July 1, 2008 through December 31, 2012. Multifamily loans are not a primary loan product for the bank; therefore, we did not evaluate this product separately. However, we did consider multifamily loans meeting the community development (CD) definition as part of the evaluation of CD lending. Primary loan products for this review are products in which the bank originated at least 25 loans within the AA during the evaluation period. Performance tables one through 12 and 15 in Appendix D includes only data covered by the 2000 Census, namely 2008 through 2011. The applicable narrative sections of the evaluation include a discussion of data from the 2010 Census. We reviewed community development loans and services for the period July 1, 2008 through December 31, 2012. At the bank's request, for the same period, we also considered qualified investments provided by an affiliated 501(c)(3) nonprofit entity, Old National Bank Foundation, Inc. The foundation receives its funding from Old National Bancorp.

Data Integrity

As part of our ongoing supervision of the bank, we tested the accuracy of the bank's HMDA and CRA lending data. We also reviewed the appropriateness of community development activities provided for consideration in our evaluation. This included testing of CD loans, investments, and services for accuracy and to determine if they qualify as community development as defined in the CRA regulation. Our testing indicated no substantive inaccuracies in the data. Therefore, we concluded that the home mortgage loans, small loans to businesses, small loans to farms, and CD activities data was reliable for inclusion in this examination.

Selection of Areas for Full-Scope Review

We selected at least one AA in each state where the bank has an office for a full-scope review. In addition, we reviewed the bank's performance within two Multistate Metropolitan Areas where the bank operated branches in at least two states within the multistate metropolitan area using full-scope procedures. Full-scope reviews consider performance context, quantitative and qualitative factors. In general, the AAs selected for the full-scope review were chosen because they represented a significant portion of the bank's deposit base and lending business in that state or multistate area. The other AAs in each state were analyzed using limited-scope procedures. Limited-scope procedures consider quantitative factors only. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section for details regarding how we selected the areas for review.

Ratings

In this evaluation, we placed more weight on the bank's performance in 2008 through 2011 than to its performance in 2012 to reach our conclusions. The bank's overall rating is a blend

of the multistate metropolitan area rating(s) and state ratings, based on results in those areas that received full-scope reviews. Additionally, 2012 market share data was not available at the time of our evaluation. As such, conclusions on 2012 performance are based only on loan performance compared to demographics. The state of Indiana and the Evansville, IN-KY Multistate Metropolitan Area (MMSA) carried the greatest weight in our conclusions due to these areas representing the bank's most significant markets in terms of deposit concentrations, branch distribution, and CRA reportable loans. At June 30, 2012, the state of Indiana represented 51.4 percent of total deposits, 66.9 percent of the branch network, and 48.9 percent of the CRA reportable loans during the evaluation period. The Evansville MMSA represented 25.9 percent of total deposits, 10.7 percent of the branch network, and 21.5 percent of the CRA reportable loans during the evaluation period. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section for details regarding how the areas were weighted in arriving at the respective ratings.

Additionally, when evaluating the bank's performance under the lending test, we placed a higher weight on the bank's distribution of home mortgage loans than the distribution of small business or small farm loans. Within the mortgage loan category, all product types were equally weighted. We placed emphasis on home loans due to it being the bank's primary loan product and based on the affordable housing credit needs in all AAs. We placed secondary emphasis on small business loan performance due to the identified community credit need in all AAs.

Inside/Outside Ratio

This ratio is a bank-wide calculation, and not calculated by individual rating area or AA. Analysis is limited to bank originations and purchases, and does not include any affiliate data. For the combined four and one-half year evaluation period, ONB originated a significant majority of all loan products inside the bank's AAs (92.0 percent). The percentage in number of loans made inside the AAs by loan type are as follows: home purchase (91.2 percent), home improvement (93.7 percent), home refinance (92.9 percent), small loans to businesses (91.0 percent), and small loans to farms (91.8 percent).

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 25.28(c), or 12 C.F.R. 195.28(c), in determining a national bank's or Federal savings association's (FSA) CRA rating, respectively, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank or FSA, or in any assessment area by an affiliate whose loans have been considered as part of the bank's or FSA's lending performance.

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

Multistate Metropolitan Area Rating

Evansville (IN-KY) MMSA

CRA rating for the Evansville (IN-KY) MMSA¹: Outstanding

The lending test is rated: Outstanding

The investment test is rated: Low Satisfactory

The service test is rated: Outstanding

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans, small loans to businesses, and loans to small farms;
- Overall good geographic distribution as shown by an excellent geographic distribution of loans to small businesses, with a good distribution of home mortgage loans and loans to small farms;
- An overall excellent borrower distribution of home mortgage loans, with a good distribution of loans to small businesses and small farms;
- A positive level of community development loans that were responsive to community needs;
- An adequate level of qualified investments that were responsive to community needs;
- A branch distribution that was readily accessible to individuals living in low- and moderate-income geographies; and
- An excellent level of community development services that were responsive to community needs.

Description of Institution's Operations in Evansville (IN-KY) Multistate Metropolitan Area

The Evansville MMSA AA consists of four counties in the state of Indiana (Gibson, Posey, Vanderburgh, and Warrick) and two counties in the state of Kentucky (Henderson and Webster). All of the counties are in close proximity to the city of Evansville, Indiana. ONB had 19 branches within the multistate area, representing 10.7 percent of the bank's total branch network. There was one branch closing and no branch openings in the MMSA during the evaluation period. ONB had 33 deposit-taking ATMs in the MMSA.

As of June 30, 2012, bank deposits in the Evansville MMSA totaled \$1.7 billion, ranking ONB first among 26 financial institutions in the area, with a 32.2 percent deposit market share. Large competitors in the AA include Fifth Third Bank, German American Bancorp,

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

Independence Bank of Kentucky, First Federal Savings Bank, and Ohio Valley Financial Group. These five financial institutions together held 46.9 percent of the market share.

Refer to the market profile for the Evansville multistate metropolitan area in Appendix C for detailed demographics and other performance context information for this full-scope review AA.

Scope of Evaluation in Evansville Multistate Metropolitan Area

The Evansville MMSA was subject to a full-scope review because it is the only AA in the MMSA. We considered home mortgage, small business, and small farms loans originated in this area in this evaluation period. A high percentage of the bank's deposits (24.5 percent), branches (10.7 percent), and reportable loans (23.4 percent) originated in this AA. As a result, performance in the multistate area received significant weight on final ratings and conclusions.

Information obtained from four community contacts contributed to the evaluation of bank performance. Affordable housing, permanent supportive and transitional housing, social services targeted to low- and moderate-income families, financial support for nonprofit social service and community development organizations and workforce development for skilled health care, service, and manufacturing jobs were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Evansville (IN-KY) MMSA is rated "Outstanding." Based on full-scope review, the bank's performance in the Evansville MMSA is excellent.

Lending Activity

Refer to Table 1, Lending Volume, in the Evansville MMSA section of Appendix D, for the facts and data used to evaluate the bank's lending activity.

The bank's overall lending activity in the Evansville MMSA is excellent, considering the strong competition for all types of loans in the AA. The bank's excellent performance in originating home mortgage loans, small business loans, and small farm loans when compared to its local competitors supports this conclusion.

In all lending categories, ONB was the dominant lender in the AA. Based upon FDIC Deposit Market Share data as of June 30, 2011, ONB achieved a 25.6 percent market share of deposits, ranking 1st among 27 financial institutions in the AA. Based upon 2011 Peer Data, for home improvement loans the bank ranked 1st among 44 lenders, achieving a 37.3 percent market share. For home refinance loans, ONB achieved a 14.3 percent market share, ranking 1st among 175 lenders. For home purchase loans, the bank's market share was 10.0 percent,

and ONB ranked 1st among 134 lenders. For small loans to businesses, ONB ranked 1st among 54 lenders with a 27.3 percent market share. For small loans to farms, ONB ranked 1st among 11 lenders with a 49.1 percent market share. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending is good. In performing our analysis, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is good. In evaluating the geographic distribution of home loans in the Evansville MMSA AA, it is important to note that during the bulk of the evaluation period only 1.5 percent of the owner-occupied housing units in the AA were located in a low-income census tract. As a result, we attributed more weight to the bank's performance in moderate-income geographies.

Refer to Tables 2, 3, 4, and 5 in the Evansville MMSA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home purchase loans. The bank's market share in moderate-income geographies also exceeded its overall market share for home purchase loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2008 through 2011 was good. The percentage of loans made in low-income census tracts was well below the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home improvement loans. The bank's market share in moderate-income geographies also exceeded its overall market share for home improvement loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance in low-income census tracts was very poor, offset by excellent performance in moderate-income census tracts.

The overall geographic distribution of home refinance loans is adequate. The bank's geographic distribution of home refinance loans during 2008 through 2011 was adequate. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies was well below the percentage of owner-occupied housing units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home refinance loans. The bank's market share in moderate-income geographies also exceeded its overall market share for home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor. This performance was not enhanced by market share data.

Small Loans to Businesses

Overall, the geographic distribution of small loans to businesses is excellent.

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

The overall geographic distribution of small loans to business is excellent. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was excellent. The percentage of loans made in low-income census tracts exceeded the percentage of businesses in those tracts. The percentage of loans made in moderate-income geographies exceeded the percentage of businesses in those geographies. The bank's market share in low-income census tracts exceeded its overall market share for small loans to businesses. The bank's market share in moderate-income geographies also exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Small Loans to Farms

Overall, the geographic distribution of small loans to farms is good.

Refer to Table 7 in the Evansville MMSA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is good. The bank's geographic distribution of small loans to farms in 2008 through 2011 was good. The percentage of loans made in low-income geographies exceeded the percentage of farms in those geographies. The percentage of loans made in moderate-income geographies was lower than the percentage of farms in those geographies. The bank's market share in low-income census tracts exceeded its overall market share for small loans to farms. The bank's market share in moderate-income geographies was near to its overall market share for small loans to farms. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is excellent. As noted previously, in performing our analysis, we placed greater weight on the home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

The overall borrower distribution of home mortgage loans is excellent.

Refer to Tables 8, 9, and 10 in the Evansville MMSA section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers exceeded the percentage of low-income families. The percentage of loans made to moderate-income borrowers also exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers substantially met its overall market share of home purchase loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers exceeded the percentage of low-income families. The percentage of loans made to moderate-income borrowers also exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers substantially met its overall market share of home improvement loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers was near to its overall market share of home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

Small Loans to Businesses

The overall borrower distribution of small loans to businesses is good.

Refer to Table 11 in the Evansville MMSA 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 overall borrower distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of small loans to businesses. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance was not enhanced by market share data.

Small Loans to Farms

The overall borrower distribution of small loans to farms is good.

Refer to Table 12 in the Evansville MMSA 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.

Overall, the borrower distribution of small loans to farms is good. The bank's borrower distribution of small loans to farms in 2008 through 2011 was good. The percentage of small loans to small farms (farms with gross annual revenues of \$1 million or less) was lower than the percentage of small farms. Excellent market share enhanced this adequate performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Community Development Lending

Refer to Table 1 Lending Volume in the Evansville MMSA section of Appendix D 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

ONB's level of CD lending had a positive impact on its overall lending performance in the AA. ONB originated seven loans totaling \$13.2 million in qualified CD loans in the AA during the evaluation period. This volume represented 7.6 percent of allocated Tier One Capital. In 2012, ONB originated one CD loan totaling \$1.1 million. The bank's CD loans supported affordable housing and lending to nonprofit agencies that have a community development focus. The bank's CD loans were responsive to identified needs in the AA and demonstrated leadership.

For example, ONB participated with two other banks in the origination of two tax and revenue anticipation notes, totaling \$12 million, supporting the development of an events arena located in Evansville's designated downtown redevelopment area. The area encompasses the downtown tax increment-financing district. The project is adjacent to one low-income census tract and three moderate-income tracts. The project supported economic development creating 670 construction industry jobs and 530 new jobs in the service industry.

ONB also originated a construction line of credit to a nonprofit to assist the entity with the purchase and improvement of a 100-bed shelter for homeless men. As part of the financing, the project received grant money from the Federal Home Loan Bank – Affordable Housing Program (AHP). The entity received an award totaling \$500,000, and ONB sponsored the AHP application.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loans. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. Refer to the State of Indiana lending test section for a full description of these loan products.

Investment Test

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the Evansville MMSA AA is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Evansville MMSA is adequate.

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

During the evaluation period, ONB made 236 current period investments in the Evansville MMSA totaling \$8.4 million. This represented 4.8 percent of allocated Tier One Capital for the AA, which is an adequate level of investments. The bank's investments in the AA are not

complex, and consist primarily of mortgage-backed securities to low- and moderate-income borrowers and geographies through a CRA qualified investment fund. The bank's investments reflect adequate responsiveness to identified community development needs in the AA. ONB made a \$6.2 million investment in the CRA fund. While not innovative, this investment does provide ongoing responsiveness to affordable housing needs in the community. Total investments included grants and donations totaling \$2.2 million to organizations in the assessment area whose mission meets the definition of community development. A notable grant was to the Economic Development Coalition of Southwest Indiana for \$50,000 in both 2008 and 2011. The coalition assists participants and business owners with site location, business expansion, and business retention in the Evansville economic development region. It also provides various community development services related to grant development, grant writing, and research along with project planning and development. ONB also reported one unfunded commitment totaling \$3.1 million, which illustrates the ongoing responsiveness to affordable housing needs in the AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the Evansville MMSA is rated "Outstanding." Based on a full-scope review, the bank's performance in the Evansville MMSA is excellent.

Retail Banking Services

Refer to Table 15 in the Evansville MMSA 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.

ONB's branch distribution in the AA is excellent. The bank's branch distribution in 2008 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the AA. There was one branch located in a low-income census tract. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. There were seven branches in moderate-income census tracts. The percentage of branches in moderate-income geographies also exceeded the percentage of the population in those census tracts. ONB's branch distribution in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Branch openings and closings have not adversely affected the accessibility of the bank's delivery systems, particularly to LMI geographies or individuals. ONB closed one branch in a moderate-income census tract in the AA during the evaluation period. The closure was due to a reduction in business activity at the branch. There were no branch openings. Branch services and hours do not vary in a way that inconveniences portions of the AA, particularly LMI geographies or individuals. Services offered and hours of operation are comparable among banking center locations regardless of the income level of the geography.

Alternative Delivery Systems

Bank-wide, in all markets, management complements its traditional service delivery methods with certain alternative retail delivery processes, such as automated teller machines (ATMs), direct deposit, and access to electronic banking services, such as bill payment, mobile banking, and e-statements. In conjunction with the Home Manager Mortgage loan product, ONB also created the Home Manager Checking account for first time homebuyers, designed to help them manage and budget for the financial aspects of homeownership. This account provides direct deposit and automatic payments for homeownership expenses. ONB also offers a New Start Checking account product as a means to help individuals get into the financial mainstream, especially LMI individuals. This product features unlimited check writing capability, ATM access and free direct deposit. ONB also offers a low fee money order for bank customers and non-customers. The cost is less than one dollar per money order. As another way to provide services to non-bank customers, considered the un-banked, ONB provides check cashing services for payroll, government-issued, and tax refund checks at a reduced rate. Finally, ONB accepts MasterCard, Visa, and Discover Card cash advances at no charge to customers. This is an important service as many government programs have moved to distributing funds on prepaid cards for the un-banked for such disbursements as unemployment and social security payments.

Community Development Services

ONB's performance in providing community development services in the Evansville MMSA was excellent. As a company, bank employees reported 22,562 hours of qualified community development service during the evaluation period. Community development services include technical services, grant writing, and activities focusing primarily on financial literacy initiatives targeting community organizations that provide affordable housing, social services targeted to low- and moderate-income (LMI) individuals, and organizations that promote economic development partnerships. Over 60 organizations benefitted from ONB's community development efforts. In total, employees reported 7,503 of service hours dedicated to serving on the Board of Directors of organizations or using their financial expertise to provide technical assistance to entities that have as their primary purpose, community development.

For example, ONB functioned in a leadership role to manage the Bank on Program. The city of Evansville was the third city in the nation to implement this program. ONB loaned one of its associates to the City of Evansville, full-time for nine months, to be the project manager for the program. The associate coordinated the efforts of 10 participating banks, 5 credit unions, the United Way, and 40 community organizations in developing the parameters for the program. In addition, ONB managed the National League of Cities' technical assistance grant for the Bank on Program, assisting eight other cities, and ONB developed the curriculum for the Bank On training materials which have been replicated among numerous communities statewide.

Bank-wide, ONB provided financial education training covering a wide variety of topics, targeting LMI adults and school-age children, and clients of community development organizations. In total, more than 17,000 LMI participants benefitted from the ONB's financing literacy training programs. To further this objective, ONB developed two proprietary programs that demonstrate leadership and innovativeness.

- ONB's **Real Life Finance – Practical Advice for Managing Your Money** offers financial education programs to students, families, client of community-based organizations and employees in the workplace on topics such as:
 - Avoiding identity theft, fraud and other financial scams
 - Basic banking
 - Budgeting and managing money
 - Buying a home
 - Saving for college or retirement
 - Understanding and handling credit

- **Realityapolis**, an interactive, hands-on game that helps middle school student's development financial knowledge. Developed in conjunction with the Girl Scouts of Southwest Indiana, Realityapolis players draw cards to determine their job, income, marital status, and family size. They then work their way through the game, making financial decisions as they acquire "assets" and pay for normal everyday living expenses. During the evaluation period, over 3,000 LMI students participated in the program.

As another example of ONB's commitment to financial literacy, in 2010, the bank launched a partnership with Ivy Tech Community College of Southwest Indiana to provide free financial coaching to local students. The coaching assisted students with their financial challenges and helped them to better prepare to attain their financial and educational goals. Bank employees conducted 102 classes, serving 102 LMI participants.

Multistate Metropolitan Area Rating

Louisville-Jefferson County (KY-IN) MMSA

CRA rating for the Louisville (IN-KY) MMSA²:	Satisfactory
The Lending Test is Rated:	High Satisfactory
The Investment Test is Rated:	Outstanding
The Service Test is Rated:	Low Satisfactory

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans and small loans to businesses and loans to small farms;
- Overall poor geographic distribution as shown by excellent geographic distribution of loans to small businesses, with very poor distribution of home mortgage loans;
- An adequate borrower distribution of home mortgage loans, and an adequate distribution of loans to small businesses;
- An excellent level of community development loans that were responsive to community needs;
- An excellent level of qualified investments that were highly responsive to community needs;
- A branch distribution that was reasonably accessible to individuals living in low- and moderate-income geographies; and
- A good level of community development services that were responsive to community needs.

Description of Institution's Operations in Louisville-Jefferson County (KY-IN) Multistate Metropolitan Area

The Louisville MMSA AA consists of Jefferson County in the state of Kentucky and Washington County in the state of Indiana. Both counties are in close proximity to the city of Louisville, Kentucky. ONB maintained five branches in the AA, four in Louisville, Kentucky and one in Salem, Indiana. ONB acquired the Salem office with the acquisition of Indiana Bank & Trust. Branches within the multistate area represented 2.8 percent of the bank's total branch network. There were no branch openings or closing in the MMSA during the evaluation period. ONB had four deposit-taking ATMs in the MMSA.

As of June 30, 2012, bank deposits in the Louisville MMSA totaled \$144 million. Based upon deposit market share, ONB ranked 15th among 32 financial institutions in the AA, with a 0.8

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

percent deposit market share. The top five competitors in the AA include PNC Bank, N.A., JPMorgan Chase Bank, N.A., Fifth Third Bank, Stock Yards Bank and Trust Company, and Republic Bank and Trust Company. These banks together held 71.8 percent of the market share.

Refer to the market profile for the Louisville multistate metropolitan area in Appendix C for detailed demographics and other performance context information for this full-scope review assessment area.

Scope of Evaluation in Louisville Multistate Metropolitan Area

The CRA regulation requires that public evaluations for interstate institutions operating in a multistate MSA contain conclusions regarding the bank's performance in the multistate MSA. For this reason, the Louisville MMSA was subject to a full-scope review. We considered home mortgage and small business loans originated in this area in this evaluation period. The bank did not originate/purchase a sufficient number of small farm loans to perform an analysis. Since only 2.2 percent of the bank's reportable loans originated in the AA, performance in the multistate area did not receive significant weight on final ratings and conclusions.

Information obtained from three community contacts contributed to the evaluation of bank performance. Affordable housing, including down payment assistance for LMI borrowers, permanent supportive and transitional housing, social services targeted to low- and moderate-income families, financial literacy and life training for LMI individuals and families, economic development including micro-financing for small businesses, and workforce development for skilled health care and service-related industries, were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Louisville (KY-IN) Multistate MSA is rated "High Satisfactory." Based on the full-scope review, the bank's performance in the Louisville MMSA is good. Community development lending performance influenced the overall conclusions, elevating otherwise adequate performance in the MMSA to good.

Lending Activity

Refer to Table 1, Lending Volume, in the Louisville MMSA section of Appendix D, for the facts and data used to evaluate the bank's lending activity.

The bank's overall lending activity in the Louisville MMSA is excellent considering the strong competition for all types of loans in the AA. Based upon FDIC Deposit Market Share data as of June 30, 2011, ONB achieved a 0.7 percent market share of deposits, ranking 15th among 30 financial institutions in the AA. For home mortgage loans there were 308 lenders in the AA, reflecting strong competition. The top five lenders controlled 40.3 percent of the market share. Based upon 2011 Peer Data, for improvement loans, ONB achieved a 1.0 percent share of

loans, ranking 15th among 82 lenders. For home refinance loans, ONB ranked 26th among 255 lenders in the AA, achieving a 0.7 percent market share. For home purchase loans, ONB ranked 59th among 213 lenders with a 0.2 percent market share. For small loans to farms, ONB ranked 7th among 15 lenders in the AA, achieving a 1.6 percent market share by number of loans and a 4.3 percent market share by volume of loans. For small loans to businesses, ONB ranked 19th among 69 lenders, achieving a 0.8 percent market share by number of loans and a 2.9 percent market share by volume of loans. Six national credit card lenders dominated the small business market, as they held 67.9 percent of the small business lending market. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending is poor. In performing our analysis, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's CRA reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is very poor. In evaluating the geographic distribution of home loans in the Louisville MMSA AA, it is important to note that during the bulk of the evaluation period only 2.5 percent of the owner-occupied housing units in the AA were located in a low-income census tract. As a result, we attributed more weight to the bank's performance in moderate-income geographies.

Refer to Tables 2, 3, 4, and 5 in the Louisville MMSA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

The overall geographic distribution of home purchase loans is poor. The bank's geographic distribution of home purchase loans during 2008 through 2011 was very poor. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was also significantly lower than the percentage of owner-occupied housing units in these geographies. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was adequate. This was due to excellent performance in moderate-income geographies. This performance positively impacted the overall conclusion.

The overall geographic distribution of home improvement loans is very poor. The bank's geographic distribution of home improvement loans during 2008 through 2011 was very poor. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in low-income geographies. The bank's market share in moderate-income

geographies was well below its overall market share for home improvement loans. The bank did not originate or purchase a sufficient number of home improvement loans in 2012 to perform a meaningful analysis.

The overall geographic distribution of home refinance loans is very poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was very poor. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies was also significantly below the percentage of owner-occupied housing units in these geographies. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was **stronger than** the performance noted in 2008 through 2011, and was poor. This was due to poor performance in moderate-income geographies.

Small Loans to Businesses

Overall, the geographic distribution of small loans to businesses is excellent.

Refer to Table 6 in the Louisville MMSA 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.

Overall, the geographic distribution of small loans to businesses is excellent. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was excellent. The percentage of loans made in low-income census tracts exceeded the percentage of businesses in those tracts. The percentage of loans made in moderate-income geographies was near to the percentage of businesses in those geographies. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is adequate. As noted previously, in performing our analysis, we placed greater weight on the home mortgage lending as home mortgage loans represented the majority of the bank's CRA reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the borrower distribution of home mortgage loans is adequate.

Refer to Tables 8, 9, and 10 in the Louisville MMSA section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

The overall borrower distribution of home purchase loans is adequate. The bank's borrower distribution of home purchase loans during 2008 through 2011 was adequate. The percentage of loans originated to low-income borrowers was well below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was lower than the percentage of moderate-income families. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

The overall borrower distribution of home improvement loans is adequate. The bank's borrower distribution of home improvement loans during 2008 through 2011 was adequate. The percentage of loans originated to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was lower than the percentage of moderate-income families. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank did not originate or purchase a sufficient number of home improvement loans in 2012 to perform a meaningful analysis.

The overall borrower distribution of home refinance loans is poor. The bank's borrower distribution of home refinance loans during 2008 through 2011 was poor. The percentage of loans originated to low-income borrowers was significantly lower than the percentage of low-income families. The percentage of loans made to moderate-income borrowers was well below the percentage of moderate-income families. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was stronger than performance noted in 2008 through 2011, and was adequate. This is due to adequate performance in moderate-income geographies.

Small Loans to Businesses

The overall borrower distribution of small loans to businesses is adequate.

Refer to Table 11 in the Louisville MMSA 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.

Overall, the borrower distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was lower than the percentage of small businesses. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor.

Community Development Lending

Refer to Table 1 Lending Volume in the Louisville MMSA section of Appendix D 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

ONB's level of CD lending had a significantly positive impact on its overall lending performance in the AA. ONB originated four loans totaling \$9.2 million in qualified CD loans in the AA during the evaluation period. This volume represented 64.0 percent of allocated Tier One Capital. The bank's CD loans were responsive to identified needs in the AA and demonstrated leadership.

Three CD loans totaling \$4.9 million represents ONB's annual renewal of a term loan to a nonprofit that used the loan proceeds to fund the construction of a museum and education center honoring Muhammad Ali. The Muhammad Ali Museum and Education Center is part of Louisville's Downtown Development Plan. The project is located in a moderate-income census tract and involved funding provided by New Market Tax Credits (NMTC) totaling 70.5 million. ONB also made a qualified investment totaling \$100,000 in the sponsoring community development financial institution (CDFI). The project developers leveraged their NMTC allocations to spur equity investments and loans to businesses and other real estate projects, revitalizing low-income neighborhoods and promoting economic development in Louisville. This project created 43 new jobs and 574 construction jobs, of which, one-third of the contracts awarded were to minority-owned vendors. The bank also originated one loan totaling \$4.3 million to assist with the development of a nationally known drug store located within the Park Hill Industrial Corridor consistent with a redevelopment plan sponsored by the Louisville Metro Department of Economic Development.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loans. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. Refer to the State of Indiana lending test section for a full description of these loan products.

Investment Test

Conclusions for Areas Receiving Full-Scope Review

The bank's performance under the Investment Test in the Louisville MMSA AA is rated "Outstanding." Based on a full-scope review, the bank's performance in the Louisville MMSA is excellent.

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

During the evaluation period, ONB made 65 investments in the Louisville MMSA totaling \$2.1 million. This represented 14.4 percent of allocated Tier One Capital for the AA, which is an excellent level of investments. The bank's investments reflect excellent responsiveness to identified community development needs in the AA. The investments are highly responsive to community needs providing support for affordable housing, small business development and expansion, and economic development. ONB made 64 current period investments benefitting the Louisville MMSA including \$700,000 invested in a CRA Qualified Investment Fund, and \$275,000 in grants and donations to community development organizations providing services to LMI individuals and families in the AA. One notable investment in the AA was the bank's \$500,000 equity investment in the Louisville Downtown Commercial Loan Fund. ONB is one of eight direct investors in the fund. The fund is an economic development tool intended to stimulate commercial development in the downtown area, which includes low-income geographies. The goal of the fund is to provide permanent gap financing for real estate projects, offering below market interest rates and fees, and the potential for more flexible loan payment terms than primary financing. The Louisville Downtown Development Corporation administers the fund and focuses on projects located in the downtown redevelopment area, which consists primarily of low- and moderate-income census tracts.

ONB also has \$325,000 invested in an investment fund that provides private equity and mezzanine capital to lower middle-market companies. Of the total invested, \$175,000 is from a prior period. The city of Louisville is one of the fund's targeted markets and the bank's investment is highly responsive to an identified need in the AA, micro financing for small business development in LMI geographies.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the Louisville MMSA is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Louisville MMSA is adequate.

Retail Banking Services

Refer to Table 15 in the Louisville MMSA 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.

ONB's branch distribution in the AA is adequate. The bank's branch distribution in 2008 through 2011 was adequate. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. There were no branches located in a low-income census tract, but low-income geographies only contained 5.8 percent of the population. There was one branch in a moderate-income census tract. The percentage of branches in the moderate-income geographies exceeded the percentage of the population in those census

tracts. ONB's branch distribution in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Branch openings and closings has generally not adversely affected the accessibility of products and services to low- and moderate-income geographies or individuals. ONB did not close any branches in the AA during the evaluation period. ONB opened one branch, in an upper income geography. Branch services and hours do not vary in a way that inconveniences portions of the AA, particularly LMI geographies or individuals. Services offered and hours of operation are comparable among banking center locations regardless of the income level of the geography.

Alternative Delivery Systems

Refer to the discussion in the Evansville MMSA rating section for details regarding alternative delivery systems offered bank-wide.

Community Development Services

ONB's performance in providing community development services in the Louisville MMSA was excellent. Community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing, social services targeted to LMI individuals, and organizations that promote the growth of small business and economic development partnerships. Over 500 participants benefitted from ONB's community development efforts. ONB employees also participated in leadership roles by serving on the Board of Directors or committees of nonprofit community development organizations operating in the AA. During the evaluation period, employees volunteered more than 800 hours of services to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 90% of the employee service hours were dedicated to serving on the Board of Directors or these organizations or using their financial expertise to provide technical assistance to these community development entities regarding financial and banking related matters. For example, in addition to functioning in a leadership role, helping to manage the Bank on Program, an employee served on the Board of Directors of a nonprofit that provides housing and advocacy programs for LMI individuals in Louisville, Kentucky. Another employee assisted an organization that promotes the growth of businesses in Louisville by providing technical assistance with financial planning and budget development.

State Rating

State of Indiana

CRA rating for Indiana:	Outstanding
The Lending Test is Rated:	Outstanding
The Investment Test is Rated:	High Satisfactory
The Service Test is Rated:	High Satisfactory

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans and small loans to businesses and small loans to farms;
- Overall, adequate geographic distribution as shown by a good geographic distribution of loans to small businesses, with an adequate distribution of home mortgage loans, and poor distribution of loans to small farms;
- Overall, excellent borrower distribution as demonstrated by an excellent distribution of home mortgage loans, and a good distribution of loans to small business and loans to small farms;
- A significantly positive level of community development loans that were responsive to community needs;
- A good level of qualified investments that were responsive to community needs;
- An overall branch distribution that was accessible to individuals living in low- and moderate-income geographies; and
- An excellent level of community development services that were responsive to community needs.

Description of Institution's Operations in Indiana

ONB had ten AAs within the state of Indiana, described as follows:

- Anderson MSA comprised of Madison County;
- Bloomington MSA comprised of Monroe County;
- Elkhart-Goshen MSA comprised of Elkhart County;
- Fort Wayne MSA comprised of Allen County;
- Indianapolis-Carmel MSA comprised of Boone, Hamilton, Hancock, Hendricks, Johnson, Marion, and Putnam counties;
- Lafayette MSA comprised of Tippecanoe County;
- Muncie MSA comprised of Delaware County;
- A portion of the South Bend-Mishawaka IN-MI MMSA comprised of St. Joseph County;
- Terre Haute MSA comprised of Vermillion and Vigo counties, and

- Four non metropolitan areas, geographically dispersed across the state and combined as one for analysis purposes as follows:
 - IN North non-MSA comprised of Noble County;
 - IN Central West non-MSA comprised of Fountain, Montgomery, Parke, Warren, and White counties;
 - IN Central East non-MSA comprised of Grant, Jay, Randolph, and Wayne counties; and,
 - IN South non-MSA comprised of Daviess, Dubois, Jackson, Knox, Lawrence, Martin, Orange, Perry, Pike, and Spencer counties.

ONB provides a full range of loan and deposit products to all AAs. ONB maintained 119 branches within the state of Indiana, representing 66.9 percent of the bank's total branch network. During the evaluation period, there were 14 branch openings and 12 branch closings statewide. ONB had 113 deposit-taking ATMs, representing 60.1 percent of the bank's total ATM network. The banking industry is highly competitive in the state of Indiana. As of June 30, 2012, the bank ranked 4th out of 116 deposit-taking financial institutions in the Indiana AAs, and first among financial institutions headquartered in the state of Indiana. ONB's statewide deposits totaled \$3.4 billion, representing a 5.4 percent deposit market share. The IN Non MSA AA is the bank's most significant assessment area in the state, accounting for 38.3 percent of the bank's deposits statewide, and 19.9 percent bank-wide.

Bloomington MSA: As of June 30, 2012, there were 14 financial service providers with branches in the AA. ONB ranked 1st out of 14 deposit-taking institutions in the AA, representing a 29.1 percent market share. The five largest competitors in the AA include JPMorgan Chase Bank, N.A., Fifth Third Bank, First Financial Bank, N.A. United Commerce Bank, and the Peoples State Bank. In the aggregate, these five competitors achieved a 55.1 percent deposit market share.

IN Non MSA: The banking industry is highly competitive in the Non MSA AA and includes branches of national, regional, and community banks. As of June 30, 2012, ONB ranked 1st out of 64 deposit-taking financial institutions in the AA, representing a 13.8 percent market share. The five largest competitors in the AA include German American Bancorp, First Merchants Bank, N.A., Merchants Bank of Indiana, JPMorgan Chase Bank, N.A., and First Bank Richmond, N.A. In the aggregate, these five competitors achieved a 28.0 percent deposit market share.

Indianapolis-Carmel MSA: As of June 30, 2012, there were 48 financial service providers with branches in the AA. ONB ranked 9th in the AA in deposits, representing a 2.4 percent market share. The top competitors in the AA include JPMorgan Chase Bank, N.A., PNC Bank, N.A., Fifth Third Bank, The Huntington National Bank, and BMO Harris Bank, N.A. In total, these five competitors have a 68.9 percent deposit market share.

Refer to the market profile for the state of Indiana in Appendix C for detailed demographics and other performance context information for assessments areas that received full-scope review.

Scope of Evaluation in Indiana

For the state of Indiana, we completed a full-scope review of the Bloomington MSA, the Indianapolis-Carmel MSA, and the IN Non MSA AAs. The Anderson MSA, Elkhart-Goshen MSA, Fort Wayne MSA, Lafayette MSA, Muncie MSA, South Bend-Mishawaka MSA, and the Terre Haute MSA AAs received limited-scope reviews. The Bloomington, Indianapolis-Carmel, and IN Non MSA AAs received a full-scope review due to the high percentage of deposits (77.7 percent) and branches (53.4 percent) in these areas. The Indianapolis MSA and IN Non MSA AAs received the greatest weight on final ratings because 67.2 percent of reportable loans and 60.8 percent of deposits in Indiana were in these areas. Refer to the table in Appendix A for more information on the Indiana assessment areas.

Information obtained from four community contacts contributed to the evaluation of bank performance. Affordable housing, including down payment assistance for LMI borrowers, permanent supportive and transitional housing, social services targeted to low- and moderate-income families, financial literacy and life training for LMI individuals and families, micro-financing for small business development in LMI geographies, and workforce development for skilled health care, service industry, and manufacturing jobs were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Indiana is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Bloomington MSA, the Indianapolis MSA, and the IN Non MSA areas is excellent. Significantly positive levels of CD lending in the full-scope areas impacted these conclusions.

Lending Activity

The bank's overall lending activity in the state of Indiana is excellent, considering the strong competition for all types of loans in the bank's AAs. The bank's excellent performance in originating home mortgage loans, small business loans, and small farm loans when compared to its local competitors supports this conclusion.

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

Bloomington MSA

ONB's lending activity in the Bloomington AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 33.1 percent market share of deposits, ranking 1st among 14 financial institutions in the AA. For home mortgage loans there were 192 lenders in the AA, reflecting strong competition. The top four lenders controlled 38.9 percent of the market share. ONB ranked 5th, achieving a 5.8 percent market share for home mortgage loans. Based upon 2011 Peer Data, ONB achieved a 12.4 percent market share of home improvement loans, ranking 2nd among 26 reporting lenders. The bank achieved a 6.3 percent

market share of home refinance loans, ranking 5th among 151 reporting lenders and achieved a 3.7 percent market share of home purchase loans, ranking 9th among 125 reporting lenders. ONB achieved a 9.0 percent market share of small loans to businesses, ranking 5th among 36 reporting lenders. Three national credit card lenders dominated the small business market, as they held 41.7 percent of the small business lending market. ONB achieved a 15.8 percent market share of small loans to farms, ranking 3rd among eight reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

IN Non-MSA

ONB's lending activity in the Non MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 12.5 percent market share of deposits, ranking 1st among 66 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved a 29.7 percent market share of home improvement loans, ranking 1st among 95 reporting lenders. The bank achieved a 10.8 percent market share of home refinance loans, ranking 1st among 282 reporting lenders and achieved a 5.2 percent market share of home purchase loans, ranking 3rd among 237 reporting lenders. ONB achieved a 19.5 percent market share of small loans to business, ranking 1st among 67 reporting lenders. ONB achieved a 42.9 percent market share of small loans to farms, ranking 1st among 32 reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Indianapolis MSA

ONB's lending activity in the Indianapolis MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 2.5 percent market share of deposits, ranking 9th among 48 financial institutions in the AA. For home mortgage loans there were 491 lenders in the AA, reflecting strong competition. The top five lenders controlled 36.0 percent of the market share. Based upon 2011 Peer Data, ONB achieved a 6.0 percent market share of home improvement loans, ranking 4th among 102 reporting lenders. The bank achieved a 1.3 percent market share of home refinance loans, ranking 19th among 411 reporting lenders. ONB's market share for home purchase loans was less than 1.0 percent, and the bank ranked 56th among 348 reporting lenders. ONB achieved a 1.7 percent market share of small loans to businesses, ranking 15th among 95 reporting lenders. Five national credit card lenders dominated the small business market, as they held 52.9 percent of the small business lending market. ONB achieved a 5.2 percent market share of small loans to farms, ranking 5th among 23 reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending was adequate. Performance in the Bloomington MSA was good. Performance in the IN Non MSA and the Indianapolis MSA was adequate. In performing our analysis, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is adequate.

Refer to Tables 2, 3, 4, and 5 in the state of Indiana section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

Bloomington MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the Bloomington MSA AA, it is important to note that the 2000 U.S Census data reflects that low-income census tracts contain less than 1.0 percent of the owner-occupied housing units in the AA. The 2010 U.S. Census data reflects that the low-income census tracts contain 2.5 percent of the owner-occupied housing units in the AA. As a result, we attributed more weight to the bank's performance in moderate-income geographies, which contain 8.4 percent and 11.9 percent of the owner-occupied housing units, respectively.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans in low-income geographies exceeded the percentage of owner occupied housing units in these geographies. The portion of loans made in moderate-income geographies also exceeded the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home purchase loans in low-income census tracts. The bank's market share in moderate-income census tracts substantially met its overall market share for home purchase loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was excellent. Market share had no impact on performance in 2012.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2008 through 2011 was adequate. The percentage of loans in low-income geographies exceeded the percentage of owner occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was lower than the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in low-income census tracts. The bank's market share in moderate-income census tracts exceeded its overall market share for home improvement loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was excellent. Performance in both low- and moderate-income census tracts was excellent, and had a positive impact on the overall conclusion for the geographic distribution of home improvement loans.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was poor. The percentage of loans in low-income geographies was significantly lower than the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was well below the percentage of owner-occupied housing units in these

geographies. The bank's market share in low-income census tracts was well below its overall market share for home refinance loans. The bank's market share in moderate-income census tracts substantially meets its overall market share for home refinance loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was adequate. Performance in both low- and moderate-income census tracts was adequate.

IN Non MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the IN Non MSA AA, it is important to note that the 2000 U.S. Census data reflects that low-income census tracts contain less than 1.0 percent of the owner-occupied housing units in the AA. There were no low-income census tracts in the 2010 census, which was used for the analysis of 2012 performance. As a result, we attributed more weight to the bank's performance in moderate-income geographies, which contain 10.4 percent and 13.9 percent of the owner-occupied housing units, respectively.

The overall geographic distribution of home purchase loans is adequate. The bank's geographic distribution of home purchase loans during 2008 through 2011 was adequate. The percentage of loans in low-income geographies was significantly lower than the percentage of owner occupied housing units in these geographies. The portion of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in low-income census tracts. The bank's market share in moderate-income census tracts exceeded its overall market share for home purchase loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor. Performance in the moderate-income census tracts was poor.

The overall geographic distribution of home improvement loans is adequate. The bank's geographic distribution of home improvement loans during 2008 through 2011 was adequate. The percentage of loans in low-income geographies was significantly lower than percentage of owner occupied housing units in these geographies. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in the low-income census tracts. The bank's market share in moderate-income census tracts exceeded its overall market share for home improvement loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was good. Performance in the moderate-income census tracts was good.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was poor. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was lower than the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home refinance loans in the low-income census tracts. The bank's market share in moderate-income census tracts exceeded its overall market share for home refinance loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was adequate. Performance in the moderate-income census tracts was adequate.

Indianapolis MSA

Overall, the geographic distribution of home mortgage loans is very adequate. In evaluating the geographic distribution of home loans in the Indianapolis MSA AA, it is important to note that the 2000 U.S. Census data reflects that low-income census tracts contain only 3.0 percent of the owner-occupied housing units in the AA. The 2010 U.S. Census data reflects that low-income census tracts contain 5.4 percent of the owner-occupied housing units in the AA. As a result, we attributed more weight to the bank's performance in moderate-income geographies, which contain 18.5 percent and 17.7 percent of the owner-occupied housing units, respectively.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans in low-income geographies exceeded the percentage of owner occupied units in these geographies. The portion of loans made in moderate-income geographies also exceeded the percentage of owner-occupied housing units in these geographies. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was very poor. Performance in both low- and moderate-income census tracts was very poor, and had a negative impact on the overall conclusion for the geographic distribution of home purchase loans.

The overall geographic distribution of home improvement loans is poor. The bank's geographic distribution of home improvement loans during 2008 through 2011 was very poor. The percentage of loans in low-income geographies was significantly lower than the percentage of owner occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was significantly below the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in the low-income census tracts. The bank's market share in moderate-income census tracts substantially met its overall market share for home improvement loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was adequate. Performance in the low-income census tracts was very poor, and good in moderate-income census tracts. This performance positively influenced the overall conclusion.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was poor. The percentage of loans in low-income geographies was significantly below the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was also significantly below the percentage of owner-occupied housing units in these geographies. The bank's market share in low-income census tracts exceeded its overall market share for home refinance loans. The bank's market share in moderate-income census tracts also exceeded its overall market share for home refinance loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Small Loans to Businesses

Overall, the geographic distribution of small loans to business is good.

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

Bloomington MSA

The overall geographic distribution of small loans to business is excellent. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was excellent. The percentage of loans made in low-income geographies exceeded the percentage of businesses in those geographies, reflecting excellent performance. The portion of loans made in moderate-income geographies exceeded the percentage of businesses in those geographies. The bank's market share in low-income geographies exceeded its overall market share for small loans to businesses. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

IN Non MSA

The overall geographic distribution of small loans to business is adequate. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was adequate. The percentage of loans made in low-income geographies was well below the percentage of businesses in those geographies, reflecting poor performance. The portion of loans made in moderate-income geographies exceeded the percentage of businesses in those geographies, reflecting excellent performance. The bank's market share in low-income geographies was significantly lower than its overall market share for small loans to businesses. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was good. Good performance in moderate-income census tracts contributed to stronger performance in 2012. There were no low-income geographies in the AA based on 2010 U.S. Census data.

Indianapolis MSA

The overall geographic distribution of small loans to businesses is good. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was good. The percentage of loans made in low-income geographies exceeded the percentage of businesses in those geographies, reflecting excellent performance. The portion of loans made in moderate-income geographies was near to the percentage of businesses in those geographies, reflecting good performance. The bank's market share in low-income geographies exceeded its overall market share for small loans to businesses. The bank's market share in moderate-income geographies was near to its overall market share for small loans to businesses. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was excellent.

Small Loans to Farms

Overall, the geographic distribution of small loans to farms is poor.

Refer to Table 7 in the state of Indiana section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

Bloomington MSA

ONB did not originate or purchase a sufficient number of small loans to farms to perform a meaningful analysis.

IN Non MSA

The overall geographic distribution of small loans to farms is poor. The bank's geographic distribution of small loans to farms in 2008 through 2011 was poor. The percentage of loans in low-income geographies was significantly lower than percentage of farms in those geographies. The percentage of loans in moderate-income geographies was well below the percentage of farms in those geographies. The bank did not achieve a market share in low-income census tracts. The bank's market share in moderate-income geographies substantially met its overall market share for small loans to farms. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was very poor. Very poor performance in moderate-income census tracts contributed to weaker performance in 2012. There were no low-income geographies in the AA based on 2010 U.S. Census data.

Indianapolis MSA

The overall geographic distribution of small loans to farms is adequate. The bank's geographic distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of loans in low-income geographies was significantly lower than the percentage of farms in those geographies. The percentage of loans in moderate-income geographies exceeded the percentage of farms in those geographies. The bank did not achieve a market share in low-income census tracts. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to farms. The bank did not originate or purchase a sufficient number of small loans to farms in 2012 to perform a meaningful analysis.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is excellent. Performance in the Bloomington MSA was good. Performance in the IN Non MSA and Indianapolis MSA was excellent. As noted previously, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. Additionally, we considered the relatively high poverty level in the AAs in our conclusions. In addition, we attributed more weight to the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the borrower distribution of home mortgage loans is excellent.

Refer to Tables 8, 9, and 10 in the state of Indiana section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

Bloomington MSA

Overall, the borrower distribution of home mortgage loans is good. In evaluating the geographic distribution of home loans in the Bloomington MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 18.9 percent of the households in the AA live below the poverty level. The 2010 census reflects that 23.6 of the households in the AA live below the poverty level. This is a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is good. The bank's borrower distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home purchase loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers exceeded the percentage of low-income families. The percentage of loans made to moderate-income borrowers also exceeded the percentage of families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers was well below its overall market share of home improvement loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was good. The good performance in 2012 is the result of excellent

performance to low-income families, offset by adequate performance to moderate-income families.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was near to the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011 and was adequate. The weaker performance in 2012 is result of excellent performance to moderate-income families, offset by poor performance to low-income families.

IN Non MSA

Overall, the borrower distribution of home mortgage loans is excellent. In evaluating the geographic distribution of home loans in the IN Non MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 10.2 percent of the households in the AA live below the poverty level. The 2010 census reflects that 12.6 of the households in the AA live below the poverty level. The high rate of poverty is a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers substantially met its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers also substantially met its overall market share of home purchase loans. The bank's performance in 2012 was weaker than performance noted in 2008 through 2011, and was good. The weaker performance in 2012 is a result of good performance to low-income families and excellent performance to moderate-income families.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers approximated the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home improvement loans. The bank's performance in 2012 was weaker than performance noted in 2008 through 2011, and was good. The weaker performance in 2012 is a result of good performance to low-income families and excellent performance to moderate-income families.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of

loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers was also near to the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers substantially met its overall market share of home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

Indianapolis MSA

Overall, the geographic distribution of home mortgage loans is excellent. In evaluating the geographic distribution of home loans in the Indianapolis MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 8.3 percent of the households in the AA live below the poverty level. The 2010 census reflects that 11.4 percent of the households in the AA live below the poverty level. This is a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers exceeded the percentage of low-income families. The percentage of loans originated to moderate-income borrowers also exceeded the percentage of moderate-income families. With an overall market share of less than one percent, an analysis of market share data is not meaningful. The bank's performance in 2012 was weaker than performance noted in 2008 through 2011, and was good. The good performance in 2012 is the result of excellent performance to moderate-income families, offset by poor performance to low-income families.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income families exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income families substantially met its overall market share of home improvement loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was below the percentage of low-income families. The percentage of loans originated to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income families exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income families also exceeded its overall market share of home refinance loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Small Loans to Businesses

Overall, the borrower distribution of small loans to businesses is good.

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

Bloomington MSA

The overall distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

IN Non MSA

The overall distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Indianapolis MSA

The overall distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was well below the percentage of small businesses. Excellent market share enhanced this poor performance. The bank's market share of loans to businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011 and was adequate. This performance did not have an impact on the conclusion for borrower distribution of small loans to businesses in the AA.

Small Loans to Farms

The overall borrower distribution of small loans to farms is good.

Refer to Table 12 in the state of Indiana section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

Bloomington MSA

The bank did not originate or purchase a sufficient number of small loans to farms to perform a meaningful analysis.

IN Non MSA

The overall distribution of small loans to farms is good. The bank's borrower distribution of small loans to farms in 2008 through 2011 was good. The percentage of small loans to small farms (farms with gross annual revenue of \$1 million or less) was below the percentage of small farms. Excellent market share enhanced adequate performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Indianapolis MSA

The overall distribution of small loans to farms is adequate. The bank's borrower distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of small loans to small farms (farms with gross annual revenue of \$1 million or less) was well below the percentage of small farms. Excellent market share enhanced poor performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. In 2012, the bank did not originate or purchase a sufficient number of loans to perform a meaningful analysis.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Indiana section of Appendix D for the facts and data used to evaluate the bank's level of community development lending. 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

In the full-scope AAs, CD lending had a significantly positive impact on lending performance. ONB had a significantly positive level of community development loans that were responsive to community needs.

Bloomington MSA

ONB's level of CD lending had a significantly positive impact on its overall lending performance in the AA. ONB originated three loans totaling \$7.2 million in qualified CD loans in the AA during the evaluation period. This volume represented 12.4 percent of allocated Tier One Capital. The bank's CD loans were responsive to identified needs in the AA and demonstrated leadership. As an example, ONB originated a \$4 million construction loan to a nonprofit to finance the development of a 25-unit multifamily affordable housing project, targeted to the chronically homeless and individuals with disabilities. The project is located in a moderate-income census tract. The project involved the use of federal Low-Income Housing Tax Credits and grant monies from the Indiana Housing and Community Development Authority, the

Bloomington Housing Authority, and the Federal Home Loan Bank – Affordable Housing Project (AHP). ONB sponsored the AHP grant totaling \$380,000.

ONB also originated a \$1 million construction loan to finance the development of a project located in a low-income census tract in downtown Bloomington, within the Urban Enterprise Zone. The completed project transformed a vacant and aging building into a 21st century public charter school. Approximately 42.0 percent of the students are from low- or moderate-income families. The project created 20 new jobs, helping to revitalize and stabilize a low-income geography.

IN Non MSA

ONB's level of CD lending had a significantly positive impact on its overall lending performance in the AA. During the evaluation period, ONB originated 11 loans totaling \$17.1 million in qualified CD loans in the AA. This volume represented 12.9 percent of allocated Tier One Capital. The bank's loans were responsive to identified needs in the AA and demonstrated leadership and some degree of complexity.

As an example, ONB originated two revolving lines of credit totaling \$4.7 million to a small manufacturing company that specializes in the production and sale of steel racks, containers, machine cabs, and canopies to the automobile industry. The company is located in a moderate-income census tract. As a way to diversify their product line, the company entered into a three-year contract to produce physical therapy tables for the healthcare industry. The new venture created 20 new jobs and helped to retain 102 associates during an economic downturn. ONB structured the credit facilities to include a \$1.2 million line of credit with an SBA 7(a) Guaranty, and provided an additional line of credit totaling \$3.5 million. The transaction also involved partnerships with city and state agencies that provided financial incentives totaling \$252,000, of which a portion funded job-training initiatives.

ONB also originated a \$4.3 million construction loan to a nonprofit to finance the development of a mixed-use building. Other funding sources included grant money from the U.S. Department of Housing and Urban Development's Neighborhood Stabilization Program (NSP). The project is located in a moderate-income census tract and not only provides 12 units of affordable housing but also features leased space for retail and small business owners, helping to revitalize and stabilize a moderate-income geography. Eight of the rental units are reserved for individuals at or below 50.0 percent of Orange County's area median income (AMI). Four units are reserved for tenants between 51.0 percent and 80.0 percent of AMI. The project received grant money from the Federal Home Loan Bank – Affordable Housing Project (AHP). ONB sponsored the AHP grant totaling \$750,000.

ONB also originated a \$3.3 million construction loan to finance the development of a 21-unit affordable housing project. The complex features five rental categories - four units at or below 30.0 percent AMI, five units at or below 40.0 percent AMI, four units at or below 50.0 percent AMI, five units at or below 60.0 percent AMI, and three units for special needs. The bank's loan facilitated the renovation of an abandoned school building into new affordable housing, helping to revitalize an area long suffering due to the recession and the closing of a General Motors facility in 2008. The project involved the use of federal Low-Income Housing Tax Credits, and grant funding from the Indiana Housing and Community Development Authority,

the Lawrence County Economic Growth Council, the Lawrence County Community Foundation, and the Federal Home Loan Bank – Affordable Housing Project (AHP). ONB sponsored the AHP grant totaling \$360,000.

Another example of ONB's responsiveness to the needs of the community were demonstrated by the bank's origination of a tax and revenue note to the Daviess County Economic Development Foundation, totaling \$3.1 million, to fund the purchase and development of land to be used for business expansion and job creation in an area certified a Historically Underutilized Business Zone (HUBZone). The HUBZone is located in a moderate-income census tract. The HUBZone program helps small businesses in urban and rural communities gain preferential access to federal procurement opportunities. Small businesses that operate their business in and employ staff that live in the HUBZone receive preferential treatment if they have obtained HUBZone certification. This is an example of ONB's efforts towards stimulating job creation and revitalization and stabilization of a moderate-income geography.

Indianapolis MSA

ONB's level of CD lending had a significantly positive impact on its overall lending performance in the AA. ONB originated 32 loans totaling \$11.6 million in qualified CD loans in the AA. This volume represented 14.9 percent of allocated Tier One Capital. In 2012, ONB originated 13 CD loans totaling \$420,333. The bank's loans were highly responsive to identified needs in the AA and demonstrated leadership and some degree of complexity. As an example, ONB originated a \$2.2 million guidance line of credit to a nonprofit community development corporation (CDC) established to address the housing needs of low- and moderate-income citizens in the Indianapolis metropolitan area. The CDC maintains a \$6 million loan pool used to make home improvement loans to low- and moderate-income families for weatherization and other retrofit modifications and energy improvements. The loan pool received funding through a grant from the U. S. Department of Energy Better Buildings Home Retrofit program.

ONB also originated eight loans totaling \$510,000 to a nonprofit CDC who used the funds to acquire and rehabilitate single-family homes for resale to low- and moderate-income families in the near southeast side of Indianapolis. The properties purchased are part of a Neighborhood Stabilization Project (NSP). The associated properties are located in low- and moderate-income census tracts in the AA. ONB's funding represents only a portion of the financing used to acquire the properties. As part of the financing package, the CDC also obtained funding from the City of Indianapolis' NSF fund and the U.S. Department of Housing and Urban Development's Home Investment Partnerships Program (HOME).

As another example, ONB originated a \$250,000 loan to another nonprofit CDC that specializes in the development of affordable housing. The CDC used the funds to build new and rehabilitate 40 units of multifamily housing located in a moderate-income census tract. Thirty of the units are reserved for youth aging out of the foster care system along with 10 affordable units. Funding sources for the project included the state of Indiana Neighborhood Stabilization Program, the Indiana Housing and Community Development Authority Permanent Supportive Housing Initiative (IHCDA), the Local Initiatives Support Corporation (LISC), and the City of Indianapolis. As part of the financing, the project also received grant money from the United Way, several nonprofit community development organizations, and the Federal

Home Loan Bank – Affordable Housing Program (AHP). The entity received an award totaling \$374,300, and ONB sponsored the AHP application.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loan programs. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. A discussion of these loan products follows below.

- **Amish and Old Order Mennonite Residential Mortgage:** This proprietary mortgage loan product targets the underserved Amish and Old Order Mennonite borrowers who do not qualify for traditional loan products offered by ONB but seek financing for the purchase or construction of a primary residence. The borrowers typically have housing and income ratios that exceed bank guidelines. In addition, the home (collateral) typically does not have electricity or electrical wiring, heating or air conditioning, a certified or licensed contractor, or agency underwritten hazard insurance protection. ONB manually underwrites these loans using a modified cost of living allowance for debt service calculations that excludes or reduces the allowances for insurance, food, housing, and transportation expenses. In addition, there is no minimum credit score and applicants need not have a credit score. ONB originated 18 of these loans totaling \$1.9 million during the evaluation period.
- **Home Manager Mortgage:** The flexible loan underwriting criteria for this proprietary mortgage loan product includes 97.0 percent financing with no private mortgage insurance requirements. This product offers applicants the ability to use down payment funds from personal savings, a gift from a family member, or in the form of a grant from a qualified agency. Home Manager Mortgages are restricted to low- and moderate-income borrowers who complete a HUD Certified Home Buyer Education Program and those who do not qualify for FHA. Successful completion of the homebuyer counseling may qualify a borrower for down payment assistance. ONB originated 114 of these loans totaling \$8.4 million during the evaluation period. In addition, as another way to make homeownership affordable, the **Mortgage Credit Certificate (MCC)** program, administered by the Indiana Housing and Community Development Authority, provided to low- and moderate-income qualified homebuyers the opportunity to lower the federal income tax liability for as long as there is a mortgage on their home. The program is available in targeted census tracts in Indiana. ONB originated two MCC-related mortgage loans in 2012.
- **USDA Rural Housing Loan Program:** The purpose of the program is assist low- and moderate-income individuals who seek to construct, purchase, or renovate a home in a rural area. The flexible loan underwriting criteria for this non-proprietary mortgage loan product includes 100.0 percent financing. Eligibility requirements include income restrictions, and provide for a fixed rate first mortgage loan with a term of 30 years. ONB originated 431 of these loans totaling \$49 million during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Terre Haute MSA was not inconsistent with the bank's overall "Outstanding" performance under the lending test in Indiana. In the Anderson MSA, Fort Wayne MSA, Muncie MSA, and South Bend MSA the bank's performance was weaker and was considered good. In the Elkhart-Goshen MSA, and the Lafayette MSA, the bank's performance is weaker than the bank's overall performance in the state and was adequate. CD lending performance had a significantly positive impact on the lending test in all of the limited-scope AAs except for the Elkhart, Fort Wayne, and Lafayette MSA AAs. Refer to Tables 1 through 12 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Indiana is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Bloomington MSA and the Indianapolis MSA are good and performance in the IN Non MSA area is adequate.

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

ONB had a good level of qualified investments that were responsive to community needs.

Bloomington MSA

During the evaluation period, ONB made 45 current period investments in the Bloomington MSA totaling \$3.1 million. This represents approximately 5.4 percent of allocated Tier One Capital for the AA, which is good. The bank's investments reflect adequate responsiveness to identified community development needs in the AA. The investments, although not complex or innovative, are responsive to community needs. Approximately 95.8 percent of the dollars invested were in mortgage-backed securities purchased through a CRA qualified investment fund that provide ongoing responsiveness to affordable housing needs in the AA. The remaining balance of the bank's investments or \$131,680, were ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

IN Non MSA

During the evaluation period, ONB made 178 current period investments in the IN Non MSA totaling \$4.7 million. This represents approximately 3.5 percent of allocated Tier One Capital for the AA, which is adequate. The bank's investments reflect good responsiveness to identified community development needs. Similar to the Bloomington MSA AA, approximately \$4.0 million or 86.0 percent of the bank's investments were in mortgage-backed securities purchased through a CRA qualified investment fund. The investments provide ongoing responsiveness to affordable housing needs in the AA. ONB also made an investment in a

nonprofit Community Development Financial Institution (CDFI) that is a syndicator of low-income housing tax credits and new markets tax credits. Investments in the fund help provide for construction and permanent loan financing for affordable housing projects and technical assistance to developers. ONB committed \$1.0 million to the CDFI overall, and funded \$367,300 in the current period, supporting the construction of a 24-unit multifamily housing complex in Washington, Indiana. The balance of the bank's investments, totaling \$348,647, was ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

Indianapolis MSA

During the evaluation period, ONB made 122 current period investments in the Indianapolis MSA totaling \$4.0 million. This represents approximately 5.1 percent of allocated Tier One Capital for the AA, which is good. The bank's investments reflect adequate responsiveness to identified community development needs in the AA. Approximately 76.0 percent of the bank's investments were in mortgage-backed securities purchased through a CRA qualified investment fund. The investments provide ongoing responsiveness to affordable housing needs in the AA. The balance of the bank's investments, or \$857,000, was ONB Foundation grants and charitable contributions to community development organizations that provide services to LMI individuals and families.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Lafayette MSA and Muncie MSA is not inconsistent with the bank's overall "High Satisfactory" performance under the investment test in Indiana. In the Anderson MSA, Elkhart-Goshen MSA, Fort Wayne MSA and South Bend MSA, the bank's performance is stronger than the bank's overall performance in the state, due to a significantly higher level of investments. In the Terre Haute MSA, the bank's performance is weaker than ONB's overall performance in the state, due to a lower level of investments, and is adequate. Performance in the limited-scope areas did not have an impact on the overall investment test in the state. Refer to Table 14 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

ONB's performance under the service test in Indiana "High Satisfactory." Based on a full-scope review, the bank's performance in the IN Non MSA area is excellent. Performance in the Bloomington MSA area is good, and performance in the Indianapolis MSA area is adequate.

Retail Banking Services

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

Bloomington MSA

ONB's branch distribution in the AA is good. The bank's branch distribution in 2008 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the assessment area. There were two branches located in low-income geographies. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. There was one branch located in a moderate-income census tract. The percentage of branches in moderate-income census tracts was near to the percentage of the population in moderate-income geographies. ONB's branch distribution in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. There were no branches located in a low-income census tract, where 16.4 percent of the population resides, and only one branch in a moderate-income geography, where 14.5 percent of the population is located. The percentage of branches in moderate-income census tracts was below the percentage of the population in those tracts. This performance negatively impacted the overall conclusion.

Branch openings and closing generally has not adversely affected the accessibility of the bank's delivery systems to LMI geographies or individuals. During the evaluation period, there was one branch opening, in a moderate-income census tract, and two branch closings, one each in a low- and moderate-income geography. The closures were due to reductions in business activity at the branch locations. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals or geographies. Services offered and hours of operation are comparable among banking center locations regardless of the income level of the geography.

IN Non MSA

ONB's branch distribution in the AA is excellent. The bank's branch distribution in 2008 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the assessment area. There was one branch located in a low-income geography. The percentage of branches in low-income geographies exceeded the percentage of the population in low-income geographies. There were eight branches located in a moderate-income census tract. The percentage of branches in moderate-income census tracts exceeded the percentage of the population in moderate-income geographies. ONB's branch distribution in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Branch openings and closing generally has not adversely affected the accessibility of the bank's delivery systems to LMI geographies or individuals. During the evaluation period, there were two branch openings in moderate-income census tracts. ONB closed three branches in moderate-income geographies. The closures were due to a reduction in business activity at the branch locations. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and hours of

operation are comparable among banking center locations regardless of the income level of the geography.

Indianapolis MSA

ONB's branch distribution in the AA is adequate. The bank's branch distribution in 2008 through 2011 was poor. Branches were unreasonably inaccessible to geographies and individuals of different income levels in the assessment area. There were no branches in low-income geographies. There were five branches in moderate-income census tracts. The percentage of branches in moderate-income census tracts was well below the percentage of the population in moderate-income geographies. However, due to changes in the designation of the census tract income levels in the 2010 census, actual branch distribution in low- and moderate-income geographies changed in 2012 and was stronger than the performance noted in 2008 through 2011, and was good. One branch located in a moderate-income tract changed to a low-income designation. The percentage of branches located in a low-income census tract was lower than the population in low-income geographies. In 2012, 12 branches were located in a moderate-income census tract. The percentage of branches located in moderate-income geographies exceeded the percentage of the population in moderate-income census tracts. The 2012 performance has an impact on the overall branch distribution conclusion for the AA.

Branch openings and closings have improved the accessibility of the bank's delivery systems to LMI geographies or individuals. ONB opened eight branches, all in moderate-income census tracts. ONB closed four branches, all in moderate-income geographies. The closures were due to a reduction in banking activity at the branch locations. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and banking hours are comparable among banking center locations regardless of the income level of the geography.

Alternative Delivery Systems

Refer to the discussion in the Evansville MMSA rating section for details regarding alternative delivery systems offered bank-wide.

Community Development Services

ONB's performance in providing community development services in the Bloomington MSA, the Indianapolis MSA, and the IN Non MSA AAs was excellent. Community development services focused primarily on financial literacy training. During the course of the evaluation period, ONB provided financial education training covering a wide variety of topics, targeting LMI adults and school-age children, and clients of community development organizations. To further this objective, ONB utilized two proprietary programs that demonstrate leadership and innovativeness. Refer to the discussion under the service test in the Evansville MMSA for a full description of these programs. Bank employees also provided technical assistance on financial and banking related matters to numerous community groups, low- and moderate-income persons and families, and small businesses.

Bloomington MSA

In the Bloomington MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals. ONB functioned in a leadership role to manage the statewide Bank on Program. ONB loaned one of its associates to the program, full-time for nine months, to be the project manager for the program. The associate helped to develop the curriculum for the program replicated among various communities statewide. In addition, during the evaluation period, 42 participants received financial education training. Bank employees also volunteered more than 700 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 93.0 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the community development entities regarding financial and banking related matters. For example, in conjunction with the origination of a community development loan, an ONB employee assisted a CDC that specializes in the development of affordable housing with its application to the Federal Home Loan Bank – Affordable Housing Program. As a result, the entity received an award totaling \$374,300.

IN Non MSA

In the IN Non MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals. ONB functioned in a leadership role to manage the Bank on Program. In addition, during the evaluation period, 2,537 participants received financial education training. Bank employees also volunteered more than 2,900 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 76.0 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the community development entities regarding financial and banking related matters.

Indianapolis MSA

In the Indianapolis MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals, as well as economic development partnerships. ONB functioned in a leadership role to manage the Bank on Program. In addition, during the evaluation period, 1,987 participants received financial education training. Bank employees also volunteered more than 2,600 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 87.0 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the community development entities regarding financial and banking related matters.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited scope reviews, the bank's performance under the service test in the Anderson MSA and the South Bend MSA is not inconsistent with the bank's overall "High Satisfactory" performance under the service test in Indiana. In the Elkhart-Goshen MSA, Fort Wayne MSA, Lafayette MSA, Muncie MSA, and Terre Haute MSA, the bank's performance is weaker than the bank's overall performance in the state, and is adequate. Weaker branch distribution was the basis for performance differences in these areas. The differences were not significant enough to influence the bank's overall rating. Refer to Table 15 in the Indiana section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Illinois

CRA rating for Illinois:	Satisfactory
The Lending Test is Rated:	High Satisfactory
The Investment Test is Rated:	Low Satisfactory
The Service Test is Rated:	Outstanding

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans, small loans to businesses, and small loans to farms;
- Overall, adequate geographic distribution as demonstrated by a good distribution of small loans to businesses and farms, and an adequate distribution of home mortgage loans;
- Overall, good borrower distribution as shown by an good distribution of home mortgage loans and small loans to businesses, and an adequate distribution of small loans to farms;
- CD lending in the Danville MSA had a significantly positive impact on the lending test in the AA; CD lending in the IL Non MSA had a neutral impact on the lending test in the AA.
- An adequate level of qualified investments that were responsive to community needs;
- A branch distribution that is readily accessible to individuals living in low- and moderate-income geographies; and
- A good level of community development services that were responsive to community needs.

Description of Institution's Operations in Illinois

ONB had two AAs within the state of Illinois. The bank's AAs include one MSA and two non-MSA areas geographically dispersed within the state and combined as one AA for analysis purposes. The IL AAs include the Danville MSA comprised of Vermilion County; the IL East Non-MSA, comprised of Clark County; and the IL South Non-MSA comprised of Gallatin, Hardin, Jackson, Jefferson, Johnson, Lawrence, Pope, Saline, Wabash, White, and Williamson counties.

ONB provides a full range of loan and deposit products to all AAs. ONB maintained 19 branches within the state of Illinois, representing 10.7 percent of the bank's total branch network. During the evaluation period, there were three branch openings and one branch closing statewide. ONB had 22 deposit-taking ATMs statewide, representing 11.7 percent of the bank's total ATM network. The banking industry is competitive in the state of Illinois. As of June 30, 2012, the bank ranked 1st among 55 deposit-taking financial institutions in ONB's

AAs in the state. ONB's statewide deposits totaled \$838 million, representing a 13.8 deposit market share. The IL Non MSA AA is the bank's most significant assessment area in the state, accounting for 79.2 percent of the bank's deposits statewide, and 9.9 percent bank-wide.

Danville MSA

As of June 30, 2012, there were 16 financial service providers with branches in the AA. ONB ranked 1st out of 16 deposit-taking institutions in the AA, representing a 16.1 percent market share. The five largest competitors in the AA include Iroquois Federal Savings and Loan Association, First Financial Bank, N.A., First Midwest Bank, Community Bank, and CIBM Bank. These five competitors achieved a 58.1 percent deposit market share.

IL Non MSA

The banking industry is highly competitive in the Non MSA AA and includes branches of national, regional, and community banks. As of June 30, 2012, ONB ranked 1st out of 42 deposit-taking financial institutions in the AA, representing a 13.3 percent market share. The five largest competitors in the AA include Banterra Bank, People's National Bank, N.A., The Bank of Marion, The First National Bank of Carmi, and Regions Bank. These five competitors achieved a 31.9 percent deposit market share.

Refer to the market profile for the state of Illinois in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope review.

Scope of Evaluation in Illinois

For the state of Illinois, we completed a full-scope review of the Danville MSA and the IL Non MSA AAs. These are the only AAs in the state. The IL Non MSA AA received the greatest weight on final ratings due to the high percentage of deposits (79.2 percent), branches (89.5 percent), and reportable loans (84.9 percent) in this area. Refer to the table in Appendix A for more information on the Illinois assessment areas.

Information obtained from six community contacts contributed to the evaluation of bank performance. Affordable rental housing, small business loans (either start-up or permanent and ongoing financing), small dollar consumer loans for personal needs, and financial literacy programs targeting LMI individuals and families were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Illinois is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Danville MSA is excellent, and enhanced the adequate performance in the IL Non MSA area. Community development lending performance was significantly positive in the Danville MSA and neutral in the IL Non-MSA.

Lending Activity

The bank's overall lending activity in the state of Illinois is excellent, considering the strong competition for all types of loans in the bank's AAs. The bank's excellent performance in originating home mortgage loans, small business loans, and small farm loans when compared to its local competitors supports this conclusion.

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

Danville MSA

ONB's lending activity in the Danville MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 17.0 percent market share of deposits, ranking 1st among 16 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved an 11.6 percent market share of home improvement loans, ranking 3rd among 28 reporting lenders. The bank achieved a 6.3 percent market share of home refinance loans, ranking 4th among 89 reporting lenders and achieved a 2.1 percent market share of home purchase loans, ranking 13th among 60 reporting lenders. The market reflects a high degree of competitiveness as the top five lenders originating/purchasing home purchase loans achieved a 44.7 percent market share. The top three lenders originating/purchasing home refinance loans together captured a 29.1 percent market share. ONB achieved a 6.7 percent market share of small loans to businesses, ranking 6th among 38 reporting lenders. The top five lenders, including three national credit card lenders, captured 56.5 percent market share. ONB achieved an 8.6 percent market share of small loans to farms, ranking 3rd among ten reporting lenders in the AA. The two lenders ranking higher than ONB achieved a 74.8 market share for small loans to farms. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

IL Non MSA

ONB's lending activity in the IL Non MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 10.6 percent market share of deposits, ranking 1st among 44 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved a 46.3 percent market share of home improvement loans, ranking 1st among 45 reporting lenders. The bank achieved a 15.6 percent market share of home refinance loans, ranking 1st among 133 reporting lenders and achieved a 9.3 percent market share of home purchase loans, ranking 3rd among 108 reporting lenders. ONB achieved a 10.2 percent market share of small loans to business, ranking 2nd among 49 reporting lenders. ONB achieved a 31.0 percent market share of small loans to farms, ranking 2nd among 20 reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending is adequate. Performance in the Danville MSA is good. Performance in the IL Non-MSA is adequate. In performing our analysis, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is adequate.

Refer to Tables 2, 3, 4, and 5 in the state of Illinois section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

Danville MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the Danville MSA AA, it is important to note that during the bulk of the evaluation period there were no low-income census tracts in the AA. In 2012, only 2.5 percent of the owner-occupied housing units were located in a low-income census tract. As a result, we attributed more weight to the bank's performance in moderate-income geographies.

The overall geographic distribution of home purchase loans is poor. The bank's geographic distribution of home purchase loans during 2008 through 2011 was poor. The percentage of loans made in moderate-income geographies was well below the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home purchase loans in moderate-income census tracts. In 2012, the bank did not originate or purchase a sufficient number of home purchase loans to perform a meaningful analysis.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2008 through 2011 was good. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in moderate-income geographies. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011. Performance in low-income census tracts was very poor, and excellent in moderate-income census tracts.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was very poor. The percentage of loans made in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share of home refinance loans in moderate-income geographies. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was adequate. Performance in low-income census tracts was very poor and good in moderate-income geographies. This performance positively impacted the overall conclusion.

IL Non MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the IL Non MSA AA, it is important to note that there less than 1.0 percent of the owner-occupied housing units are located in low-income census tracts in the AA, based on both 2000 and 2010 Census Data. As a result, we attributed more weight to the bank's performance in moderate-income geographies.

The overall geographic distribution of home purchase loans is adequate. The bank's geographic distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans made in low-income census tracts exceeded the percentage of owner-occupied housing units in these geographies. The percentage of loans made in moderate-income geographies was near to the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts exceeded its overall market share for home purchase loans. The bank did not achieve a market share for home purchase loans in low-income census tracts. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor. Performance in the moderate-income census tracts was poor and very poor in low-income geographies. Poor performance in 2012 had a negative impact on the overall conclusion.

The overall geographic distribution of home improvement loans is good. The bank's geographic distribution of home improvement loans during 2008 through 2011 was good. The percentage of loans made in low-income census tracts was significantly lower than the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in the low-income census tracts. The bank's market share in moderate-income geographies exceeded its overall market share for home improvement loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

The overall geographic distribution of home refinance loans is adequate. The bank's geographic distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans made in low-income census tracts exceeded the percentage of owner-occupied housing units in these tracts. The percentage of loans made in moderate-income geographies was lower than the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts exceeded its overall market share for home refinance loans. The bank did not achieve a market share in low-income census tracts for home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor. Performance in the moderate-income census tracts was poor and very poor in low-income geographies. Poor performance in 2012 had a negative impact on the overall conclusion.

Small Loans to Businesses

Overall, the geographic distribution of small loans to business is good.

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

Danville MSA

The overall geographic distribution of small loans to business is excellent. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was excellent. The percentage of loans made in moderate-income geographies exceeded the percentage of businesses in those geographies. The bank's market share in moderate-income geographies also exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

IL Non MSA

The overall geographic distribution of small loans to business is good. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was excellent. The percentage of loans made in low-income census tracts was near to the percentage of businesses in these tracts. The percentage of loans made in moderate-income geographies exceeded the percentage of businesses in those geographies. The bank's market share in low-income census tracts exceeded its overall market share for small loans to businesses. The bank's market share in moderate-income geographies also exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance in low-income census tracts was adequate, and poor in moderate-income census tracts. This performance had a negative impact on the overall conclusion.

Small Loans to Farms

Overall, the geographic distribution of small loans to farms is good. Performance in the Danville MSA enhanced the adequate conclusion in the IL Non-MSA.

Refer to Table 7 in the state of Illinois section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

Danville MSA

The overall geographic distribution of small loans to farms is excellent. The bank's geographic distribution of small loans to farms in 2008 through 2011 was excellent. The percentage of loans made in moderate-income geographies exceeded the percentage of farms in those geographies. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to farms. In 2012, the bank did not originate or purchase a sufficient number of small loans to farms to perform a meaningful analysis.

IL Non MSA

The overall geographic distribution of small loans to farms is adequate. The bank's geographic distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of

loans made in low-income census tracts was significantly below the percentage of farms in these census tracts. The percentage of loans made in moderate-income geographies exceeded the percentage of farms in those geographies. In low-income census tracts, the bank did not achieve a market share for small loans to farms. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to farms. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was poor. Performance in low-income census tracts was very poor and was adequate in moderate-income geographies.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is good. Performance in both the Danville MSA and IL Non MSA is good. As noted previously, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. Additionally, we considered the relatively high poverty level in the AAs in our conclusions. In addition, we attributed more weight to the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the borrower distribution of home mortgage loans is good.

Refer to Tables 8, 9, and 10 in the state of Illinois section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

Danville MSA

Overall, the borrower distribution of home mortgage loans is good. In evaluating the borrower distribution of home loans in the Danville MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 12.9 percent of the households in the AA live below the poverty level. The 2010 census data reflects that 17.7 percent of the households in the AA live below the poverty level. This is a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is excellent. The bank's borrower distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers was well below its overall market share of home purchase loans. In 2012, the bank did not originate of purchase a sufficient number of home purchase loans to perform a meaningful analysis.

The overall borrower distribution of home improvement loans is good. The banks borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home improvement loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance to low-income borrowers was good, and poor for moderate-income borrowers. This performance had a negative impact on the overall conclusion.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was near to the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers was well below its overall market share of home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance to low-income borrowers was poor, and adequate for moderate-income borrowers.

IL Non MSA

Overall, the borrower distribution of home mortgage loans is good. In evaluating the borrower distribution of home loans in the IL Non MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 17.2 percent of the households in the AA live below the poverty level. The 2010 census data reflects that 18.7 percent of the households in the AA live below the poverty level. These high rates of poverty area a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is good. The bank's borrower distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was well below the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers substantially met its overall market share of home purchase loans. The bank's

market share of loans to moderate-income borrowers exceeded its overall market share of home purchase loans. The bank's performance in 2012 was weaker than performance noted in 2008 through 2011, and was adequate. Performance was not enhanced by market share data.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home improvement loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was good. Performance for low-income borrowers was adequate, and excellent for moderate-income borrowers.

The overall borrower distribution of home refinance loans is adequate. The bank's borrower distribution of home refinance loans during 2008 through 2011 was adequate. The percentage of loans originated to low-income borrowers was well below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was below the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

Small Loans to Businesses

Overall, the borrower distribution of small loans to businesses is good.

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

Danville MSA

The overall distribution of small loans to businesses is adequate. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was adequate. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1million or less) was well below the percentage of small businesses. Good market share enhanced this adequate performance. The bank's market share of loans to small businesses substantially met its overall market share of loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

IL Non MSA

The overall distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans

to businesses (businesses with gross annual revenues of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Small Loans to Farms

Overall, the borrower distribution of small loans to farms is adequate.

Refer to Table 12 in the state of Illinois section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

Danville MSA

The overall distribution of small loans to farms is adequate. The bank's borrower distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of small loans to small farms (farms with gross annual revenues of \$1 million or less) was well below the percentage of small farms. Excellent market share enhanced this poor performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. The bank did not originate or purchase a sufficient number of small loans to farms to perform a meaningful analysis.

IL Non MSA

The overall distribution of small loans to farms is adequate. The bank's borrower distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of small loans to small farms (farms with gross annual revenues less than \$1 million) was well below the percentage of small farms. Good market share enhanced this poor performance. The bank's market share of loans to small farms substantially met its overall market share of loans to small farms. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Illinois section of Appendix D for the facts and data used to evaluate the bank's level of community development lending. 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

In the Danville MSA, ONB had a significantly positive level of community development loans that were responsive to community needs. In the IL Non MSA, CD lending had a neutral impact on lending in the AA.

Danville MSA

ONB's level of CD lending had a significantly positive impact on its overall lending performance in the AA. ONB originated four loans totaling \$4.5 million in qualified CD loans in the AA during the evaluation period. This volume represented 26.1 percent of allocated Tier One Capital. The bank's CD loans were responsive to identified needs in the AA by providing working capital lines of credit to nonprofit community development organizations whose programs support the social service needs of LMI individuals and families.

IL Non MSA

ONB's level of CD lending had a neutral impact on its overall lending performance in the AA. ONB originated two loans totaling \$1.6 million in qualified CD loans in the AA during the evaluation period. This volume represented 2.4 percent of allocated Tier One Capital. The loans were responsive to the community needs and helped to finance city services in two designated distressed and underserved areas.

Community Development Loans – Illinois Statewide

In addition to the community development loans that benefit the bank's AAs, ONB originated nine qualified CD loans, totaling \$1.2 million, located within the state of Illinois. CD loans originated statewide received positive consideration in this evaluation. The loans were originated to a nonprofit Community Development Financial Institution (CDFI) that provides financing for the acquisition, rehabilitation, and preservation of multifamily rental housing. The CDFI purchases troubled real estate, mortgages, and other liens in order to transfer these properties to new owners who rehabilitate the buildings, provide stable management, and preserve affordable rental housing. The CDFI also provides owners with property management training ensuring the long-term success of their real estate investments.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loan programs. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. Refer to the state of Indiana for a complete discussion of these loan products.

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

The bank's performance under the investment test in Illinois is rated "Low Satisfactory." Based on full-scope reviews, the bank's performance in the Danville MSA and IL Non MSA areas is adequate.

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

ONB had an adequate level of qualified investments that were responsive to community needs.

Danville MSA

During the evaluation period, ONB made 16 current period investments in the Danville MSA totaling \$593,000. This represents 3.4 percent of allocated Tier One Capital for the AA, which is adequate. The bank's investment reflects an adequate responsiveness to community needs in the AA. The investments although not complex or innovative, are responsive to community needs. Approximately 84.4 percent of the dollar invested were in mortgage-backed securities purchased through a CRA qualified investment fund that provide ongoing responsiveness to affordable housing needs in the AA. The remaining balance of the bank's investments were ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

IL Non MSA

During the evaluation period, ONB made 68 current period investments in the IL Non MSA totaling \$2.3 million. This represents 3.5 percent of allocated Tier One Capital for the AA, which is adequate. The bank's investments reflect an adequate responsiveness to community needs in the AA. Similar to the Danville MSA, \$2.1 million or 91.4 percent of the bank's investments were in mortgage-based securities purchased through a CRA qualified investment fund. The investments provide ongoing responsiveness to affordable housing needs in the AA. The remaining balance of the bank's investments were ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

ONB's performance under the service test in Illinois is rated "Outstanding." Based on full-scope reviews, the bank's performance in the Danville MSA is good and in the IL Non MSA area performance is excellent.

Retail Banking Services

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

Danville MSA

ONB's branch distribution in the AA is good. The bank's branch distribution in 2008 through 2011 was good. Branches were accessible to geographies and individuals of different income levels in the assessment area. The percentage of branches in moderate-income geographies was near to the percentage of the population in moderate-income census tracts. Of the three branches in the AA, one was in a moderate-income census tract. There were no low-income census tracts in the AA. ONB's branch distribution in 2012 was weaker than performance noted in 2008 through 2011, and was adequate. There were no branches located in low-income census tracts, which contain 4.4 percent of the population. There was one branch located in a moderate-income geography, where 28.3 percent of the population resides.

During the evaluation period, there were no branch openings or closings. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and banking hours are comparable among locations regardless of the income level of the geography.

IL Non MSA

ONB's branch distribution in the AA is excellent. The bank's branch distribution in 2008 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the assessment area. The percentage of branches in low-income census tracts exceeded the percentage of the population in low-income geographies. The percentage of branches in moderate-income census tracts also exceeded the percentage of the population in moderate-income geographies. ONB's branch distribution in 2012 was not inconsistent with performance noted in 2008 through 2011.

Branch openings and closings have improved the accessibility of the bank's delivery systems to LMI geographies or individuals. During the evaluation period, there were three branch openings and one branch closing, all in moderate-income geographies. The closure was due to a reduction of banking activity in the AA. Service offered and hours of operation are comparable among banking center locations regardless of the income level of the geography.

Alternative Delivery Systems

Refer to the discussion in the Evansville MMSA rating section for details regarding alternative delivery systems offered bank-wide.

Community Development Services

ONB's performance in providing community development services in the Danville MSA was adequate. Performance in the IL Non MSA area was good. Community development services focused primarily on financial literacy training. During the course of the evaluation period, ONB provided financial education training covering a wide variety of topics, targeting LMI adults and school-age children, and clients of community development organizations. To further this objective, ONB utilized two proprietary programs that demonstrate leadership and innovativeness. Refer to the discussion under the service test in the Evansville MMSA for a full description of these programs. Bank employees also provided technical assistance on

financial and banking related matters to numerous community groups, low- and moderate-income persons and families, and small businesses.

Danville MSA

In the Danville MSA, ONB functioned in a leadership role to manage the statewide Bank on Program. ONB loaned one of its associates to the program, full-time for nine months, to be the project manager for the program. The associate helped to develop the curriculum for the program replicated among various communities statewide. In addition, bank employees also donated more than 200 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 92.1 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the organizations regarding financial and banking related matters.

IL Non MSA

In the IL Non MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals. ONB functioned in a leadership role to manage the Bank on Program. In addition, during the evaluation period, 351 participants received financial education training. Bank employees also volunteered more than 1,900 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 59.6 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the community development entities regarding financial and banking related matters.

State Rating

State of Kentucky

CRA rating for Kentucky:	Satisfactory
The Lending Test is Rated:	Low Satisfactory
The Investment Test is Rated:	High Satisfactory
The Service Test is Rated:	Outstanding

The major factors that support this rating include:

- An excellent level of lending for home mortgage loans, small loans to businesses, and small loans to farms;
- Overall, adequate geographic distribution as demonstrated by a good distribution of small loans to businesses, adequate distribution of home mortgage loans, and very poor distribution of small loans to farms;
- Overall, good borrower distribution as demonstrated by an adequate distribution of small loans to farms, and a good distribution of home mortgage loans and loans to small businesses;
- Community development lending had a neutral impact on lending performance;
- A good level of qualified investments that were responsive to community needs;
- A branch distribution that is readily accessible to individuals living in low- and moderate-income geographies; and
- A good level of community development services that were responsive to community needs.

Description of Institution's Operations in Kentucky

ONB had two AAs within the state of Kentucky. The bank's AAs include the Owensboro MSA comprised of Daviess County and two non-MSA areas dispersed within the state, and combined as one area for analysis purposes. The KY Non MSA AA is comprised of Caldwell, Hopkins, and Muhlenberg counties in the southern region of the state and Union County closer to the Indiana state border.

ONB provides a full range of loan and deposit products to all AAs. ONB maintained 15 branches within the state of Kentucky, representing 8.4 percent of the bank's total branch network. During the evaluation period, there were no branch openings or closing in the state of Kentucky. ONB had 15 deposit-taking ATMs statewide, representing 8.0 percent of the bank's total ATM network. The banking industry is competitive in the state of Kentucky. As of June 30, 2012, the bank ranked 2nd among 23 deposit-taking financial institutions in the KY AAs in the state. ONB's statewide deposits totaled \$498 million, representing a 12.8 percent deposit market share. The KY Non MSA AA is the bank's most significant assessment area in the state, accounting for 86.4 percent of the bank's deposits statewide,

and 6.4 percent bank-wide.

KY Non MSA

As of June 30, 2012, there were 16 financial service providers with branches in the AA. ONB ranked 1st out of 16 deposit-taking institutions in the AA, representing a 26.7 percent market share. The five largest competitors in the AA include Fifth Third Bank, First United Bank and Trust Company, Hancock Bank & Trust Company, United Community Bank of West Kentucky, Inc. and U.S. Bank, N.A. In total, these five competitors achieved a 42.3 percent deposit market share.

Owensboro MSA

As of June 30, 2012, ONB ranked 8th out of 12 deposit-taking financial institutions in the AA, representing a 3.0 percent market share. The top five competitors in the AA include U.S. Bank, N.A., Branch Banking and Trust Company, Independence Bank of Kentucky, JPMorgan Chase Bank, N.A., and South Central Bank of Daviess County, Inc. In total, these five competitors achieved an 80.8 percent deposit market share.

Refer to the market profile for the state of Kentucky in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope review.

Scope of Evaluation in Kentucky

For the state of Kentucky, we completed a full-scope review of the Owensboro MSA and the KY Non MSA AAs. These are the only AAs in the state. The KY Non MSA AA received the greatest weight on final ratings due to the high percentage of deposits (86.3 percent), branches (73.3 percent), and reportable loans (70.5 percent) in this area. In addition, the bank did not originate or purchase a sufficient number of small farm loans in the Owensboro MSA therefore, we were unable to perform a meaningful analysis of performance in the AA. Refer to the table in Appendix A for more information on the Kentucky assessment areas.

Information obtained from four community contacts contributed to the evaluation of bank performance. Affordable manufactured home purchase finance, down payment assistance for low- and moderate-income first-time home buyers, financing of affordable multifamily rental housing for LMI residents, as well as the preservation of existing affordable units, workforce development for higher skilled health care, service, and manufacturing jobs, business loans under \$100,000, and financial literacy were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Kentucky is rated "Low Satisfactory." Based on full-scope reviews, the bank's performance in the Owensboro MSA and KY Non MSA areas is adequate.

Lending Activity

The bank's overall lending activity in the state of Kentucky is excellent, considering the competition for all types of loans in the bank's AAs. The bank's excellent performance in originating home mortgage loans, small business loans, and small farm loans when compared to its local competitors supports this conclusion.

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

KY Non MSA

ONB's lending activity in the KY Non MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 23.3 percent market share of deposits, ranking 1st among 16 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved a 14.1 percent market share of home purchase loans, ranking 1st among 80 reporting lenders. The bank achieved a 52.9 percent market share of home improvement loans, ranking 1st among 25 reporting lenders. The bank achieved a 30.4 percent market share of home refinance loans, ranking 1st among 94 reporting lenders. ONB achieved a 25.2 percent market share of small loans to businesses, ranking 1st among 31 reporting lenders. ONB achieved a 55.5 percent market share of small loans to farms, ranking 1st among 11 reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Owensboro MSA

ONB's lending activity in the Owensboro MSA AA is excellent. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 3.4 percent market share of deposits, ranking 8th among 12 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved a 15.5 percent market share of home improvement loans, ranking 2nd among 23 reporting lenders. The bank achieved an 7.0 percent market share of home refinance loans, ranking 4th among 85 reporting lenders and achieved a 3.6 percent market share of home purchase loans, ranking 9th among 82 reporting lenders. ONB achieved a 5.4 percent market share of small loans to businesses, ranking 9th among 35 reporting lenders. ONB achieved a 7.3 market share of small loans to farms, ranking 3rd among six reporting lenders in the AA. These market ranks/shares are excellent when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending is adequate. Performance in both the KY Non MSA and Owensboro MSA is adequate. In performing our analysis, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's reportable lending activity. We also placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is adequate.

Refer to Tables 2, 3, 4, and 5 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans.

KY Non MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the KY Non MSA AA, it is important to note that there are no low-income census tracts in either census year in the AA. As a result, we attributed more weight to the bank's performance in moderate-income geographies

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2008 through 2011 was excellent. The percentage of loans made in moderate-income geographies exceeded the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts substantially met its overall market share for home purchase loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011. Performance in the moderate-income census tracts was poor. This poor performance negatively impacted the overall conclusion.

The overall geographic distribution of home improvement loans is adequate. The bank's geographic distribution of home improvement loans during 2008 through 2011 was poor. The percentage of loans made in moderate-income geographies was well below the percentage of owner-occupied housing units in these geographies. The bank did not achieve a market share for home improvement loans in the moderate-income census tracts. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011 and was excellent. Performance in the moderate-income census tracts was excellent. This excellent performance had a positive impact on the overall conclusion.

The overall geographic distribution of home refinance loans is adequate. The bank's geographic distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans made in moderate-income geographies was near to the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts exceeded its overall market share for home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011 and was

poor. Performance in the moderate-income census tracts was poor. This performance had a negative impact on the overall conclusion.

Owensboro MSA

Overall, the geographic distribution of home mortgage loans is adequate. In evaluating the geographic distribution of home loans in the Owensboro MSA AA, it is important to note that during the bulk of the evaluation period there were no low-income census tracts in the AA. In 2012, only 2.6 percent of the owner-occupied housing units were located in a low-income census tract. As a result, we attributed more weight to the bank's performance in moderate-income geographies.

The overall geographic distribution of home purchase loans is good. The bank's geographic distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans made in moderate-income geographies was lower than the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts exceeded its overall market share for home purchase loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance in low-income census tracts was poor, and was adequate in moderate-income geographies.

The overall geographic distribution of home improvement loans is poor. The bank's geographic distribution of home improvement loans during 2008 through 2011 was very poor. The percentage of loans made in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts was significantly below its overall market share for home improvement loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011. Performance in low-income and moderate-income census tracts was adequate. Adequate performance in 2012 had a positive impact on the overall conclusion.

The overall geographic distribution of home refinance loans is poor. The bank's geographic distribution of home refinance loans during 2008 through 2011 was poor. The percentage of loans made in moderate-income geographies was significantly lower than the percentage of owner-occupied housing units in these geographies. The bank's market share in moderate-income census tracts was below its overall market share for home refinance loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was very poor. Performance in both low- and moderate-income census tracts was very poor.

Small Loans to Businesses

Overall, the geographic distribution of small loans to business is good.

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

KY Non MSA

The overall geographic distribution of small loans to business is good. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was good. The percentage of loans made in moderate-income geographies was lower than the percentage of businesses in those geographies, reflecting adequate performance. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was excellent.

Owensboro MSA

The overall geographic distribution of small loans to business is adequate. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was adequate. The percentage of loans made in moderate-income geographies was well below the percentage of businesses in those geographies. The bank's market share in moderate-income geographies exceeded its overall market share for small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011, and was adequate.

Small Loans to Farms

Overall, the geographic distribution of small loans to farms is very poor.

Refer to Table 7 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

KY Non MSA

The overall geographic distribution of small loans to farms is very poor. The bank's geographic distribution of small loans to farms in 2008 through 2011 was very poor. The percentage of loans made in moderate-income geographies was significantly lower than the percentage of farms in those geographies. The bank did not achieve a market share for small loans to farms in moderate-income geographies. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is good. Performance in both the KY Non MSA and Owensboro MSA is good. As noted previously, we placed greater weight on the bank's home mortgage lending as home mortgage loans represented the majority of the bank's CRA reportable lending activity. Additionally, we considered the relatively high poverty level in the AAs in our conclusions. In addition, we attributed more weight to the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the borrower distribution of home mortgage loans is good.

Refer to Tables 8, 9, and 10 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

KY Non MSA

Overall, the borrower distribution of home mortgage loans is good. In evaluating the borrower distribution of home loans in the KY Non MSA AA, it is important to note that the 2000 U.S. Census data reflects that approximately 16.8 percent of the households in the AA live below the poverty level. The 2010 census data reflects that 17.2 percent of the households in the AA live below the poverty level. These high rates of poverty are a barrier to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is good. The bank's borrower distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was well below than the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers was well below its overall market share of home purchase loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance for low-income borrowers was very poor and was excellent for moderate-income borrowers.

The overall borrower distribution of home improvement loans is excellent. The bank's borrower distribution of home improvement loans during 2008 through 2011 was excellent. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank's market share of loans to moderate-income borrowers also exceeded its overall market share of home improvement loans. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was good. Performance for low-income borrowers was adequate and was excellent for moderate-income borrowers.

The overall borrower distribution of home refinance loans is adequate. The bank's borrower distribution of home refinance loans during 2008 through 2011 was adequate. The percentage of loans originated to low-income borrowers was well below than the percentage of low-income families. The percentage of loans made to moderate-income borrowers was lower than the percentage of moderate-income families. The bank's market share of loans to low-income borrowers substantially met its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of home refinance loans. The bank's performance in 2012 was not inconsistent with performance noted in 2008 through 2011.

Owensboro MSA

Overall, the borrower distribution of home mortgage loans is good. In evaluating the borrower distribution of home loans in the Owensboro MSA AA, it is important to the note that the 2000 U.S. Census data reflects that approximately 12.7 percent of the households in the AA live below the poverty level. The 2010 census data reflects that 14.0 percent of the households in the AA live below the poverty level. These high rates of poverty are barriers to originating home mortgage loans to low-income families.

The overall borrower distribution of home purchase loans is good. The bank's borrower distribution of home purchase loans during 2008 through 2011 was good. The percentage of loans to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. The bank's market share of loans to low-income borrowers was below its overall market share of home purchase loans. The bank's market share of loans to moderate-income borrowers well below its overall market share of home purchase loans. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

The overall borrower distribution of home improvement loans is good. The banks borrower distribution of home improvement loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was near to the percentage of low-income families. The percentage of loans made to moderate-income borrowers was below the percentage of families. The bank's market share of loans to low-income borrowers exceeded its overall market share of home improvement loans. The bank did not achieve a market share of home improvement loans moderate-income borrowers. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate. Performance for low-income borrowers was poor, and was excellent for moderate-income borrowers.

The overall borrower distribution of home refinance loans is adequate. The bank's borrower distribution of home refinance loans during 2008 through 2011 was adequate. The percentage of loans to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers was near to the percentage of moderate-income families. The bank's market share of loans to low-income borrowers was below its overall market share of home refinance loans. The bank's market share of loans to moderate-income borrowers was also below its overall market share of home refinance loans. The bank's performance in 2012 was stronger than the performance noted in 2008 through

2011, and was good. Performance for low-income borrowers was adequate, and was excellent for moderate-income borrowers.

Small Loans to Businesses

Overall, the borrower distribution of small loans to businesses is good.

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

KY Non MSA

The overall distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate.

Owensboro MSA

The overall distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was weaker than the performance noted in 2008 through 2011, and was adequate.

Small Loans to Farms

Overall, the borrower distribution of small loans to farms is adequate.

Refer to Table 12 in the state of Kentucky section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to farms.

KY Non MSA

The overall distribution of small loans to farms is adequate. The bank's borrower distribution of small loans to farms in 2008 through 2011 was adequate. The percentage of small loans to small farms (farms with gross annual revenues of \$1 million or less) was well below the percentage of small farms. Excellent market share enhanced this poor performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011, and was adequate.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Kentucky section of Appendix D for the facts and data used to evaluate the bank's level of community development lending. 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

Community development lending had a neutral impact on lending performance.

KY Non MSA

CD lending had a neutral impact on lending performance. ONB had no CD lending in the KY Non MSA during the evaluation period.

Owensboro MSA

ONB's level of CD lending had a neutral impact on its overall lending performance in the AA. ONB originated one loan totaling \$213,849 in qualified CD loans in the AA during the evaluation period. This volume represented 3.2 percent of allocated Tier One Capital.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loan programs. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. Refer to the state of Indiana for a complete discussion of these loan products.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Kentucky is rated "High Satisfactory." Based on full-scope reviews, adequate performance in the KY Non MSA was augmented by excellent performance in the Owensboro MSA AA.

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

ONB had a good level of qualified investments that were responsive to community needs.

KY Non MSA

During the evaluation period, ONB made 36 current period investments in the KY Non MSA totaling \$1.6 million. This represents 3.6 percent of allocated Tier One Capital for the AA,

which is adequate. The bank's investments reflect adequate responsiveness to community needs in the AA. The investments although not complex or innovative, are responsive to community needs. Approximately 95.6 percent of the bank's investments were in mortgage-backed securities purchased through a CRA qualified investment fund. The investments provide ongoing responsiveness to affordable housing needs in the AA. The remaining balance of the bank's investments was ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

Owensboro MSA

During the evaluation period, ONB made 20 current period investments in the Owensboro MSA totaling \$498,000. This represents 7.4 percent of allocated Tier One Capital for the AA, which is excellent. The bank's investments reflect an adequate responsiveness to community needs in the AA. Similar to the KY Non MSA AA, the investments although not complex or innovative, are responsive to community needs. Approximately 82.2 percent of the dollars invested were in mortgage-backed securities purchased through a CRA qualified investment fund that provides ongoing responsiveness to affordable housing needs in the AA. The remaining balance of the bank's investments was ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

ONB's performance under the service test in Kentucky is rated "Outstanding." Based on full-scope reviews, the bank's performance in the KY Non MSA area is excellent and performance in the Owensboro MSA is good.

Retail Banking Services

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

KY Non MSA

ONB's branch distribution in the AA is excellent. The bank's branch distribution in 2008 through 2011 was excellent. Branches were readily accessible to geographies and individuals of different income levels in the assessment area. The percentage of branches in moderate-income census tracts exceeded the percentage of the population in moderate-income geographies. There were no low-income census tracts in the AA. ONB's branch distribution in 2012 was not inconsistent with performance noted in 2008 through 2011. The percentage of branches in moderate-income census tracts continued to exceed the percentage of the population in moderate-income geographies.

During the evaluation period, there were no branch openings or closings. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and banking hours are comparable among banking center locations regardless of the income level of the geography.

Owensboro MSA

ONB's branch distribution in the AA is good. The bank's branch distribution in 2008 through 2011 was good. Branches were accessible to geographies and individuals of different income levels in the assessment area. The percentage of branches in moderate-income geographies was near to the percentage of the population in moderate-income census tracts. This performance is considered good as of the four branches in the AA; one was in a moderate-income census tract. There were no low-income census tracts in the AA. ONB's branch distribution in 2012 was weaker than performance noted in 2010 through 2011, and was adequate.

During the evaluation period, there were no branch openings or closings. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and banking hours are comparable among banking center locations regardless of the income level of the geography.

Alternative Delivery Systems

Refer to the discussion in the Evansville MMSA rating section for details regarding alternative delivery systems offered bank-wide.

Community Development Services

ONB's performance in providing community development services was good. Performance in both the KY Non MSA area and Owensboro MSA area was good. Community development services focused primarily on financial literacy training. During the course of the evaluation period, ONB provided financial education training covering a wide variety of topics, targeting LMI adults and school-age children, and clients of community development organizations. To further this objective, ONB utilized two proprietary programs that demonstrate leadership and innovativeness. Refer to the discussion under the service test in the Evansville MMSA for a full description of these programs. Bank employees also provided technical assistance on financial and banking related matters to numerous community groups, low- and moderate-income persons and families, and small businesses.

KY Non MSA

In the KY Non MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals. During the evaluation period, 558 participants received financial education training. ONB also functioned in a leadership role to manage the statewide Bank on Program. ONB loaned one of its associates to the program, full-time for nine months, to be the project manager for the program. The associate helped to develop the curriculum for the program replicated among various communities statewide. Bank employees

also volunteered more than 1,200 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 75.5 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the community development entities regarding financial and banking related matters.

Owensboro MSA

In the Owensboro MSA, community development services focused primarily on financial literacy initiatives targeting the clients of community organizations that provide affordable housing and social services targeted to LMI individuals. More than 5,300 participants received financial education training. ONB also functioned in a leadership role to manage the statewide Bank on Program. In addition, bank employees also donated more than 400 hours of service to organizations and nonprofit entities that have as their primary purpose, community development. Approximately 57.7 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. Employees used their financial expertise to provide technical assistance to the organizations regarding financial and banking related matters.

State Rating

State of Ohio

CRA rating for Ohio:	Satisfactory
The Lending Test is Rated:	Low Satisfactory
The Investment Test is Rated:	Low Satisfactory
The Service Test is Rated:	Low Satisfactory

The major factors that support this rating include:

- Adequate overall lending activity;
- A poor geographic distribution of home mortgage, small business, and small farm loans;
- A good borrower distribution of small loans to business, small loans to farms, and home mortgage loans;
- An adequate level of community development investments;
- A branch distribution system that is reasonably accessible to individuals living in low- and moderate-income census tracts; and,
- A good level of community development services that were responsive to community needs.

Description of Institution's Operations in Ohio

ONB had one AA in the state of Ohio. It included all of Darke County, a Non MSA area of the state.

ONB provides a full range of loan and deposit products to all AAs. ONB maintained one branch within the state of Ohio, representing less than one percent of the bank's total branch network. During the evaluation period, there were no branch openings or closing in the state of Ohio. ONB had one deposit-taking ATM statewide, representing less than one percent of the bank's total ATM network. As of June 30, 2012, there were 11 financial service providers with branches in the AA. ONB ranked 6th achieving a 4.8 percent deposit market share. The five largest competitors in the AA include Greenville National Bank, The Park National Bank, Greenville Federal, The Farmers State Bank, and the Osgood State Bank. In total, these five institutions achieved a 79.1 percent deposit market share.

Refer to the market profile for the state of Ohio in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope review.

Scope of Evaluation in Ohio

The OH Non MSA AA received a full-scope review, as this is the only AA in the state. The bank did not originate or purchase a sufficient number of home purchase or home improvement loans to perform a meaningful analysis. Refer to the table in Appendix A for

more information on the Ohio assessment area.

Information obtained from two community contacts contributed to the evaluation of bank performance. Rural medical and health facilities financing, economic development financing to retain and expand existing businesses and industries, community services targeted to low- and moderate-income individuals such as job training and financial literacy, rehabilitation financing of affordable multifamily rental properties, alternative crop financing, and affordable micro business lending were cited as needs by the organizations contacted.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Ohio is rated "Low Satisfactory." Based on full-scope reviews, the bank's performance in the OH Non MSA area is adequate.

Lending Activity

ONB's lending activity in the OH Non MSA AA is adequate. The bank's excellent performance in originating small farms loans, good performance originating small business loans, and adequate performance in originating home mortgage loans when compared to its local competitors supports this conclusion. Based upon FDIC Deposit Market data as of June 30, 2011, ONB achieved a 5.3 percent market share of deposits, ranking 6th among 11 financial institutions in the AA. Based upon 2011 Peer Data, ONB achieved a 27.0 percent market share of small loans to farms, ranking 2nd among 11 reporting lenders. The bank achieved a 5.0 percent market share of small loans to business, ranking 7th among 31 reporting lenders. For home improvement loans, ONB achieved an 8.1 percent market share, ranking 3rd among 13 reporting lenders. ONB achieved a market share of less than one percent for home refinance loans, ranking 17th among 16 reporting lenders, and did not achieve market share at for home purchase loans. These market ranks/shares are adequate when compared to the deposit market rank/share and competition within the AA.

Distribution of Loans by Income Level of the Geography

Overall, the geographic distribution of the bank's lending is poor. There were no low-income census tracts in the AA, and there were very limited opportunities to make loans in the one moderate-income census tract in the AA. Approximately 6.8 percent or 1,064 of the owner-occupied housing units, 9.5 percent or 450 of the small businesses, and 1.1 percent or eight of the small farms were located in the single moderate-income geography.

Home Mortgage Loans

Overall, the geographic distribution of home mortgage loans is poor.

Refer to Tables 2, 3, 4, and 5 in the state of Ohio section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of home mortgage loans

Overall, the geographic distribution of home refinance loans is poor. The bank's geographic distribution of home purchase loans during 2008 through 2011 was poor. When considering the limited lending opportunities, the percentage of loans made in the moderate-income geography was well below the percentage of owner-occupied housing units in this geography. The bank did not achieve a market share for home refinance loans in the moderate-income census tract. The bank did not originate/purchase a sufficient number of home refinance loans in 2012 to analyze.

Small Loans to Businesses

Overall, the geographic distribution of small loans to businesses is poor.

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

The overall geographic distribution of small loans to business is poor. The bank's geographic distribution of small loans to businesses in 2008 through 2011 was poor. When considering the limited lending opportunities, the percentage of loans made in the moderate-income geography was well below the percentage of businesses in that geography, reflecting poor performance. The bank's market share in the moderate-income geography was well below its overall market share for small loans to businesses. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Small Loans to Farms

Overall, the geographic distribution of small loans to farms was is poor.

Refer to Table 7 in the state of Ohio section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The overall geographic distribution of small loans to farms is poor. The bank's geographic distribution of small loans to farms in 2008 through 2011 was poor. When considering the limited lending opportunities, the percentage of loans made in the moderate-income geography was well below the percentage of farms in the geography. The bank did not achieve a market share for small loans to farms in the moderate-income geography. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed ONB's home mortgage, small business, and small farm lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is good. In performing our analysis, we placed greater weight on the bank's performance in 2008 through 2011 than its performance in 2012.

Home Mortgage Loans

Overall, the borrower distribution of home mortgage loans is good.

Refer to Tables 8, 9, and 10 in the state of Ohio section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of home mortgage loans.

The overall borrower distribution of home refinance loans is good. The bank's borrower distribution of home refinance loans during 2008 through 2011 was good. The percentage of loans originated to low-income borrowers was below the percentage of low-income families. The percentage of loans made to moderate-income borrowers exceeded the percentage of moderate-income families. With a market share of less than one percent, an analysis of market share data is not meaningful. In 2012, the bank did not originate or purchase a sufficient number of refinance loans to perform a meaningful analysis.

Small Loans to Businesses

Overall, the borrower distribution of small loans to businesses is good. The bank's borrower distribution of small loans to businesses in 2008 through 2011 was good. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) was below the percentage of small businesses. Excellent market share enhanced this adequate performance. The bank's market share of loans to small businesses exceeded its overall market share of loans to businesses. The bank's performance in 2012 was stronger than the performance noted in 2008 through 2011, and was excellent.

Refer to Table 11 in the state of Ohio 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.

Small Loans to Farms

Overall, the borrower distribution of small loans to farms is good. The bank's borrower distribution of small loans to farms in 2008 through 2011 was good. The percentage of small loans to small farms (farms with gross annual revenue of \$1 million or less) was lower than the percentage of small farms. Excellent market share enhanced this adequate performance. The bank's market share of loans to small farms exceeded its overall market share of loans to farms. The bank's performance in 2012 was not inconsistent with the performance noted in 2008 through 2011.

Refer to Table 12 in the state of Ohio 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.

Community Development Lending

Community development lending had a neutral impact on lending performance. ONB had no CD lending in the OH Non MSA during the evaluation period.

Refer to Table 1 Lending Volume in the state of Ohio section of Appendix D 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 multifamily loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

Product Innovation and Flexibility

Bank-wide, ONB offered a standard product mix of loans including FHA, VA, and SBA loan programs. In addition, ONB offered loan programs targeted to low- and moderate-income borrowers demonstrating product flexibility. ONB used one non-proprietary and two proprietary affordable mortgage loan products to meet the affordable housing needs of low- and moderate-income individuals. The use of these loan products had a positive impact on the lending test. Refer to the state of Indiana for a complete discussion of these loan products.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Ohio is rated "Low Satisfactory". Based on full-scope reviews, the bank's performance in the OH Non MSA area is adequate.

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

In drawing our conclusions relative to this AA, we determined that the opportunity to make qualified investments is extremely limited. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals, and there exist agencies that are involved in economic and business development. However, the opportunity to make qualified investments, other than donations, is extremely limited and consists principally of mortgage-backed security or larger statewide or regional investments in support of affordable housing. During the evaluation period, ONB made 7 current period investments in the OH Non MSA AA totaling \$74,000. This represents 1.6 percent of allocated Tier One Capital for the AA, which is adequate. The investments, although not complex or innovative, reflect an adequate responsiveness to community needs. Approximately 94.4 percent of the bank's investments were in mortgage-backed securities purchased through a CRA qualified investment fund. The remaining balance of the bank's investments was ONB Foundation grants and charitable donations to community development organizations that provide services to LMI individuals and families in the AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

ONB's performance under the service test in Ohio is rated "Low Satisfactory." Based on full-scope reviews, the bank's performance in the OH Non MSA areas is adequate.

Retail Banking Services

Refer to Table 15 in the state of Ohio 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.

ONB's branch distribution in the AA is adequate. The bank's branch distribution in 2008 through 2011 was adequate. Branches were reasonably accessible to geographies and individuals of different income levels in the assessment area. There were no branches located in the one moderate-income census tract in the AA where 7.9 percent of the population resides. ONB operates one branch in Ohio, in a middle-income geography. The bank's branch distribution in 2012 was not inconsistent with performance noted in 2008 through 2011.

During the evaluation period, there were no branch openings or closings. Branch hours do not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. At the bank's single location, ONB maintains banking hours Monday through Friday, supplemented by Saturday hours.

Alternative Delivery Systems

Refer to the discussion in the Evansville MMSA rating section for details regarding alternative delivery systems offered bank-wide.

Community Development Services

ONB's performance in providing community development services in the OH Non MSA area was good. Community development services related primarily to affordable housing and community development services targeted to LMI individuals and economic development partnerships. Bank employees also provided technical assistance on financial and banking related matters to numerous community groups, low- and moderate-income persons and families, and small businesses. In addition to supporting the Bank On Program, bank employees volunteered more than 100 hours of service to community development organizations and entities. Approximately 92.3 percent of the employee service hours were dedicated to serving on the Board of Directors of and financial committees of nonprofit community development organizations operating in the AA. For example, ONB associates served on the Board of the Union City Economic Development. The mission of the committee is to promote economic development, advocate business interests, and foster community partnerships.

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 (includes CD loans): (07/01/2008 to 12/31/2012) Investment and Service Tests: (07/01/2008 to 12/31/2012)	
Financial Institution	Products Reviewed	
Old National Bank (ONB) Evansville, IN	Home Purchase, Home Improvement, and Home Refinance loans; Multifamily loans; Small Business loans; Small Farm loans; Community Development loans, investments, and services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Old National Foundation, Inc.	Affiliate	Community Development Investments
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Evansville IN-KY MMSA	Full Scope	Gibson, Posey, Vanderburgh, and Warrick (IN) and Henderson, Webster (KY) counties
Louisville-Jefferson County (KY-IN) MMSA	Full Scope	Jefferson (KY) and Washington(IN) counties
State of Indiana		
Bloomington MSA	Full Scope	Monroe County
IN Non MSA	Full Scope	Daviess, Dubois, Fountain, Grant, Jackson, Jay, Knox, Lawrence, Martin, Montgomery, Noble, Orange, Parke, Perry, Pike, Randolph, Spencer, Warren, Wayne, and White counties
Indianapolis-Carmel MSA	Full Scope	Boone, Hamilton, Hancock, Hendricks, Johnson, Marion, and Putnam counties
Anderson MSA	Limited Scope	Madison County
Elkhart-Goshen MSA	Limited Scope	Elkhart County
Fort Wayne MSA	Limited Scope	Allen County
Lafayette MSA	Limited Scope	Tippecanoe County
Muncie MSA	Limited Scope	Delaware County
South Bend-Mishawaka MSA	Limited Scope	St. Joseph (IN) County
Terre Haute MSA	Limited Scope	Vermillion, and Vigo counties

State of Illinois		
IL Non MA	Full Scope	Clark, Gallatin, Hardin, Jackson, Jefferson, Johnson, Lawrence, Pope, Saline, Wabash, White and Williamson counties
Danville MSA	Full Scope	Vermillion County
State of Kentucky		
KY Non MSA	Full Scope	Caldwell, Hopkins, Muhlenberg, and Union counties
Owensboro MSA	Full Scope	Daviess County
State of Ohio		
OH Non MSA	Full Scope	Darke County

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		OLD NATIONAL BANK		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Old National Bank	Outstanding	High Satisfactory	High Satisfactory	Outstanding
Multistate Metropolitan Area or State:				
Evansville MMSA	Outstanding	Low Satisfactory	Outstanding	Outstanding
Louisville MSA	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
State of Indiana	Outstanding	High Satisfactory	High Satisfactory	Outstanding
State of Illinois	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
State of Kentucky	Low Satisfactory	High Satisfactory	Outstanding	Satisfactory
State of Ohio	Low Satisfactory	Low Satisfactory	Low Satisfactory	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

Evansville-Henderson IN-KY Multistate MSA

Evansville MMSA

Demographic Information for Full Scope Area: Evansville MMSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	85	3.53	28.24	48.24	20.00	0.00
Population by Geography	342,815	2.25	22.50	51.69	23.55	0.00
Owner-Occupied Housing by Geography	98,253	1.47	17.78	55.06	25.69	0.00
Business by Geography	31,193	1.43	24.54	49.48	24.56	0.00
Farms by Geography	1,567	0.26	8.30	60.88	30.57	0.00
Family Distribution by Income Level	93,388	18.96	18.48	24.07	38.49	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	34,965	3.70	32.12	51.79	12.40	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		48,255 62,900 10%	Median Housing Value Unemployment Rate (2000 US Census)		81,825 2.64%	

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

Evansville MMSA

Demographic Information for Full Scope Area: Evansville MMSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	89	11.24	23.60	40.45	23.60	1.12
Population by Geography	358,676	5.43	20.24	39.87	34.45	0.00
Owner-Occupied Housing by Geography	101,765	3.69	17.33	41.74	37.25	0.00
Business by Geography	29,281	6.52	19.36	43.67	30.44	0.01
Farms by Geography	1,565	1.41	8.88	53.48	36.23	0.00
Family Distribution by Income Level	94,479	21.24	17.50	21.63	39.63	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	36,605	9.70	29.41	40.12	20.78	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		60,518 63,800 13%	Median Housing Value Unemployment Rate (2010 US Census)		112,221 3.30%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of Gibson, Posey, Vanderburgh, and Warrick counties in Indiana, and Henderson and Webster counties in Kentucky, in the Evansville-Henderson, IN-KY MMSA, #21780. The AA's population represents 6.0 percent of the state of Indiana's total population. The AA is located in southwest Indiana and northwest Kentucky. Evansville-Henderson, IN-KY MMSA is the seventh largest MA in the states of Indiana and Kentucky. ONB has 18 branch offices, 21 full service ATMs, and twelve cash dispense only ATMs located within the AA. Over the evaluation period, 24.0 percent of home mortgage loans, 30.0 percent of small loans to businesses, and 6.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

ONB's deposits in this AA total \$1.7 billion. This represents 26.0 percent of the bank's total deposits. ONB is the largest deposit-taking institution in the AA with a 32.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include Fifth Third Bank, German American Bancorp, and Independence Bank of Kentucky.

Evansville's recovery appears to have leveled out, as payrolls, wages and house prices were virtually unchanged in 2012. Although average hourly earnings are steadily rising, this progress is being offset by a considerably shorter workweek. Consequently, retail trade and leisure/ hospitality payroll growth has remained well below the state average. At 7.5% in December of 2012, the unemployment rate remains lower than the state and national averages, though the labor force noticeably contracted in 2012.

Although a couple of larger employers have made or plan to make additional investments in the AA, overall manufacturing job growth has been minimal. Unlike that of other Indiana metro areas such as Fort Wayne or Columbus, industry employment in AA has mostly declined post-recession. Anecdotal evidence suggests some stability in the near term, as area manufacturer's complete investments to increase production, but these will add only about 500 jobs. Also rising global oil prices, up nearly 20.0 percent since mid-2012, are likely pressuring profit margins, thus dampening the outlook for factory hiring. Since manufacturing's employment concentration is nearly double the national average, this jobs forecast will weigh on the overall employment outlook and ensure subpar performance. Major industries consist of manufacturing, followed by education and health services, retail trade, and government. Major employers include Deaconess Health Systems, Toyota Motor Corporation, St. Mary's Medical Center, Evansville Vanderburgh Public Schools, Industrial Contractors, Alcoa, and Mead-Johnson.

In the AA, non-agricultural wage and salaried employment declined minimally from 166,849 in January 2009 to 165,508 in December 2012, a decrease of 1.0 percent. During this same period, the unemployment rate decreased from 8.4 percent to 7.5 percent. The state of Indiana and state of Kentucky unemployment rates were 8.3 percent and 8.0 percent, respectively, as of December 2012. Thirteen percent of households live below the poverty level in the AA based on 2010 Census Data. The 2000 census data reflects that 10.0 percent of the households lived below the poverty level. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$63,800. Twenty-one percent and 17.5 percent of families are low- and moderate-income, respectively, based on

2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, in the Evansville MMSA, the estimated mean (average) housing value increased 1.3 percent from \$157,600 in the third quarter of 2008 to \$159,670 in the fourth quarter 2012.

Included in this AA is an Indiana designated Enterprise Zone located in Evansville, Indiana. Many programs exist through tax benefits, incentives, and loan and grant programs to facilitate investment in the zone, improve the quality of housing, and implement CD projects that support quality jobs and strong neighborhoods. A Comprehensive Community Development initiative undertaken by an Indiana Association for Community Economic Development affiliate is also underway in the City of Evansville.

We determined the community's needs by contacting representatives from one consolidated fund agency, one economic development agency, one social service organization, and one organization offering a continuum of programs from social service to housing. We also consulted a variety of housing, economic development, and employment reports generated by local and national organizations.

We identified the following credit and non-credit related needs in this AA:

- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Affordable mortgage loans targeted to low- and moderate-income individuals;
- Rehabilitation of deteriorated pre-1960 housing in low- and moderate-income geographies;
- Permanent Supportive Housing & Transitional Housing;
- Micro enterprise assistance consisting of technical training and small dollar venture capital loans;
- Social services to low- and moderate-income families including child care, health and dental care, affordable in-home care for the elderly, employment and job training, nutrition, and financial literacy services;
- Grants in support of nonprofit social service and community development organization administrative and program development and delivery capacity; and,
- Workforce development for higher skilled health care, service, and manufacturing jobs.

We determined the opportunities to make CD loans and provide CD services within the AA are abundant. The AA has numerous CD organizations including nonprofit housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are numerous agencies that are involved in economic and business development. The opportunity to make qualified investments other than donations does exist but is limited. These opportunities include low-income housing tax credits, new markets tax credits, mortgage-backed securities for affordable housing, and CRA Qualified Investment Fund (QIF). Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

Louisville-Jefferson County, KY-IN Multistate MSA

Louisville MMSA

Demographic Information for Full Scope Area: Louisville MMSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	176	7.39	29.55	35.80	27.27	0.00
Population by Geography	720,827	5.77	23.14	40.57	30.52	0.00
Owner-Occupied Housing by Geography	194,682	2.52	18.32	43.63	35.53	0.00
Business by Geography	83,059	4.12	20.39	31.97	43.52	0.00
Farms by Geography	1,727	1.56	12.57	45.11	40.76	0.00
Family Distribution by Income Level	191,268	21.39	17.62	21.87	39.12	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	74,608	11.06	33.06	41.18	14.69	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		49,301 62,900 12%	Median Housing Value Unemployment Rate (2000 US Census)		109,123 2.55%	

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

Source: 2000 US Census and 2011 HUD updated MFI

Louisville MMSA

Demographic Information for Full Scope Area: Louisville MMSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	197	16.75	19.80	34.01	28.93	0.51
Population by Geography	769,358	13.25	17.11	39.71	29.94	0.00
Owner-Occupied Housing by Geography	203,052	6.68	14.89	43.02	35.41	0.00
Business by Geography	80,933	13.81	14.72	31.28	39.80	0.38
Farms by Geography	1,758	6.14	18.32	38.40	36.86	0.28
Family Distribution by Income Level	192,853	19.10	17.95	24.16	38.79	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	71,454	12.33	16.16	40.14	31.37	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		59,921 63,800 15%	Median Housing Value Unemployment Rate (2010 US Census)		157,249 4.46%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of a two-county portion of the Louisville-Jefferson County KY-IN MMSA, including Jefferson County, KY and Washington County, IN and excluding the IN counties of Clark, Floyd, and Harrison and the KY counties of Bullitt, Henry, Meade, Nelson, Oldham, Shelby, Spencer, and Trimble. The AA's population represents 18.0 percent of the state of Kentucky's total population. ONB has five branch offices and four full service ATMs located within the AA. Over the evaluation period, 2.2 percent of home mortgage loans and 3.0 percent of small loans to businesses were derived from this AA. ONB originated only four small loans to farms in the AA during the exam period. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$144 million. This represents 2.0 percent of the bank's total deposits. ONB is the 24th largest deposit taking institution in the AA with a .6 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include PNS Bank, JPMorgan Chase Bank, N.A., Fifth Third Bank, and Republic Bank & Trust.

Louisville's recovery has developed at a modest pace and will continue to do so in the near term, with healthcare and local government fueling expansion. Longer term, low business costs and the presence of a large research university will drive payroll gains in healthcare and life sciences. However, below-average household incomes, an inability to retain university graduates, and an outsize dependence on manufacturing, which will create few jobs over the next few years, will keep growth close to the U.S. average over the forecast horizon. Manufacturing production will continue to be moderate, but payrolls will trend flat overall.

However, rising exports and an increased number of out-of-state visitors are strengthening Louisville's recovery, pushing metro area growth to more than twice the Kentucky and U.S. rates. Payroll gains in manufacturing and leisure/hospitality are offsetting job losses in finance and business/professional services. Home sales are rising, according to the Greater Louisville Association of Realtors, and are leading to a revival of homebuilding. House prices are rising, but an elevated foreclosure inventory is weighing on the momentum.

Highest concentrations of employment include the public sector, health care, transportation, and manufacturing. Major employers in the Louisville-Jefferson County, KY-IN MMSA include Fort Knox, United Parcel Service, Humana, Inc., Norton Healthcare, Inc., Ford Motor Co., General Electric Appliance Park, Humana Inc., Norton Healthcare, and Jewish Hospital Healthcare.

In the AA, employment increased from 333,511 in January 2009 to 351,684 in December 2012, an increase of 5.0 percent. During this same time period, the unemployment rate decreased from 9.5 percent to 7.9 percent. The state of Kentucky's unemployment rate was 8.0 percent as of December 2012. Fifteen percent of households live below the poverty level in the AA, based on 2010 Census Data. This is slightly above the 12.0 percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$63,800. Nineteen percent and 18.0 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that

during the evaluation period, in the Louisville-Jefferson County, KY-IN MMSA, the mean (average) housing value decreased 2.1 percent from \$166,530 in the third quarter of 2008 to \$163,090 in the fourth quarter of 2012.

We determined the community's needs by contacting representatives of a regional social service agency, a statewide SBA office, and a university institute studying community economic development. We also consulted formal development plans developed by nonprofit and governmental agencies.

We identified the following credit and non-credit related needs in this AA:

- Micro-finance for small business development in low- and moderate-income geographies;
- Pre-development funding sources for commercial and mixed-use real estate development and small business development and expansion purposes;
- Finance of infrastructure improvements in low- and moderate income geographies: including childcare, social and human service capacity, transportation, and basic city services;
- Financial literacy and life training for low- and moderate-income individuals and families;
- Financing and lines of credit for nonprofit social service and community development organizations;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Affordable financing including down payment assistance for homeownership for low- and moderate-income borrowers;
- Financing to bring vacant properties back into occupancy, especially those vacant because of foreclosure;
- Transitional housing for persons leaving rehabilitation or other protected environments to assist in reintegrating into society; and,
- Workforce development for higher skilled health care, service, and manufacturing jobs.

We determined the opportunities to make CD loans and provide CD services within the AA are abundant. The AA has CD organizations including Community Development Financial Institutions (CDFI)'s (both nonprofit and depository), Community Development Corporations (CDC)'s, and other nonprofit housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are numerous agencies that are involved in economic and business development. There are many opportunities to make qualified investments in the AA including low-income housing tax credits, new markets tax credits, mortgage-backed securities for affordable housing, CRA QIF, and donations. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

State of Indiana

Bloomington MSA

Demographic Information for Full Scope Area: Bloomington MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	29	10.34	13.79	44.83	31.03	0.00
Population by Geography	120,563	14.07	15.72	43.21	27.00	0.00
Owner-Occupied Housing by Geography	25,298	0.77	8.38	54.51	36.34	0.00
Business by Geography	11,640	11.69	13.49	44.73	30.09	0.00
Farms by Geography	332	1.81	3.92	65.66	28.61	0.00
Family Distribution by Income Level	24,931	17.40	16.89	21.13	44.58	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	8,550	5.82	20.43	53.02	20.73	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		46,989 59,100 19%	Median Housing Value Unemployment Rate (2000 US Census)		108,525 2.23%	

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

Source: 2000 US Census and 2011 HUD updated MFI

Bloomington MSA

Demographic Information for Full Scope Area: Bloomington MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	31	12.90	16.13	45.16	25.81	0.00
Population by Geography	137,974	16.38	14.47	42.41	26.74	0.00
Owner-Occupied Housing by Geography	28,360	2.46	11.88	51.77	33.89	0.00
Business by Geography	11,147	7.05	15.06	50.35	27.53	0.00
Farms by Geography	330	2.12	5.45	70.91	21.52	0.00
Family Distribution by Income Level	26,849	19.65	18.16	23.25	38.94	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	10,153	4.37	15.10	49.42	31.10	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		57,123 59,900 24%	Median Housing Value Unemployment Rate (2010 US Census)		143,309 3.29%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of one (Monroe) of the three counties that comprise the Bloomington, IN MSA #14020, which is located in south central Indiana. The AA's population represents 2.0 percent of the state's total population. ONB's AA excludes Greene and Owen Counties because it does not have any branches in these counties. ONB has six branch offices, six full service ATMs, and 10 cash dispense only ATMs located within the AA. Over the evaluation period, 9.0 percent of home mortgage loans, 5.0 percent of small loans to businesses, and 0.2 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$365 million. This represents 9.0 percent of the bank's total deposits. ONB is the largest deposit-taking institution in the AA with a 22.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include JPMorgan Chase Bank, N.A., Bloomfield State Bank, Fifth Third Bank and First Financial Bank.

Bloomington's recovery is uneven. Hourly wages and hours worked are higher from a year earlier, and house prices are gaining upward momentum. Employment in the public sector, which employs almost a third of all workers, has risen slightly. The overall labor market appears frozen; employment, the unemployment rate, and the labor force are unchanged from several months ago. Nevertheless, retail, leisure/ hospitality and education/healthcare will sustain the recovery, pushing the unemployment rate lower. It is anticipated that Bloomington will not recover the jobs lost during the recession until 2015.

Major industries consist of education, health care services, manufacturing, and government. Major employers include Indiana University, Cook Group, Inc., Indiana University Health, Monroe County Community School Corp., Baxter Healthcare Pharmaceuticals, and the City of Bloomington.

Indiana University (IU) faces stiff headwinds, so hiring will be limited in the near term. State aid will be flat in the 2013-2015 biennium budget. In addition, the federal sequester that cuts spending 8.2 percent from domestic discretionary programs, including the federal agencies that fund research, will hit IU. Half of the university's research budget is federally financed. Additionally, if the cuts are sustained, the overall local economy could suffer, since university research supports the local economy. A university study found that its \$500 million in research spending in 2009 generated \$844 million in economic activity and supported 6,500 jobs statewide. Financial aid, which two-thirds of IU students receive, is also being cut.

Health services employment will expand more slowly than the national industry average over the next 10 years since the 65 and older population will rise at a below-average pace in the AA. Increased demand for healthcare among the newly insured would spur hiring at healthcare providers. Additional industry growth would have significant beneficial spillover effects, since industry wages are above average.

In the AA, non-agricultural wage and salaried employment declined from 91,651 in January 2009 to 86,932 in December 2012, a decrease of 5.0 percent. During this same time period, the unemployment rate increased from 6.8 percent to 7.7 percent. The state of Indiana's unemployment rate was 8.3 percent as of December 2012. Twenty-four percent of households live below the poverty level in the AA based on 2010 Census Data. This is higher than the 19.0

percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$59,900. Twenty percent and 18.2 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, in the Bloomington MSA, the mean (average) housing value increased 3.8 percent from \$159,380 in the third quarter of 2008 to \$165,470 in the fourth quarter of 2012.

Included in this AA is an Indiana designated Enterprise Zone located in Bloomington, Indiana. Many programs exist through tax benefits, incentives, and loan and grant programs to facilitate investment in the zone, improve the quality of housing, and implement CD projects that support quality jobs and strong neighborhoods.

We determined the community's needs by contacting representatives from a housing and economic development agency. We also reviewed information from the HUD Consolidated Housing and CD Plan for the city of Bloomington and the City's *Master Plan*.

We identified the following credit and non-credit related needs in this AA:

- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Multifamily affordable housing development for non-students;
- Affordable homes and mortgages for low- and moderate-income families;
- Anti-poverty social service investment;
- Improved existing owner-occupied and rental housing for low- and moderate-income families;
- Economic incentives for businesses & services for entrepreneurs and small business; and,
- Workforce development for higher skilled health care, service, and manufacturing jobs.

We determined the opportunities to make CD loans and provide CD services within the AA are moderate. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of low-income housing tax credits, new markets tax credits, mortgage backed securities for affordable housing for a larger statewide or regional area, a low-income credit union, and CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

IN Non MSA areas

Demographic Information for Full Scope Area: IN Non MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	152	0.66	13.16	81.58	4.61	0.00
Population by Geography	624,301	0.72	11.63	81.52	6.13	0.00
Owner-Occupied Housing by Geography	182,704	0.32	10.38	82.84	6.46	0.00
Business by Geography	52,252	1.19	10.91	79.66	8.24	0.00
Farms by Geography	5,134	0.06	2.77	89.83	7.34	0.00
Family Distribution by Income Level	171,236	17.74	20.25	25.47	36.54	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	65,050	1.17	15.84	79.02	3.97	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		45,666 52,900 10%	Median Housing Value Unemployment Rate (2010 US Census)		76,338 2.55%	

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

Source: 2000 US Census and 2011 HUD updated MFI

IN Non MSA areas

Demographic Information for Full Scope Area: IN Non MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	153	0.00	18.95	67.32	13.73	0.00
Population by Geography	623,588	0.00	17.90	65.09	17.01	0.00
Owner-Occupied Housing by Geography	183,471	0.00	13.87	67.48	18.64	0.00
Business by Geography	49,189	0.00	16.70	64.47	18.83	0.00
Farms by Geography	5,127	0.00	5.29	73.34	21.38	0.00
Family Distribution by Income Level	168,521	17.52	18.91	25.44	38.13	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	61,391	0.00	15.83	66.65	17.52	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		52,796 53,600 13%	Median Housing Value Unemployment Rate (2010 US Census)		99,453 4.22%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of twenty non-MSA counties (Davies, Dubois, Fountain, Grant, Jackson, Jay, Knox, Lawrence, Martin, Montgomery, Noble, Orange, Parke, Perry, Pike, Randolph, Spencer, Warren, Wayne, and White Counties) concentrated in the southern two-thirds of the state of Indiana. The AA's population represents 10.0 percent of the state's total population. ONB has 41 branch offices, 23 full service ATMs, and eighteen cash dispense only ATMs located within the AA. Over the evaluation period, 20.0 percent of home mortgage loans, 24.0 percent of small loans to businesses, and 72.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$1.32 billion. This represents 20.0 percent of the bank's total deposits. ONB is the largest deposit taking institution in the AA with a 14.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include German American Bancorp, First Merchants Bank, Merchants Bank of Indiana, JPMorgan Chase Bank, N.A., and Regions Bank.

Major industries in the AA consist of services (41.3%), retail trade (11.5%), and agriculture (9.4%). In the AA, household employment declined from 277,619 in January 2009 to 268,131 in December of 2012, a decline of 3.0 percent. During this same time period, the unemployment rate declined from 9.8 percent to 8.5 percent. Comparatively, the state of Indiana's unemployment rate was 8.3 percent as of December 2012. Lawrence and Dubois Counties had the highest and lowest unemployment rates in the AA of 11.0 percent and 6.0 percent, respectively. Thirteen percent of the households lived below the poverty level in the AA, based on 2010 Census Data. This is slightly above the 10.0 percent of households below the poverty level based on 2000 Census Data.

The 2012 FFIEC Estimated non-MSA/MD Median Family Income for the AA is \$53,600. Seventeen percent and 18.9 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the combined non MSA areas in Indiana decreased 1.8 percent from \$162,670 in the third quarter of 2008 to \$159,780 in the fourth quarter of 2012.

We determined the community's needs by conducting community contact interviews with representatives from one association of community economic development organizations and one housing and economic development organization. In addition, we also consulted a government-sponsored entity providing affordable housing support, as well as a governmental agency providing services in support of community economic and small business & small farm development, single-family, multifamily, homeownership, and rental housing. In addition, we consulted the Federal Home Loan Bank of Indianapolis' *Community Lending Plan*. We identified the following credit and non-credit related needs in this AA:

- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Down payment assistance for rental housing development and single-family homeownership;
- Revolving loan funds targeted to manufacturing and high tech businesses;
- Workforce development for higher skilled health care, service, and manufacturing jobs;
- Financing in support of industry attraction and expansion of local industry;

- Grants to operate emergency shelters;
- Grants and Services in support of nonprofit community development organization management and program capacity;
- Various community services targeted to low- and moderate-income individuals such as transportation assistance, Meals on Wheels, job training, and financial literacy;
- Various community services for senior citizens such as tax preparation assistance, transportation, financial counseling, and funding for emergency assistance grants;
- Local Food production and distribution finance; and,
- Bio-energy development and production finance.

We determined the opportunities to make CD loans and provide CD services within the AA are moderate. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of low-income housing tax credits, new markets tax credits, mortgage backed securities for affordable housing for a larger statewide or regional area, a community development credit union, and CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

Indianapolis-Carmel MSA

Demographic Information for Full Scope Area: Indianapolis-Carmel MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	302	8.61	28.15	43.38	19.54	0.33
Population by Geography	1,466,702	4.81	22.99	46.65	25.55	0.00
Owner-Occupied Housing by Geography	385,153	2.95	18.50	48.89	29.65	0.00
Business by Geography	167,757	2.37	14.31	48.41	34.84	0.06
Farms by Geography	4,650	1.01	10.00	62.34	26.65	0.00
Family Distribution by Income Level	384,236	19.24	18.49	23.09	39.19	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	144,936	8.52	35.30	44.25	11.93	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		55,425 66,000 8%	Median Housing Value Unemployment Rate (2000 US Census)	112,789 2.29%		

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

Source: 2000 US Census and 2011 HUD updated MFI

Indianapolis-Carmel MSA

Demographic Information for Full Scope Area: Indianapolis-Carmel MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	346	13.87	26.59	36.99	22.54	0.00
Population by Geography	1,696,563	8.46	22.72	38.96	29.87	0.00
Owner-Occupied Housing by Geography	434,235	5.35	17.74	42.51	34.40	0.00
Business by Geography	160,601	5.74	18.82	41.15	34.29	0.00
Farms by Geography	4,674	2.95	12.02	56.50	28.52	0.00
Family Distribution by Income Level	422,888	17.66	18.91	25.62	37.81	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	154,641	8.22	21.34	40.16	30.28	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		66,347 66,900 11%	Median Housing Value Unemployment Rate (2010 US Census)	149,690 4.04%		

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of six (Boone, Hamilton, Hancock, Hendricks, Johnson, Marion, and Putnam Counties) of the ten counties that comprise the Indianapolis-Carmel, IN MSA #26900, which is located in central Indiana. The AA's population represents 26.0 percent of the state's total population. ONB's AA excludes Brown, Morgan, and Shelby Counties because it does not have any branches in these counties. This MA is the largest MA in the state of Indiana. ONB has 42 branch offices, 36 full service ATMs, and four cash dispense only ATM located within the AA. Over the evaluation period, 16.0 percent of home mortgage loans, 16.0 percent of small loans to businesses, and 1.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$773 million. This represents 12.0 percent of the bank's total deposits. ONB is the ninth largest deposit-taking institution in the AA with a 2.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include JPMorgan Chase Bank, N.A. Bank, N.A., PNC Bank, and Fifth Third Bank.

Major industries consist of professional and business services, followed by government, health services, education and manufacturing. Major employers include Federal/State/Local Government, Indiana University Health, Eli Lilly and Company, St Vincent Hospitals & Health Services, and Wal-Mart Stores, Inc.

Indianapolis-Carmel made little headway in 2012 after two years of solid recovery. Manufacturers have rehired few of the workers they laid off during the recession, and payrolls are stagnating. Workers are returning to the labor force, but hiring is not strong enough to lower the unemployment rate. The housing market is showing signs of improvement. Home sales picked up over the final three months of 2012 and the median price is rising, according to the Indiana Association of Realtors. Real fixed investment at the national level is on the upswing, and private nonresidential construction rose strongly in December.

Factory payrolls are stagnant. The rebound in national auto sales has done little to lift local manufacturing. However, the metro area's recovery is less susceptible to slowing from factory weakness, and this will be a major advantage in the coming quarters. Manufacturing's share of total employment is well below the state average and in line with the nations, and its contribution to the recovery has been minimal. The AA's economy is more geared than the state's toward the high-value-added services that will be key drivers of national job and income growth over the near and long terms. As a result, the labor market expansion will be well ahead of the state's over the extended forecast horizon.

Transportation payrolls have fully recovered, and demand for logistics space has propped up commercial building, allowing the metro area to recoup a larger than average share of its construction jobs. On the downside, hiring will be more moderate now that the cyclical boost has faded.

In the AA, non-agricultural wage and salaried employment remained flat only increasing from 832,252 in January 2009 to 832,410 in December 2012, an increase of .02 percent. During this same time period, the unemployment rate increased from 7.8 percent to 7.9 percent. The state of Indiana's unemployment rate was 8.3 percent as of December 2012. Eleven percent of households live below the poverty level in the AA based on 2010 Census Data. This is higher

than the 8.0 percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$66,900. Eighteen percent and 18.9 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the Indianapolis MSA decreased 3.8 percent from \$144,530 in the third quarter of 2008 to \$138,990 in the fourth quarter of 2012.

Included in this AA is an Indiana designated Enterprise Zone located in Indianapolis, Indiana. Many programs exist through tax benefits, incentives, and loan and grant programs to facilitate investment in the zone, improve the quality of housing, and implement CD projects that support quality jobs and strong neighborhoods. Also included in the AA is the Indianapolis Smart Growth District. The purpose of the District is to catalyze urban growth while reducing sprawl and low-density development on the City's fringe. It promotes the integration of jobs into neighborhoods, mixed land use and housing choice, traffic congestion reduction, and improved quality of life. The City of Indianapolis is also host to a Comprehensive Community Development initiative. Comprehensive Community Development melds individual and institutional community organizing and community economic development into an integrated approach to community reinvestment. Several low- and moderate-income geographies have been targeted for this work.

We determined the community's needs by contacting representatives from both local and statewide housing and economic development organizations. We also consulted formal development plans developed by nonprofit and state agencies.

We identified the following credit and non-credit related needs in this AA:

- Though the need for affordable mortgage loans to low- and moderate-income individuals and down payment assistance and home ownership counseling for first time home buyers persist, emphasis thereupon may obscure the scope of other community credit needs;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Grants in support of community services to low- and moderate-income families, including child care, health and dental care, affordable in-home care for the elderly, employment and job training, nutrition, and financial literacy services;
- Loans to CD organizations including lines of credit to nonprofit organizations to acquire single family homes for redevelopment;
- Private finance of small-scale mixed use commercial/retail/residential projects;
- Small business loans including leasehold improvement and working capital financing;
- Workforce development for higher skilled health care, service, and manufacturing jobs; and,
- Participation in community economic development leadership efforts.

We determined the opportunities to make CD loans and provide CD services within the AA are abundant. The AA has numerous CD organizations including CDFI's, CDC's, Community Housing Development Organizations (CHDO)'s, and many other nonprofit housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are numerous agencies that are involved in economic and business development. There are many opportunities to make qualified investments in the AA other than low-income housing tax credits, new markets tax credits, mortgage-backed securities for affordable housing, CRA QIF, and donations. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

State of Illinois

Danville MSA

Demographic Information for Full Scope Area: Danville MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	25	0.00	16.00	60.00	24.00	0.00
Population by Geography	83,919	0.00	11.46	69.85	18.69	0.00
Owner-Occupied Housing by Geography	23,980	0.00	8.14	69.82	22.04	0.00
Business by Geography	5,980	0.00	13.58	67.07	19.35	0.00
Farms by Geography	548	0.00	0.55	86.50	12.96	0.00
Family Distribution by Income Level	22,447	18.09	18.78	23.64	39.49	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	8,276	0.00	16.57	71.47	11.96	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		41,578 52,600 13%	Median Housing Value Unemployment Rate (2000 US Census)		55,018 3.52%	

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

Source: 2000 US Census and 2011 HUD updated MFI

Danville MSA

Demographic Information for Full Scope Area: Danville MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	24	4.17	29.17	45.83	20.83	0.00
Population by Geography	81,625	4.35	28.26	48.27	19.12	0.00
Owner-Occupied Housing by Geography	22,994	2.49	22.63	52.33	22.55	0.00
Business by Geography	5,586	3.06	29.90	48.59	18.46	0.00
Farms by Geography	561	0.18	9.98	76.65	13.19	0.00
Family Distribution by Income Level	20,659	20.13	16.54	23.83	39.50	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	7,574	5.82	26.70	48.23	19.25	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		49,429 53,300 18%	Median Housing Value Unemployment Rate (2010 US Census)		73,917 4.84%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's Danville, Illinois MSA #19180 AA consists of Vermilion County, which is located in east central Illinois. The AA's population represents 0.6 percent of the state's total population. ONB has two branch offices, one full service ATM, and two cash dispense only ATMs located within the AA. Over the evaluation period, 1.0 percent of home mortgage loans, 1.0 percent of small loans to businesses, and 2.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$174 million. This represents 3.0 percent of the bank's total deposits. ONB is the largest deposit-taking institution in the AA with a 16.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include Iroquois Federal Savings and Loan, First Financial Bank, and First Midwest Bank.

Local facilities geared toward transportation-related manufacturing are facing considerable headwinds, and layoff announcements still pose a threat. Consumer-related service providers are feeling the drag of low job and income growth, while logistical and back-office services continue to struggle with muted activity in the private sector. Major employment sectors consist of government, health care, manufacturing, and retail trade. Major employers include Veterans Affairs Illinois Health Care, Vermilion County Public Schools, McLane Midwest Company, Quaker Foods & Beverages, and Provena United Samaritans Medical Center.

In the AA, non-agricultural wage and salaried employment declined from 33,418 in January 2009 to 32,709 in December 2012, a decrease of 2.0 percent. During this same time period, the unemployment rate declined from 10.3 percent to 10.0 percent. The state of Illinois' unemployment rate was 8.6 percent as of December 2012. Eighteen percent of households live below the poverty level in the AA based on 2010 Census Data. This is higher than the 13.0 percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$53,300. Twenty percent and 16.5 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the Danville MSA decreased 4.9 percent from \$162,130 in the third quarter of 2008 to \$154,140 in the fourth quarter of 2012.

Included in this AA is an Illinois designated Enterprise Zone. Many programs exist through tax benefits, incentives, and loan and grant programs to facilitate investment in the zone, improve the quality of housing, and implement CD projects that support quality jobs and strong neighborhoods. Administered by the City of Danville Department of Planning and Economic Development, activities within the enterprise zone are frequently conducted in conjunction with Vermilion Advantage: both the regional economic development agency and regional catalyst for regional workforce development activities.

We determined the community's needs by contacting a representative from an economic development agency. In addition, we also consulted a governmental agency providing services in support of community economic and small business & small farm development, and single-family, multifamily, homeownership, and rental housing. In addition, we consulted the

Federal Home Loan Bank of Chicago's *Community Lending Plan* and the City of Danville's Department of Planning and Economic Development *Comprehensive Plan*.

We identified the following credit and non-credit related needs in this AA:

- Economic redevelopment finance to retain and expand existing businesses and industries and promote new and expanded business opportunities;
- Micro-business finance;
- Private finance in support of the public school infrastructure and physical plant;
- Private finance of community infrastructure including roads and sewer;
- Coordinated community revitalization and reinvestment efforts;
- Workforce development for higher skilled health care, service, and manufacturing jobs;
- Home improvement lending to address deterioration of the single-family home market;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units; and,
- Grants in support of social services targeted to low- and moderate-income citizens and the capacity of the nonprofit organizations providing these services.

We determined the opportunities to make CD loans and provide CD services within the AA are limited. The AA has a number of social service agencies that provide community services to low- and moderate-income individuals, but a very limited number of organizations providing affordable housing services. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of low-income housing tax credits, mortgage backed securities for affordable housing for a larger statewide or regional area, other statewide or regional investment facilities that may include the Danville MSA, and CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

IL Non MSA areas

Demographic Information for Full Scope Area: IL Non MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	77	2.60	31.17	61.04	5.19	0.00
Population by Geography	276,990	1.37	28.65	64.29	5.70	0.00
Owner-Occupied Housing by Geography	79,504	0.19	23.61	70.03	6.16	0.00
Business by Geography	23,910	1.51	32.75	59.65	6.09	0.00
Farms by Geography	1,674	0.18	10.75	85.96	3.11	0.00
Family Distribution by Income Level	72,498	22.71	19.93	23.66	33.70	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	30,914	0.74	32.94	62.98	3.34	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		43,613 56,600 17%	Median Housing Value Unemployment Rate (2000 US Census)		56,863 3.22%	

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

Source: 2000 US Census and 2011 HUD updated MFI

IL Non MSA areas

Demographic Information for Full Scope Area: IL Non MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	77	2.60	27.27	63.64	5.19	1.30
Population by Geography	277,056	3.06	23.79	66.31	6.29	0.56
Owner-Occupied Housing by Geography	78,618	0.84	19.83	72.08	7.23	0.01
Business by Geography	21,888	2.96	29.08	61.00	6.96	0.00
Farms by Geography	1,660	0.54	9.64	86.20	3.61	0.00
Family Distribution by Income Level	70,622	19.81	17.98	22.56	39.65	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	26,688	1.58	22.30	69.87	6.24	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		54,549 57,400 19%	Median Housing Value Unemployment Rate (2010 US Census)		86,570 4.13%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of twelve non-MSA counties (Clark, Gallatin, Hardin, Jackson, Jefferson, Johnson, Lawrence, Pope, Saline, Wabash, White, and Williamson Counties) located in southeastern Illinois. The AA's population represents 2.0 percent of the state's total population. Eight of the twelve counties have populations of less than twenty thousand. ONB has 11 branch offices, 10 full service ATMs, and 11 cash dispense only ATMs located within the AA. Over the evaluation period, 8.0 percent of home mortgage loans, 6.0 percent of small loans to businesses, and 8.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$664 million. This represents 10.0 percent of the bank's total deposits. ONB is the largest deposit taking institution in the AA with a 13.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include Banterra Bank, Peoples National Bank, The Bank of Herrin, and First Southern Bank.

Major industries in the AA consist of services, retail trade, agriculture, construction, and financial services. In the AA, non-agricultural wage and salaried employment increased from 137,635 in January 2009 to 138,214 in December of 2012, a .4% increase. During this same time period, the unemployment rate decreased from 8.7 percent to 8.4 percent. The state of Illinois' unemployment rate was 8.6 percent as of December 2012. Hardin and Jackson Counties had the highest and lowest unemployment rates in the AA of 11.2 percent and 7.3 percent, respectively. Nineteen percent of households live below the poverty level in the AA, based on 2010 Census Data. This level approximates the percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$57,400. Twenty percent and 18.0 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the combined non MSA areas in Illinois increased minimally from \$157,220 in the third quarter of 2008 to \$158,380 in the fourth quarter of 2012.

We determined the community's needs by contacting representatives from a county industrial development council, a residential realtor, a governmental agency providing services in support of community economic and small business & small farm development, single-family, multifamily, homeownership, and rental housing, a regional economic development agency, and a regional small business development council.

We identified the following credit and non-credit related needs in this AA:

- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Down payment assistance for rental housing development and single-family homeownership;
- Workforce development for higher skilled health care, service, and manufacturing jobs;
- Financing in support of industry attraction and expansion of local industry;
- Affordable micro business loans;

- Grants and Services in support of nonprofit community development organization management and program capacity;
- Various community services targeted to low- and moderate-income individuals such as transportation assistance, job training, and financial literacy;
- Various community services for senior citizens such as tax preparation assistance, transportation, financial counseling, and funding for emergency assistance grants;
- Local Food production and distribution finance; and,
- Bio-energy development and production finance.

We determined the opportunities to make CD loans and provide CD services within the AA are moderate. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of low-income housing tax credits, new markets tax credits, and mortgage backed securities for affordable housing for a larger statewide or regional area, and CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

State of Kentucky

KY Non MSA areas

Demographic Information for Full Scope Area: KY Non MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	27	0.00	3.70	62.96	33.33	0.00
Population by Geography	107,055	0.00	3.09	57.81	39.10	0.00
Owner-Occupied Housing by Geography	32,962	0.00	2.39	59.77	37.84	0.00
Business by Geography	11,784	0.00	4.11	55.31	40.58	0.00
Farms by Geography	550	0.00	0.73	51.82	47.45	0.00
Family Distribution by Income Level	30,470	18.50	15.35	20.28	45.88	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	10,312	0.00	4.55	68.16	27.29	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		32,884 43,000 17%	Median Housing Value Unemployment Rate (2000 US Census)		53,631 3.55%	

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

Source: 2000 US Census and 2011 HUD updated MFI

KY Non MSA areas

Demographic Information for Full Scope Area: KY Non MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	28	0.00	10.71	60.71	28.57	0.00
Population by Geography	106,410	0.00	6.36	65.43	28.21	0.00
Owner-Occupied Housing by Geography	31,552	0.00	4.88	66.62	28.50	0.00
Business by Geography	10,002	0.00	9.82	63.69	26.49	0.00
Farms by Geography	540	0.00	2.22	58.89	38.89	0.00
Family Distribution by Income Level	29,133	19.16	19.30	22.05	39.48	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	11,206	0.00	6.16	66.03	27.82	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		43,212 43,600 17%	Median Housing Value Unemployment Rate (2010 US Census)		77,516 3.84%	

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of four non-MSA counties (Caldwell, Hopkins, Muhlenberg, and Union Counties) located in western Kentucky. The AA's population represents 2.0 percent of the state's total population. ONB has seven branch offices, seven full service ATMs, and four cash dispense ATMs located within the AA. Over the evaluation period, 9.0 percent of home mortgage loans, 6.0 percent of small loans to businesses, and 5.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$430 million. This represents 6.0 percent of the bank's total deposits. ONB is the largest deposit taking institution in the AA with a 27.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include Fifth Third Bank, First United Bank & Trust Company, Hancock Bank & Trust Company, and United Community Bank of West Kentucky.

Major industries in the AA consist of services, retail trade, agriculture, financial services, and construction. In the AA, non-agricultural wage and salaried employment decreased from 50,914 in January 2009 to 50,137 in December 2012, a decrease of 2.0 percent. During this same time period, the unemployment rate decreased from 10.2 percent to 7.3 percent. The state of Kentucky's unemployment rate was 8.0 percent as of December 2012. Muhlenberg and Union Counties had the highest and lowest unemployment rates in the AA of 9.2 percent and 6.5 percent, respectively. Seventeen percent of households live below the poverty level in the AA, based on both 2000 and 2010 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated non-MSA/MD Median Family Income for the AA is \$43,600. Nineteen percent and 19.3 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the combined non MSA areas in Kentucky increased 1.1 percent from \$169,540 in the third quarter of 2008 to \$171,380 in the fourth quarter of 2012.

We determined the community's needs by contacting representatives from a regional economic development agency and a residential and commercial real estate agency. In addition, we consulted the Federal Home Loan Bank of Cincinnati's *Community Lending Plan*.

We identified the following credit and non-credit related needs in this AA:

- Down payment assistance for low- and moderate-income first-time home buyers;
- Affordable manufactured home purchase finance;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Workforce development for higher skilled health care, service, and manufacturing jobs;
- Business loans under \$100,000;
- Various community services targeted to low- and moderate-income individuals such as transportation assistance, utilities assistance, job training, and financial literacy; and,
- Financial literacy classes.

We determined the opportunities to make CD loans and provide CD services within the AA are moderate. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of mortgage-backed securities for affordable housing for a larger statewide or regional area, potential activity with four statewide Community Development Financial Institutions, and CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

Owensboro MSA

Demographic Information for Full Scope Area: Owensboro KY MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	23	0.00	17.39	56.52	26.09	0.00
Population by Geography	91,545	0.00	16.43	60.78	22.79	0.00
Owner-Occupied Housing by Geography	25,333	0.00	12.09	62.07	25.84	0.00
Business by Geography	9,122	0.00	20.66	56.27	23.07	0.00
Farms by Geography	450	0.00	3.78	74.44	21.78	0.00
Family Distribution by Income Level	25,016	18.70	17.31	23.07	40.92	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	9,007	0.00	26.11	59.69	14.20	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		43,999 56,600 13%	Median Housing Value Unemployment Rate (2000 US Census)	79,835 2.87%		

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

Source: 2000 US Census and 2011 HUD updated MFI

Owensboro MSA

Demographic Information for Full Scope Area: Owensboro KY MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	23	8.70	8.70	60.87	21.74	0.00
Population by Geography	96,656	5.65	11.04	62.87	20.45	0.00
Owner-Occupied Housing by Geography	26,200	2.61	8.19	65.25	23.94	0.00
Business by Geography	8,418	11.32	10.72	55.77	22.19	0.00
Farms by Geography	445	1.35	2.92	75.51	20.22	0.00
Family Distribution by Income Level	25,205	19.36	17.60	25.05	37.98	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	9,316	4.20	10.62	63.65	21.53	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		54,406 57,300 14%	Median Housing Value Unemployment Rate (2010 US Census)	105,844 3.06%		

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

Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of Daviess County located in the Owensboro MSA in western Kentucky. According to the 2010 US Census, the AA's population is 96,656 or 2.0 percent of the state's total population. ONB has four branch offices, one full service ATM, and three cash dispensing only ATMs located within the AA. Over the evaluation period, 5.0 percent of home mortgage loans, 2.0 percent of small loans to businesses, and 1.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$67.5 million. This represents 1.0 percent of the bank's total deposits. ONB is the ninth largest deposit taking institution in the AA with a 2.6 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include US Bank, Independence Bank of Kentucky, and Branch Banking and Trust Company.

Owensboro's recovery seems to be gaining traction. Payroll gains in leisure/hospitality and professional/business services are offsetting losses in manufacturing, transportation and education/healthcare. The labor force is trending higher after falling earlier in the year. Foreclosures are limited; consequently, house prices continue to trend upward, having surpassed their prerecession peak at the start of the year. However, the stable housing market is not yet translating into homebuilding, as both single and multifamily permits remain low.

While smaller investments are creating jobs, layoffs at larger firms are largely offsetting these gains. Toward the medium term, these smaller investments will fuel modest growth in output and payrolls, but manufacturing's role in the economy will diminish relative to before the downturn.

Continued housing market improvement will spur homebuilding during the coming year, enabling construction employment to gain traction over the second half of 2013. Payrolls fell over the third and fourth quarters of 2012 as several facets of Owensboro's downtown revitalization were completed. Further development projects throughout the metro area, including the \$425 million regional medical center and two \$20 million hotels, will bolster gains in construction employment over the near to medium term. Strong growth in construction will help spur robust income appreciation over the next few years. This expansion in disposable income will enhance consumers' ability to drive the metro area's recovery.

Major concentrations of employment are in the following industry categories: the public sector (primarily education), health care, manufacturing, and financial services. Major employers include Owensboro Medical Health Systems, Daviess County Public School System, US Bank Home Mortgage, Owensboro Public School System, Aleris Rolled Products, Century Aluminum and Wal-Mart Stores, Inc.

In the AA, non-agricultural wage and salaried employment increased from 51,417 in January 2009 to 56,062 thousand in December 2012, an increase of 9 percent. During this same time period, the unemployment rate decreased from 9.2 percent to 6.4 percent. The state of Kentucky's unemployment rate was 8.0 percent as of December 2012. Fourteen percent of households live below the poverty level in the AA, based on 2010 Census Data. This percent approximates the level of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated MSA Median Family Income for the AA is \$57,300. Nineteen percent and eighteen percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the Owensboro MSA increased 5.3 percent from \$147,790 in the third quarter of 2008 to \$155,850 in the fourth quarter of 2012.

We determined the community's needs by contacting representatives of a social service agency, an economic development agency, as well as consulting a community economic development plan and the Federal Home Loan Bank of Cincinnati's *Community Lending Plan*.

We identified the following credit and non-credit related needs in this AA:

- Support facility improvements to neighborhoods and human service providers that serve areas or persons of low- to moderate-income;
- Increase the supply of standard affordable housing (renter and owner) for persons with low-to-moderate incomes;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units;
- Increase shelter facilities and supportive services for homeless and special needs population;
- Increase home ownership opportunities in low- to moderate-income neighborhoods;
- Programs/support for at-risk children;
- Small Business financing for start-up service and retail businesses;
- Workforce development for higher skilled health care, service, and manufacturing jobs; and,
- Financial literacy and life skills training for low- and moderate persons.

We determined the opportunities to make CD loans and provide CD services within the AA are moderate. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is limited and consists of mortgage-backed securities for affordable housing for a larger statewide or regional area, small number of statewide CDFI's, nonprofit's in the AA, engaged in affordable housing and small business development, and the CRA QIF. Competition for CD loans, qualified investments, and CD services is moderate within the AA.

State of Ohio

OH Non MSA area

Demographic Information for Full Scope Area: OH Non MSA 2000 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	12	0.00	8.33	75.00	16.67	0.00
Population by Geography	53,309	0.00	7.94	73.36	18.70	0.00
Owner-Occupied Housing by Geography	15,640	0.00	6.82	74.18	19.01	0.00
Business by Geography	4,732	0.00	9.45	71.49	19.06	0.00
Farms by Geography	710	0.00	1.13	80.00	18.87	0.00
Family Distribution by Income Level	14,982	15.39	17.88	25.57	41.16	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	4,984	0.00	11.74	73.35	14.91	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		43,801 52,900 8%	Median Housing Value Unemployment Rate (2000 US Census)		92,506 2.10%	

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

OH Non MSA area

Demographic Information for Full Scope Area: OH Non MSA 2010 Census						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	12	0.00	8.33	83.33	8.33	0.00
Population by Geography	52,959	0.00	7.37	84.88	7.75	0.00
Owner-Occupied Housing by Geography	16,162	0.00	6.17	86.21	7.62	0.00
Business by Geography	4,468	0.00	9.71	83.75	6.54	0.00
Farms by Geography	708	0.00	1.13	79.66	19.21	0.00
Family Distribution by Income Level	14,530	17.25	19.55	26.04	37.16	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	5,348	0.00	7.05	85.58	7.37	0.00
Median Family Income FFIEC Adjusted Median Family Income for 2012 Households Below Poverty Level		52,111 53,600 11%	Median Housing Value Unemployment Rate (2010 US Census)		116,070 4.57%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2010 US Census and 2012 FFIEC updated MFI

ONB's AA consists of Darke County located in western Ohio. ONB has one branch office and one cash dispense only ATM located within the AA. The AA's population represents 0.5 percent of the state's total population. The one branch is located in Union City, Ohio, a small farming community located in the eastern part of the county adjacent to Union City, Indiana. The state line bisects the community and branch facility. The one moderate-income geography is located in Greenville, Ohio approximately 12 miles from Union City, Ohio. Eight financial institutions have branch offices in Greenville, Ohio. Over the evaluation period, 0.2 percent of home mortgage loans, 1.0 percent of small loans to businesses, and 4.0 percent of small loans to farms were derived from this AA. The bank's primary business focus in the AA is traditional retail banking products.

As of June 30, 2012, ONB's deposits in this AA total \$47 million. This represents 0.7 percent of the bank's total deposits. ONB is the sixth largest deposit taking institution in the AA with a 5.0 percent market share, based on FDIC deposit market share data as of June 30, 2012. Major competitors include Greenville National Bank, Park National Bank, Greenville Federal, and The Farmers State Bank.

Darke County is primarily rural with land mainly used for crop or pasture. Greenville, the largest city in the county, is located in the center of the county. Major industries in the AA consist of services, followed by agriculture, and retail trade. Major employers include Greenville Technology, Whirlpool Corporation, Midmark Corporation, and Wayne HealthCare.

In the AA, non-agricultural wage and salaried employment increased from 24,700 in January 2009 to 25,023 in December 2012, an increase of 1.0 percent. During this same time period, the unemployment rate decreased from 10.6 percent to 6.1 percent. The state of Ohio's unemployment rate was 6.7 percent as of December 2012. Eleven percent of households live below the poverty level in the AA, based on 2010 Census Data. This is higher than the 8.0 percent of households below the poverty level based on 2000 Census Data. It is especially difficult for this segment of the population to afford and maintain a home.

The 2012 FFIEC Estimated non-MSA/MD Median Family Income for the AA is \$53,600. Seventeen percent and 19.6 percent of families are low- and moderate-income, respectively, based on 2010 Census Data. Data obtained from the Federal Housing Finance Agency reflects that during the evaluation period, the mean (average) housing value in the combined non MSA areas in Ohio decreased 3.9 percent from \$159,190 in the third quarter of 2008 to \$153,020 in the fourth quarter of 2012.

We determined the community's needs by contacting representatives from an economic development agency. We also consulted formal development plans developed by nonprofit and governmental agencies.

We identified the following credit and non-credit related needs in this AA:

- Rural medical and health facilities financing;
- Economic development finance to retain and expand existing businesses and industries and promote new and expanded business opportunities;
- Downtown development, i.e., façade and improvement loans for commercial properties and financing of upper story housing;

- Various community services targeted to low- and moderate-income individuals such as transportation assistance, Meals on Wheels, job training, and financial literacy;
- Affordable micro business loans;
- Rehabilitation financing of affordable multifamily rental properties;
- Financing of affordable multifamily rental housing for low- and moderate-income residents, as well as the preservation of existing affordable units; and,
- Alternative crop financing.

We determined the opportunities to make CD loans and provide CD services within the AA are limited. The AA has housing and social service agencies that provide community services to low- and moderate-income individuals. Additionally, there are agencies that are involved in economic and business development. However, the opportunity to make qualified investments other than donations is extremely limited and consists of mortgage-backed securities for affordable housing for a larger statewide or regional area and CRA QIF. There are statewide and regional syndicators of low-income housing tax credits and new markets tax credits. Competition for CD loans, qualified investments, and CD services is moderate to high and consists primarily of local financial institutions that have a presence within the AA.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (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. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this PE.

The following is a listing and brief description of the tables included in each set:

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by 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 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, if applicable, 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: EVANSVILLE MMSA												
Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 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)	
Assessment Area (2011):												
Full Review:												
Evansville IN-KY MMSA	100.00	4,510	426,221	2,914	389,422	271	27,439	7	13,210	7,695	843,082	100.00

* 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 July 1, 2008 to December 31, 2012.

*** Deposit Data as of June 30, 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: EVANSVILLE MMSA				Evaluation Period: JULY 1, 2008 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		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:																
Evansville IN-KY MMSA	1,324	100.00	1.47	0.53	17.78	18.05	55.06	48.72	25.69	32.70	9.95	20.0	15.03	10.77	7.12	

* Based on 2011 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: EVANSVILLE MMSA				Evaluation Period: JULY 1, 2008 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:															
Evansville IN-KY MMSA	637	100.0	1.47	0.94	17.78	18.37	55.06	56.36	25.69	24.33	37.40	50.00	44.93	38.48	31.42

* Based on 2011 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: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Evansville IN-KY MMSA	2,544	100.0	1.47	0.31	17.78	11.08	55.06	48.70	25.69	39.90	14.26	22.22	19.77	15.40	11.68									

* Based on 2011 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: EVANSVILLE MMSA				Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011									
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:															
Evansville IN-KY MMSA	5	100.00	2.53	0.00	42.50	40.00	45.36	60.00	9.62	0.00	10.34	0.00	8.33	15.38	0.00

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Evansville IN-KY MMSA	2,914	100.00	1.43	1.89	24.54	28.00	49.48	43.14	24.56	26.97	25.63	40.00	28.60	26.38	22.26									

* Based on 2011 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Evansville IN-KY MMSA	271	100.00	0.26	0.37	8.30	6.27	60.88	71.96	30.57	21.40	49.05	100.00	47.83	53.67	34.94									

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Evansville IN-KY MMSA	1,324	100.00	18.96	16.88	18.48	32.09	24.07	21.49	38.49	29.54	6.55	7.33	5.95	6.23	6.90									

* Based on 2011 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 25.5% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Evansville IN-KY MMSA	637	100.00	18.96	17.34	18.48	27.93	24.07	26.35	38.49	28.38	22.22	24.30	21.23	19.90	23.81	

* Based on 2011 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 34.4% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: EVANSVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011										
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:															
Evansville IN-KY MMSA	2,544	100.00	18.96	11.30	18.48	20.76	24.07	24.89	38.49	43.05	11.40	15.96	10.89	10.14	11.43

* Based on 2011 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 23.7% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: EVANSVILLE MMSA			Evaluation Period: JULY 1, 2008 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:									
Evansville IN-KY MMSA	2,914	100.00	66.37	49.11	69.15	17.16	13.69	25.63	33.24

* Based on 2011 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 - 2011).

**** 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 13.44% 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: EVANSVILLE MMSA			Evaluation Period: JULY 1, 2008 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:									
Evansville IN-KY MMSA	271	100.00	98.72	77.12	67.16	23.99	8.86	49.05	50.66

* Based on 2011 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 - 2011).

**** 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 14.79% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: EVANSVILLE MMSA			Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012						
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Evansville IN-KY MMSA	0	0	236	8,428	236	8,428	100.00	1	3,056

* '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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: EVANSVILLE MMSA Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011																	
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:																	
Evansville IN-KY MMSA	100.00	20	100.00	5.00	35.00	45.00	15.00	0	0	0	0	0	0	2.25	22.50	51.69	23.55

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Table 1. Lending Volume

LENDING VOLUME		Geography: LOUISVILLE MMSA				Evaluation Period: JULY 1, 2008 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:												
Louisville-Jefferson KY-IN MMSA	100.00	315	66,504	330	68,428	6	1,146	4	9,212	655	145,290	100.00

* 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 July 1, 2008 to December 31, 2012.
 *** Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

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Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: LOUISVILLE MMSA				Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011									
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****	Over all	Low	Mod	Mid	Upp
Full Review:															
Louisville-Jefferson KY-IN MMSA	59	100.00	2.52	0.00	18.32	6.78	43.63	32.20	35.53	61.02	0.17	0.00	0.00	0.13	0.24

* Based on 2011 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: LOUISVILLE MMSA				Evaluation Period: JULY 1, 2008 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:															
Louisville-Jefferson KY-IN MMSA	27	100.00	2.52	0.00	18.32	7.41	43.63	37.04	35.53	55.56	1.04	0.00	0.67	0.73	1.58

* Based on 2011 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: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Louisville-Jefferson KY-IN MMSA	227	100.00	2.52	0.00	18.32	3.96	43.63	18.50	35.53	77.53	0.65	0.00	0.27	0.36	0.90									

* Based on 2011 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)

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Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: LOUISVILLE MMSA				Evaluation Period: JULY 1, 2008 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:															
Louisville-Jefferson KY-IN MMSA	2	100.00	11.23	0.00	27.43	0.00	34.95	50.00	26.39	50.00	1.30	0.00	0.00	3.57	0.00

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Louisville-Jefferson KY-IN MMSA	330	100.00	4.12	9.39	20.39	19.09	31.97	14.24	43.52	57.27	0.80	0.98	0.86	0.49	0.97									

* Based on 2011 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011									
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:																
Louisville-Jefferson KY-IN MMSA	6	100.00	1.56	0.00	12.57	16.67	45.11	66.67	40.76	16.67	1.61	0.00	0.00	0.00	20.00	

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011									
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:																
Louisville-Jefferson KY-IN MMSA	59	100.00	21.39	7.14	17.62	12.50	21.87	23.21	39.12	57.14	0.18	0.07	0.09	0.10	0.33	

* Based on 2011 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 4.1% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Louisville-Jefferson KY-IN MMSA	27	100.00	21.39	11.54	17.62	11.54	21.87	11.54	39.12	65.38	0.98	1.41	0.00	0.00	2.01	

* Based on 2011 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 5.9% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: LOUISVILLE MMSA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Louisville-Jefferson KY-IN MMSA	227	100.00	21.39	2.84	17.62	9.95	21.87	25.12	39.12	62.09	0.73	0.33	0.53	0.87	0.82									

* Based on 2011 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 6.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: LOUISVILLE MMSA			Evaluation Period: JULY 1, 2008 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:									
Louisville-Jefferson KY-IN MMSA	330	100.00	66.64	46.36	49.39	22.73	27.88	0.80	1.08

* Based on 2011 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 - 2011).

**** 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 19.11% 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: LOUISVILLE MMSA			Evaluation Period: JULY 1, 2008 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:									
Louisville-Jefferson KY-IN MMSA	6	100.00	97.57	50.00	33.33	50.00	16.67	1.61	2.33

* Based on 2011 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 - 2011).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: LOUISVILLE MMSA		Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Louisville-Jefferson KY-IN MMSA	1	175	64	1,904	65	2,079	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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Geography: LOUISVILLE MMSA				Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011			
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:																								
Louisville-Jefferson KY-IN MMSA	100.00	4	100.00	0.00	25.00	0.00	75.00	0	0	0	0	0	0	5.77	23.14	40.57	30.52							

Table 1. Lending Volume

LENDING VOLUME												
Geography: STATE OF INDIANA												
Evaluation Period: JULY 1, 2008 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:												
Bloomington IN MSA	5.44	513	71,381	381	50,553	6	585	3	7,233	903	129,752	16.89
IN Non MSA	49.01	3,344	229,324	2,466	226,476	2,314	223,914	11	17,107	8,135	696,821	38.32
Indianapolis-Carmel IN MSA	19.51	1,747	224,004	1,425	244,352	34	3,811	32	11,606	3,238	483,773	22.50
Limited Review:												
Anderson IN MSA	2.30	268	19,758	101	7,809	9	845	3	1,107	381	29,519	1.85
Elkhart-Goshen IN MSA	1.96	98	15,970	226	45,406	2	356	0	0	326	61,732	1.30
Fort Wayne IN MSA	1.17	106	11,743	89	10,577	0	0	0	0	195	22,320	0.50
Lafayette IN MSA	2.25	178	18,520	172	17,609	24	2,678	0	0	374	38,807	1.25
Muncie IN MSA	6.07	587	56,925	344	44,568	72	6,429	5	19,940	1,008	127,862	5.03
South Bend-Mishawaka IN-MI MMSA	3.32	199	37,982	351	74,183	0	0	1	1,678	551	113,843	1.97
Terre Haute IN MSA	8.96	945	74,500	477	70,869	57	9,441	8	28,813	1,487	183,623	10.40

* 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 July 1, 2008 to December 31, 2012.

*** Deposit Data as of June 30, 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: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	Over all	Low	Mod	Mid	Upp									
Full Review:																								
Bloomington IN MSA	103	6.75	0.77	0.97	8.38	11.65	54.51	45.63	36.34	41.75	3.74	0.00	3.66	3.78	3.84									
IN Non MSA	635	41.61	0.32	0.00	10.38	14.49	82.84	74.65	6.46	10.87	5.24	0.00	13.30	4.53	4.29									
Indianapolis-Carmel IN MSA	379	24.84	2.95	7.92	18.50	18.21	48.89	37.20	29.65	36.68	0.28	0.00	0.20	0.22	0.38									
Limited Review:																								
Anderson IN MSA	46	3.01	2.46	0.00	13.30	2.17	52.79	60.87	31.45	36.96	0.58	0.00	0.00	0.59	0.67									
Elkhart-Goshen IN MSA	18	1.18	0.06	0.00	2.92	0.00	90.58	94.44	6.44	5.56	0.29	0.00	0.00	0.26	0.74									
Fort Wayne IN MSA	18	1.18	0.90	0.00	20.65	5.56	51.34	50.00	27.10	44.44	0.08	0.00	0.00	0.07	0.11									
Lafayette IN MSA	26	1.70	0.25	0.00	9.47	7.69	54.56	34.62	35.72	57.69	0.29	0.00	0.00	0.00	0.58									
Muncie IN MSA	124	8.13	0.11	0.00	26.38	7.26	34.99	24.19	38.52	68.55	2.93	0.00	3.13	2.09	3.42									
South Bend-Mishawaka IN-MI MMSA	33	2.16	1.29	0.00	19.73	6.06	51.29	27.27	27.68	66.67	0.64	0.00	0.36	0.37	1.07									
Terre Haute IN MSA	144	9.44	0.00	0.00	19.51	14.58	48.95	38.19	31.54	47.22	2.05	0.00	3.52	1.84	1.87									

* Based on 2011 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: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Bloomington IN MSA	50	3.85	0.77	2.00	8.38	6.00	54.51	60.00	36.34	32.00	12.38	0.00	25.00	13.04	9.68									
IN Non MSA	737	56.78	0.32	0.00	10.38	12.48	82.84	84.12	6.46	3.39	29.79	0.00	39.25	29.42	18.64									
Indianapolis-Carmel IN MSA	179	13.79	2.95	1.12	18.50	8.38	48.89	56.98	29.65	33.52	5.92	0.00	5.71	5.58	6.59									
Limited Review:																								
Anderson IN MSA	42	3.24	2.46	0.00	13.30	4.76	52.79	47.62	31.45	47.62	12.95	0.00	0.00	12.70	15.87									
Elkhart-Goshen IN MSA	8	0.62	0.06	0.00	2.92	0.00	90.58	87.50	6.44	12.50	3.03	0.00	0.00	3.16	0.00									
Fort Wayne IN MSA	7	0.54	0.90	0.00	20.65	14.29	51.34	57.14	27.10	28.57	0.81	0.00	2.17	0.99	0.00									
Lafayette IN MSA	19	1.46	0.25	0.00	9.47	5.26	54.56	57.89	35.72	36.84	5.75	0.00	6.25	5.32	6.25									
Muncie IN MSA	70	5.39	0.11	0.00	26.38	27.14	34.99	25.71	38.52	47.14	16.27	0.00	20.00	15.22	15.00									
South Bend-Mishawaka IN-MI MMSA	7	0.54	1.29	0.00	19.73	0.00	51.29	71.43	27.68	28.57	2.30	0.00	0.00	3.39	1.56									
Terre Haute IN MSA	179	13.79	0.00	0.00	19.51	17.32	48.95	58.10	31.54	24.58	28.81	0.00	29.73	31.00	22.50									

* Based on 2011 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: STATE OF INDIANA																
Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011																
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****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid
Full Review:																
Bloomington IN MSA	355	6.90	0.77	0.28	8.38	4.79	54.51	46.76	36.34	48.17	6.28	3.33	5.45	6.27	6.49	
IN Non MSA	1,971	38.29	0.32	0.10	10.38	8.47	82.84	80.52	6.46	10.91	10.79	0.00	20.13	10.63	6.93	
Indianapolis-Carmel IN MSA	1,186	23.04	2.95	0.84	18.50	5.73	48.89	44.18	29.65	49.24	1.28	2.04	1.86	1.42	1.10	
Limited Review:																
Anderson IN MSA	180	3.50	2.46	0.00	13.30	3.33	52.79	55.56	31.45	41.11	2.94	0.00	1.67	3.88	2.16	
Elkhart-Goshen IN MSA	72	1.40	0.06	0.00	2.92	0.00	90.58	86.11	6.44	13.89	1.01	0.00	0.00	1.03	0.89	
Fort Wayne IN MSA	81	1.57	0.90	0.00	20.65	6.17	51.34	44.44	27.10	49.38	0.36	0.00	0.00	0.45	0.31	
Lafayette IN MSA	132	2.56	0.25	0.00	9.47	2.27	54.56	46.21	35.72	51.52	2.48	0.00	1.48	2.48	2.58	
Muncie IN MSA	393	7.63	0.11	0.00	26.38	8.65	34.99	33.08	38.52	58.27	10.71	0.00	8.96	9.75	11.64	
South Bend-Mishawaka IN-MI MMSA	159	3.09	1.29	0.00	19.73	4.40	51.29	32.08	27.68	63.52	1.83	0.00	0.36	1.35	2.57	
Terre Haute IN MSA	619	12.02	0.00	0.00	19.51	8.56	48.95	50.73	31.54	40.71	15.13	0.00	15.53	16.01	14.08	

* Based on 2011 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: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
Bloomington IN MSA	5	38.46	25.20	60.00	18.67	0.00	33.44	40.00	22.69	0.00	8.33	0.00	0.00	50.00	0.00									
IN Non MSA	1	7.69	3.44	0.00	17.84	0.00	67.46	100.00	11.25	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Indianapolis-Carmel IN MSA	3	23.08	6.84	33.33	31.84	33.33	47.30	33.33	14.02	0.00	2.70	16.67	5.00	1.37	0.00									
Limited Review:																								
Anderson IN MSA	0	0.00	1.95	0.00	13.44	0.00	76.21	0.00	8.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Elkhart-Goshen IN MSA	0	0.00	2.97	0.00	7.24	0.00	85.35	0.00	4.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Fort Wayne IN MSA	0	0.00	2.69	0.00	39.52	0.00	51.25	0.00	6.53	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Lafayette IN MSA	1	7.69	28.12	0.00	23.97	100.00	20.11	0.00	27.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Muncie IN MSA	0	0.00	9.02	0.00	26.64	0.00	33.28	0.00	31.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
South Bend-Mishawaka IN-MI MMSA	0	0.00	2.28	0.00	30.66	0.00	42.25	0.00	24.82	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Terre Haute IN MSA	3	23.08	0.00	0.00	41.87	33.33	28.79	66.67	29.34	0.00	10.00	0.00	0.00	20.00	0.00									

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Bloomington IN MSA	381	6.32	11.69	17.32	13.49	13.91	44.73	42.78	30.09	25.98	8.90	11.93	13.90	8.76	7.08									
IN Non MSA	2,466	40.92	1.19	0.73	10.91	12.94	79.66	78.51	8.24	7.83	13.17	4.60	18.12	14.11	7.15									
Indianapolis-Carmel IN MSA	1,425	23.65	2.37	2.74	14.31	13.12	48.41	41.96	34.84	42.18	1.72	1.88	1.69	1.67	1.83									
Limited Review:																								
Anderson IN MSA	101	1.68	1.89	2.97	15.20	22.77	53.86	54.46	29.05	19.80	2.50	0.00	3.90	3.37	0.85									
Elkhart-Goshen IN MSA	226	3.75	3.36	11.95	3.96	6.19	87.64	67.26	5.04	14.60	2.49	6.14	4.04	2.06	8.18									
Fort Wayne IN MSA	89	1.48	1.20	1.12	23.69	16.85	45.24	39.33	29.71	42.70	0.50	0.00	0.25	0.43	0.82									
Lafayette IN MSA	172	2.85	4.47	0.58	25.04	35.47	38.52	34.30	31.76	29.65	3.02	1.67	4.41	2.83	2.53									
Muncie IN MSA	344	5.71	1.51	0.87	28.75	30.52	32.75	30.52	36.99	38.08	7.47	20.00	9.03	6.47	7.73									
South Bend-Mishawaka IN-MI MMSA	351	5.82	1.53	2.85	24.82	16.24	46.80	51.00	26.84	29.91	2.88	5.41	1.75	3.29	3.14									
Terre Haute IN MSA	471	7.82	0.00	0.00	19.82	28.03	48.65	46.71	30.51	25.27	9.69	0.00	11.15	9.82	9.02									

* Based on 2011 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Bloomington IN MSA	6	0.24	1.81	0.00	3.92	50.00	65.66	33.33	28.61	16.67	15.79	0.00	100.00	14.29	0.00									
IN Non MSA	2,314	91.90	0.06	0.00	2.77	1.47	89.83	94.55	7.34	3.98	42.91	0.00	41.38	44.69	25.00									
Indianapolis-Carmel IN MSA	34	1.35	1.01	0.00	10.00	17.65	62.34	73.53	26.65	8.82	5.17	0.00	16.67	4.35	7.69									
Limited Review:																								
Anderson IN MSA	9	0.36	0.54	0.00	3.93	0.00	50.71	55.56	44.82	44.44	20.69	0.00	0.00	17.65	25.00									
Elkhart-Goshen IN MSA	2	0.08	0.37	0.00	0.87	0.00	97.01	100.00	1.74	0.00	0.00	0.00	0.00	0.00	0.00									
Fort Wayne IN MSA	0	0.00	0.00	0.00	9.11	0.00	64.83	0.00	26.06	0.00	0.00	0.00	0.00	0.00	0.00									
Lafayette IN MSA	24	0.95	0.16	0.00	5.31	0.00	58.28	75.00	36.25	25.00	9.68	0.00	0.00	9.43	16.67									
Muncie IN MSA	72	2.86	0.26	0.00	8.12	2.78	56.81	50.00	34.82	47.22	44.68	0.00	100.00	43.48	50.00									
South Bend-Mishawaka IN-MI MMSA	0	0.00	0.16	0.00	8.03	0.00	69.66	0.00	22.15	0.00	0.00	0.00	0.00	0.00	0.00									
Terre Haute IN MSA	57	2.26	0.00	0.00	5.47	0.00	55.35	84.21	39.18	15.79	10.08	0.00	0.00	15.38	1.96									

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Bloomington IN MSA	103	6.75	17.40	7.22	16.89	22.68	21.13	18.56	44.58	51.55	4.40	4.76	5.07	3.80	4.33									
IN Non MSA	635	41.61	17.74	14.85	20.25	28.54	25.47	26.91	36.54	29.70	2.13	1.83	2.09	2.11	2.35									
Indianapolis-Carmel IN MSA	379	24.84	19.24	25.98	18.49	26.26	23.09	17.04	39.19	30.73	0.31	0.17	0.24	0.28	0.43									
Limited Review:																								
Anderson IN MSA	46	3.01	18.05	9.09	19.37	25.00	23.21	40.91	39.38	25.00	0.74	0.59	0.00	1.61	0.92									
Elkhart-Goshen IN MSA	18	1.18	16.23	7.69	19.39	23.08	27.07	15.38	37.31	53.85	0.23	0.00	0.00	0.20	0.60									
Fort Wayne IN MSA	18	1.18	18.38	23.08	18.88	15.38	24.17	23.08	38.57	38.46	0.08	0.09	0.07	0.09	0.08									
Lafayette IN MSA	26	1.70	18.42	8.00	18.69	24.00	23.75	24.00	39.15	44.00	0.31	0.00	0.44	0.39	0.31									
Muncie IN MSA	124	8.13	20.00	10.92	18.73	18.49	21.12	19.33	40.15	51.26	3.37	2.99	1.88	2.44	5.40									
South Bend-Mishawaka IN-MI MMSA	33	2.16	18.53	0.00	18.63	15.63	23.48	9.38	39.36	75.00	0.78	0.00	0.62	0.21	1.88									
Terre Haute IN MSA	144	9.44	19.50	7.69	18.38	23.85	22.19	20.00	39.92	48.46	1.83	0.97	1.79	1.85	2.08									

* Based on 2011 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 19.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Bloomington IN MSA	50	3.85	17.40	27.08	16.89	18.75	21.13	29.17	44.58	25.00	12.70	27.27	8.82	16.67	8.24	
IN Non MSA	737	56.78	17.74	16.72	20.25	24.49	25.47	27.20	36.54	31.59	20.92	25.42	25.74	20.07	17.47	
Indianapolis-Carmel IN MSA	179	13.79	19.24	16.96	18.49	19.30	23.09	22.22	39.19	41.52	5.99	6.90	5.86	5.57	6.03	
Limited Review:																
Anderson IN MSA	42	3.24	18.05	14.29	19.37	26.19	23.21	21.43	39.38	38.10	13.64	6.67	5.88	16.67	18.64	
Elkhart-Goshen IN MSA	8	0.62	16.23	0.00	19.39	37.50	27.07	0.00	37.31	62.50	3.18	0.00	13.04	0.00	2.53	
Fort Wayne IN MSA	7	0.54	18.38	14.29	18.88	42.86	24.17	28.57	38.57	14.29	0.88	0.00	2.17	0.94	0.00	
Lafayette IN MSA	19	1.46	18.42	15.79	18.69	5.26	23.75	36.84	39.15	42.11	6.10	15.79	0.00	9.43	3.13	
Muncie IN MSA	70	5.39	20.00	10.00	18.73	22.86	21.12	28.57	40.15	38.57	17.20	13.64	18.52	20.93	15.38	
South Bend-Mishawaka IN-MI MMSA	7	0.54	18.53	0.00	18.63	0.00	23.48	66.67	39.36	33.33	2.39	0.00	0.00	8.89	1.45	
Terre Haute IN MSA	179	13.79	19.50	18.39	18.38	25.29	22.19	22.99	39.92	33.33	28.57	28.57	29.73	30.43	26.76	

* Based on 2011 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 14.2% of loans originated and purchased by bank.

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Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: STATE OF INDIANA					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Bloomington IN MSA	355	6.90	17.40	7.10	16.89	15.09	21.13	22.49	44.58	55.33	7.72	10.08	8.91	7.67	7.21	
IN Non MSA	1,971	38.29	17.74	11.40	20.25	18.91	25.47	26.15	36.54	43.54	8.02	12.53	7.09	8.41	7.47	
Indianapolis-Carmel IN MSA	1,186	23.04	19.24	7.35	18.49	19.85	23.09	27.67	39.19	45.13	1.51	1.58	1.91	1.80	1.26	
Limited Review:																
Anderson IN MSA	180	3.50	18.05	6.79	19.37	21.60	23.21	33.95	39.38	37.65	3.58	1.99	3.76	3.99	3.60	
Elkhart-Goshen IN MSA	72	1.40	16.23	3.03	19.39	12.12	27.07	15.15	37.31	69.70	1.12	0.00	0.41	0.55	1.84	
Fort Wayne IN MSA	81	1.57	18.38	12.96	18.88	24.07	24.17	14.81	38.57	48.15	0.35	0.44	0.45	0.39	0.24	
Lafayette IN MSA	132	2.56	18.42	11.11	18.69	26.19	23.75	23.81	39.15	38.89	3.16	4.63	3.79	3.25	2.61	
Muncie IN MSA	393	7.63	20.00	8.38	18.73	17.03	21.12	22.70	40.15	51.89	13.05	13.13	11.45	13.47	13.29	
South Bend-Mishawaka IN-MI MMSA	159	3.09	18.53	6.21	18.63	9.66	23.48	16.55	39.36	67.59	2.05	2.34	1.23	1.48	2.61	
Terre Haute IN MSA	619	12.02	19.50	7.81	18.38	14.24	22.19	25.52	39.92	52.43	16.62	15.32	15.38	18.26	16.45	

* Based on 2011 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 14.3% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: STATE OF INDIANA			Evaluation Period: JULY 1, 2008 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:									
Bloomington IN MSA	381	6.32	65.43	50.66	69.55	16.54	13.91	8.90	14.07
IN Non MSA	2,466	40.88	68.38	56.24	78.59	13.02	8.39	13.17	18.41
Indianapolis-Carmel IN MSA	1,425	23.62	65.93	44.00	58.74	22.18	19.09	1.72	2.51
Limited Review:									
Anderson IN MSA	101	1.67	68.27	64.36	80.20	16.83	2.97	2.50	3.69
Elkhart-Goshen IN MSA	226	3.75	67.38	46.90	50.44	24.78	24.78	2.49	3.64
Fort Wayne IN MSA	89	1.48	65.89	64.04	68.54	15.73	15.73	0.50	0.91
Lafayette IN MSA	172	2.85	64.32	58.72	76.16	14.53	9.30	3.02	7.28
Muncie IN MSA	344	5.70	67.75	52.03	70.93	16.28	12.79	7.47	10.86
South Bend-Mishawaka IN-MI MMSA	351	5.82	65.55	49.00	39.60	34.19	26.21	2.88	3.71
Terre Haute IN MSA	477	7.91	65.19	47.17	65.20	20.13	14.68	9.69	10.50

* Based on 2011 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 - 2011).

**** 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 14.51% 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: STATE OF INDIANA			Evaluation Period: JULY 1, 2008 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:									
Bloomington IN MSA	6	0.24	97.89	83.33	83.33	16.67	0.00	15.79	20.00
IN Non MSA	2,314	91.90	98.64	70.66	71.22	20.22	8.56	42.91	43.25
Indianapolis-Carmel IN MSA	34	1.35	98.00	61.76	64.71	29.41	5.88	5.17	8.42
Limited Review:									
Anderson IN MSA	9	0.36	99.11	77.78	77.78	0.00	22.22	20.69	22.22
Elkhart-Goshen IN MSA	2	0.08	98.88	100.00	0.00	100.00	0.00	0.00	0.00
Fort Wayne IN MSA	0	0.00	97.67	0.00	0.00	0.00	0.00	0.00	0.00
Lafayette IN MSA	24	0.95	97.66	58.33	66.67	25.00	8.33	9.68	17.24
Muncie IN MSA	72	2.86	97.12	65.28	73.61	20.83	5.56	44.68	48.48
South Bend-Mishawaka IN-MI MMSA	0	0.00	96.79	0.00	0.00	0.00	0.00	0.00	0.00
Terre Haute IN MSA	57	2.26	97.95	64.91	40.35	38.60	21.05	10.08	6.42

* Based on 2011 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 - 2011).

**** 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 15.13% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: STATE OF INDIANA									
Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012									
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Bloomington IN MSA	0	0	45	3,132	45	3,132	18.43	0	0
IN Non MSA	0	0	178	4,681	178	4,681	27.55	1	732
Indianapolis-Carmel IN MSA	0	0	122	3,949	122	3,949	23.24	0	0
Limited Review:									
Anderson IN MSA	0	0	23	622	23	622	3.66	1	6
Elkhart-Goshen IN MSA	0	0	27	347	27	347	2.04	1	301
Fort Wayne IN MSA	0	0	35	343	35	343	2.02	0	0
Lafayette IN MSA	0	0	32	276	32	276	1.62	0	0
Muncie IN MSA	0	0	33	1,075	33	1,075	6.33	1	236
South Bend-Mishawaka IN-MI MMSA	0	0	23	944	23	944	5.55	0	0
Terre Haute IN MSA	0	0	22	1,625	22	1,625	9.56	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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: STATE OF INDIANA																	
Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011																	
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:																	
Bloomington IN MSA	18.77	9	7.14	22.22	11.11	33.33	33.33	1	2	-1	0	0	0	14.07	15.72	43.21	27.00
IN Non MSA	35.42	41	32.54	2.44	19.51	70.73	7.32	1	2	0	-1	0	0	0.72	11.63	81.52	6.13
Indianapolis-Carmel IN MSA	23.28	51	40.48	0.00	9.80	45.10	45.10	8	3	0	+5	0	0	4.81	22.99	46.65	25.55
Limited Review:																	
Anderson IN MSA	1.83	3	2.38	0.00	100.0	0.00	0.00	1	1	0	0	0	0	2.80	16.93	52.62	27.64
Elkhart-Goshen IN MSA	0.68	1	0.79	0.00	0.00	100.0	0.00	0	0	0	0	0	0	0.45	6.06	88.14	5.36
Fort Wayne IN MSA	0.34	2	1.59	0.00	0.00	0.00	100.0	0	0	0	0	0	0	1.69	26.55	48.24	23.42
Lafayette IN MSA	1.20	4	3.17	0.00	25.00	25.00	50.00	1	1	0	0	0	0	11.66	13.40	41.74	28.61
Muncie IN MSA	5.74	6	4.76	0.00	33.33	33.33	33.33	0	0	0	0	0	0	5.12	28.04	34.40	32.44
South Bend-Mishawaka IN-MI MMSA	2.10	3	2.38	0.00	66.67	0.00	33.33	1	0	0	+1	0	0	1.84	24.20	49.83	24.13
Terre Haute IN MSA	10.64	6	4.76	0.00	16.67	83.33	0.00	0	0	0	0	0	0	0.00	25.09	43.24	29.21

Table 1. Lending Volume

LENDING VOLUME												
Geography: STATE OF ILLINOIS						Evaluation Period: JULY 1, 2008 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:												
Danville IL MSA	15.20	241	16,044	196	36,525	43	4,456	4	4,543	484	61,568	20.76
IL Non MSA	84.80	1,536	88,825	760	75,154	403	39,589	2	1,584	2,701	205,152	79.24

* 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 July 1, 2008 to December 31, 2012.

*** Deposit Data as of June 30, 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: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	Over all	Low	Mod	Mid	Upp									
Full Review:																								
Danville IL MSA	44	12.09	0.00	0.00	8.14	4.55	69.82	50.00	22.04	45.45	2.08	0.00	0.00	2.34	1.76									
IL Non MSA	320	87.91	0.19	0.31	23.61	23.44	70.03	64.69	6.16	11.56	9.25	0.00	12.72	8.04	12.03									

* Based on 2011 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: STATE OF ILLINOIS				Evaluation Period: JULY 1, 2008 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:															
Danville IL MSA	53	11.04	0.00	0.00	8.14	9.43	69.82	62.26	22.04	28.30	11.59	0.00	0.00	10.08	18.92
IL Non MSA	427	88.96	0.19	0.00	23.61	26.93	70.03	69.09	6.16	3.98	46.39	0.00	55.12	44.59	25.00

* Based on 2011 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: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
Danville IL MSA	144	15.55	0.00	0.00	8.14	2.78	69.82	43.75	22.04	53.47	6.31	0.00	0.00	4.13	10.53									
IL Non MSA	782	84.45	0.19	0.38	23.61	19.05	70.03	70.72	6.16	9.85	15.78	0.00	22.63	14.19	17.65									

* Based on 2011 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: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
Danville IL MSA	0	0.00	0.00	0.00	30.15	0.00	42.26	0.00	27.59	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
IL Non MSA	7	100.00	17.26	14.29	50.16	71.43	25.12	14.29	7.46	0.00	10.00	0.00	25.00	0.00	0.00	0.00	0.00							

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Danville IL MSA	196	20.50	0.00	0.00	13.58	34.69	67.07	46.94	19.35	18.37	6.74	0.00	18.89	4.53	7.14									
IL Non MSA	760	79.50	1.51	1.32	32.75	34.08	59.65	52.37	6.09	12.24	10.23	12.12	11.79	9.75	15.47									

* Based on 2011 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Danville IL MSA	43	9.64	0.00	0.00	0.55	2.33	86.50	88.37	12.96	9.30	8.63	0.00	10.00	9.00	7.41									
IL Non MSA	403	90.36	0.18	0.00	10.75	11.17	85.96	85.11	3.11	3.72	30.99	0.00	44.44	29.19	80.00									

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Danville IL MSA	44	12.09	18.09	13.95	18.78	27.91	23.64	13.95	39.49	44.19	2.55	4.76	1.55	1.77	3.17									
IL Non MSA	320	87.91	22.71	7.69	19.93	24.10	23.66	30.26	33.70	37.95	3.13	2.72	3.14	2.46	3.85									

* Based on 2011 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 40.1% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Danville IL MSA	53	11.04	18.09	13.21	18.78	24.53	23.64	30.19	39.49	32.08	12.18	13.64	13.04	15.38	9.72	
IL Non MSA	427	88.96	22.71	15.30	19.93	26.33	23.66	23.49	33.70	34.88	28.53	34.78	44.29	25.00	21.88	

* Based on 2011 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 34.9% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: STATE OF ILLINOIS					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
Danville IL MSA	144	15.55	18.09	8.33	18.78	17.42	23.64	15.91	39.49	58.33	6.73	19.15	4.62	2.56	7.69									
IL Non MSA	782	84.45	22.71	7.52	19.93	16.08	23.66	27.80	33.70	48.60	10.93	11.97	11.36	12.94	9.59									

* Based on 2011 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 25.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: STATE OF ILLINOIS			Evaluation Period: JULY 1, 2008 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:									
Danville IL MSA	196	20.50	66.30	42.35	57.14	25.51	17.35	6.74	5.94
IL Non MSA	760	79.50	67.85	53.82	76.05	14.34	9.61	10.23	14.61

* Based on 2011 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 - 2011).

**** 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 16.38% 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: STATE OF ILLINOIS			Evaluation Period: JULY 1, 2008 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:									
Danville IL MSA	43	9.64	99.64	60.47	76.74	11.63	11.63	8.63	11.11
IL Non MSA	403	90.36	98.63	68.49	70.97	19.85	9.18	30.99	29.10

* Based on 2011 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 - 2011).

**** 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 19.64% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: STATE OF ILLINOIS				Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Danville IL MSA	0	0	16	593	16	593	20.25	1	600
IL Non MSA	0	0	68	2,335	68	2,335	79.75	1	67

* '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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: STATE OF ILLINOIS Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011																	
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:																	
Danville IL MSA	25.53	3	15.00	0.00	33.33	66.67	0.00	0	0	0	0	0	0	0.00	11.46	69.85	18.69
IL Non MSA	74.47	17	85.00	5.88	41.18	47.06	5.88	3	1	0	+2	0	0	1.37	28.65	64.29	5.70

Table 1. Lending Volume

LENDING VOLUME		Geography: STATE OF KENTUCKY						Evaluation Period: JULY 1, 2008 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:												
KY Non MSA	71.78	1,556	82,590	733	73,150	239	19,679	0	0	2,528	175,419	13.57
Owensboro KY MSA	28.22	649	68,731	329	42,495	15	841	1	214	994	112,281	86.43

* 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 July 1, 2008 to December 31, 2012.

*** Deposit Data as of June 30, 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: STATE OF KENTUCKY					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	Over all	Low	Mod	Mid	Upp									
Full Review:																								
KY Non MSA	282	58.26	0.00	0.00	2.39	3.90	59.77	40.07	37.84	56.03	14.12	0.00	12.50	15.32	13.25									
Owensboro KY MSA	202	41.74	0.00	0.00	12.09	9.41	62.07	53.96	25.84	36.63	3.61	0.00	3.91	3.35	3.96									

* Based on 2011 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: STATE OF KENTUCKY				Evaluation Period: JULY 1, 2008 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:															
KY Non MSA	483	87.82	0.00	0.00	2.39	1.45	59.77	63.98	37.84	34.58	52.85	0.00	0.00	56.02	48.00
Owensboro KY MSA	67	12.18	0.00	0.00	12.09	2.99	62.07	68.66	25.84	28.36	16.76	0.00	5.88	18.52	16.67

* Based on 2011 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: STATE OF KENTUCKY Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011															
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:															
KY Non MSA	789	67.49	0.00	0.00	2.39	2.03	59.77	54.25	37.84	43.73	30.43	0.00	44.44	34.95	25.49
Owensboro KY MSA	380	32.51	0.00	0.00	12.09	4.47	62.07	60.79	25.84	34.74	7.05	0.00	5.56	7.72	6.32

* Based on 2011 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: STATE OF KENTUCKY					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp							
Full Review:																								
KY Non MSA	2	100.00	0.00	0.00	11.52	0.00	47.30	50.00	41.18	50.00	0.00	0.00	0.00	0.00	0.00	0.00								
Owensboro KY MSA	0	0.00	0.00	0.00	24.69	0.00	69.29	0.00	6.02	0.00	0.00	0.00	0.00	0.00	0.00	0.00								

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: STATE OF KENTUCKY Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011															
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:															
KY Non MSA	733	69.02	0.00	0.00	4.11	3.41	55.31	48.70	40.58	47.89	25.18	0.00	31.43	26.64	25.84
Owensboro KY MSA	329	30.98	0.00	0.00	20.66	13.07	56.27	58.66	23.07	28.27	5.38	0.00	6.02	4.90	6.11

* Based on 2011 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 (2011).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS Geography: STATE OF KENTUCKY Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011															
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:															
KY Non MSA	239	94.09	0.00	0.00	0.73	0.00	51.82	45.19	47.45	54.81	55.48	0.00	0.00	72.73	48.65
Owensboro KY MSA	15	5.91	0.00	0.00	3.78	0.00	74.44	86.67	21.78	13.33	7.27	0.00	0.00	8.00	0.00

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: STATE OF KENTUCKY					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
KY Non MSA	282	58.26	18.50	4.82	15.35	18.07	20.28	24.70	45.88	52.41	4.38	6.45	2.72	3.49	5.49									
Owensboro KY MSA	202	41.74	18.70	12.89	17.31	22.16	23.07	26.80	40.92	38.14	4.18	3.08	2.77	4.64	5.40									

* Based on 2011 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 28.3% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: STATE OF KENTUCKY					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
KY Non MSA	483	87.82	18.50	14.79	15.35	18.78	20.28	25.59	45.88	40.85	43.97	51.85	48.94	48.28	38.40	
Owensboro KY MSA	67	12.18	18.70	15.87	17.31	12.70	23.07	22.22	40.92	49.21	17.44	27.27	0.00	26.19	16.46	

* Based on 2011 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 12.9% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: STATE OF KENTUCKY					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
KY Non MSA	789	67.49	18.50	3.83	15.35	10.85	20.28	21.21	45.88	64.11	23.92	23.53	24.78	25.12	23.37									
Owensboro KY MSA	380	32.51	18.70	8.17	17.31	16.62	23.07	23.94	40.92	51.27	7.82	5.52	5.56	8.20	9.15									

* Based on 2011 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 16.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: STATE OF KENTUCKY			Evaluation Period: JULY 1, 2008 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:									
KY Non MSA	733	69.02	71.05	56.21	77.90	12.55	9.55	25.18	34.22
Owensboro KY MSA	329	30.98	66.96	46.81	70.52	15.81	13.68	5.38	6.45

* Based on 2011 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 - 2011).

**** 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 18.92% 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: STATE OF KENTUCKY			Evaluation Period: JULY 1, 2008 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:									
KY Non MSA	239	94.09	99.09	59.00	76.57	18.41	5.02	55.48	61.68
Owensboro KY MSA	15	5.91	99.33	73.33	93.33	6.67	0.00	7.27	8.51

* Based on 2011 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 - 2011).

**** 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 25.11% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: STATE OF KENTUCKY			Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012						
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
KY Non MSA	0	0	36	1,561	36	1,561	75.81	1	207
Owensboro KY MSA	0	0	20	498	20	498	24.19	1	791

* '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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: STATE OF KENTUCKY								Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011									
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:																	
KY Non MSA	84.50	11	73.33	0.00	9.09	63.64	27.27	0	0	0	0	0	0	0.00	3.09	57.81	39.10
Owensboro KY MSA	15.50	4	26.67	0.00	25.00	50.00	25.00	0	0	0	0	0	0	0.00	16.43	60.78	22.79

Table 1. Lending Volume

LENDING VOLUME												
Geography: STATE OF OHIO												
Evaluation Period: JULY 1, 2008 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:												
OH Non MSA	100.00	50	3,365	113	8,036	153	13,855	0	0	316	25,256	100.00

* 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 July 1, 2008 to December 31, 2012.

*** Deposit Data as of June 30, 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: STATE OF OHIO					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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****	Over all	Low	Mod	Mid	Upp									
Full Review:																								
OH Non MSA	5	100.00	0.00	0.00	6.82	0.00	74.18	100.00	19.01	0.00	0.00	0.00	0.00	0.00										

* Based on 2011 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: STATE OF OHIO				Evaluation Period: JULY 1, 2008 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:															
OH Non MSA	15	100.00	0.00	0.00	6.82	0.00	74.18	100.00	19.01	0.00	7.81	0.00	0.00	11.36	0.00

* Based on 2011 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: STATE OF OHIO					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
OH Non MSA	30	100.00	0.00	0.00	6.82	0.00	74.18	96.67	19.01	3.33	0.89	0.00	0.00	1.20	0.00									

* Based on 2011 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: STATE OF OHIO																	
Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011																	
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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:																	
OH Non MSA	0	0.00	0.00	0.00	5.85	0.00	82.95	0.00	11.20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2011 Peer Mortgage Data (USPR)

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

*** Percentage of 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: STATE OF OHIO					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
OH Non MSA	113	100.00	0.00	0.00	9.45	1.77	71.49	92.92	19.06	5.31	5.03	0.00	1.23	6.65	2.38									

* Based on 2011 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 (2011).

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Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: STATE OF OHIO					Evaluation Period: JULY 1, 2008 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:																
OH Non MSA	153	100.00	0.00	0.00	1.13	0.00	80.00	100.00	18.87	0.00	27.01	0.00	0.00	32.64	0.00	

* Based on 2011 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 (2011).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: STATE OF OHIO					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
OH Non MSA	5	100.00	15.39	0.00	17.88	25.00	25.57	25.00	41.16	50.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2011 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 25.0% of loans originated and purchased by bank.

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Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: STATE OF OHIO					Evaluation Period: JULY 1, 2008 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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
OH Non MSA	15	100.00	15.39	0.00	17.88	13.33	25.57	46.67	41.16	40.00	8.06	0.00	10.00	6.25	8.33	

* Based on 2011 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 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: STATE OF OHIO					Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011				
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:																								
OH Non MSA	30	100.00	15.39	6.90	17.88	27.59	25.57	24.14	41.16	41.38	0.98	0.00	2.05	0.78	0.73									

* Based on 2011 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 4.5% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: STATE OF OHIO			Evaluation Period: JULY 1, 2008 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:									
OH Non MSA	113	100.00	72.49	57.52	78.76	17.70	3.54	5.03	9.04

* Based on 2011 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 - 2011).

**** 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 22.68% 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: STATE OF OHIO			Evaluation Period: JULY 1, 2008 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:									
OH Non MSA	153	100.00	97.75	75.82	71.90	22.88	5.23	27.01	31.39

* Based on 2011 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 - 2011).

**** 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 17.04% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: STATE OF OHIO		Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2012				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
OH Non MSA	0	0	7	74	7	74	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 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																Geography: STATE OF OHIO				Evaluation Period: JULY 1, 2008 TO DECEMBER 31, 2011			
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:																							
OH Non MSA	100.00	1	100.00	0.00	0.00	100.0	0.00	0	0	0	0	0	0	0.00	7.94	73.36	18.70						

