



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

March 31, 2000

Community Reinvestment Act Performance Evaluation

Bank One, Kentucky, NA

Charter Number: 14320

**416 W. Jefferson
Louisville, Kentucky 40202**

Office of the Comptroller of the Currency

**Large Bank Division
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Washington D.C. 20219-0001**

NOTE: 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 **Bank One, Kentucky, NA** with respect to the Lending, Investment, and Service Tests:

Performance Levels	Bank One, Kentucky, NA Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X		X
Low Satisfactory		X	
Needs to Improve			
Substantial Noncompliance			

* The Lending Test is weighted more heavily than the Investment and Service Tests when arriving at an overall rating.

The major factors that support this rating include:

Lending Test

- A good volume of lending. The volume of home mortgage and small loans to businesses was good. A poor volume of home purchase loans was offset by an excellent volume of home improvement lending and a good volume of refinance lending. An adequate volume of community development loans was noted.
- A good distribution of lending by income level of geography. Home mortgage and small loans to businesses were good. There were no unexplained gaps in lending and the concentration of bank lending inside its assessment areas versus outside was good.
- A good distribution of lending by income level of borrower. The distribution of home mortgage loans by borrower income level was excellent, but this was offset by the lack of information to evaluate small loans to businesses.
- Adequate community development lending activity. The volume of community development loans was modest, but adequate, and the loans responded to the need for affordable housing.
- Adequate product innovation and flexibility. One mortgage and four small business programs were noted, but information was

not available to gauge their impact on low- or moderate-income individuals or areas.

Investment Test

- An adequate volume of investments. The volume of investments is modest and the majority of the dollars invested occurred prior to the evaluation period.
- Adequate responsiveness to the needs of the assessment area. The bank's investments primarily responded to affordable housing needs, but also helped provide services to low- and moderate-income individuals. The modest volume of investments limited the responsiveness of the bank's investments.
- No complex or innovative investments were noted.

Service Test

- Excellent access to banking services. The percentage of branches in both low- and moderate-income areas exceeds the percentage of the population living in those areas.
- An adequate record of opening and closing branches. Branch closures in moderate-income areas had a modest impact on the community.
- Reasonable hours and services offered at branches.
- A good level of community development services, which are responsive to the assessment areas community development related needs.

General Information

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

*This document is an evaluation of the CRA performance of **Bank One, Kentucky, NA** prepared by the **Office of the Comptroller of the Currency (OCC)**, the institution's supervisory agency, as of **March 31, 2000**. The agency evaluates performance in assessment area(s), as they are delineated by the institution, rather than individual branches. This assessment area evaluation may include the visits to some, but not necessarily all of the institution's branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.*

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 by another company. A company is under common control with another company if both companies are directly or indirectly controlled by the same company. 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. BNAs have been established by the United States Census Bureau in conjunction with state agencies.

Census Tract (CT) - Small, locally defined statistical areas within metropolitan statistical areas. These areas are determined by the United States 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 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 United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA) - The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such

data as the race, gender, and the income of 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) dwelling 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 and borrower distribution, number and dollar amount of investments, branch distribution).

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

Median Family Income (MFI) - The median income determined by the United States 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 United States 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% and less than 120% of the MFI.

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

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

Small Loans to Farms - Loans with original amounts of \$500 thousand 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 noncumulative dividends, retained earnings and minority interests in the equity accounts of consolidated subsidiaries.

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

Description of Institution

Bank One, Kentucky, NA (BOK), headquartered in Louisville, Kentucky, is a wholly owned subsidiary of Bank One Corporation (BOC), which is headquartered in Chicago, Illinois. As of December 31, 1999, BOC had total assets of \$269 billion, making it the fifth largest bank holding company in the United States. BOC provides a full range of consumer and commercial financial products and services and operates banking offices in 15 states: Arizona, Colorado, Delaware, Florida, Illinois, Indiana, Kentucky, Louisiana, Michigan, Ohio, Oklahoma, Texas, Utah, West Virginia and Wisconsin. The Corporation operates more than 1,800 Banking Centers and an extensive network of automatic teller machines (ATM's) nation-wide. It has subsidiaries in 33 states and international offices on five continents.

BOK is the second largest bank in Kentucky in terms of deposits. As of December 31, 1999, BOK reported total assets of \$5.6 billion, total loans of \$3.8 billion, and a loan-to-deposit ratio of 84%. Tier 1 capital totals \$376 million. BOK operates 77 banking centers and 103 ATM's in Kentucky and Southern Indiana. As of December 31, 1999, BOK's loan portfolio consisted of approximately 34% commercial and industrial loans, 36% loans secured by real estate, 11% loans to individuals, 2% agricultural loans, 3% all other loans and 12% leasing receivables.

In determining the size and capacity of BOK for CRA evaluation purposes, we specifically considered operating subsidiaries of the bank. None of the bank's operating subsidiaries contributes to or detracts from the CRA performance of the bank.

There were eight affiliated banks and six affiliated non-bank entities that contributed to the bank's CRA performance. Refer to Appendix A for identification of the entities and the activities they contributed.

There are no significant financial barriers limiting BOK's ability to meet the identified credit needs within its assessment area.

BOK delineates six assessment areas within the State of Kentucky for CRA purposes. One assessment area is within a multi-state MSA, two assessment areas are within or encompass MSAs, and three are in non-metropolitan areas.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The last evaluation of the bank was dated March 18, 1998. The current evaluation assesses the bank's performance from March 19, 1998 to March 31, 2000. Under the Lending Test, we considered home purchase, home improvement, refinance, small business, small farm and community development loans. Lending Test data was considered from January 1, 1998 to December 31, 1999. The period prior to the start of the evaluation period is included for the Lending Test because this data was not considered in the previous evaluation. Qualified Investments, Service Test and community development loan information was reviewed for the entire evaluation period.

There were several changes to the bank's assessment area delineations during the evaluation period. Beginning third quarter 1998, Hopkins and Meade Counties in the Kentucky Non-Metropolitan assessment area and Christian County in the Clarksville-Hopkinsville MSA were deleted due to no branch presence. The bank's performance in these counties will not be considered in this evaluation. Beginning second quarter 1999, Clark, Scott, and Woodford Counties were added to the Lexington assessment area. These counties will not be considered during this evaluation. During the third quarter of 1999, the Non-Metropolitan assessment area was separated into three distinct assessment areas, Boyle, Hardin and Shelby. The separate assessment areas will be utilized for the entire evaluation period, but analyzed on a combined basis.

Data Integrity

The scope of this examination included a review of the accuracy of the bank data analyzed to develop our conclusions and ratings. The data tested for accuracy includes data made available to the public in accordance with the Home Mortgage Disclosure Act (HMDA) and the CRA regulation. Public data includes home mortgage lending and small loans to businesses. We also reviewed the accuracy of non-public data for qualified investments, community development loans, and community development services.

The following significant errors were noted in the bank's small loans to businesses reporting:

1. A 10% error rate was noted in the revenue data reported in 1999 for small loans to businesses. Higher error rates for revenue data had been noted in previous years. The other reported data for these loans was accurate. We used the small loans to business data reported by the bank, but did not consider the revenue data in the evaluation. As a result of this exclusion we did not develop a conclusion regarding the distribution of small loans to businesses by income level of borrower.
2. The bank's 1998 small loans to businesses submission

contained 108 guidance lines of credit totaling \$20.1 million that were not eligible for reporting. The ineligible loans represented 4.4% of the number of loans and 8.7% of the dollar total reported by the bank. We were able to remove these loans from the 1998 bank data used in our evaluation.

3. Commercial leases were incorrectly reported as small loans to businesses in 1998. Management was able to remove the 12 reported leases from the data provided to examiners for the evaluation. These leases constituted .5% of the number of loans reported.

The bank's HMDA data, qualified investments, community development loans and community development services information was found to be accurate.

Selection of Areas for Full-Scope Review

Louisville is a multistate metropolitan area and by regulation must be rated separately from the remainder of the State of Kentucky. A full scope review was performed of Louisville to develop the rating for the MMA. From the remaining assessment areas that were part of the rating for the State of Kentucky, Lexington was selected for a full scope review. The Lexington assessment area contains 78% of the bank's deposits outside of the MMA.

The data contained in the tables in Appendix D was evaluated for each of the banks assessment areas. For the areas receiving a full scope review, additional information was developed concerning credit and community development needs, and opportunities for community development activities. We also analyzed the geographic distribution of lending in these areas to determine if there were any significant, unexplained gaps in the bank's lending. Individual community development loans and services and qualified investments were reviewed to assess qualitative factors such as complexity, innovation, leadership and responsiveness to identified needs. The Service Test analysis included an analysis of the location of bank branches to gauge accessibility.

Ratings

The overall rating for the bank is a combination of the ratings for Louisville and for the State of Kentucky. The Louisville MMA is the source of 65% of the bank's deposits, and this concentration reflects the weight given the bank's performance in this area in developing the overall rating for the bank.

Under the Lending Test, refinance loans were given the most consideration in evaluating the bank's performance. They were the largest category of loans at 52% of the number of loans considered in the evaluation in Louisville and 44% in Lexington.

Small loans to businesses were the next largest category with 22% of the number of loans and 38% of the dollar volume in

Louisville and 36% of the dollar volume of loans made in Lexington. The volume of home improvement loans was significant in both assessment areas and received commensurate consideration. The volume of home purchase loans was modest and this category of lending was given modest consideration. Small loans to farms were not considered in this evaluation due to the nominal level of activity.

Other

Community contacts made during this evaluation provided information regarding credit needs within the Louisville and Lexington assessment areas. The organizations contacted serve communities within these assessment areas by helping small business owners prepare business plans, by making small loans to small businesses, by implementing community redevelopment plans in conjunction with municipal and state authorities, by helping LMI individuals qualify for home mortgages and developing affordable housing. Opportunities for banks to participate in community development within the Louisville assessment area are strong. In the Lexington assessment area opportunities for banks to participate in community development are adequate.

Fair Lending Review

A fair lending analysis of mortgage lending activities was performed to identify questionable patterns of lending on the basis of race. We reviewed the disposition of Black and Hispanic home mortgage applications the bank received in 1998 and 1999 in the Louisville and Lexington assessment areas. We used aggregate HMDA data for 1998 to augment the analysis. The 1999 aggregate HMDA data had not been released at the time of this review. We also took the demographic characteristics of the assessment areas into account. We looked at denial rates by race, denial disparities between Whites, Blacks, and Hispanics, the bank's market share of lending to Blacks and Hispanics compared to Whites, and the bank's percentage of lending in minority areas in comparison to the percentage of owner-occupied housing units in those areas.

We did not find any indication of disparate treatment in mortgage lending. The percentage of the home purchase, home improvement, and refinance loans made to Blacks and Hispanics in almost all instances exceeded the percentage of representation of these minorities in the assessment area population. Overall minority denial rates and denial disparities revealed no adverse trends and, in fact, are favorable. No concerns were noted when comparing the percentage of the bank's lending to minority dominated census tracts in comparison to the percentage of owner-occupied units in those areas.

Multistate Metropolitan Area Rating

CRA Rating for the Louisville MMA of Kentucky¹: Satisfactory

The Lending Test is rated:

High Satisfactory

The Investment Test is rated:

Satisfactory

Low

The Service Test is rated:

High Satisfactory

The major factors that support this rating include:

Lending Test

- A good volume of lending. The volume of home mortgage and small loans to businesses was good. A poor volume of home purchase loans was offset by an excellent volume of home improvement lending and good volume of refinance lending. An adequate volume of community development loans was noted.
- A good distribution of lending by income level of geography. Home mortgage and small loans to businesses were good. There were no unexplained gaps in lending and the concentration of bank lending inside its assessment areas versus outside was good.
- A good distribution of lending by income level of borrower. The distribution of home mortgage loans by borrower income level is excellent, but this was somewhat offset by the lack of information to evaluate small loans to businesses.
- Adequate community development lending activity. One large loan was made during the evaluation period and it responded to the need for affordable housing for individuals with special needs.
- Adequate product innovation and flexibility. One mortgage and four small business programs were noted, but information was not available to gauge their impact on low- or moderate-income individuals or areas.

Investment Test

- An adequate volume of investments. The volume of investments is modest and the majority of the dollar total was invested prior to the evaluation period.
- Adequate responsiveness to the needs of the assessment areas. The bank's investments primarily responded to affordable

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

housing needs, but also helped provide services to low- and moderate-income individuals. The modest volume of investments limited the responsiveness of the bank's investments.

- No complex or innovative investments were noted.

Service Test

- Excellent access to banking services. The percentage of branches in both low- and moderate-income areas exceeds the percentage of the population living in those areas.
- An adequate record of opening and closing branches. There were no branch closures in low-income census tracts, and the impact of closures in moderate-income census tracts was modest.
- Reasonable hours and services offered at branches. The hours of operation and services offered are fairly consistent across the branch network.
- A good level of community development services which are responsive to the assessment areas' community development related needs, particularly the need for affordable housing.

Description of Institution's Operations in the Louisville, Kentucky MMA

Refer to the Market Profile for the Louisville, Kentucky MMA in Appendix C for detailed demographics and other performance context information. BOK operates 46 branches in this assessment area and it is the source of 65% of the bank's deposits.

LENDING TEST

Lending Activity

Refer to Tables 1a - 5a in Appendix D for the data used in this analysis.

The overall volume of lending in Louisville is good. This conclusion results from good volumes of home mortgage and small business lending.

The bank's overall volume of home mortgage lending is good. However, a poor volume of home purchase loans is noted. In this product, the bank's market rank is significantly lower than the bank's deposit market rank. The bank's volume of home improvement loans is excellent with the bank ranking 3rd in the assessment area, which matches the bank's the bank's deposit market rank in this assessment area. For refinance lending, the bank's market rank is slightly lower than its deposit market rank, and volume is considered good.

Small business lending volume is good and small farm volume is excellent. The market rank for small businesses is slightly lower than the deposit rank, while the small farm loan market rank exceeds the bank's deposit market rank.

There is an adequate volume of community development loans in Louisville. The dollar volume of loans represents 2.2% of the amount of Tier 1 capital allocated to this assessment area based upon the bank's distribution of deposits. The volume of loans expressed as a percentage of Tier 1 capital helps to gauge the volume of community development lending.

Distribution of Loans by Income Level of Geography

The overall distribution of loans by income level of geography is good in the Louisville MMA. Home mortgage loans and small business loans reflect good geographic distribution.

The reader should note that in developing our conclusions for geographic and borrower distribution, slightly more consideration was given to the percentage distribution of loans than to market share data. The emphasis on the percentage distribution data results from the fact that the lending data used in this calculation covered the entire two-year evaluation period, whereas market share data was only for 1998.

Home Mortgage Loans

Refer to Tables 2a, 3a, and 4a in Appendix D for the data used in this analysis.

The geographic distribution of home purchase loans is good. The percentage of loans in low-income tracts is somewhat lower than the percentage of owner-occupied units in those tracts and is considered adequate. In moderate-income census tracts the

percentage is slightly lower than the percentage of owner-occupied units and is good. Performance in the moderate-income census tracts was given more consideration in the analysis due to the significantly higher percentage of the assessment area's owner-occupied units located in those areas. This additional consideration is true for the analysis of home improvement and refinance lending also. Market share data reflected stronger performance with the bank's market share in low- and moderate-income tracts exceeding the overall market share and reflecting excellent performance.

Louisville reflects a good geographic distribution of home improvement loans. The geographic distribution and market share analysis in low-income tracts both reflect good performance. The percentage of loans is slightly lower than the percentage of owner-occupied units and market share indicates similar results.

In moderate-income tracts, the percentage distribution and market share data both reflect excellent performance. The percentage of loans in moderate-income tracts exceeds the percentage of owner-occupied units there. The market share comparison indicates similar results.

Geographic distribution for refinance loans in the Louisville MMA is excellent. The percentage of bank loans in moderate-income areas exceeds the percentage of owner-occupied units and is excellent. The bank's performance in low-income tracts is good with the percentage of loans in these tracts being slightly lower than the percentage of owner-occupied units in these tracts. The market share data reflects stronger performance with the market share by census tract income level exceeding the overall market share for low- and moderate-income tracts.

Small Business Loans

Refer to Table 5a in Appendix D for the data used in this analysis.

The geographic distribution of small loans to businesses is good in the Louisville assessment area. The percentage of small loans to businesses in low-income areas is excellent and exceeds the percentage of businesses in those areas. In moderate-income census tracts, the geographic distribution is good as it is slightly lower than the percentage of businesses in moderate-income areas. The bank's performance, reflected in the market share data, is inconsistent with the percentage distribution indicators as it reflects adequate performance in low-income tracts and is excellent in moderate-income tracts. The bank's market share in low-income census tracts is somewhat lower than the overall market share for the bank, while in moderate-income tracts it exceeds the overall market share.

Lending Gap Analysis

There were no unexplained gaps in lending in the Louisville assessment area.

Percentage of Loans Inside the Bank's Assessment Areas

The percentage of loans made within the bank's assessment areas is good. This calculation is performed for all assessment areas combined and excludes loans made by affiliates. The percentage of home mortgage loans inside the bank's assessment areas is 75%.

For small loans to businesses, 78% were made inside the bank's assessment areas. This conclusion is considered in the distribution of lending by income level of geography for the State of Kentucky also.

Distribution of Loans by Income Level of the Borrower

Overall, the distribution of loans by income level of borrower is good. The distribution of home mortgage loans is excellent. As noted earlier, we did not have the information to analyze the distribution of small loans to businesses by income level of borrower. This omission tempered the performance in home mortgage lending and resulted in the overall conclusion stated above.

The reader should note that our analysis of lending by borrower income level took into account the percentage of individuals within an assessment area living below the poverty level and the affordability of housing. These variables impacted our expectations regarding the level of home mortgage lending to low-income borrowers.

Home Mortgage Loans

Refer to Tables 7a, 8a and 9a in Appendix D for the data used in this analysis.

Borrower distribution for home purchase loans is good in Louisville. The percentage of loans to low-income borrowers was significantly below the percentage of low-income families, but due to the limited borrowing capacity of these households, the bank's performance is adequate. The percentage of loans to moderate-income borrowers exceeds the percentage of moderate-income families in the assessment area and is excellent. The bank's market share performance with low- and moderate-income borrowers is consistent with the percentage distribution data for these income categories.

The percentage distribution of home improvement loans by borrower income level is excellent. The percentage of bank loans to moderate-income borrowers significantly exceeded the percentage of families in that income category and reflects excellent performance. The percentage of loans to low-income borrowers was also excellent when the capacity of the borrowers was taken into account. The market share data was not quite as strong as the percentage distribution data, but reflected excellent performance for moderate-income borrowers. For this group of borrowers, the bank's market share exceeded the bank's overall market share. Low-income market share performance was slightly lower than overall market share and is good.

The bank's refinance lending reflects excellent borrower distribution. Performance is excellent with regards to low-income borrowers due to the borrower capacity issue. The percentage of loans to moderate-income borrowers exceeds the percentage of families in that category and is excellent. Market share performance is excellent with regard to both low- and moderate-income borrowers. The market share for both income categories of borrowers exceeds the overall market share.

Community Development Lending

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

The bank's volume of community development lending in the Louisville assessment area was adequate and had a neutral impact on overall lending activities. The bank exhibited responsiveness to the need for additional affordable housing in the Louisville assessment area by making a \$5 million loan for the construction of a home for abused and neglected children from primarily low- and moderate-income families. The bank demonstrated flexibility with its customer, a religious nonprofit foundation, through its efforts to coordinate bank funding with private fundraising initiatives. The loan was not innovative or complex. We compared the dollar volume of this loan to Tier 1 capital to gauge the level of this type of lending. The loan represented 2.2 percent of the amount of Tier 1 capital allocated to the Louisville assessment area based on the percentage of deposits originated here.

Product Innovation and Flexibility

BOK's efforts to provide flexible-lending products are adequate.

In addition to offering an array of consumer and business loan products, the bank offers one product that specifically targets low- and moderate-income individuals. This is the Bank One Affordable Dream Mortgage introduced in 1999. The program is geared to low- and moderate-income borrowers with incomes at or below 80% of medium income who have limited cash for a down payment and closing costs. The program requires a minimum investment of \$500 or one percent of the home's sale price, with the remaining amount of down payment and closing costs allowed to be paid from other sources. The minimum down payment (borrower's investment plus funds from other sources) is three percent, and private mortgage insurance is not required. This program is offered throughout the Bank One Corporation. It is a relatively new program and information regarding its impact on low- and moderate-income areas or individuals is not yet available. Thus we were unable to give this product consideration in developing our conclusions for this performance criteria.

The bank offers the SBA's Express, Low-Doc, 504, and 7A programs.

However, information could not be provided on how these programs resulted in lending to LMI areas or borrowers and thus did not factor into the analysis.

INVESTMENT TEST

The bank's performance under the Investment Test in the Louisville Multistate Metropolitan Area is rated " Low Satisfactory." Refer to Table 12a in Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

Dollar Amount of Qualified Investments

The volume of investments is adequate. To assist us in gauging the volume of investments, we compared the dollar volume of investments to the amount of Tier 1 allocated to this assessment area based on the percentage of bank deposits originated there. Qualified investments represent 1.3% of the Tier 1 capital allocated to the Louisville assessment area. We also noted that the majority of the dollars invested originated prior to the evaluation period and that 32% of the investments are attributed to the current evaluation period. More weight is given to current period investments in developing our conclusions.

Responsiveness, Innovation or Complexity of Qualified Investments

The bank's investments were responsive to the community's affordable housing needs and assisted local organizations in the provision of needed community development services. In terms of dollars, almost 80% of the bank's investments went to support affordable housing projects, which are a significant need in the Louisville assessment area. Just over 20% of the bank's investments represented contributions to community groups that provide services to low- and moderate-income areas and individuals. None of the investments are complex or innovative.

The following are highlights of some of the bank's investments.

- During the current period, BOK purchased a below-market rate \$100 thousand certificate of deposit from a certified community development financial institution.
- During the current period, the bank purchased low-income housing tax credits totaling \$319,600 that supported the construction of 50 new rental units for low- and moderate-income tenants in the Louisville assessment area.
- In prior periods, BOK purchased almost \$1.6 million in Louisville Public Housing Authority Bonds, which are still outstanding

SERVICE TEST

Retail Banking Services

Refer to Table 13a in Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Accessibility of Delivery Systems

Access to retail banking services is excellent in Louisville. There are 46 branches serving the Louisville assessment area and they are readily accessible for all parts of the assessment area. Branch distribution is excellent for both low- and moderate-income areas as the percentage of branches located in these areas exceeds the percentage of population living in those areas.

Access to the bank's services can be achieved in a number of ways. Although these different means of providing service are discussed below we were unable to discern that these services promote access by low- or moderate-income individuals. As a result, these services did not receive significant consideration in our analysis. The bank has an active toll-free telephone loan access system. A consumer can apply for a loan (home equity loans, home equity lines of credit, installment loans, and credit cards) over the telephone twenty-four hours a day, seven days a week, in English or Spanish. In addition, several of the bank's services are accessible through the Internet. Internet services include on-line applications for checking, savings, and certificates of deposit. Loan applications are available on-line for credit cards, home equity loans, and home equity lines of credit, student loans, mortgages, business installment, business credit cards, and lines of credit for small businesses. Customers may also transfer funds between their BOK accounts, pay bills, and get information on statements, investments, taxes and insurance.

Changes in Branch Locations

Overall, the bank's performance with regards to changes in branch locations for the Louisville assessment area is adequate. Branch activity during the evaluation period had neutral impact in low-income areas of the assessment area with no branches opening or closing. Although five branches were closed in moderate-income areas, the overall impact on service accessibility for the areas was modest as three of the branches were closed due to overlapping service areas resulting from the merger between Bank One Corporation and First Chicago Corporation.

Reasonableness of Business Hours and Services in Meeting Assessment Area Needs

The reasonableness of business hours and services offered at branch locations is adequate for the low- and moderate-income area branches of the Louisville assessment area. Each branch is a full-service banking center, and the hours of operation are

fairly consistent with banking centers located in middle- and upper-income areas.

Community Development Services

The bank's provision of community development services in the Louisville assessment area is good.

Innovativeness and Responsiveness of Community Development Services

BOK's responsiveness to the identified credit needs of the Louisville assessment area is good. Bank employees participated with groups that address significant areas of need - affordable housing, education and financial assistance for small businesses, and social services for low- and moderate-income individuals. The bank's community development services, while responsive, are not innovative.

Extent of Community Development Services Provided

The level of services provided to the assessment area is good. During the evaluation period, 14 bank employees contributed to the provision of community development services through area advocacy organizations, and local and state governmental units. Bank employees worked with 30 organizations: 13 of the organizations support affordable housing initiatives; 11 provide various combinations of educational, health, day care and financial services for low- and moderate-income individuals; and five provide financial education and technical assistance to small businesses. Bank employees hold board or significant committee memberships in each organization, including two employees who participate in the disposition of loan requests from two local revolving loan pools for small businesses. Bank employees contribute financial expertise in their capacity with each group and interact with the individuals being served as instructors and advisors.

State Rating

CRA Rating for Kentucky²: Satisfactory

The Lending Test is rated:

High Satisfactory

The Investment Test is rated:

Satisfactory

Low

The Service Test is rated:

High Satisfactory

The major factors that support this rating include:

Lending Test

- A good volume of lending. The volume of home mortgage lending is good with an adequate volume of home purchase loans, an excellent volume of home improvement lending and a good volume of refinance lending. BOK was the top home improvement lender in Lexington in 1998. The volume of small loans to businesses is good and community development lending is adequate.
- A good distribution of loans by income level of geography. The distribution of both home mortgage and small loans to businesses is good. There are no unreasonable geographic gaps in the bank's lending, which is focused inside the bank's assessment areas versus outside.
- A good distribution of lending by income level of borrower. The distribution of lending by borrower income is excellent for home improvement and refinance lending and adequate for home purchase lending. This performance was tempered by the lack of information concerning lending to small businesses.
- Adequate community development lending. The volume of community development loans was modest, but adequate and the loans responded to the need for affordable housing.
- Adequate product innovation and flexibility. The bank offers one home mortgage and four small business programs targeted to low- and moderate-income borrowers and areas, but cannot document the effectiveness of these programs.

Investment Test

- An adequate volume of investments. The volume of investments is modest in relation to the size of the bank's presence in the Lexington assessment area, and a significant portion of the qualified investments were made prior to the evaluation

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

period.

- There were no complex or innovative investments noted.
- The bank's investments adequately responded to the identified needs within the assessment area with the preponderance of investments related to the development of affordable housing.

Service Test

- An excellent distribution of branches by income level of geography. The percentage of the bank's branches in moderate-income areas significantly exceeds the percentage of the assessment area's population living there. There are no branches in low-income areas, but these areas contain a modest percentage of the assessment area's population.
- A good record of opening and closing branches. Changes in the bank's branch network did not adversely impact low- or moderate-income areas.
- Consistent hours of service and menu of services across the branch network.
- A good level of community development services. The volume of services were good and responsive to assessment area needs, particularly for affordable housing.

Description of Institution's Operations in Kentucky

In addition to the Louisville MMA that is discussed separately, BOK has five assessment areas in the state. The Lexington and Owensboro assessment areas are in MSA's and the Shelby, Hardin and Boyle county assessment areas are in non-metropolitan areas. The non-metropolitan assessment areas were analyzed on a combined basis during this evaluation. BOK operates 31 branches in the state with 19 located in Lexington.

Scope of Evaluation in Kentucky

A full scope review was performed in the Lexington assessment area and the remainder of the assessment areas were reviewed using limited scope procedures. The Lexington assessment area is the source of 78% of this rating area's (State of Kentucky excluding Louisville) deposits and serves as the foundation of the rating assigned to the state. Refer to the Market Profile for Lexington in Appendix C for detailed demographics and other performance context information on this assessment area.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Overall performance under the Lending Test is good in Kentucky. Performance in Lexington is good.

Lending Activity

Refer to Tables 1b - 5b in Appendix D for the data used in this analysis.

The volume of lending in Kentucky is good. This is based on a good volume of lending in Lexington. There were good volumes of home mortgage and small loans to businesses. The volume of small loans to farms was also good.

For home mortgage lending in Lexington, we noted an adequate volume of home purchase loans, an excellent volume of home improvement loans, and a good volume of refinance loans. For home purchase loans, the bank's market rank was somewhat lower than its first place deposit market rank. The bank was the top home improvement lender in the market; however, its refinance lending market rank was slightly lower than the bank's deposit market rank.

Small business and small farm lending volumes are good in Lexington. The market rank of both products is slightly lower than the bank's deposit market rank in the assessment area.

There is an adequate volume of community development loans in Lexington. The volume represents .95% of the amount of Tier 1 capital allocated to the Lexington assessment area based on the percentage of the bank's deposits originating there. The volume of loans as a percentage of Tier 1 capital helps to gauge the relative volume of community development lending.

Distribution of Loans by Income Level of Geography

The distribution of loans by income level of geography is good. Home mortgage and small loans to businesses reflect good geographic distribution overall.

The reader should note that in developing our conclusions for both geographic and borrower distribution, slightly more consideration was given to the percentage distribution of loans than to market share data. The emphasis on the percentage distribution data results from the fact that the lending data used in this calculation covered the entire two-year evaluation period, whereas market share data was only for 1998.

Home Mortgage Loans

Refer to Tables 2b, 3b, and 4b in Appendix D for the data used in this analysis.

The distribution of home purchase loans by income level of geography is adequate. The percentage of loans in low-income census tracts was significantly lower than the corresponding percentage of owner-occupied units and is poor. In moderate-income census tracts the percentage of bank loans is slightly lower than the percentage of owner-occupied units in those tracts and reflects good performance. Market share data reflects stronger performance in both low- and moderate-income tracts. The low-income market share is somewhat lower than overall market share for home purchase loans and is adequate, while moderate-income market share exceeds overall market share and is excellent.

The bank has a good distribution of home improvement loans by income level of geography. The percentage of loans in low-income census tracts and the bank's market share in those census tracts is excellent. The percentage of bank loans in those areas exceeds the percentage of owner-occupied units. The percentage of loans made in moderate-income tracts is somewhat lower than the percentage of owner-occupied units and is considered adequate. The bank's market share in moderate-income census tracts is slightly lower than the bank's overall market share for home improvement loans and is good.

The bank's distribution of refinance loans by income level of geography is good. The percentage of bank loans in both low- and moderate-income areas is slightly lower than the percentage of owner-occupied units in those areas. This data reflects good performance. The market share data reflects slightly stronger performance with the bank's refinance market share by tract income, which exceeds the bank's overall market share for this product in both low- and moderate-income census tracts.

Small Business Loans

Refer to Table 5b in Appendix D for the data used in this analysis.

The distribution of small loans to businesses by income level of geography is good in the Lexington assessment area. The percentage of small loans to businesses in low-income areas is excellent and exceeds the percentage of businesses in low-income areas. In moderate-income areas the distribution of loans is adequate due to the percentage of the bank's loans being somewhat lower than the percentage of businesses in those areas. Market share data reflects slightly stronger performance in moderate-income census tracts with the bank's small loans to businesses market share in moderate-income tracts slightly lower than the bank's overall market share for small loans to businesses. In low-income areas, the market share data reflects the same level of performance as the percentage distribution of loans data.

Lending Gap Analysis

There were no unexplained gaps in lending in the Lexington assessment area.

Percentage of Loans Inside the Bank's Assessment Areas

The percentage of loans made inside the bank's assessment areas was discussed in the Louisville MMA comment and was good for the charter overall.

Distribution of Loans by Income Level of the Borrower

Overall, the distribution of loans by income level of borrower is good for BOK. As noted earlier, we did not have the information to analyze the distribution of small loans to businesses by income level of borrower. This omission tempered the performance in home mortgage lending and resulted in the overall conclusion stated above.

The reader should note that our analysis of lending by borrower income level took into account the percentage of individuals within an assessment area living below the poverty level and the affordability of housing. These variables impacted our expectations regarding the level of home mortgage lending to low-income borrowers.

Home Mortgage Loans

Refer to Tables 7b, 8b and 9b in Appendix D for the data used in this analysis.

Borrower distribution for home purchase loans is adequate in Kentucky. The percentage of loans to low-income borrowers in Lexington is substantially below the percentage of families in this income category and is poor even considering the more limited borrowing capacity of these households. The percentage of loans to moderate-income borrowers exceeds the percentage of moderate-income families and is considered excellent. The market share data reflects adequate performance also, but includes adequate lending to low-income borrowers with a somewhat lower market share of loans to these borrowers than the bank's overall home purchase loan market share. The moderate-income borrower market share is also somewhat lower than the bank's overall home purchase market share and is adequate.

The distribution of home improvement loans by borrower income level is excellent. The percentage of bank loans to moderate-income borrowers significantly exceeds the percentage of families in that income category. The percentage of loans to low-income borrowers is good when the borrowing capacity of low-income families is taken into account. The market share data reflects excellent performance for

both low- and moderate-income borrowers as the bank's market

share of loans to those borrowers exceeds the bank's overall home improvement market share.

The bank's refinance lending reflects excellent borrower distribution. Performance is good with regards to low-income borrowers when borrower capacity is considered. The percentage of loans to moderate-income borrowers exceeds the percentage of families in that income category and is excellent. Market share reflects excellent performance for both low- and moderate-income borrowers. The bank's market share for both income categories of borrowers exceeds the overall market share for the bank.

Small Business Loans

Refer to Table 10b in Appendix C for the data used in this analysis.

A conclusion was not developed for this aspect of the bank's lending performance. This situation is the result of data integrity issues noted earlier. We did note in all assessment areas that a high percentage of the bank's small loans to businesses were in amounts of \$100,000 or less. However, loan size is not a reliable indicator of the extent that the bank's small loans to businesses were made to small businesses.

Community Development Lending

The volume of community development lending in the Lexington assessment area is adequate. The bank exhibited responsiveness to the need for affordable housing by extending two community development loans during the evaluation period. BOK made a \$400 thousand loan to a developer for the construction of 59 one-bedroom rental units for low-income elderly citizens. This project exhibited flexibility and some complexity due to multiple layers of financing and multiple participants in the loan. Seven commercial banks, including BOK, provided \$3.6 million in construction financing, and the Kentucky Housing Corporation (KHC) provided the end loan. To make the project work, KHC reduced the interest rate on its loan, the financial institutions agreed to interest and principal payments at the maturity of their loans, and the Lexington Urban County Government provided a \$400 thousand subsidy. The second loan was a \$500 thousand line of credit to a developer for the construction of five single-family homes for low-income people. This project also involved some complexity due to the need for government subsidy funds. The Lexington Fayette Urban County Government required the deeds to the properties restrict ownership to households earning less than 80% of the area median income. Neither of the two loans discussed above was innovative.

We compared the dollar volume of community development loans BOK made in the Lexington assessment area to Tier 1 capital to gauge the level of this type of lending. These loans represented 0.9% of the amount of Tier 1 capital allocated to the Lexington assessment area based on the percentage of deposits originated there.

Product Innovation and Flexibility

BOK's efforts to provide flexible-lending products are adequate and this performance criterion has a neutral impact on the overall Lending Test rating. In addition to offering an array of consumer and business loan products, the bank offers, through its affiliated mortgage company, one product that specifically targets low- and moderate-income individuals. This is the Bank One Affordable Dream Mortgage introduced in 1999. The program is geared to low- and moderate-income borrowers with incomes at or below 80% of median income who have limited cash for down payment and closing costs. The program requires a minimum investment of \$500 or one percent of the home's sale price, with the remaining amount of down payment and closing costs allowed to be paid from other sources. The minimum down payment is three percent, and private mortgage insurance is not required. This program is offered throughout the Bank One Corporation. It is a relatively new program and information regarding its impact on low- and moderate-income areas or individuals is not yet available.

The bank offers the SBA's Express, Low-Doc, 504, and 7A programs. However, information could not be provided on how these programs resulted in lending to low- and moderate-income areas or borrowers.

Conclusions for Areas Receiving Limited Scope Reviews

Based on a limited-scope review, the bank's performance under the Lending Test in the Owensboro assessment area is not inconsistent with the High Satisfactory rating for the state of Kentucky. Based on a limited-scope review, the bank's performance under the Lending Test in the non-metropolitan assessment areas is inconsistent and weaker than the High Satisfactory rating for the state. The bank's performance reflects a weaker distribution of lending by borrower income level and by income level of geography. This was partially offset by a stronger volume of lending in the non-metropolitan assessment areas.

INVESTMENT TEST

Refer to Table 12b in Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's Investment Test performance is adequate in Kentucky and adequate in the Lexington assessment area.

Dollar Amount of Qualified Investments

The volume of qualified investments in the Lexington assessment area is adequate. We noted that a significant level (42%) of the dollar total of qualified investments originated prior to the evaluation period. We give more weight to current period investments versus prior period when developing our conclusions.

We compared the dollar volume of qualified investments to Tier 1 capital to gauge the level of investments made. We allocated Tier 1 capital to each assessment area based on the percentage of bank deposits originated in that assessment area. Qualified investments represent 2.4% of the Tier 1 capital allocated to the Lexington assessment area.

Innovativeness or Complexity of Qualified Investments

None of the bank's investments are complex or innovative. Investments consisted of the purchase of low-income housing tax credits, public housing authority bonds and contributions to community-based organizations.

Responsiveness of Qualified Investments to Credit and Community Development Needs

The bank's investments were responsive to the community's affordable housing needs and assisted local organizations in the provision of services to low- and moderate-income individuals. In terms of dollars, 87% of the bank's investments supported affordable housing projects. Affordable housing is a significant need in the Lexington assessment area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Investment Test in the Owensboro assessment area is inconsistent and weaker than the Low Satisfactory rating for the state of Kentucky. The volume of investments is poor representing .01% of the Tier 1 capital allocated to that area based on the percentage of bank deposits originating there. Based on a limited-scope review, the bank's performance in the non-metropolitan assessment areas is inconsistent and stronger than the Low Satisfactory rating. Investments in the non-metropolitan assessment area are excellent, representing 6.4% of the amount of Tier 1 capital allocated to that area. The two limited scope assessment areas have a much smaller share of the bank's deposits within the state than Lexington, and therefore have a neutral impact on the

overall Investment Test rating.

SERVICE TEST**Conclusions for Assessment Areas Receiving Full-Scope Reviews**

The bank's Service Test Performance is good in the State of Kentucky and good in the Lexington assessment area.

Retail Banking Services

Refer to Table 13b in Appendix D for data concerning the bank's Service Test performance.

Accessibility of Delivery Systems

Branch distribution is excellent in the Lexington assessment area. Access to bank branches is good in low-income census tracts. The percentage of bank branches in low-income areas is close to the percentage of the assessment area's population. Access is excellent in moderate-income areas as the percentage of bank branches in moderate-income tracts significantly exceeds the percentage of the assessment area's population living in these areas. More weight is given to the bank's performance in moderate-income areas as the percentage of population in the moderate-income areas significantly exceeds the percentage of the population in low-income areas. The bank has 19 branches serving the Lexington assessment area and bank branches are readily accessible from all parts of the assessment area. Access to the bank's services can be achieved in a number of ways. Although these different means of providing service are discussed below we were unable to discern that these services promote access by low- or moderate-income individuals. As a result, these services did not receive significant consideration in our analysis. BOK has an active toll-free telephone loan access system. A consumer can apply for a loan (home equity loans, home equity lines of credit, installment loans, and credit cards) over the telephone twenty-four hours a day, seven days a week, in English or Spanish. In addition, several of the bank's services are accessible through the Internet. Internet services include on-line applications for checking, savings, and certificates of deposit. Loan applications are available on-line for credit cards, home equity loans, and home equity lines of credit, student loans, mortgages, business installment, business credit cards, and lines of credit for small businesses. Customers may also transfer funds between BOK accounts, pay bills, and get information on statements, investments, taxes and insurance.

Changes in Branch Locations

The bank's performance with regards to changes in branch locations in the Lexington assessment area is good. There were no branches opened or closed in low- or moderate-income areas. Two branches were closed in upper-income areas, but these closures did not reduce accessibility to retail services.

Reasonableness of Business Hours and Services in Meeting

Assessment Area Needs

The reasonableness of business hours and services offered at branch locations is adequate for the moderate-income area branches of the Lexington assessment area. Each branch is a full-service banking center and the hours of operation are fairly consistent with the banking centers located in the middle- and upper-income areas.

Community Development Services

The bank's provision of community development services in the Lexington assessment area is good.

Innovativeness and Responsiveness of Community Development Services

BOK's responsiveness to the identified community development needs of the Lexington assessment area is good. Bank employees participated with groups that address significant needs in the areas of affordable housing, education and financial assistance for small businesses, and social services for low- and moderate-income individuals. The bank's community development services, while responsive, are not innovative.

Extent of Community Development Services Provided

During the evaluation period, seven bank employees contributed to the provision of community development services through area advocacy organizations, and local and state governmental units. Bank employees worked with 22 organizations, including five that support affordable housing initiatives, 15 that provide various combinations of education, health, day care and financial services for low- and moderate-income individuals; and two that provide financial education and technical assistance to small businesses. Bank employees hold board or significant committee memberships in each organization, including one employee who participates in the disposition of loan requests from small businesses for a local micro-loan program. Bank employees contribute financial expertise in their capacity with each group and interact with the individuals who serve as instructors and advisors.

Conclusions for Areas Receiving Limited Scope Reviews

Based on limited-scope reviews, the bank's performance in the Owensboro and non-metropolitan assessment areas is not inconsistent with the Service Test rating for the State of Kentucky.

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 Limited-Scope).

Time Period Reviewed	Lending Test (excludes CD Loans): 01/01/98 to 12/31/99 Investment and Service Tests and Loans: 03/19/98 to CD 03/31/00	
Financial Institution	Products Reviewed	
Bank One, Kentucky, NA (BOK) Louisville, Kentucky	Home Purchase and refinanced loans, home improvement loans, small business loans, Community development loans, investments, and services.	
Affiliate(s)	Affiliate Relationship	Products Reviewed
NBD, Michigan	Bank Affiliate	Home Purchase and Refinance Loans
Bank One, West Virginia, NA	Bank Affiliate	Refinance Loans
NBD, Illinois, NA	Bank Affiliate	Small Business and Home Improvement Loans
Bank One, Wisconsin	Bank Affiliate	Small Business and Home Purchase Loans
Bank One, NA	Bank Affiliate	Small Business, Small Farm, Home Purchase, Home Improvement, Refinance Loans
Bank One, Indiana, NA	Bank Affiliate	Small Business, Home Purchase, Home Improvement and Refinance Loans
Bank One, Arizona, NA	Bank Affiliate	Small Business and Home Improvement Loans
Bank One, Illinois, NA	Bank Affiliate	Small Business, Refinance and Home Purchase Loans
Bank One Mortgage	Holding Company Subsidiary	Home Purchase and Refinance Loans
First Chicago Mortgage	Holding Company Subsidiary	Home Purchase and Refinance Loans
Bank One Financial Services	Holding Company Subsidiary	Home Purchase, Home Improvement and Refinance
First Chicago Leasing	Holding Company Subsidiary	Investments
Banc One CDC	Holding Company Subsidiary	Investments
Bank One Capital Funding	Holding Company Subsidiary	Multifamily Loans
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Louisville MMSA	Full Scope	MMSA 4520
Lexington MSA	Full Scope	MSA 4280
Owensboro MSA	Limited Scope	
Non-Metropolitan Kentucky	Limited Scope	Non-MSA

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		Bank One Kentucky, NA		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Bank One , Kentucky, NA	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
Louisville MMA	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
Kentucky	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory

(*) The Lending Test is weighted more heavily than the Investment and Service Test in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

Louisville Multistate Metropolitan Area	39
State of Kentucky - Lexington MSA.....	41

**Bank One, Kentucky NA
Louisville MMA**

Demographic Information for Full-Scope Area: Louisville MMA, 4520						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA % of #
Geographies (Census Tracts)	225	9.8	23.1	40.9	25.8	0.4
Population by Geography	852,002	6.7	19.6	46.4	27.4	0.0
Owner-Occupied Housing by Geography	220,507	3.1	16.8	47.8	32.3	0.0
Businesses by Geography	34,155	7.2	23.5	37.1	32.3	1.0
Farms by Geography	1,082	1.0	16.0	56.3	26.7	0.0
Family Distribution by Income Level	232,885	20.7	17.7	22.3	39.3	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	89,440	12.3	29.0	45.1	13.6	0.0
Median Family Income HUD Adjusted Median Family Income for 1999 Households Below the Poverty Level	= \$32,975 = \$48,400 = 13.64%	Median Housing Value Unemployment Rate November 30, 1999				= \$60,146 = 3.12%

Source: 1990 U.S. Census and 1999 HUD updated MFI.

The Louisville multi-state metropolitan area (MMA) includes parts of Indiana in addition to Kentucky. The bank's assessment area includes six of the seven counties in the MMA. The six counties are Clark, Floyd, Harrison, and Scott in Indiana, and parts of Jefferson and Oldham counties in Kentucky. The one county in the MSA that is excluded from the assessment area is Bullitt County, KY.

In terms of deposit market share, Bank One, KY, NA is the third largest bank in the MSA with a market share of 16.4%. National City and PNC lead the market with deposit market shares of 22.3% and 20.7%, respectively. The Louisville assessment area is the largest part of the bank's operations in that it is the source of 65% of the bank's deposits.

United Parcel Service (UPS) is Louisville's largest employer in the MMA and has a significant impact on the economy of the community. Most UPS jobs are in low-skill package handling and offer only 20 hours of employment per week. The demand for a large part-time workforce to support UPS caused local leaders, universities and UPS to create the Metropolitan College. The college offers free courses and activities to lure young workers. Courses and activities are scheduled to accommodate the unusual work hours (10PM-2AM) at UPS. The University of Louisville is constructing new student housing that will meet the special schedules and needs of workers/students.

Community credit needs in the Louisville MMA were identified during the examination. Affordable housing is a significant need and this includes financing for the purchase of affordable single family houses, affordable rental housing, and home repair assistance. There are financial services education programs for first time homebuyers operated in the community; however, there is a continuing need for consumer education and assistance to individuals needing to repair damaged credit histories.

There are resources available in Louisville for small and women-owned businesses, and businesses in the Louisville/Jefferson County enterprise zones. The City of Louisville and a number of bank partners operate the Minority Business Development Loan program from the City's Office of Business Service. There are also training programs available for small business owners and small businesses that are just getting started. The Louisville Community Development Bank (a CDFI) is identifying new and expanding small businesses in its investment area and helping structure bankable loans.

There are numerous opportunities for banks to participate in community development efforts in the Louisville MMA. Lending opportunities include financing affordable single family units and affordable single family rental units. Investment opportunities include participating in low-income housing tax credits and grants to local non-profit and community development agencies (Community Development Financial Institutions, Community Development Corporations and Small Business Investment Companies). Service opportunities include home ownership counseling and basic banking education for high school students.

**Bank One, Kentucky, NA
Lexington MSA**

Demographic Information for Full-Scope Area: Lexington MSA, 4280						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA % of #
Geographies (Census Tracts)	73	8.2	23.3	35.6	31.5	1.4
Population by Geography	296,871	6.1	20.7	44.9	28.2	0.1
Owner-Occupied Housing by Geography	63,065	3.8	17.5	38.4	40.3	0.0
Businesses by Geography	12,430	6.1	27.5	35.6	30.5	0.3
Farms by Geography	601	2.0	16.3	39.8	41.9	0.0
Family Distribution by Income Level	75,548	21.1	15.8	20.9	42.2	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	27,869	11.5	30.6	40.1	17.8	0.0
Median Family Income HUD Adjusted Median Family Income for 1999 Households Below the Poverty Level	= \$32,687 = \$48,800 = 15.19%	Median Housing Value Unemployment Rate November 30, 1999			= \$76,687 = 2.74%	

Source: 1990 U.S. Census and 1999 HUD updated MFI.

The Lexington MSA is the second largest in the State of Kentucky. The bank's assessment area includes three of the six counties in this MSA. The three counties are Fayette, Madison, and Jessamine counties. The three counties that are excluded from the assessment area are Scott, Woodford, and Clark Counties.

In terms of deposit market share, Bank One, KY, NA is the largest bank in Lexington with a deposit market share of 22.8%. The second largest financial institution is Central Bank, FSB with a market share of 11.2%.

There is a limited supply of developable land inside Fayette County and this makes affordable housing a significant need. Affordable lots are difficult to find and the high land costs create the need for subsidies and special financing to produce affordable housing.

There is a need for small business lending, affordable housing loans and home improvement lending in the older downtown neighborhoods. There are adequate community development opportunities for banks in the assessment area. The programs that banks can participate in are Rural Rental Housing Guaranteed loan programs, Farm Labor Housing, housing preservation, single family repair programs, and Single Family Leverage Housing. Service opportunities include home ownership and small business counseling.

Appendix D: 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; market rank is based on the number of loans originated and purchased by the bank as compared to all other lenders in the MSA/assessment area; 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 rank and 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 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 rank and market share information based on the most recent aggregate market data available.

Table 6. 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 rank and market

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

- Table 7. 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 rank and market share information based on the most recent aggregate market data available.
- Table 8. Borrower Distribution of Home Improvement Loans** - See Table 7.
- Table 9. Borrower Distribution of Refinance Loans** - See Table 7.
- Table 10. 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 11. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500 thousand) 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 12. 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 13. 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 1a. Lending Volume - Louisville MMA

LENDING VOLUME												Evaluation
Period: 01/01/1998 TO 12/31/1999												
MSA/Assessment Area	% of Rating Area Deposits in AA*	Home Mortgage		Small Business		Small Farm		Community Development		Total Reported Loans		% of Rating Area Loans in AA (% of #)
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Scope												
Louisville, KY MSA	100.0	6,133	305,593	1,736	193,666	26	1,645	1	5,000	7,896	505,904	100.0

Table 1b. Lending Volume - State of Kentucky

LENDING VOLUME												Evaluation
Period: 01/01/1998 TO 12/31/1999												
MSA/Assessment Area	% of Rating Area Deposits in AA*	Home Mortgage		Small Business		Small Farm		Community Development		Total Reported Loans		% of Rating Area Loans in AA (% of #)
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Scope												
Lexington, KY MSA	78.3	2,520	161,159	1,064	96,952	55	9,460	2	900	3,641	268,471	53.1
Limited Scope												
Non-metro KY	11.1	1,431	96,432	427	32,662	44	1,729	0	0	1,902	130,823	27.7
Owensboro, KY	10.6	1,015	43,791	258	27,583	42	2,828	0	0	1,315	74,202	19.2

* Deposit Data as of June 30, 1999

Table 2a. Geographic Distribution of Home Purchase Loans - Louisville MMA

Geographic Distribution: HOME PURCHASE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Purchase Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Louisville KY	3.1	2.4	16.8	14.3	47.8	46.0	32.3	37.3	30	1.1	1.2	1.1	1.0	1.1	635	100.0

Table 2b. Geographic Distribution of Home Purchase Loans - State of Kentucky

Geographic Distribution: HOME PURCHASE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Purchase Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Lexington- KY	3.8	1.7	17.5	15.7	38.4	38.9	40.3	43.8	8	3.4	2.4	4.7	3.3	3.1	594	57.2
Limited Scope																
Non-metro Kentucky	0.0	0.0	1.2	0.0	25.7	25.6	73.0	74.4	4	7.3	0.0	0.0	5.6	8.0	351	33.8
Owensboro KY	3.6	3.2	7.6	5.3	65.4	63.8	23.4	27.7	12	2.6	4.8	2.8	2.6	2.5	94	9.0

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.
 ** Home purchase loans within an MSA/AA as a % of all home purchase loans in the rating area.

Table 3a. Geographic Distribution of Home Improvement Loans - Louisville MMA

Geographic Distribution: HOME IMPROVEMENT															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography					Total Home Improvement Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Louisville KY	3.1	2.6	16.8	18.8	47.8	53.3	32.3	25.3	3	12.9	10.6	15.4	13.6	10.3	1,374	100.0

Table 3b. Geographic Distribution of Home Improvement Loans - State of Kentucky

Geographic Distribution: HOME IMPROVEMENT															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography					Total Home Improvement Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Lexington KY	3.8	4.5	17.5	13.5	38.4	43.4	40.3	38.6	1	15.5	22.2	13.8	19.1	12.6	334	64.6
Limited Scope																
Non-metro Kentucky	0.0	0.0	1.2	0.0	25.7	28.0	73.0	72.0	4	9.0	0.0	0.0	11.3	8.1	100	19.3
Owensboro	3.6	2.4	7.6	8.4	65.4	72.3	23.4	16.9	4	10.8	0.0	18.5	12.3	6.1	83	16.1

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.

** Home improvement loans within an MSA/AA as a % of all home improvement loans in the rating area.

Table 4a. Geographic Distribution of Home Mortgage Refinance Loans - Louisville MMA

Geographic Distribution: HOME MORTGAGE REFINANCE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography					Total Home Mortgage Refinance Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Louisville KY	3.1	2.6	16.8	17.0	47.8	52.7	32.3	27.7	7	3.9	4.5	5.0	4.5	2.8	4,122	100.0

Table 4b. Geographic Distribution of Home Mortgage Refinance Loans - State of Kentucky

Geographic Distribution: HOME MORTGAGE REFINANCE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography					Total Home Mortgage Refinance Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Lexington KY	3.8	3.5	17.5	16.3	38.4	39.9	40.3	40.3	2	6.3	9.8	8.9	6.8	5.2	1,592	46.7
Limited Scope																
Non-metro Kentucky	0.0	0.0	1.2	0.8	25.7	20.6	73.0	78.6	1	10.4	0.0	8.0	9.3	10.7	980	28.7
Owensboro KY	3.6	3.0	7.6	8.0	65.4	65.5	23.4	23.5	3	10.9	11.9	16.7	11.2	9.2	838	24.6

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.

** Refinance loans within an MSA/AA as a % of all refinance loans in the rating area.

Table 5a. Geographic Distribution of Small Loans to Businesses - Louisville MMA

Geographic Distribution: SMALL BUSINESS															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Business Loans	
	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Louisville, KY	7.2	7.0	23.5	20.9	37.1	39.6	32.3	32.4	6	7.5	5.7	7.8	7.3	8.1	1,736	100.0

Table 5b. Geographic Distribution of Small Loans to Businesses - State of Kentucky

Geographic Distribution: SMALL BUSINESS															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Business Loans	
	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Lexington, KY	6.1	6.1	27.5	21.3	35.6	41.5	30.5	31.0	3	13.1	20.6	12.2	12.5	13.2	1,064	60.8
Limited Scope																
Non-Metro KY	0.0	0.0	1.4	1.2	38.5	28.6	60.0	70.3	2	18.3	0.0	9.5	16.9	19.0	427	24.4
Owensboro, KY	14.4	8.9	18.3	12.4	47.9	54.7	19.4	24.0	4	12.8	8.5	10.6	12.9	16.7	258	14.8

* Based on 1998 Aggregate Small Business Data Only. Market rank is for all income categories combined.

** Small Business loans within an MSA/AA as a % of all Small Business loans in the rating area.

Table 6a. Geographic Distribution of Small Loans to Farms - Louisville MMA

Geographic Distribution: SMALL FARM															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Loans Small Farm Loans	
	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Louisville, KY	1.0	0.0	16.0	7.7	56.3	73.1	26.7	19.2	2	27.7	0.0	11.8	33.3	33.3	26	100.0

Table 6b. Geographic Distribution of Small Loans to Farms - State of Kentucky

Geographic Distribution: SMALL FARM															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Loans Small Farm Loans	
	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans		Over all	Low	Mod	Mid	Upp	#	% of Total **
Full Scope																
Lexington, KY	2.0	1.8	16.3	12.7	39.8	54.5	41.9	30.9	3	8.3	0.0	4.7	10.9	6.6	55	39.0
Limited Scope																
Non-Metro, KY	0.0	0.0	0.4	0.0	19.2	4.5	80.4	95.5	2	50.0	0.0	0.0	40.0	50.6	44	31.2
Owensboro, KY	0.0	0.0	1.5	4.8	87.1	83.3	11.4	11.9	1	40.0	0.0	50.0	42.1	37.5	42	29.8

* Based on 1998 Aggregate Small Business Data Only. Market rank is for all income categories combined.

** Small Farm loans within an MSA/AA as a % of all Small Farm loans in the rating area.

Table 7a. Borrower Distribution of Home Purchase Loans - Louisville MMA

Borrower Distribution: HMDA HOME PURCHASE										Evaluation						
Period: 01/01/1998 TO 12/31/1999										Market Share by Borrower Income*					Total Home Purchase Loans	
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**								
Full Scope																
Louisville KY	20.7	6.9	17.7	18.4	22.3	20.0	39.3	35.0	30	1.1	0.8	1.1	0.6	1.4	635	100.0

Table 7b. Borrower Distribution of Home Purchase Loans - State of Kentucky

Borrower Distribution: HMDA HOME PURCHASE										Evaluation						
Period: 01/01/1998 TO 12/31/1999										Market Share by Borrower Income*					Total Home Purchase Loans	
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Overall	Low	Mod	Mid	Upp	#	% of Total
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**								
Full Scope																
Lexington KY	21.1	6.7	15.8	16.3	20.9	20.9	42.2	40.4	8	3.4	2.4	2.7	3.1	4.2	594	57.2
Limited Scope																
Non-metro Kentucky	13.1	0.9	13.1	6.8	18.4	19.7	55.4	65.0	4	7.3	0.0	3.9	8.0	9.8	351	33.8
Owensboro KY	20.8	6.4	17.7	22.3	23.2	21.3	38.3	38.3	12	2.6	2.7	3.8	2.1	2.0	94	9.0

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.

** As a percentage of loans with borrower income information available.

Table 8a. Borrower Distribution of Home Improvement Loans - Louisville MMA

Borrower Distribution: HOME IMPROVEMENT															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Market Share By Borrower Income*					Total Home Improvement Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Over all	Low	Mod	Mid	Upp	#	% of Total
Full Scope																
Louisville KY	20.7	12.4	17.7	21.5	22.3	32.4	39.3	31.9	3	12.9	11.4	14.3	15.4	11.0	1,374	100.0

Table 8b. Borrower Distribution of Home Improvement Loans - State of Kentucky

Borrower Distribution: HOME IMPROVEMENT															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Market Share By Borrower Income*					Total Home Improvement Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Over all	Low	Mod	Mid	Upp	#	% of Total
Full Scope																
Lexington KY	21.1	9.3	15.8	20.4	20.9	31.7	42.2	36.8	1	15.5	15.9	17.0	19.5	12.6	334	64.6
Limited Scope																
Non-metro Kentucky	13.1	2.0	13.1	8.0	18.4	19.0	55.4	70.0	4	9.0	0.0	8.3	8.9	9.8	100	19.3
Owensboro KY	20.8	7.2	17.7	22.9	23.2	31.3	38.3	37.3	4	10.8	7.0	10.7	16.2	9.0	83	16.1

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.

** As a percentage of loans with borrower income information available.

Table 9a. Borrower Distribution of Home Mortgage Refinance Loans - Louisville MMA

Borrower Distribution: HOME MORTGAGE REFINANCE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Families		Moderate Income Families		Middle Income Families		Upper Income Families		Overall Market Rank*	Market Share by Borrower Income*					Total Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Over all	Low	Mod	Mid	Upp	#	% of Total
Full Scope																
Louisville KY	20.7	10.3	17.7	17.9	22.3	24.8	39.3	31.8	7	3.9	4.7	5.3	4.0	3.7	4,122	100.0

Table 9b. Borrower Distribution of Home Mortgage Refinance Loans - State of Kentucky

Borrower Distribution: HOME MORTGAGE REFINANCE															Evaluation	
Period: 01/01/1998 TO 12/31/1999																
MSA/Assessment Area	Low Income Families		Moderate Income Families		Middle Income Families		Upper Income Families		Overall Market Rank*	Market Share by Borrower Income*					Total Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Over all	Low	Mod	Mid	Upp	#	% of Total
Full Scope																
Lexington KY	21.1	8.7	15.8	18.9	20.9	23.5	42.2	38.1	2	6.3	8.7	8.8	7.7	6.4	1,592	46.7
Limited Scope																
Non-metro Kentucky	13.1	1.6	13.1	6.0	18.4	14.5	55.4	67.9	1	10.4	11.9	11.8	10.6	12.3	980	28.7
Owensboro, KY	20.8	8.1	17.7	16.3	23.2	26.4	38.3	43.0	3	10.9	13.5	13.8	11.8	11.0	838	24.6

* Based on 1998 Aggregate HMDA Data Only. Market rank is for all income categories combined.

** As a percentage of loans with borrower income information available.

Table 10a. Borrower Distribution of Small Loans to Businesses - Louisville MMA

Borrower Distribution: SMALL BUSINESS										Evaluation	
Period: 01/01/1998 TO 12/31/1999											
MSA/Assessment Area	Businesses With Revenues of \$1 million or less			% Distribution of Loans by Original Amount Regardless of Business Size			Market Share*		Total Small Business Loans		
	% Business **	% Bank Loans** *	% Market Loans*	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$ 1 Million or Less	#	% of Total	
Full Scope											
Louisville KY	--	--	--	73.4	15.0	11.6	7.5	--	1,736	100.0	

Table 10b. Borrower Distribution of Small Loans to Businesses - State of Kentucky

Borrower Distribution: SMALL BUSINESS										Evaluation	
Period: 01/01/1998 TO 12/31/1999											
MSA/Assessment Area	Businesses With Revenues of \$1 million or less			% Distribution of Loans by Original Amount Regardless of Business Size			Market Share*		Total Small Business Loans		
	% Business **	% Bank Loans** *	% Market Loans*	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$ 1 Million or Less	#	% of Total	
Full Scope											
Lexington KY	--	--	--	79.2	11.8	8.9	13.1	--	1,064	60.8	
Limited Scope											
Non-metro Kentucky	--	--	--	83.1	9.8	7.0	18.3	--	427	24.4	
Owensboro KY	--	--	--	70.9	17.8	11.2	12.8	--	258	14.8	

* The market consists of all other Small Business reporters in Bank One Kentucky NA's assessment area and is based on 1998 Aggregate Small Business Data Only

** Businesses with revenues of \$1 million or less as a percentage of all businesses.

*** Loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses.

Table 11a. Borrower Distribution of Small Loans to Farms - Louisville MMA

Borrower Distribution: SMALL FARM										Evaluation	
Period: 01/01/1998 TO 12/31/1999											
MSA/Assessment Area	Farms With Revenues of \$ 1 million or less			% Distribution Loans by Original Amount Regardless of Farm Size			Market Share*		Total Small Farm Loans		
	% Farms**	% Bank Loans***	% Market Loans*	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$ 1 Million or Less	#	% of Total	
Full Scope											
Louisville KY	--	--	--	80.8	11.5	7.7	27.7	--	26	100.0	

Table 11b. Borrower Distribution of Small Loans to Farms - State of Kentucky

Borrower Distribution: SMALL FARM										Evaluation	
Period: 03/19/1998 TO 12/31/1999											
MSA/Assessment Area	Farms With Revenues of \$ 1 million or less			% Distribution Loans by Original Amount Regardless of Farm Size			Market Share*		Total Small Farm Loans		
	% Farms**	% Bank Loans***	% Market Loans*	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$ 1 Million or Less	#	% of Total	
Full Scope											
Lexington KY	--	--	--	45.4	32.7	21.8	8.3	--	55	39.0	
Limited Scope											
Non-metro Kentucky	--	--	--	88.6	9.1	2.3	50.0	--	44	31.2	
Owensboro KY	--	--	--	85.7	11.9	2.4	40.0	--	42	29.8	

* The market consists of all other Small Farm reporters in Bank One Kentucky NA's assessment area and is based on 1998 Aggregate Small Business Data Only

** As a Percentage of Farms with known revenues.

*** As a percentage of loans with borrower income information available.

Table 12a. Qualified Investments - Louisville MMA

QUALIFIED INVESTMENTS								Evaluation	
Period: 03/19/1998 TO 3/31/00									
MSA/Assessment Area	Prior Period Investments*		Current Period Investments		Total Investment			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Scope									
Louisville KY	6	2,085.9	23	959.3	29	3,045.2	100.0	0	0

Table 12b. Qualified Investments - State of Kentucky

QUALIFIED INVESTMENTS								Evaluation	
Period: 03/19/1998 TO 3/31/00									
MSA/Assessment Area	Prior Period Investments*		Current Period Investments		Total Investment			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Scope									
Lexington KY	5	967.0	28	1,340.9	33	2,307.9	37.2	0	0
Limited Scope									
Non-metro Kentucky	8	846.1	2	8.0	10	854.1	13.8	0	0
Owensboro KY	1	0.8	0	0	1	0.8	0.0	0	0

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

** "Unfunded Commitments" means legally binding commitments reported on Report of Condition Schedule L-"Off-Balance Sheet Items".

Table 13a. Distribution of Branch Delivery System - Louisville MMA

DISTRIBUTION OF BRANCH DELIVERY SYSTEM 01/01/1998 TO 12/31/1999														Evaluation Period:			
MSA/Assessment Area	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rating Area Deposits in AA	# of Bank Branches	% of Rating Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Closings	# of Branch Openings	Net gain(+) / loss(-) of branches due to openings/closings				% of the Population with Each Geography*			
				Low (%)	Mod (%)	Mid (%)	Upp (%)			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Scope																	
Louisville KY	100.0	46	100.0	10.9	32.6	30.4	26.1	10	1	0	-5	-3	-1	6.7	19.6	46.4	27.4

Table 13b. Distribution of Branch Delivery System - State of Kentucky

DISTRIBUTION OF BRANCH DELIVERY SYSTEM 01/01/1998 TO 12/31/1999														Evaluation Period:			
MSA/Assessment Area	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rating Area Deposits in AA	# of Bank Branches	% of Rating Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Closings	# of Branch Openings	Net gain(+) / loss(-) of branches due to openings/closings				% of the Population with Each Geography*			
				Low (%)	Mod (%)	Mid (%)	Upp (%)			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Scope																	
Lexington KY	78.3	19	61.3	5.3	31.6	31.6	31.6	2	0	0	0	0	-2	6.1	20.7	44.9	28.2
Limited Scope																	
Non-metro Kentucky	11.1	7	22.6	0.0	0.0	57.1	42.9	2	0	0	0	-1	-1	0.0	1.2	30.1	68.7

* The percentage of the population in the MSA/AA that resides in these geographies.

Owensboro KY	10.6	5	16.1	20.0	0.0	60.0	20. 0	0	0	0	0	0	0	6.2	9.2	64.3	20.4
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