



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

May 16, 2005

Community Reinvestment Act Performance Evaluation

**Fifth Third Bank, N.A.
Charter Number: 21963**

**230 Public Square
Franklin, Tennessee 37064**

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Nashville Field Office
5200 Maryland Way, Suite 104
Brentwood, Tennessee 37027**

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

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Overall CRA Rating

Institution’s CRA Rating: This institution is rated “**Satisfactory.**”

The following table indicates the performance level of **Fifth Third Bank, National Association, Franklin, Tennessee (FTTN)**, with respect to the Lending, Investment, and Service Tests.

Performance Levels	Fifth Third Bank, National Association 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:

- Lending activity reflects excellent responsiveness to community credit needs throughout the full-scope AA.
- A substantial majority of the bank’s loan originations is within the bank’s AA.
- The geographic distribution of loans in the full-scope AA is good.
- The distribution of loans by borrower income level in the full-scope AA is good.
- Community development lending had a positive impact on the Lending Test in the full-scope AA.
- Given the amount of opportunities and the bank’s resources, the bank’s level of community development investments in the full-scope AA is excellent.
- Delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the full-scope AA.
- An effective method to deliver retail banking services to low- and moderate-income geographies and individuals in the full-scope AA was used during the evaluation period.
- The level of community development services provided within the full-scope AA is good.

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this performance evaluation. The definitions are intended to provide the reader with a general understanding of the terms, not a strict legal definition.

Affiliate - Any company that controls, is controlled by, or is under common control 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.

Block Numbering Area (BNA) - Statistical subdivisions of counties in which census tracts have not been established. The U.S. Census Bureau has established BNAs in conjunction with state agencies.

Census Tract (CT) - Small, locally defined statistical areas within metropolitan statistical areas. These areas are determined by the U.S. Census Bureau in an attempt to group homogenous populations. A CT has defined boundaries per ten-year census and an average population of 4,000.

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

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

Full-Scope Review - Performance under the lending, investment, and service tests is analyzed considering fully understood performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

Geography - A census tract or a block numbering area delineated by the U.S. Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA) - The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, withdrawn).

Home Mortgage Loans - Such loans include home purchase and home improvement loans, as defined in the HMDA regulation. This definition also includes multifamily (five or more

families) dwellings loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

Limited-Scope Review - Performance under the lending, investment, and service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution).

Low-Income - Income levels that are less than 50 percent of the median family income.

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

Metropolitan Statistical Area (MSA) - Area defined by the director of the U.S. Office of Management and Budget. MSAs consist of one or more counties, including large population centers and nearby communities that have a high degree of interaction.

Middle-Income - Income levels that are at least 80 percent and less than 120 percent of the MFI.

Moderate-Income - Income levels that are at least 50 percent and less than 80 percent of the MFI.

Small Loans to Businesses - Loans with original amounts of \$1 million or less that are: (1) secured by non-farm nonresidential properties; or (2) commercial and industrial loans to U.S. addresses.

Small Loans to Farms - Loans with original amounts of \$500,000 or less that are: (1) secured by farmland; or (2) to finance agricultural production and other loans to farmers.

Tier 1 Capital - The total of common shareholders' equity, perpetual preferred shareholders' equity with non-cumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

Upper-Income - Income levels that are 120 percent or more of the MFI.

Description of Institution

Fifth Third Bank, N.A., Tennessee (FTTN) is an intrastate bank headquartered in Franklin, Williamson County, TN. This is approximately 20 miles south of Nashville, Tennessee. FTTN has 17 full service branches located throughout the Nashville MSA and in non-MSA Maury County. The bank's total assets were in excess of \$1.3 billion as of December 31, 2004. FTTN is a wholly owned subsidiary of Fifth Third Bancorp (FTB), a \$100 billion financial services company located in Cincinnati, Ohio. FTTN was formerly known as Franklin National Bank (FNB) until its holding company, Franklin Financial Corporation, was acquired by FTB in June of 2004. After the acquisition, Franklin National Bank's name was changed to Fifth Third Bank, N.A.

FNB had two subsidiaries, Franklin Financial Securities (FFS) and Franklin Financial Mortgage (FFM). FFM's performance made a positive contribution to the bank's CRA performance. FFM originated and purchased residential mortgages, almost all of which were sold in the secondary market. After the acquisition and name change in June of 2004, FNB's subsidiaries were dissolved. FTTN has no subsidiaries, but does have bank and mortgage affiliates. Residential mortgage loans are offered by FTTN and by Fifth Third Mortgage – MI LLC, a wholly owned subsidiary of FTB. FTTN also has non-bank affiliates that provide insurance, brokerage and leasing services.

FTTN offers a full range of banking products and services. The bank's primary business is residential real estate lending and commercial lending. As of December 31, 2004, net loans and leases represented 73% of total assets and 111% of core deposits. The \$964 million loan portfolio consisted of 35% commercial, industrial, and construction; 15% 1-4 family residential real estate; 11% construction and development; 19% loans to individuals; 14% non-farm, non-residential real estate; and, 6% home equity loans. Tier 1 capital of \$153 million represents a leverage ratio of 11.68%.

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs of its assessment areas during the evaluation period. The bank's rating at the last CRA examination dated February 26, 2001 was "Outstanding", when the evaluation period was from January 1, 1999 to December 31, 2000.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This Performance Evaluation assesses the bank's performance under the Lending, Investment and Service Tests. In evaluating the bank's lending performance, we reviewed residential mortgage loans subject to filing under the HMDA, small loans to businesses subject to filing under the CRA, small loans to farms subject to filing under the CRA, and community development loans. We also evaluated community development investment activity and community development services.

The overall evaluation period is from February 26, 2001, the date of the last CRA evaluation, through May 9, 2005. Since the last CRA examination, the bank's holding company was acquired by another holding company, which made FTTN affiliates with banks of the acquiring holding company. FTTN changed its name from Franklin National Bank, but its charter remained separate and the previous bank was not merged out of existence. Factors impacting the evaluation period include the applicability of Census 2000 data, which became effective for CRA examination purposes for 2003 data and the implementation of changes made by the Office of Management and Budget ("OMB") to Metropolitan Statistical Area ("MSA") designations, which became effective for 2004.

Because of the above factors, the overall evaluation period was divided into three segments, each with its own applicable products, as follows:

January 1, 2001 - December 31, 2002: The analysis of performance activity for this period included HMDA loans, small loans to businesses and farms, community development loans, qualified investments, and community development services. Census 1990 data was used for the analysis during this time period.

January 1, 2003 - December 31, 2003: The analysis of performance activity for this period included HMDA loans, small loans to businesses and farms, community development loans, qualified investments, and community development services. Census 2000 data was used for the analysis during this time period.

January 1, 2004 - December 31, 2004: The analysis of performance activity for this period included HMDA loans, small loans to businesses and farms, community development loans, qualified investments, and community development services. Census 2000 data was used in the analysis. The new OMB MSA designations are used in this analysis. Therefore some assessment area definitions and demographics are different than those used in 2003. (See Selection of Areas for Full-Scope Review discussion below for additional details.)

Core tables for applicable products (see Appendix C) have been produced for each evaluation period. Table 15 – Distribution of Branch Delivery System & Branch Openings/Closings – was produced once for the overall evaluation period and is included with the tables for 2004.

Data Integrity

This evaluation is based on accurate data. Prior to the start of the examination, we tested the accuracy of the bank's 2004 loan data and determined it to be accurate. Systems and controls to ensure accurate data were in place during our previous data integrity exam in the first quarter of 2001, when we tested 2000 data. These systems and controls did not change during 2001, 2002 or 2003. Therefore, data for these three years is considered accurate and reliable.

Selection of Areas for Full-Scope Review

As previously discussed, changes in the bank's CRA status and MSA designations require multiple analyses. Each analysis has applicable assessment areas that have been used to determine areas used for full-scope and limited-scope reviews, as follows:

January 1, 2001 - December 31, 2002: At this time, the bank had two assessment areas (AA). A 21-census tract AA in the Nashville MSA was chosen for a full-scope review, and represented 96% of the dollar volume of loan activity and 98% of deposits. The second AA, which received a limited-scope review, was a 3-census tract area in non-MSA counties of Maury and Hickman.

January 1, 2003 - December 31, 2003: At this time, the bank had two assessment areas. The entire Nashville MSA was chosen for a full-scope review. This MSA represented 94% of dollar volume of loan activity and 98% of deposits. The second AA, which received a limited-scope review, was non-MSA Maury County.

January 1, 2004 - December 31, 2004: At this time, the bank had two assessment areas. The entire Nashville MSA was chosen for a full-scope review. This MSA represented 95% of dollar volume of loan activity and 98% of deposits. The second AA, which received a limited-scope review, was non-MSA Maury County.

Ratings

The bank's overall rating is based on the area that received a full-scope review. Lending was evaluated from 2001 through 2004. However, the most weight was given to more recent lending activity during 2003 and 2004. In terms of loan products, more weight was given to HMDA loans than small loans to businesses. Home refinance loans received more weight than home purchase loans because refinance loans represented 71% of HMDA loans during the four-year evaluation period. The number and dollar volume of home improvement loans, multi-family loans, and small loans to farms was not significant enough to affect the bank's overall lending performance or to contribute to meaningful analyses. Home improvement loans represented only 6% of total HMDA loans originated during the 4-year evaluation period. Small loans to farms represented only 4% of small loans to businesses and farms. Multi-family loans represented less than 1% of HMDA loans. Because of the relatively low percent of low-income geographies in the full-scope assessment area, the geographic distribution of loans received less weight than the distribution of loans by borrower income level.

Other

Community credit needs in the assessment areas were determined by reviewing recent housing and demographic information and community contacts conducted by the OCC in connection with other CRA examinations of banks operating in the same assessment areas. These contacts were with non-profit organizations that provide affordable housing for low- and moderate-income families and the local Chamber of Commerce.

The most critical identified credit need is financing for affordable single and multi-family housing units for low- and moderate-income residents.

For additional information, see the market profiles of the full-scope assessment area in Appendix B.

Fair Lending Review

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

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

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

Lending Activity

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

Based on a comparison between deposit market share and loan market share, the bank's lending activity reflects excellent responsiveness to the credit needs of its full-scope AA. Based on 2003 aggregate data, FTTN's 4.30% HMDA market share exceeded its 3.54% deposit share. The HMDA market share ranked 2nd. This was higher than the bank's 7th deposit market share rank. The small business loan market share in the full-scope AA of 1.39% is ranked 17th. While the market share and rank for small business loans is higher, more weight is given to HMDA loans. Market share loan data is not available for 2004.

Distribution of Loans by Income Level of the Geography

The geographic distribution of loans in the full-scope AA is good. The geographic distribution of HMDA loans is good. The geographic distribution of small loans to businesses is adequate.

Home Mortgage Loans

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

Overall, the geographic distribution of HMDA loans is good. The geographic distribution is excellent for home purchase loans and adequate for home mortgage refinance loans. The number and percent of home improvement and multi-family loans are not significant enough for meaningful analyses. In 2001-2002, there were no low-income geographies in the AA, which consisted of 20 census tracts in the Nashville MSA. Market share loan data is not available for 2004.

The geographic distribution of home purchase loans during the evaluation period is excellent.

In 2001-2002, the geographic distribution of home purchase loans is excellent. The percent of home purchase loans in moderate-income geographies exceeds the percent of owner-occupied units in these geographies. The bank's market share of home purchase loans in moderate-income geographies exceeds their overall market share.

In 2003, the geographic distribution of home purchase loans is good. The percent of home purchase loans in low-income geographies exceeds the percent of owner-occupied units in

these geographies. The percent of home purchase loans in moderate-income geographies is somewhat lower than the percent of owner-occupied units in these geographies. The bank's market share of home purchase loans in low-income geographies exceeds their overall market share. The bank's market share of home purchase loans in moderate-income geographies is near to their overall market share.

In 2004, the geographic distribution of home purchase loans is excellent. The percent of home purchase loans in low-income geographies is near to the percent of owner-occupied units in these geographies. The percent of home purchase loans in moderate-income geographies is near to the percent of owner-occupied units in these geographies.

The geographic distribution of home mortgage refinance loans during the evaluation period is adequate.

In 2001-2002, the geographic distribution of home mortgage refinance loans is excellent. The percent of home mortgage refinance loans in moderate-income geographies exceeds the percent of owner-occupied units in these geographies. The bank's market share of home mortgage refinance loans in moderate-income geographies exceeds their overall market share.

In 2003, the geographic distribution of home mortgage refinance loans is poor. The percent of home mortgage refinance loans in low-income geographies is lower than the percent of owner-occupied units in these geographies. The percent of home mortgage refinance loans in moderate-income geographies is lower than the percent of owner-occupied units in these geographies. The bank's market share of home mortgage refinance loans in low-income geographies is lower than their overall market share. The bank's market share of home mortgage refinance loans in moderate-income geographies is lower than their overall market share.

In 2004, the geographic distribution of home mortgage refinance loans is adequate. The percent of home mortgage refinance loans in low-income geographies is lower than the percent of owner-occupied units in these geographies. The percent of home mortgage refinance loans in moderate-income geographies is somewhat lower than the percent of owner-occupied units in these geographies.

Small Loans to Businesses

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

The geographic distribution of small loans to businesses during the evaluation period is adequate.

In 2001-2002, the geographic distribution of small loans to businesses is adequate. The percent of small loans to businesses in low-income geographies is lower than the percent of businesses in these geographies. The percent of small loans to businesses in moderate-income geographies is somewhat lower than the percent of businesses in these geographies. The bank's market share of small loans to businesses in low-income geographies is lower than

their overall market share. The bank's market share of small loans to businesses in moderate-income geographies is near to their overall market share.

In 2003, the geographic distribution of small loans to businesses is adequate. The percent of small loans to businesses in low-income geographies is lower than the percent of businesses in these geographies. The percent of small loans to businesses in moderate-income geographies is somewhat lower than the percent of businesses in these geographies. The bank's market share of small loans to businesses in low-income geographies is lower than their overall market share. The bank's market share of small loans to businesses in moderate-income geographies is somewhat lower than their overall market share.

In 2004, the geographic distribution of small loans to businesses is adequate. The percent of small loans to businesses in low-income geographies is lower than the percent of businesses in these geographies. The percent of small loans to businesses in moderate-income geographies is somewhat lower than the percent of businesses in these geographies.

Lending Gap Analysis

No unexplained, conspicuous gaps in lending were identified. We evaluated the lending distribution in the full-scope AA to determine if any unexplained, conspicuous gaps existed. We reviewed lending reports detailing the volume of HMDA and small loans to businesses in low- and moderate-income geographies. This performance had a positive effect on the bank's overall geographic distribution analysis.

Inside/Outside Ratio

A substantial majority of the bank's loan originations is within its two defined assessment areas. Overall, 86% of FTTN's loan originations are within its two AAs. By loan product, 81% of HMDA loans, 91% of small loans to businesses and farms, and 100% of CD loans were inside the AAs. This analysis was performed for the entire bank rather than on individual AAs. This performance had a positive effect on the bank's overall geographic distribution analysis.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by income level in the AA is good. The distribution of HMDA loans by borrower income level is good. The distribution of small loans to businesses by revenue size is good.

Home Mortgage Loans

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

The distribution of home purchase loans by borrower income level during the evaluation period is good.

In 2001-2002, the distribution of home purchase loans by borrower income level is excellent. The percent of home purchase loans to low-income borrowers is somewhat lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase

loans to moderate-income borrowers significantly exceeds the percent of moderate-income families residing in the full-scope AA. The bank's market share to low-income borrowers residing in the full-scope AA exceeds their overall market share throughout the full-scope AA. The bank's market share to moderate-income borrowers residing in the full-scope AA exceeds their overall market share throughout the full-scope AA.

In 2003, the distribution of home purchase loans by borrower income level is good. The percent of home purchase loans to low-income borrowers is lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase loans to moderate-income borrowers exceeds the percent of moderate-income families residing in the full-scope AA. The bank's market share of home purchase loans to low-income borrowers residing in the full-scope AA is somewhat lower than their overall market share throughout the full-scope AA. The bank's market share of home purchase loans to moderate-income borrowers residing in the full-scope AA is near to their overall market share throughout the full-scope AA.

In 2004, the distribution of home purchase loans by borrower income level is good. The percent of home purchase loans to low-income borrowers is somewhat lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase loans to moderate-income borrowers is near to the percent of moderate-income families residing in the full-scope AA.

The distribution of home purchase refinance loans by income level during the evaluation period is good.

In 2001-2002, the distribution of home purchase refinance loans by borrower income level is excellent. The percent of home purchase refinance loans to low-income borrowers is somewhat lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase refinance loans to moderate-income borrowers exceeds the percent of moderate-income families residing in the full-scope AA. The bank's market share to low-income borrowers residing in the full-scope AA exceeds their overall market share throughout the full-scope AA. The bank's market share to moderate-income borrowers residing in the full-scope AA exceeds their overall market share throughout the full-scope AA.

In 2003, the distribution of home purchase refinance loans by borrower income level is good. The percent of home purchase refinance loans to low-income borrowers is lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase refinance loans to moderate-income borrowers is near to the percent of moderate-income families residing in the full-scope AA. The bank's market share to low-income borrowers residing in the full-scope AA is somewhat lower than their overall market share throughout the full-scope AA. The bank's market share to moderate-income borrowers residing in the full-scope AA is near to their overall market share throughout the full-scope AA.

In 2004, the distribution of home purchase refinance loans by borrower income level is good. The percent of home purchase refinance loans to low-income borrowers is lower than the percent of low-income families residing in the full-scope AA. The percent of home purchase refinance loans to moderate-income borrowers is equal to the percent of moderate-income families residing in the full-scope AA.

Small Loans to Businesses

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

The distribution of small loans to businesses during the evaluation period is good.

In 2001-2002, the distribution of small loans to businesses throughout the full-scope AA is excellent. The bank's percent of small loans to small businesses (businesses with annual revenues of \$1 million or less) exceeds the percent of small businesses in the full-scope AA. The bank's market share of small loans to small businesses exceeds their overall market share of small loans to all businesses. A substantial majority of the bank's loans to small businesses is for amounts of \$100 thousand or less.

In 2003, the distribution of small loans to businesses throughout the full-scope AA is excellent. The bank's percent of small loans to small businesses (businesses with annual revenues of \$1 million or less) is near to the percent of small businesses in the full-scope AA. The bank's market share of small loans to small businesses exceeds their overall market share of small loans to all businesses. A substantial majority of the bank's loans to small businesses is for amounts of \$100 thousand or less.

In 2004, the distribution of small loans to businesses throughout the full-scope AA is adequate. The bank's percent of small loans to small businesses (businesses with annual revenues of \$1 million or less) is somewhat lower than the percent of small businesses in the full-scope AA. A majority of the bank's loans to small businesses is for amounts of \$100 thousand or less.

Community Development Lending

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

Considering the volume of community development lending and the level of responsiveness to assessment area needs, community development lending had a positive impact on the Lending Test in the full-scope AA.

During the overall examination period, the bank originated nine community development loans, totaling \$4.1 million, which benefited the Nashville MSA. The largest loan was for \$2.5 million to a nationally known non-profit organization whose mission is to provide services for low- and moderate-income individuals. The other eight loans totaling \$1.6 million represented construction lines of credit to two non-profit organizations whose missions are to build affordable housing for low- and moderate-income families.

Product Innovation and Flexibility

Product flexibility had a positive impact on the Lending Test conclusions for the full-scope AA. FTTN offers one flexible lending program for low- and moderate-income homebuyers. This program is not considered innovative. The number and dollar amount of loans made within the full-scope AA during the evaluation period are shown below.

Good Neighbor Affordable Housing Program - 22 loans - \$2,375,000

Program offered through the bank's residential mortgage affiliate. Program loans are available to borrowers with income less than 80% of the median income for the Metropolitan Statistical Area in which the property is located. Additional flexible underwriting standards include, but are not limited to, no down payment requirement, 100% financing, bankruptcies are accepted if discharged at least two years, and no restriction on loan amount.

In addition to the proprietary affordable housing program offered by the bank through its residential mortgage affiliate, FTTN also participates in state and federal government residential mortgage programs that offer flexible terms. During the evaluation period, 10 FHA/VA loans totaling \$703,000 were made. In November 2004, the bank started participating in the affordable housing program for low- and moderate-income individuals sponsored by the Tennessee Housing Development Agency (THDA). To date, no loans have been made under the THDA program.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on the limited-scope review, the bank's performance under the Lending Test in the Maury County non-MSA is weaker than the bank's overall "High Satisfactory" performance under the Lending Test. The primary reason for the weaker performance is weaker geographic distribution by geography and income level. However, the weaker performance in the limited-scope assessment area does not adversely affect the bank's overall "High Satisfactory" rating in the Lending Test. Refer to Tables 1 through 12 in Appendix C for the facts and data that support these conclusions. Only 2% of the bank's deposits are in the limited-scope AA.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated "Outstanding." Based on the full-scope review, the bank's performance in the Nashville MSA is excellent given the level of opportunities and the bank's resources. The trend of CD investments over the 4-year evaluation period is also a positive factor. Investments made increased each year of the evaluation period, from \$300,000 in 2001 to \$2.7 million in 2004. While the investments were not innovative, consisting primarily of tax credits and mortgage-backed securities for affordable housing, an identified need for affordable housing for low- and moderate-income families was met. Total investments plus legally binding unfunded commitments made in the full-scope AA during the evaluation period represented 6.15% of Tier I Capital. All were current period investments.

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

Current Period Investments

In 2001-2002, FTTN made two investments, totaling \$1.1 million, to facilitate home purchases for low- and moderate-income borrowers.

In 2003, FTTN made two investments, totaling \$1.2 million, to facilitate home purchases for low- and moderate-income borrowers. One investment was for low-income housing tax credits. One investment was a mortgage-backed security that supported affordable housing for low- and moderate-income families.

In 2004, FTTN made four investments, totaling \$2.6 million, to facilitate home purchases for low- and moderate-income borrowers. Two investments were for low-income housing tax credits. Two investments were mortgage-backed securities that supported affordable housing for low- and moderate-income families. The bank also has a legally binding unfunded commitment, totaling \$4.5 million, for low-income housing tax credits.

Current Period Grants and Donations

During the evaluation period, the bank originated 4 grants and donations in its full-scope AA. These grants totaling \$75,000, were to organizations whose primary mission met the definition of community development. Grants were given to organizations that provide affordable housing and community services to low- and moderate-income individuals and families.

Conclusions for Areas Receiving Full-Scope Reviews

Based on the limited-scope review, the bank's performance under the Investment Test in the Maury County non-MSA is weaker than the bank's overall "Outstanding" performance under the Lending Test. The primary reason for the weaker performance is the absence of any CD investments in the limited-scope AA because of limited CD opportunities. There are no low-income census tracts and only 8% of the Maury County's population resides in moderate-income tracts. However, the weaker performance in the limited-scope assessment area does not adversely affect the bank's overall "Outstanding" rating in the Lending Test. Only 2% of the bank's deposits are in the limited-scope AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated "High Satisfactory." Based on full-scope reviews, the bank's performance in the Nashville MSA is good. Delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the full-scope assessment area. The level of community bank services provided is relatively high.

Retail Banking Services

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

FTTN's delivery systems are reasonably accessible to geographies and individuals of different income levels throughout the full-scope assessment area. The bank has no branches in low-income geographies, which is mitigated by the relatively low percent of the population (3.97%)

residing in low-income census tracts. The percent of offices in moderate-income geographies is lower than the percent of the population living in such geographies.

FTTN's opening and closing of branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. Since the last examination, there have been eight branch openings, all in middle- and upper-income geographies. Three branches were opened during the first quarter of 2005. Five branches were opened in 2004. No branches were closed.

FTTN offers a full-range of deposit services and loan products, which are accessible throughout the full-scope assessment area through its branch offices and ATM network. Office hours and services in the full-scope AA are comparable among locations regardless of the income level of the geography. There are no significant differences in banking hours provided by the branches in the different geographies.

FTTN participated with Freddie Mac to sponsor a homeownership bus that toured low- and moderate-income neighborhoods in Middle Tennessee. The purpose of this bus was to provide banking services to traditionally un-banked segments of the Nashville MSA. The tour started in Nashville and ended in Murfreesboro from October 20 to November 20, 2004. The bus logged a total of 130 hours, received 1,235 visitors, conducted 179 individual counseling sessions and distributed 171 free credit reports. This was an effective method of delivering retail banking services to low- and moderate-income geographies and individuals.

Community Development Services

Considering the level of staff participation and the number of organizations and individuals benefiting, the level of community development services provided by FTTN is good. Such services included a relatively high level of educational programs and technical assistance. Although the services provided are not innovative, they are responsive to stated assessment area needs.

During 2001, a FTTN loan officer provided money management training for 13 potential Habitat for Humanities homebuyers. The training covered general banking, budgeting, completing credit applications, and how to obtain a loan.

During 2003-2004, the bank provided free money management, financial literacy training, and information on first time home buying. These services met identified community needs, often in conjunction with a community group or organization active in community development. During this time period, FTTN participated in 34 seminars serving 429 customers.

Staff and management provided technical assistance to two start-up not-for-profit organizations, helping them obtain their 501c(3) status from the Internal Revenue Service. Assistance was also given to a not-for-profit in the application process through the Federal Home Loan Bank of Cincinnati.

During 2004, FTTN officers were involved in 4 qualified CD service organizations throughout its assessment areas and provided 35 hours of community service to these organizations. The mission of these organizations included providing homebuyer and financial education for low- and moderate-income individuals in the Nashville MSA, providing services to low- and

moderate-income individuals, and providing affordable housing to low-income families. Services provided included technical assistance regarding affordable home applications, financial training, homebuyer education, and budgeting.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope review, the bank's performance under the Service Test in the Non-MSA Maury County is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test.

Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excluding CD Loans): 1/1/2001 to 12/31/2004 Investment and Service Tests and CD Loans: 2/26/2001 to 5/16/2005	
Financial Institution	Products Reviewed	
Fifth Third Bank, National Association Franklin, Tennessee	Residential Mortgage Loans Small Loans to Businesses Community Development Loans	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Fifth Third Mortgage – MI LLC	Affiliate	Residential Mortgage Loans
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
MSA 5360 (Nashville-Davidson-Murfreesboro, TN)	Full-Scope	NA
Non-MSA Maury County	Limited Scope	

Appendix B: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

Nashville-Davidson-Murfreesboro Assessment Area

Nashville MSA

Demographic Information for Full-scope Area: Nashville MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	267	5.99	24.72	50.19	18.73	0.37
Population by Geography	1,311,789	3.97	21.41	54.45	20.18	0.00
Owner-Occupied Housing by Geography	340,595	1.59	17.54	57.52	23.35	0.00
Business by Geography	88,320	3.72	25.26	47.12	23.50	0.39
Farms by Geography	2,390	1.26	19.16	60.96	18.49	0.13
Family Distribution by Income Level	346,749	19.23	18.34	23.56	38.86	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	130,305	7.11	30.78	53.04	9.07	0.00
Median Family Income		51,844	Median Housing Value		125,714	
HUD Adjusted Median Family Income for 2004		58,800	Unemployment Rate (2000 US Census)		2.39%	
Households Below Poverty Level		10.41%				

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

Source: 2000 US Census and 2004 HUD updated MFI

The assessment area (AA) consists of the Nashville MSA. The city of Nashville is the state capital and home of the nation's country music industry. Located in the north central part of Tennessee, the Nashville MSA has a population of 1,311,789 with 346,749 families. The makeup of families by income-level is: Low-income – 19%; moderate-income – 18%; middle-income – 24%; upper-income – 39%. There are 510,434 households. 10% of the households are below the poverty level. The assessment area contains 543,271 housing units, 63% of which are owner occupied. The median housing value is \$125,714 and the median year of housing built is 1977.

The Nashville MSA economy is strong with a low unemployment rate and strong growth in both population and jobs. According to the Nashville Office of Economic Development, the unemployment rate was 3.3% at the end of the third quarter 2004 (the most recent available employment characteristics). This figure was well below the national and State of Tennessee unemployment rates of 4.8% and 4.5%, respectively. The Nashville MSA population grew 29.1% from 1990 to 2002. During this same time period, the State of Tennessee population increased 18%. Through 2005, the Nashville MSA total employment is expected to increase by 1.4%. The industries with the fastest growth rate are expected to be education and health services sector.

The leading employer in the Nashville MSA is Vanderbilt University and Medical Center in the city of Nashville, with 13,601 employees. Other major employers include HCA (including the Tri-Star Health System), with 10,525 employees, Saturn Corporation in Maury County with 7,609 employees, Nissan Motor Manufacturing in Rutherford County with 6,500 employees and Saint Thomas Health Services in Davidson County with 5,790 employees. Job market analyses indicate a considerable shift from manufacturing related jobs to service-oriented positions since 1990. Manufacturing jobs accounted for 13.4% of the work force in 2001 while service-related positions accounted for 32.9% of the work force that same year.

According to the 2000 Census, the total population of the assessment area is approximately 113 thousand, a 25% increase from the 1990 Census. The increase is a result of an influx of people relocating from northern cities in the United States, as well as more southern portions of Florida where housing costs and population levels are higher. This influx caused an expansion of housing, increasing the number of owner-occupied housing units to approximately 38 thousand, a 36% increase.

Although the Greater Nashville Association of Realtors (GNAR) reported that area home sales in second quarter were approximately 13% higher than a year earlier, there is a concern that there is a short supply of affordable housing in the Nashville MSA. Median family housing value in the Nashville MSA as of the second quarter 2004 was \$148,385, a 4.5% increase from a year earlier. Although there are positive strides taking place in Davidson and Rutherford counties, other counties such as Sumner, Williamson, and Wilson counties have had difficulties producing inventory.

As of June 30, 2004, FTTN had a 3.54% deposit market share in the Nashville MSA. This deposit market share ranked seventh within the Nashville MSA. FTTN's primary competitors are offices and affiliates of the following multi-national and large regional banks: AmSouth Bank, Bank of America, Sun Trust Bank, Union Planters Bank, First Tennessee Bank, US Bank, SouthTrust Bank, Wilson Bank & Trust, National Bank of Commerce, Regions Bank, Pinnacle National Bank, Cavalry Bank and Bank of Nashville.

Opportunities for community development investment loans, investments, and services have expanded with the expansion of the bank's assessment area from a few counties in the Nashville MSA to the entire Nashville MSA. There are numerous community service organizations receptive to grants and donations. Opportunities to facilitate and support affordable housing for low- and moderate-income individuals have also increased. We identified several community development organizations whose mission is to help low- and moderate-income people obtain affordable housing.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: 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 MSA/assessment area.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MSA/assessment area.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of 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.
- 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.

- 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 MSA/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 7.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 7.
- 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 MSA/AA. The table separately

presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at 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.

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 MSA/AA. The table also presents data on branch openings and closings in each MSA/AA.

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
20 Census Tracts in Nashville MSA	94.77	1,058	151,174	1,013	84,184	46	2,003	5	3,540	2,122	240,901	97.61
Limited Review:												
3 CTs in 2 Non-MSA Counties	5.23	70	6,040	44	1,994	3	23	0	0	117	8,057	2.39

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

** The evaluation period for Community Development Loans is From January 01, 2002 to December 31, 2002.

*** Deposit Data as of June 30, 2002. 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: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
Full Review:															
20 Census Tracts in Nashville MSA	253	91.34	0.00	0.00	3.66	7.91	30.70	43.48	65.64	48.62	0.44	0.00	5.30	0.46	0.29
Limited Review:															
3 CTs in 2 Non-MSA Counties	24	8.66	0.00	0.00	0.00	0.00	67.58	41.67	32.42	58.33	1.14	0.00	0.00	2.04	0.79

* Based on 2002 Peer Mortgage Data: US & PR.

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

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

Institution ID: 1000021963 FIFTH THIRD BANK, N.A.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/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:																
20 Census Tracts in Nashville MSA	96	95.05	0.00	0.00	3.66	11.46	30.70	60.42	65.64	28.13	12.11	0.00	27.27	17.72	6.45	
Limited Review:																
3 CTs in 2 Non-MSA Counties	5	4.95	0.00	0.00	0.00	0.00	67.58	60.00	32.42	40.00	7.89	0.00	0.00	12.50	4.55	

* Based on 2002 Peer Mortgage Data: US & PR.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans						
Full Review:																
20 Census Tracts in Nashville MSA	709	94.53	0.00	0.00	3.66	6.49	30.70	41.61	65.64	51.90	0.29	0.00	1.63	0.71	0.08	
Limited Review:																
3 CTs in 2 Non-MSA Counties	41	5.47	0.00	0.00	0.00	0.00	67.58	31.71	32.42	68.29	0.46	0.00	0.00	0.71	0.27	

^{*} Based on 2002 Peer Mortgage Data: US & PR.

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

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

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Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% of MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans					
Full Review:															
20 Census Tracts in Nashville MSA	0	0.00	0.00	0.00	1.28	0.00	62.93	0.00	35.80	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
3 CTs in 2 Non-MSA Counties	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00

^{*} Based on 2002 Peer Mortgage Data: US & PR.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography [*]				
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Nashville MSA	1,013	95.84	4.09	1.97	20.03	16.98	24.80	31.69	51.09	49.36	3.76	1.82	3.19	4.81	3.63
Limited Review:															
3 CTs in 2 Non-MSA Counties	44	4.16	0.00	0.00	0.00	0.00	42.11	16.33	57.89	83.67	21.49	0.00	0.00	8.33	31.06

^{*}Based on 2002 Small Business Data – US & PR

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

^{***} Source Data - Dun and Bradstreet (2002).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
Full Review:																
Nashville MSA	46	93.88	.70	0.00	5.59	0.00	51.05	78.26	42.66	21.74	28.67	0.00	7.69	49.32	16.39	
Limited Review:																
3 CTs in 2 Non-MSA Counties	3	6.12	0.00	0.00	0.00	0.00	45.65	0.00	54.35	100.00	6.52	0.00	0.00	0.00	12.00	

* Based on 2002 Small Business Data – US & PR

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share [*]				
MA/Assessment Area:	Total Home Purchase 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:															
20 Census Tracts in Nashville MSA	253	91.34	10.94	6.87	12.56	22.75	19.69	26.61	56.80	43.78	0.46	1.23	0.53	0.33	0.43
Limited Review:															
3 CTs in 2 Non-MSA Counties	24	8.66	17.27	8.70	12.69	8.70	26.47	26.09	43.56	56.52	1.33	0.00	1.22	0.69	1.88

^{*} Based on 2002 Peer Mortgage Data: US & PR.

^{**} As a percentage of loans with borrower income information available. No information was available for 7.58% of loans originated and purchased by BANK.

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

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

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Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share [*]				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}					
Full Review:															
20 Census Tracts in Nashville MSA	96	95.05	10.94	16.30	12.56	23.91	19.69	23.91	56.80	35.87	14.39	12.50	15.38	21.67	11.35
Limited Review:															
3 CTs in 2 Non-MSA Counties	5	4.95	17.27	20.00	12.69	20.00	26.47	20.00	43.56	40.00	8.33	50.00	0.00	14.29	5.26

^{*} Based on 2002 Peer Mortgage Data: US & PR.

^{**} As a percentage of loans with borrower income information available. No information was available for 3.96% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002					Market Share [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}						
Full Review:																
20 Census Tracts in Nashville MSA	709	94.53	10.94	7.29	12.56	17.98	19.69	26.67	56.80	48.06	0.23	0.45	0.41	0.36	0.13	
Limited Review:																
3 CTs in 2 Non-MSA Counties	41	5.47	17.27	3.03	12.69	24.24	26.47	27.27	43.56	45.45	0.56	5.88	0.00	0.71	0.35	

^{*} Based on 2002 Peer Mortgage Data: US & PR.

^{**} As a percentage of loans with borrower income information available. No information was available for 9.60% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share [*]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	1,013	95.84	35.95	36.17	77.99	14.01	8.00	3.76	3.80
Limited Review:									
3 CTs in 2 Non-MSA Counties	44	4.16	26.45	41.67	89.80	8.16	2.04	19.30	42.68

^{*} Based on 2002 Peer Small Business Data – US & PR

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

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

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 10.24% of small loans to businesses originated and purchased by the bank.

Institution ID: 10000021963 FIFTH THIRD BANK, N.A.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	46	93.88	81.25	94.59	89.13	6.52	4.35	32.17	29.91
Limited Review:									
3 CTs in 2 Non-MSA Counties	3	6.12	18.75	66.67	100.00	0.00	0.00	6.52	7.41

^{*} Based on 2002 Peer Small Business Data – US & PR

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

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

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

Institution ID: 1000021963 FIFTH THIRD BANK, N.A.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2002									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
20 Census Tracts in Nashville MSA	0	0	2	1,053	2	\$1,053	100.00%	0	0
Limited Review:									
3 CTs in 2 Non-MSA Counties	0	0	0	0	0	0	0.00	0	0

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

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

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003						
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Nashville MSA	92.17	1,015	144,320	424	40,987	20	566	2	275	1,461	186,148	97.71
Limited Review:												
Non-MSA Maury County	7.83	93	8,780	29	2,369	2	305	0	0	124	11,454	2.29

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

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

*** Deposit Data as of June 30, 2003. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography *													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
Nashville MSA	228	89.06	1.97	9.65	14.44	8.77	56.21	37.28	27.38	44.30	1.12	6.67	1.05	.95	1.12									
Limited Review:																								
Non-MSA Maury County	28	10.94	0.00	0.00	5.63	0.00	29.00	21.43	65.37	78.57	4.6	0.00	0.00	3.39	5.15									

* Based on 2003 Peer Mortgage Data (US)

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography*				
MA/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:																
Nashville MSA	46	88.46	1.97	0.00	14.44	15.22	56.21	69.57	27.38	15.22	6.01	0.00	6.19	8.79	2.73	
Limited Review:																
Non-MSA Maury County	6	11.54	0.00	0.00	5.63	0.00	29.00	33.33	65.37	66.67	12.000	0.00	0.00	7.14	18.18	

* Based on 2003 Peer Mortgage Data (US)

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	739	92.61	1.97	0.68	14.44	6.63	56.21	40.73	27.38	51.96	1.90	.94	1.47	2.14	1.91	
Limited Review:																
Non-MSA Maury County	59	7.39	0.00	0.00	5.63	0.00	29.00	11.86	65.37	88.14	6.34	0.00	0.00	1.86	9.37	

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% of MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	2	100.00	7.99	50.00	25.57	0.00	49.64	50.00	16.80	0.00	6.90	25.00	0.00	12.50	0.00	
Limited Review:																
Non-MSA Maury County	0	0.00	0.00	0.00	5.10	0.00	37.38	0.00	57.52	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: TENNESSEE															
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003															
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography [*]				
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Nashville MSA	422	93.57	4.27	1.18	24.91	17.30	44.77	38.15	25.64	43.36	2.46	0.74	2.00	2.99	2.47
Limited Review:															
Non-MSA Maury County	19	6.43	0.00	0.00	0.00	0.00	40.61	31.57	59.39	68.43	8.30	0.00	0.00	6.45	9.55

^{*} Based on 2003 Peer Small Business Data -- US

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

^{***} Source Data - Dun and Bradstreet (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	20	90.91	1.43	0.00	16.02	0.00	58.30	70.00	24.08	30.00	20.40	0.00	0.00	36.84	12.24	
Limited Review:																
Non-MSA Maury County	3	9.09	0.00	0.00	0.00	0.00	26.85	33.33	73.15	66.67	20.00	0.00	20.00	20.00	0.00	

^{*} Based on 2003 Peer Small Business Data -- US

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

^{***} Source Data - Dun and Bradstreet (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share [*]				
MA/Assessment Area:	Total Home Purchase 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:															
Nashville MSA	228	89.06	18.79	6.99	17.83	19.35	23.22	19.35	40.17	54.30	1.00	0.65	0.79	0.79	1.36
Limited Review:															
Non-MSA Maury County	28	10.94	13.10	4.00	13.38	24.00	19.01	28.00	54.51	44.00	1.30	2.50	.50	.40	2.01

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

^{**} As a percentage of loans with borrower income information available. No information was available for 17.6% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share [*]				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}					
Full Review:															
Nashville MSA	46	88.46	18.79	15.56	17.83	24.44	23.22	15.56	40.17	44.44	2.87	2.60	2.89	2.13	3.37
Limited Review:															
Non-MSA Maury County	6	11.54	13.10	16.67	13.38	16.67	19.01	50.00	54.51	16.67	4.44	20.00	3.13	6.25	20.00

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

^{**} As a percentage of loans with borrower income information available. No information was available for 1.9% of loans originated and purchased by bank.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers							
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
Nashville MSA	739	92.61	18.79	6.41	17.83	17.20	23.22	25.80	40.17	50.58	1.65	1.17	1.57	1.81	1.69	
Limited Review:																
Non-MSA Maury County	59	7.39	13.10	1.82	13.38	14.55	19.01	21.82	54.51	61.82	8.30	2.04	7.14	6.40	10.91	

* Based on 2003 Peer Mortgage Data (US)

** As a percentage of loans with borrower income information available. No information was available for 7.1% of loans originated and purchased by bank.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share [*]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	424	93.60	61.18	59.67	79.01	11.56	9.43	2.45	3.34
Limited Review:									
Non-MSA Maury County	19	6.40	63.26	62.07	75.86	13.79	10.34	8.30	13.79

^{*} Based on 2003 Peer Small Business Data -- US

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

^{***} Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2003).

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.67% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE		Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	20	90.91	90.05	95.00	90.00	10.00	0.00	20.41	24.36
Limited Review:									
Non-MSA Maury County	3	9.09	95.30	33.33	0.00	100.00	0.00	20.00	16.67

^{*} Based on 2003 Peer Small Business Data -- US

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

^{***} Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2003).

^{****} Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 9.09% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2003 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Nashville MSA	0	0	2	1,249	2	1,249	100%	0	\$0
Limited Review:									
Non-MSA Maury County	0	0	0	0	0	0	0.00	0	0

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

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

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004						
MA/Assessment Area (2004):	% 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:												
Nashville MSA	93.16	494	83,656	430	78,320	16	1,189	2	311	940	163,165	97.75
Limited Review:												
Maury County (non-MSA) TN	6.84	41	5,289	24	3,257	4	242	0	0	69	8,788	2.25

* Loan Data as of December 31, 2004. Rated area refers to either state or multi-state MA rating area.

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

*** Deposit Data as of June 30, 2004. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans					
Full Review:															
Nashville MSA	207	89.61	1.59	1.45	17.54	14.98	57.52	50.72	23.35	32.85	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Maury County (non-MSA) TN	24	10.39	0.00	0.00	5.63	0.00	29.00	0.00	65.37	100.00	0.00	0.00	0.00	0.00	0.00

^{*} Based on 2004 Peer Mortgage Data (US).

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography*				
MA/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:															
Nashville MSA	15	88.24	1.59	6.67	17.54	20.00	57.52	33.33	23.35	40.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Maury County (non-MSA) TN	2	11.76	0.00	0.00	5.63	0.00	29.00	100.00	65.37	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2004 Peer Mortgage Data (US).

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	272	94.77	1.59	0.37	17.54	11.03	57.52	44.85	23.35	43.75	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Maury County (non-MSA) TN	15	5.23	0.00	0.00	5.63	0.00	29.00	20.00	65.37	80.00	0.00	0.00	0.00	0.00	0.00	

^{*} Based on 2004 Peer Mortgage Data (US)

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% of MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans	% MF Units ^{***}	% BANK Loans					
Full Review:															
Nashville MSA	0	0.00	7.79	0.00	24.68	0.00	51.09	0.00	16.43	0.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Maury County (non-MSA) TN	0	0.00	0.00	0.00	5.10	0.00	37.38	0.00	57.52	0.00	0.00	0.00	0.00	0.00	0.00

^{*} Based on 2004 Peer Mortgage Data (US)

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans	% of Businesses ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	427	94.68	3.72	1.87	25.26	19.67	47.12	32.08	23.50	46.37	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Maury County (non-MSA) TN	24	5.32	0.00	0.00	12.20	4.17	35.02	29.17	52.78	66.67	0.00	0.00	0.00	0.00	0.00	

^{*} Based on 2004 Peer Small Business Data -- US

^{**} 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 (2004).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share (%) by Geography [*]				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans	% of Farms ^{***}	% BANK Loans						
Full Review:																
Nashville MSA	16	80.00	1.26	0.00	19.16	25.00	60.96	37.50	18.49	37.50	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Maury County (non-MSA) TN	4	20.00	0.00	0.00	0.00	0.00	27.40	25.00	72.60	75.00	0.00	0.00	0.00	0.00	0.00	

^{*} Based on 2004 Peer Small Business Data -- US

^{**} 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 (2004).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share [*]				
MA/Assessment Area:	Total Home Purchase 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:															
Nashville MSA	207	89.61	19.23	11.76	18.34	17.11	23.56	16.58	38.86	54.55	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Maury County (non-MSA) TN	24	10.39	13.08	10.00	13.37	10.00	18.98	20.00	54.57	60.00	0.00	0.00	0.00	0.00	0.00

^{*} Based on 2004 Peer Mortgage Data (US)

^{**} As a percentage of loans with borrower income information available. No information was available for 10.4% of loans originated and purchased by bank.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share [*]				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}					
Full Review:															
Nashville MSA	15	88.24	19.23	6.67	18.34	33.33	23.56	26.67	38.86	33.33	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Maury County (non-MSA) TN	2	11.76	13.08	0.00	13.37	0.00	18.98	0.00	54.57	100.00	0.00	0.00	0.00	0.00	0.00

^{*} Based on 2004 Peer Mortgage Data (US)

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

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					Market Share [*]				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}						
Full Review:																
Nashville MSA	272	94.77	19.23	9.96	18.34	18.33	23.56	21.51	38.86	50.20	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Maury County (non-MSA) TN	15	5.23	13.08	0.00	13.37	14.29	18.98	21.43	54.57	64.29	0.00	0.00	0.00	0.00	0.00	

^{*} Based on 2004 Peer Mortgage Data (US).

^{**} As a percentage of loans with borrower income information available. No information was available for 7.7% of loans originated and purchased by bank.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share [*]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	430	94.71	62.55	54.42	62.33	14.65	23.02	0.00	0.00
Limited Review:									
Maury County (non-MSA) TN	24	5.29	63.72	75.00	70.83	12.50	16.67	0.00	0.00

^{*} Based on 2003 Peer Small Business Data (US)

^{**} 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 - 2004).

^{****} 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 11.45% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE		Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans ^{****}	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Nashville MSA	16	80.00	89.54	87.50	81.25	12.50	6.25	0.00	0.00
Limited Review:									
Maury County (non-MSA) TN	4	20.00	94.52	75.00	75.00	25.00	0.00	0.00	0.00

^{*} Based on 2004 Peer Small Business Data -- US

^{**} 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 - 2004).

^{****} 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 15.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: JANUARY 1, 2004 TO MAY 16, 2005									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Nashville MSA	0	0	12	2,678	12	2,678	100.00	1	4,452
Limited Review:									
Maury County (non-MSA) TN	0	0	0	0	0	0	0.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: TENNESSEE																	
Evaluation Period: JANUARY 1, 2004 TO DECEMBER 31, 2004																	
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:																	
Nashville MSA	97.75	16	94.12	0.00	12.50	37.50	50.00	8	0	0	0	5	3	3.97	21.41	54.45	20.18
Limited Review:																	
Maury County (non-MSA) TN	2.25	1	6.25	0.00	0.00	0.00	100	0	0	0	0	0	0	0.00	6.60	30.14	63.27