



# LARGE BANK

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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

## PUBLIC DISCLOSURE

December 31, 2012

## COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

RBS Citizens, N.A.  
Charter Number: 24571

One Citizens Plaza  
Providence, RI 02903

Office of the Comptroller of the Currency  
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Large Banks Supervision  
Washington, DC 20219

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

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## General Information and Overall CRA Rating

### 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 (LMI) neighborhoods, consistent with the safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

This document is an evaluation of the CRA performance of RBS Citizens Bank, NA (RBSC) issued by the OCC, the institution's supervisory agency, for the evaluation period starting January 1, 2010 through December 31, 2012. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

**Institution's CRA Rating:** This institution is rated "**Satisfactory**".

The following table indicates the performance level of **RBS Citizens, N.A.** with respect to the Lending, Investment, and Service Tests:

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

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

The major factors that support this rating include:

- Excellent lending activity in a majority of the bank's rating areas
- Good geographic distribution of loans.
- Good distribution of loans by borrower income.

- Good level of community development investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels after considering branches located in middle- and upper-income geographies that are near low- and moderate-income geographies.
- The bank provided an excellent level of community development services.
- Substantive violations of Section 5 of the Federal Trade Commission Act were identified in the supervisory process related to the bank's overdraft protection program and its process for stopping pre-authorized fund transfers; as a result, the rating was negatively influenced.

## Definitions and Common Abbreviations

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

**Affiliate:** Any company that controls, is controlled by, or is under common control with another company. A company is under common control with another company if the same company directly or indirectly controls both companies. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

**Aggregate Lending:** The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the MA/assessment area.

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

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

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

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

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

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

**Family:** Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

**Full Review:** Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

**Geography:** A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



## Description of Institution

RBS Citizens N.A. (RBSC) is an interstate financial institution headquartered in Providence, Rhode Island. RBSC was chartered by the OCC on May 13, 2005 as Citizens Bank N.A. (CBNA) in Albany, New York. CBNA resulted from the bank operations of Charter One Bank N.A. in the states of New York and Vermont being moved into the newly formed national bank. On September 1, 2007, the bank's parent holding company, Citizens Financial Group (CFG), consolidated two affiliated national banks and five affiliated state banks into the CBNA charter and renamed the bank RBS Citizens N.A. CCO Mortgage Company, the affiliated mortgage company, was also merged into the bank on September 1, 2007. CFG relocated the bank's headquarters to Providence, Rhode Island at that time.

RBSC is a wholly-owned subsidiary of CFG, which is headquartered in Providence, Rhode Island. CFG is a wholly-owned subsidiary of the Royal Bank of Scotland Group, which is headquartered in Edinburgh, Scotland. As of December 31, 2012, RBSC comprised 82 percent of the assets of CFG and was the 19th largest commercial bank in the United States based upon assets.

As of December 31, 2012, RBSC had total assets of \$104 billion, deposits of \$80 billion, total loans of \$74 billion, and Tier 1 capital of \$9.9 billion. Approximately 54 percent of the bank's loan portfolio was comprised of real estate loans, of which the predominant portion was secured by 1-4 family residential properties. Loans to individuals for household, family, and personal expenditures made up 17 percent of the total loan portfolio and commercial and industrial loans comprised 21 percent of the portfolio.

RBSC is a full-service bank with 1,120 branches in ten states. The bank offers a full array of retail banking services and loan products. Although the bank's business strategy is not limited to any one business endeavor, its primary focus is retail banking with an emphasis on mortgage and consumer lending. Competition is strong in the bank's major markets with numerous local, regional, and national banks as well as mortgage companies and non-bank lenders.

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs of its assessment areas. The bank received an outstanding rating in its previous CRA evaluation dated April 3, 2010.

## Scope of the Evaluation

### Evaluation Period/Products Evaluated

This evaluation considered RBSC's HMDA-reportable loans (home purchase, home improvement, and home refinance) and small loans to businesses for the calendar years 2010 and 2011. CD lending, investments, and services were evaluated for the period beginning January 1, 2010 and ending December 31, 2012.

### Data Integrity

Prior to the start of this evaluation, we tested the accuracy of the bank's CRA lending data. We also reviewed the appropriateness of CD activities provided for consideration in our evaluation. This included the testing of CD loans, investments, and services for accuracy and to determine if they qualify as community development. We determined that the data reported publicly and the additional data provided for this evaluation are accurate.

### Selection of Areas for Full-Scope Review

Generally, we completed a full-scope review for one assessment area (AA) in each state or multistate in which RBSC has an office. The area selected was typically the AA that contained the largest percentage of RBSC deposits and loans within that state. Refer to the "Description of Institution's Operations" section under each State Rating for details regarding how the areas were selected.

### Ratings

The bank's overall rating is a blend of the multistate metropolitan area (MMA) ratings and state ratings. Three primary rating areas carried the greatest weight in our conclusions. These areas represented the bank's most significant markets in terms of deposit concentrations. In order of significance, these areas were the Boston MMA, Providence MMA, and the state of New York. These three areas contain 63 percent of the bank's deposits.

The MMA ratings and state ratings are based primarily on those areas that received full-scope reviews, but the bank's performance in areas receiving limited-scope reviews is also considered. Refer to the "Description of Institution's Operations" section under each state and MMA rating section for details regarding how the areas were weighted in arriving at the respective ratings.

### Community Contacts

OCC District Community Affairs Officers updated or completed contacts specifically related to this evaluation in key AAs during 2012. Additionally, we reviewed information from contacts made during 2010 and 2011 with community groups, local government leaders, realtors, or business leaders within the bank's various AAs. These interviews were made with low-income housing specialists, community action groups, small business development organizations, and social service groups. Relevant comments were included as appropriate in our performance

context considerations. Information from community contacts for the Primary Rating Areas is summarized, as needed, in the Community Profiles found in Appendix C.

## Other Information

*Assessment Areas (AAs)* – We determined that all AAs consisted of whole geographies and met the requirements of the regulation. The areas reasonably reflected the different trade areas that the bank’s branches could service and did not arbitrarily exclude any low- or moderate-income areas.

*Lending Gap Analysis* - We reviewed summary reports and maps and analyzed RBSC’s home mortgage and small business lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps in any AA.

*Inside/Outside Ratio* – We considered the volume of loans made inside RBSC’s AAs a positive factor in our evaluation of lending performance. We analyzed the volume of bank loan originations and purchases within the bank’s AAs versus those made outside the bank’s AAs at the bank level.

At the bank level, 78 percent of all mortgage (73 percent of home purchase, 97 percent of home improvement loans, and 75 percent of refinancing) and 93 percent of small business loans were made within RSBC’s AAs. Overall, we considered this performance to be good.

## Lending Test

For the various loan products considered under the Lending Test, home mortgages received substantially greater weight than small business loans in developing our conclusions. Overall, within the mortgage loan category, home refinance lending was given greater weight given the proportion of loans made during the evaluation period. None of the bank’s markets made a sufficient number of small farm loans to analyze. The same applies to multifamily lending. As a result, we did not analyze small farm or multifamily products. In markets where the bank did originate these loans, information is provided in the tables in Appendix D.

We gave equal weighting to the geographic and borrower distribution components of the Lending Test. The volume of CD loans and the degree of responsiveness of those loans to the needs in the community were considered in the lending evaluation. The lack of CD lending had a neutral impact on the Lending Test ratings. In situations where the bank’s CD lending positively impacted the rating, it is described in the conclusions for the rating area. We compared the dollar amount of CD loans to the Tier1 capital allocated to the assessment areas to gain a perspective regarding the volume of CD lending activity. Tier 1 capital was allocated to the rating areas and assessment areas based on the percentage of bank deposits.

In our analysis of the distribution of loans to geographies with different income levels, we gave greater consideration to the bank’s performance in moderate-income tracts if there were a limited number of owner-occupied housing units or businesses in the low-income tracts. For

borrower distribution, we considered the impact that poverty levels had on the demand for mortgages from low-income individuals and the affordability of housing in some markets.

We did not analyze or draw conclusions on a particular loan product if less than fifty loans were made in an AA during the evaluation period. Generally, we found that analysis on fewer than fifty loans did not provide meaningful conclusions.

*Flexible Loan Programs* – The bank offers several flexible loan products that addressed the needs of low- and moderate-income borrowers and geographies and include Destination Home Plus, Portfolio Federal Housing Administration (FHA), Closing Cost/Down Payment Assistance, unsecured EZ Home Improvement and Energy Efficient, and targeted community loan programs, including an unsecured emergency disaster relief flood program in seven states. In those areas where these programs were given positive consideration, it is noted within the Lending Test of the respective AA.

### Investment Test

We considered the volume of qualified investments made during the current evaluation period and investments that were made prior to the current evaluation period, but are still outstanding. The amount of consideration given to the current and prior period investments is based on the responsiveness of the investments to the needs in the AAs. Investments made in RBSC's broader regional areas that include the bank's AAs were also considered.

We compared the dollar amount of qualified investments made in the current evaluation period and prior evaluation periods to the Tier 1 capital allocated to the assessment areas to gain a perspective regarding the volume of investment activity. Tier 1 capital was allocated to the rating areas and assessment areas based on the percentage of bank deposits.

### Service Test

Primary consideration was given to RBSC's performance in delivering retail products and services to geographies and individuals of different income levels through the bank's distribution of branches. We focused on branches in low- and moderate-income geographies, but also considered branches in middle- and upper-income areas that are one mile or less in proximity to low- and moderate-income areas.

Where RBSC opened or closed branches within an AA, the overall impact of the changes was evaluated. If no branches were opened or closed in an AA, we did not include that performance element in our analysis. We evaluated the range of services and products offered by all of the bank's branches. Services and products offered at branches are consistent throughout the branch network. We specifically focused on any differences in branch hours and services in low- and moderate-income geographies compared to those in middle- or upper-income geographies.

The bank offers a variety of alternative delivery systems including telephone, mobile, and online banking. No significant weight was placed on these alternative delivery systems, as no data was available to determine the impact of these banking services on low- and moderate-income geographies and individuals.

The bank's record of providing CD services was evaluated in AAs that received full-scope reviews. Our primary consideration in these reviews was the responsiveness to the needs of the community. Services that reflected ongoing relationships with organizations involved in CD received the most consideration in our analysis.

## **Fair Lending or Other Illegal Credit Practices Review**

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

We considered substantive violations of Section 5 of the Federal Trade Commission Act, 15 U.S.C. § 45(a)(1), identified in the supervisory process related to the bank's overdraft protection program, checking rewards programs, and stop payment process for pre-authorized recurring electronic fund transfers. The extent of the violations are considered limited in nature. The bank entered into a Consent Order with the Comptroller of the Currency of the United States of America on April 29, 2013, paid a \$5 million civil money penalty, and will reimburse eligible consumers. Management has demonstrated a commitment to address the violations noted. While these actions negatively influenced the overall rating, it did not result in a downgrade of the rating.

Further, section 1025 of the Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub. L. 111-203) assigns to the Consumer Financial Protection Bureau (CFPB) exclusive examination authority, and primary enforcement authority, to ensure compliance by banks and FSAs with federal consumer financial laws, if the bank or FSA has more than \$10 billion in assets. The CFPB has not provided the OCC with any information about, or other evidence of, discriminatory or other illegal credit practices relative to this institution with respect to the federal consumer financial laws.

## **PRIMARY RATING AREAS**

**Boston-Cambridge-Quincy MA-NH Multistate**  
**Providence-New Bedford-Fall River RI-MA Multistate**  
**State of New York**

## Boston-Cambridge-Quincy MA-NH Multistate Metropolitan Area (Boston MMA)

CRA rating for the Boston MMA<sup>1</sup>: Satisfactory  
 The lending test is rated: High Satisfactory  
 The investment test is rated: High Satisfactory  
 The service test is rated: Outstanding

The major factors that support this rating include:

- Excellent lending activity in the AA.
- Good geographic distribution of loans.
- Good distribution of loans by borrower income.
- Good level of CD investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels after considering branches in middle- and upper-income geographies that are near low- and moderate-income geographies.
- RBSC provided an excellent level of CD services.

### Description of Institution's Operations in the Boston MMA

RBSC has delineated four AAs within the MMA consisting of the following metropolitan divisions (MDs): Boston-Quincy, Cambridge-Newton, Peabody, and Rockingham County-Stratford County NH. As of June 30, 2011, RBSC's deposits in the MMA totaled \$27.8 billion and ranked 3<sup>rd</sup> with a 14.3 percent market share. This is the bank's largest market for RBSC and accounts for 37.4 percent of the bank's deposits. There are 145 FDIC insured depository institutions in the MMA, with Bank of America and State Street Bank ranking 1<sup>st</sup> and 2<sup>nd</sup>, with a 25 percent and 14.7 percent market share, respectively. RBSC operates 214 branches within the MMA. There were five branch openings and two branch closings during the evaluation period.

In rating the MMA, we conducted a full-scope review of the Boston-Quincy MD given the high percentage of loans, deposits, and branches located here.

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<sup>1</sup> 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.



Refer to the market profile for the Boston MMA in Appendix C for detailed demographics and other performance context information for the assessment area that received a full-scope review.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the Boston MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Boston-Quincy MD is good. Performance in the limited-scope AAs did not impact the overall rating in the MMA.

### **Lending Activity**

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

Lending activity in the AA is excellent, given competition in the AA. RBSC ranks 3<sup>rd</sup> in deposits with a 15 percent market share. In overall HMDA lending, the bank ranks 8<sup>th</sup> with 3 percent market share. For home purchase lending, the bank ranked 8<sup>th</sup> with a 3 percent market share, for home improvement, the bank ranked 8<sup>th</sup> with a 2.7 percent market share, and for home refinancing the bank ranked 8<sup>th</sup> with a 3 percent market share. In all mortgage loan types, the bank achieved a high volume of loans.

The lending market shares are skewed when compared to the deposit market shares based on the number of lenders and depository institutions. There is strong competition for home mortgage lending with 395 home purchase lenders, 208 home improvement lenders, and 477 home refinance lenders in the market, many without a depository presence. There are 78 depository institutions in the AA.

For small loans to businesses, RBSC ranks 8<sup>th</sup> with a 3.9 percent market share by number of loans and 3<sup>rd</sup> with a 9.5 percent market share by dollar amount. All of the lenders ahead of RBSC by number of loans are predominately credit card banks and have a combined market share of 75.4 percent and have no depository presence in the AA.

### **Distribution of Loans by Income Level of the Geography**

The overall geographic distribution of loans is good. This is based on good distribution of home mortgage loans and excellent distribution of small loans to businesses.

### ***Home Mortgage Loans***

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

The geographic distribution of home mortgage loans is good. The geographic distribution of home purchase loans and home improvement loans is excellent. The geographic distribution of home refinance loans is good.

For both home purchase loans and home improvement loans, the bank's portion of loans in low- and moderate- income geographies exceeds the percentage of owner occupied units in those geographies and the market share in low- and moderate- income geographies exceeded the overall market share. For refinance loans, the portion of loans in low- income geographies exceeds and in moderate-income geographies is below the percentage of owner occupied units. The market share in low- income geographies is near to and in moderate-income geographies exceeds the overall market share.

### ***Small Loans to Businesses***

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

The geographic distribution of small loans to businesses is excellent.

RBSC's portion of small loans to businesses in low-income geographies is near to and in moderate-income geographies exceeds the percentage of businesses within these geographies. In low- and moderate- income geographies, the bank's market share exceeded its overall market share.

### **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by income level is good. This is based on good distribution of home mortgage lending and good distribution of small loans to businesses.

### ***Home Mortgage Loans***

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

The distribution of home purchase loans and home improvement loans is excellent. The distribution of refinance loans is good. The portion of home purchase loans and home improvement loans to low-income borrowers was below the percentage of low- income families but was considered good based on the high cost of housing and the 11 percent of households that live below the poverty level. The portion of home purchase loans and home improvement loans exceeded the percentage of moderate- income families. The portion of refinance loans to low- income borrowers was significantly below the percentage of low- income families and the portion of loans to moderate- income borrowers was near to the percentage of moderate-income families. The market shares of loans to low- and moderate- income borrowers exceeded the overall market share.

### ***Small Loans to Businesses***

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

The distribution of small loans to businesses is good. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses. The bank's market share of loans to small businesses exceeded the bank's overall market share.

### **Community Development Lending**

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

CD lending had a neutral impact on the Lending Test rating. Within the Boston-Quincy MD, RBSC originated 11 loans totaling \$119 million. This volume represents 4.5 percent of allocated Tier 1 capital. Measured in dollars, 68 percent of these efforts provided CD services, 31 percent were used to stabilize or revitalize the AA, and less than one percent was for economic development.

### **Product Innovation and Flexibility**

Product innovation and flexibility were given neutral consideration to the Lending Test. To assist residents afford improvements to their homes, RBSC offered a HomeWorks Help/3D Help loan up to \$10 thousand tied to the City of Boston's loan program. During the evaluation period, 24 loans totaling \$165 thousand were originated. While the bank also originated disaster relief flood loans and other flexible products, specific volume detail within the Boston MMA was not available as the bank maintains this information on a statewide level. Volumes are discussed under the Massachusetts rating area in this evaluation.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Cambridge, Peabody, and Rockingham AAs is not inconsistent with the bank's overall high satisfactory performance under the Lending Test in the Boston MMA. Refer to the Tables 1 through 13 in the Boston MMA section of Appendix D for the facts and data that support these conclusions.

## **INVESTMENT TEST**

The bank's performance under the Investment Test in the Boston MMA is rated high satisfactory. Based on the full-scope review, the bank's performance in the Boston-Quincy MD is good. Performance in the limited-scope AAs did not impact the overall rating in the MMA.

### **Conclusions for Areas Receiving Full-Scope Reviews**

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

RBSC originated 424 investments in the AA totaling \$125.8 million. Additionally, the bank had 58 investments totaling \$8.8 million that were originated in prior periods and which remain outstanding. The combined current and prior period investment dollar volume represent 5.2 percent of allocated Tier 1 capital for the AA.

The bank's responsiveness to the CD needs in the AA is good. A substantial majority of the dollar volume of the bank's investment transactions was focused on affordable housing, a primary credit need in the AA. A large majority of the dollars were centered in targeted Ginnie Mae (GNMA) and mortgage backed securities (MBS) comprised solely of mortgages to low- and moderate-income borrowers and grants to organizations involved in delivering community services to low- and moderate-income persons.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on the limited scope reviews, the bank's performance under the Investment Test in the Cambridge and Rockingham AAs are not inconsistent with the bank's overall high satisfactory performance in the Boston MMA. The bank's performance in the Peabody MD was stronger than its overall performance in the MMA and considered excellent. This is due to the higher volume of investments. Refer to Table 14 in the Boston MMA section of Appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in Boston MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Boston-Quincy MD is excellent. Performance in the limited-scope areas did not impact the overall MMA rating.

### **Retail Banking Services**

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

Delivery systems are accessible to geographies and individuals of different income levels, after considering the proximity of branches in several middle- and upper-income geographies to low- and moderate- income geographies. The distribution of branches in low-income geographies exceeds the percentage of the population residing in those geographies. The distribution of branches in moderate- income geographies is near to the percentage of the population residing there. Branches located in middle- and upper- income geographies are convenient to multiple low- and moderate- income geographies providing accessibility to the residents and business located in those geographies. There are 6 branches located within one mile of low- income geographies and 15 branches located within one mile of moderate- income geographies.

RBSC's record of opening and closing branches in the AA has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate- income geographies and to low- and moderate- income individuals. During the evaluation period, two branches were opened and one branch was closed, all in middle-income geographies.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate- income geographies and individuals. Many branches offer extended hours and some offer Saturday hours, and some supermarket branches offer Sunday hours including branches in low- and moderate- income geographies.

### **Community Development Services**

RBSC provided an excellent level of CD services that are responsive to AA needs. The bank provided 1,382 hours of service to 55 entities in the AA that meet the definition of CD. The majority of these services were related to community services, affordable housing and economic development.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Rockingham AA is not inconsistent with the bank's overall outstanding performance under the Service Test in the Boston MMA. In the Cambridge and Peabody AAs the bank's performance is weaker than the bank's overall performance in the MMA and considered adequate. Weaker performance is the result of weaker distribution of branches among low- and moderate-income geographies. Refer to the Table 15 in the Boston MMA section of Appendix D for the facts and data that support these conclusions.

## Providence-New Bedford-Fall River, RI-MA MMA

**CRA rating for the Providence-New Bedford-Fall River, RI-MA MMA<sup>2</sup>:** Satisfactory

**The lending test is rated:** High Satisfactory

**The investment test is rated:** High Satisfactory

**The service test is rated:** Outstanding

The major factors that support this rating include:

- Excellent lending activity in the AA.
- Adequate geographic distribution of loans.
- Good distribution of loans by borrower income.
- Good level of CD investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels after giving consideration to branches located in middle- and upper-income geographies that are near low- and moderate-income geographies.
- RBSC provided an excellent level of CD services.

### Description of Institution's Operations in Providence-New Bedford-Fall River, RI-MA MMA (Providence MMA)

RBSC's single AA is the Providence MMA in its entirety. As of June 30, 2011, the bank's deposits in the MMA totaled \$10.8 billion and ranked 2<sup>nd</sup> with 20.7 percent market share behind Bank of America Rhode Island NA, which had a 27.7 percent market share. The deposits represent 14.5 percent of the bank's total deposits. Other competitors include MetLife Bank NA and Sovereign Bank. RBSC operates 101 branches in the MMA. During the evaluation period, there was one branch opening and no branch closings in the MMA. We conducted a full-scope review of the AA. In drawing our conclusions, we took performance context factors into consideration including the area's high unemployment rate (10.4 percent) and 12 percent poverty level.

Refer to the market profile for the Providence MMA in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

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<sup>2</sup> 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.

## Scope of Evaluation in the Providence MMA

### LENDING TEST

#### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Providence MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Providence AA is good.

#### Lending Activity

Refer to Tables 1 Lending Volume in the Providence MMA section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the AA is excellent. RBSC ranks 2<sup>nd</sup> in deposits with a 20.7 percent market share. In overall HMDA lending, the bank ranks 3<sup>th</sup> with 6.4 percent market share. For home purchase lending, the bank ranked 5<sup>th</sup> with a 5.1 percent market share, for home improvement, the bank ranked 2<sup>nd</sup> with a 7.8 percent market share, and for home refinancing the bank ranked 3<sup>rd</sup> with a 6.9 percent market share.

The lending market shares are skewed when compared to the deposit market shares based on the number of lenders and depository institutions. There is strong competition for home mortgage lending with 444 lenders in the market, many without a depository presence. There are 34 depository institutions in the AA.

For small loans to businesses, RBSC ranks 6<sup>th</sup> with a 6 percent market share by number of loans and 3<sup>rd</sup> with a 9.9 percent market share by dollar amount. All of the lenders ahead of RBSC by number of loans are credit card issuers and have a combined market share of 56.6 percent and have no depository presence in the AA.

#### Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans is adequate. This is based on good distribution of small loans to businesses and adequate distribution of home mortgage loans.

#### *Home Mortgage Loans*

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

The geographic distribution of home mortgage loans is adequate. The geographic distribution of home purchase loans and home improvement loans is excellent. The geographic distribution of home refinance loans is poor.

For both home purchase loans and home improvement loans, the bank's portion of loans in low- and moderate- income geographies exceeds the portion of owner occupied units in those geographies and the market share in low- and moderate- income geographies exceeded the overall market share. For refinance loans, the portion of loans in low- and moderate- income geographies is significantly below the portion of owner occupied units. The market share in low- and moderate- income geographies is below the overall market share.

### ***Small Loans to Businesses***

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

The geographic distribution of small loans to businesses is good.

RBSC's portion of small loans to businesses in low-income geographies is near to the portion of businesses within the geographies and the portion of small loans to businesses in moderate-income geographies is slightly below the portion of businesses located in the geographies. In both low- and moderate- income geographies, the bank's market share is near to its overall market share.

### **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by income level is good. This is based on good distribution of home mortgage lending and good distribution of small loans to businesses.

### ***Home Mortgage Loans***

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

The distribution of home purchase loans and home improvement loans is excellent. The distribution of refinance loans is good. The portion of home purchase loans and home improvement loans to low-income borrowers was below the percentage of low- income families but was considered good based on the high cost of housing. The portion of home purchase loans and home improvement loans exceeded the percentage of moderate- income families. The portion of refinance loans to low- income borrowers was significantly below the percentage of low- income families and the portion of loans to moderate- income borrowers exceeded the percentage of moderate- income families. The market shares of refinance loans to low- and moderate- income borrowers exceeded the overall market share.

### ***Small Loans to Businesses***

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



The distribution of small loans to businesses was good. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) was below the percentage of small businesses. The bank's market share of loans to small businesses exceeded the bank's overall market share.

### **Community Development Lending**

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

RBSC originated seven loans totaling \$37.5 million. This volume represents 2.6 percent of allocated Tier 1 capital. Measured in dollars, one percent was for economic development, six percent of these efforts provided affordable housing for low- and moderate-income persons, and 93 percent were used to stabilize or revitalize the AA. This level of CD lending had a neutral impact of the Lending Test rating.

### **Product Innovation and Flexibility**

Product innovation and flexibility were given positive consideration on the Lending Test. During the evaluation period, the bank originated 361 disaster relief flood program loans totaling \$3.4 million. Also, through the Hardest Hit Fund Rhode Island, RBSC applied \$225 thousand towards modifying or eliminating 83 loans.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in the Providence MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Providence AA is good.

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

RBSC originated 310 investments in the AA totaling \$53.2 million. Additionally, at year-end 2012, the bank had 56 investments totaling \$4.6 million in prior period investments which remain outstanding. The combined current and prior period investment dollar volume represent four percent of allocated Tier 1 capital for the AA.

The bank's responsiveness to the CD needs in the AA is good. A substantial majority of the dollar volume of the bank's investment transactions was focused on affordable housing through the use of targeted GNMA and MBS investments

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the Providence MMA is outstanding. Based on the full-scope review, the bank's performance in the Providence AA is excellent.

#### **Retail Banking Services**

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

Delivery systems are readily accessible to geographies and individuals of different income levels, after considering the close proximity of branches in middle- and upper-income geographies that are near low- and moderate- income geographies. Branches in these locations enhanced access to banking services to low- and moderate-income geographies and people. The distribution of branches in low- and moderate- income geographies is below the percentage of the population residing in those geographies. There are 26 branches located in middle- and upper-income geographies within one mile of low- or moderate- income geographies providing accessibility to the residents and business located in those geographies.

RBSC's record of opening and closing branches in the AA has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate- income geographies and to low- and moderate- income individuals. During the evaluation period, one branch was opened in a middle-income geography. No branches were closed.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate- income geographies and individuals. Many branches offer extended hours, some offer Saturday hours, and a few branches offer Sunday hours including branches in low- and moderate- income geographies.

#### **Community Development Services**

RBSC provided an excellent level of CD services that are responsive to AA needs. The bank provided 1,335 hours of service to 29 entities in the AA that meet the definition of CD. The majority of these services were related to affordable housing, community services, and economic development.

## State of New York

<b>CRA Rating for New York<sup>3</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Good lending activity in the AAs.
- Adequate geographic distribution of loans.
- Excellent distribution by borrower income.
- An excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- RBSC provided an excellent level of CD services.

## Description of Institution's Operations in New York

RBSC has delineated fourteen AAs within the state of New York. These include Albany, Binghamton, Buffalo, Elmira, Glens Falls, Ithaca, Kingston, Nassau-Suffolk, New York-White Plains, Poughkeepsie, Rochester, Syracuse, Utica, and fifteen counties within the nonmetropolitan area of the state. The demographic and economic factors vary significantly between the different AAs. As of June 30, 2011, the bank's statewide deposits totaled \$7.8 billion, representing 10.5 percent of the bank's total deposits and ranked 15<sup>th</sup> in market share. JP Morgan Chase Bank ranks first with a 35.5 percent market share and significantly larger branch network. Other competitors include BNY Mellon, HSBC, Bank of America, and Citibank. Subsequent to the evaluation period, the bank sold its single branch in the Elmira AA and all of its branches in the Nassau-Suffolk AA. We conducted full-scope reviews in the Buffalo and Rochester AAs as these two areas combined accounted for over one-third of the deposits and branches and nearly half of the bank's lending within the state. We gave equal weighting to both AAs given the volume of deposits and lending in each AA.

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<sup>3</sup> 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.

Refer to the market profiles for the state of New York in Appendix C for detailed demographics and other performance context information for AAs that received full-scope reviews.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in New York is rated high satisfactory. Based on full-scope reviews, the bank's performance in the Buffalo AA is adequate and in the Rochester AA is good. Performance in the limited-scope areas did not impact the overall Lending Test rating in the state.

### **Lending Activity**

Overall lending activity is good. Lending activity in the Buffalo AA is good and in the Rochester AA is adequate.

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

#### **Buffalo AA**

Lending activity in the AA is good. RBSC ranked 5<sup>th</sup> out of 18 depository institutions with a 5.3 percent deposit market share. RBSC ranked 1<sup>st</sup> in home improvement lending with nearly 20 percent market share. Lending market share for home purchase and home refinance was below the bank's deposit market share. RBSC ranked 9<sup>th</sup> in home purchase lending with a 3.5 percent market share and 9<sup>th</sup> in home refinance lending with a 3.7 percent market share. This performance is good considering the significant competition from large national lenders and mortgage companies within this market. For small loans to businesses, RBSC ranked 12<sup>th</sup> with a 2.2 percent market share. Three credit card lenders dominate the market with a combined market share of more than 40 percent.

#### **Rochester AA**

Lending activity in the AA is adequate. RBSC ranked 4<sup>th</sup> out of 22 institutions with a 10.3 percent deposit market share. Lending market share for all home mortgage products was below the bank's deposit market share. RBSC ranked 18<sup>th</sup> in home purchase lending with 1.1 percent market share, 3<sup>rd</sup> in home improvement with 8.3 percent market share, and 16<sup>th</sup> in home refinance lending with a 2 percent market share. Again, we considered the significant competition in this market. For small loans to businesses, RBSC ranked 14<sup>th</sup> with a 1.9 percent market share. Three credit card lenders dominate the market with a combined market share of 42 percent.

## **Distribution of Loans by Income Level of the Geography**

The overall geographic distribution of loans is adequate. This is based on adequate distribution of home mortgage loans and adequate distribution of small loans to businesses. Performance in the Buffalo AA is poor and in the Rochester AA is good.

### ***Home Mortgage Loans***

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

### **Buffalo AA**

The distribution of home improvement loans is excellent and the distribution of home purchase and home refinance loans is poor.

The percentage of home purchase and home refinance lending in both low- and moderate-income geographies is significantly below the percentage of owner-occupied housing units in these geographies. The bank's market share of home purchase lending in low-income geographies is significantly below its overall market and exceeds in moderate-income geographies. The bank's market share of home refinance lending in low-income geographies exceeds its overall market share and in moderate-income geographies substantially meets its overall market share.

The percentage of home improvement lending in both low- and moderate-income geographies exceeds the percentage of owner-occupied housing units in these geographies. The bank's market share in low- and moderate-income geographies exceeded its overall market share.

### **Rochester AA**

The distribution of home purchase and home improvement loans is excellent and the distribution of home refinance loans is adequate.

The percentage of home purchase and home improvement lending in both low- and moderate-income geographies exceeds the percentage of owner-occupied housing units in these geographies. RBSC's market share of home purchase and home improvement lending in both low- and moderate-income exceeded its overall market share.

The percentage of home refinance lending in both low- and moderate-income geographies is significantly below the percentage of owner-occupied housing units in these geographies. The bank's market share of home refinance lending in both low- and moderate-income geographies exceeds its overall market share. The competition within this market is strong and was dominated by a local credit union.

### ***Small Loans to Businesses***

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

#### **Buffalo AA**

The geographic distribution of small loans to businesses is poor. The percentage of small loans to businesses in low- and moderate-income geographies is significantly below the percentage of businesses located in those geographies. RBSC's market share of small loans to businesses in low-income geographies substantially meets its overall market share and its market share of small loans to businesses in moderate-income geographies is significantly below its overall market share.

#### **Rochester AA**

The geographic distribution of small loans to businesses is good. The percentage of small loans to businesses in low-income geographies is below the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies is near to the percentage of businesses located in the moderate-income geographies. RBSC's market share of small loans to businesses in low-income geographies equals its overall market share. RBSC's market share of small loans to businesses in moderate-income geographies is below its overall market share.

### **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by income level is excellent. The distribution of both home mortgage and small loans to businesses is excellent. Performance in both the Buffalo and Rochester AAs is excellent.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the state of New York section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

#### **Buffalo AA**

The distribution of home purchase and home improvement loans is excellent and home refinance loans is good. The percentage of home purchase loans to low-income borrowers is near to the percentage of low-income families in the AA. The percentage of home improvement lending to low-income borrowers exceeds the percentage of low-income families in the AA. The percentage of home refinance lending to low-income borrowers is significantly below the percentage of low-income families in the AA. The percentage of home purchase, home improvement, and home refinance lending to moderate-income borrowers exceeds the

percentage of moderate-income families in the AA. RBSC's market share of home purchase and home improvement lending to both low- and moderate-income borrowers exceeds its overall market share. The bank's market share of home refinance lending to both low- and moderate-income borrowers substantially meets its overall market share.

### **Rochester AA**

The distribution of home purchase and home improvement loans is excellent and home refinance loans is good. The percentage of home purchase and home improvement lending to low-income borrowers exceeds the percentage of low-income families in the AA. The percentage of home refinance lending to low-income borrowers is below the percentage of low-income families in the AA. The percentage of home purchase, home improvement, and home refinance lending to moderate-income borrowers exceeds the percentage of moderate-income families in the AA. RBSC's market share of home refinance loans to low-income borrowers substantially meets its overall market share. The bank's market share of home purchase and home improvement loans to low-income borrowers exceeds its overall market share. The bank's market share of home purchase, home improvement, and home refinance loans to moderate-income borrowers exceeds its overall market share.

### ***Small Loans to Businesses***

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

### **Buffalo AA**

The borrower distribution of small loans to businesses is excellent. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) exceeds the percentage of small businesses in the AA. RBSC's market share of lending to small businesses exceeds its overall market share.

### **Rochester AA**

The borrower distribution of small loans to businesses is excellent. The percentage of small loans to small businesses (businesses with gross annual revenues of \$1 million or less) approximates the percentage of small businesses in the AA. RBSC's market share of lending to small businesses exceeds its overall market share.

## **Community Development Lending**

### **Buffalo and Rochester AA**

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

CD lending had a neutral impact on lending performance. During the evaluation period, RBSC originated two community development loans totaling \$6.5 million in the Buffalo AA. This volume represents 0.62 percent of allocated Tier 1 capital. There were no CD loans in the Rochester AA.

### **Product Innovation and Flexibility**

RBSC's use of flexible or innovative loan programs was given positive consideration on its Lending Test performance. RBSC originated 107 loans for a total of \$962 thousand under their disaster relief flood programs to residents of New York who were affected by the Great New England Flood of 2010 and Hurricane Irene and Tropical Storm Lee of 2011.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Albany, Binghamton, Kingston, Nassau-Suffolk, Poughkeepsie, and Utica-Rome AAs is not inconsistent with the bank's overall high satisfactory performance in the state of New York. The bank's performance under the Lending Test in the Glen Falls, New York-White Plains-Wayne, Syracuse, and the nonmetropolitan AAs is weaker than the bank's overall good performance, but still adequate due to weaker geographic distribution. Performance in the Elmira and Ithaca AAs is weaker than and considered poor due to the low volume of lending in these AAs.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in New York is rated outstanding. Based on full-scope reviews, the bank's performance in the Buffalo and Rochester AAs is excellent.

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

### **Buffalo AA**

RBSC originated 136 investments totaling \$10.1 million in the Buffalo AA. The bank's responsiveness to the CD needs in the AA is excellent. A substantial majority of the dollar volume of the bank's investment transactions was focused on affordable housing, a primary credit need in the AA and consisted of targeted GNMA and MBS that included mortgage loans to LMI individuals. As of year-end 2012, there were 42 prior period investments totaling \$3.5 million. The combined dollar volume represented 7.3 percent of allocated Tier 1 capital.



## **Rochester AA**

RBSC originated 133 investments totaling \$27.4 million in the Rochester AA. Like the Buffalo AA, the substantial majority of the investments were targeted GNMA and MBS. At year-end 2012, there are seven prior period investments totaling \$4 million. The combined dollar volume represented 15.6 percent of allocated Tier 1 capital.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Albany, Binghamton, Glens Falls, Kingston, New York-White Plains, Poughkeepsie, Syracuse, Utica, and the Non-MSA AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in New York. In the Elmira, Ithaca, and the Nassau-Suffolk AAs, performance is weaker than the bank's overall performance in the state. Performance in the limited-scope AAs did not impact the investment test rating for New York. Refer to the Table 14 in the state of New York section of Appendix D for the facts and data that support these conclusions.

### **SERVICE TEST**

The bank's performance under the Service Test in New York is rated high satisfactory. Based on full-scope reviews, the bank's performance in the Buffalo AA is good and Rochester AA is excellent. Performance in limited-scope areas impacted the bank's overall performance in the state.

### **Conclusions for Areas Receiving Full-Scope Reviews**

#### **Retail Banking Services**

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

#### **Buffalo AA**

Delivery systems are accessible to geographies and individuals of different income levels. RBSC has 44 branches in the Buffalo AA, after considering the close proximity of branches located in middle- and upper-income geographies.

The percentage of branches in low-income geographies is below the percentage of population residing in those geographies. The percentage of branches in moderate-income geographies is near to the percentage of population residing in those geographies. Additionally, there are 15 branches located in a middle- or upper-income geography, but within one mile of a low- or moderate-income geography, which enhance accessibility to banking services to low- and moderate-income geographies and people.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate-income geographies and individuals. There were no branches opened or closed during the evaluation period.

### **Rochester AA**

Delivery systems are readily accessible to geographies and individuals of different income levels. RBSC has 37 branches in the Rochester AA. The percentage of branches in low-income geographies exceeds the percentage of population residing in those geographies. The percentage of branches in moderate-income geographies approximates the percentage of the population residing in those geographies.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate-income geographies and individuals.

RBSC's record of opening and closing branches in the Rochester AA has generally not affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. There were no branches opened and there was one branch closed in a middle-income geography.

### **Community Development Services**

#### **Buffalo AA and Rochester AAs**

RBSC's provided an excellent level of CD services in the Buffalo and Rochester AAs. In the Buffalo AA, bank personnel provided 781 hours of service to 17 organizations and in the Rochester AA 895 hours to 14 organizations in the AAs that meet the definition of community development. An additional 307 hours were provided in the Buffalo AA and 340 hours in the Rochester AAs for financial literacy education, homebuyer counseling, and income tax preparation for low- and moderate-income individuals.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Albany, and Nassau-Suffolk AAs is not inconsistent with the overall high satisfactory rating in New York. Performance in the Binghamton, Ithaca, Poughkeepsie, and the Non-MSA AAs is stronger than the bank's overall performance in the state due to a stronger distribution of branches in low- and moderate-income geographies. Performance in the Elmira, Glens Falls, Kingston, New York-White Plains, and the Syracuse AAs is weaker than the bank's overall performance in the state and considered adequate or poor due to a weaker distribution of branches in low- and moderate-income geographies. The bank's performance in the limited scope AAs had an impact on the state rating under the Service Test.

Refer to Table 15 in the New York section of Appendix D for the facts and data that support these conclusions.

## State of Connecticut

<b>CRA Rating for Connecticut <sup>4</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Good lending activity in the AA.
- Adequate geographic distribution of loans.
- Good distribution of loans by borrower income.
- CD lending had a significantly positive impact on the Lending Test elevating the overall adequate lending performance to good, resulting in a High Satisfactory rating.
- Excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- RBSC provided a good level of CD services.

## Description of Institution's Operations in the State of Connecticut

RBSC has delineated five AAs within the state. They include the Bridgeport, Hartford, New Haven, and Norwich MSAs in their entireties and Windham County in the non-metropolitan area of the state. As of June 30, 2011, RBSC held nearly \$2.5 billion of deposits in the state, which represented 3.3 percent of the bank's deposits. In terms of deposit market share, RBSC ranks 10<sup>th</sup> with a 2.4 percent share compared to 23.9 percent share for Bank of America, which ranks 1<sup>st</sup> out of 28 institutions. The bank operates 51 branches in the state. In evaluating the state, we conducted a full-scope analysis of the Hartford AA, which contained approximately one-third of the bank's lending, deposits, and branches within the state.

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<sup>4</sup> 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.

## LENDING TEST

The bank's performance under the Lending Test in Connecticut is rated high satisfactory. Performance in the Hartford MSA is good. Performance in the limited-scope areas did not impact the overall rating in the state.

### Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** - Lending activity is good given the bank's deposit market share and strong competition in the AA. Although the 0.93 percent market share for overall home mortgage lending lags the bank's 2.1 percent deposit market share, this is a very competitive market with 271 home purchase, 122 home improvement, and 358 home refinance lenders, many without a depository presence. Within each mortgage product, the bank's market share was about one percent. For small business lending, although the bank's market share lagged the deposit market share, there are 94 small business lenders with several credit card banks dominating the market.

**Distribution of Loans by Income Level of the Geography** - The distribution of loans to geographies of different income levels is adequate. We noted excellent distribution of home improvement loans, adequate distribution of home purchase and small business loans, and poor distribution of home refinance lending.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is good. We noted excellent distribution of home improvement loans and good distribution of home purchase, home refinance, and small business loans. The good distribution is further supported given the high cost of housing and 11 percent poverty level in the AA.

**Community Development Lending** - CD lending had a significantly positive impact on the Lending Test, which elevated performance in the Hartford MSA to good. The bank originated five CD loans for \$33.7 million during the evaluation period, which represented nearly 30 percent of allocated Tier 1 capital. Measured in dollars, 66 percent were for economic development and stabilization/revitalization of LMI geographies, 22 percent were for affordable housing to LMI, and 12 percent were for community services.

**Product Innovation and Flexibility** – Product innovation and flexibility was given positive consideration on Lending Test performance. Within the state, the bank originated 64 disaster relief loans totaling \$548 thousand.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Norwich and Non-MSA AAs is stronger than and in the Bridgeport and New Haven AAs is weaker than the bank's overall high satisfactory performance under the Lending Test in the state of Connecticut. Stronger performance is the result of stronger geographic distribution in the Non-MSA and level of CD lending in the Norwich AA. Weaker performance is the result of

weaker geographic distribution in the New Haven AA and weaker borrower distribution in the Bridgeport AA.

## **INVESTMENT TEST**

The bank's performance under the Investment Test in Connecticut is rated outstanding. Performance in the Hartford MSA is excellent and performance in the limited-scope areas did not impact the Investment Test rating in the state.

### **Conclusions for Areas Receiving Full-Scope Reviews**

RBSC originated 64 investments totaling \$29.1 million. Additionally, as of year-end 2012, there were 23 investments totaling \$2.8 million that were originated in prior periods and which remain outstanding. The combined current and prior period investment dollar volume represents 28.4 percent of allocated Tier 1 capital for the AA.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Bridgeport, New Haven, and Non-MSA AAs is not inconsistent with the bank's overall outstanding performance in Connecticut. The bank's performance in the Norwich AA is weaker than its overall performance in the state and considered good. Weaker performance is due to a lower level of investments.

## **SERVICE TEST**

The bank's performance under the Service Test in Connecticut is rated high satisfactory. The bank's performance in the Hartford AA is good and performance in the limited-scope AAs did not impact the Service Test rating in the state.

### **Conclusions for Areas Receiving Full-Scope Reviews**

**Retail Banking Services** - The bank's branches are accessible to all geographies and individuals of different income levels in the MSA. The percentage of the bank's branches located in low-income geographies exceeds the percentage of the population residing there. The percentage of the bank's branches in moderate-income geographies is below the percentage of the population. No branches were opened or closed during the evaluation period.

**Community Development Services** - RBSC provided a good level of CD services that are responsive to AA needs. During the evaluation period, the bank provided over 500 hours to 22 organizations in the AA that meet the definition of CD, with the majority relating to economic development and affordable housing.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance in all of the AAs under the Service Test is weaker than the bank's overall performance in the state and considered adequate due to the weaker distribution of branches in low- or moderate-income geographies. It is noted that the bank operates a single branch within the Non-MSA AA and three branches in the Bridgeport AA.

Refer to Tables 1-15 in the Connecticut section of Appendix D for the facts and data that support all Test conclusions.

## State of Delaware

<b>CRA Rating for Delaware</b> <sup>5</sup> :	Outstanding
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	Outstanding

The major factors that support this rating include:

- Excellent lending activity in the AA.
- Adequate geographic distribution of loans.
- Good distribution of loans by borrower income.
- Excellent level of CD investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- RBSC provided a good level of CD services.

## Description of Institution's Operations in Delaware

RBSC has delineated three AAs within the State of Delaware. These include the Wilmington MD and Dover MSA in their entirety, and the non-metropolitan area of Sussex County. As of June 30, 2011, RBSC held \$1.1 billion of deposits in the state, which represented 1.4 percent of the bank's deposits. In terms of deposit market share, RBSC ranks 15th with a 0.33 percent share compared to 28.3 percent share for FIA Card Services, which ranks first. Other major depository institutions within the state include ING Bank (prior to Capital One acquisition) and TD Bank NA with 25.4 and 13.3 percent market shares, respectively. The bank operates 26 branches in the state. In evaluating the state, we conducted a full-scope analysis of the Wilmington AA, which had nearly two thirds of the deposits and branches within the state and accounted for nearly 60 percent of the lending.

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<sup>5</sup> 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.

## LENDING TEST

The bank's performance under the Lending Test in Delaware is rated high satisfactory. Performance in the Wilmington AA is good and performance in the limited-scope AAs did not impact the overall rating in the state.

### Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** - Lending activity is excellent given the bank's deposit market share relative to its overall lending market shares and competition within the AA. In overall home mortgage lending, the bank ranked 13<sup>th</sup> with a 1.8 percent market share. This is a very competitive market with 191 home purchase, 70 home improvement, and 261 home refinance lenders, many without a depository presence. Within each mortgage product, the bank's market share exceeded (home purchase and home refinance) or significantly exceeded (home improvement) its deposit market share. For small business lending, the bank ranked 11<sup>th</sup> in number of loans and had a 1.9 percent market share. There are 85 small business lenders with several credit card banks dominating the market.

**Distribution of Loans by Income Level of the Geography** - The distribution of loans to geographies of different income levels is adequate. We noted excellent distribution of home purchase and home improvement loans, good distribution of small business loans, and poor distribution of home refinance lending.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is good. We noted excellent distribution of home purchase and home improvement loans and good distributions of home refinancing and small loans to business.

**Community Development Lending** - CD lending had a neutral impact on the Lending Test. The bank originated one CD loan for \$2.6 million, which represented 2.8 percent of allocated Tier 1 capital.

**Product Innovation and Flexibility** – RBSC's use of flexible or innovative loan programs was given positive consideration on its Lending Test performance. During the evaluation period, the bank originated 16 disaster flood relief loans totaling \$134 thousand.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Dover AA is not inconsistent with the overall high satisfactory performance in the state of Delaware. Performance in the Non-MSA AA is weaker and considered adequate due to weaker borrower distribution.

## INVESTMENT TEST

The bank's performance under the Investment Test is rated outstanding. Performance in the Wilmington AA is excellent and performance in the limited-scope areas did not impact the overall rating in the state.



### **Conclusions for Areas Receiving Full-Scope Reviews**

RBSC made 28 investments totaling \$3.2 million. At year end 2012, 14 prior period investments totaling \$2.7 million remained outstanding. The combined dollar volume represented 6.2 percent of allocated tier 1 capital.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance in Delaware. The bank's performance in the Dover AA is weaker than its overall performance in the state and considered good. Weaker performance is due to a lower level of investments.

## **SERVICE TEST**

The bank's performance under the Service Test in Delaware is rated outstanding. Performance in the Wilmington AA is excellent and performance in the limited-scope areas did not impact the overall rating in the state.

### **Conclusions for Areas Receiving Full-Scope Reviews**

**Retail Banking Services** - The bank's branches are readily accessible to all geographies and individuals of different income levels in the MSA. The percentage of the bank's branches in both low- and moderate-income geographies exceeds the percentage of the population residing there. No branches were opened or closed during the evaluation period.

**Community Development Services** - RSBC provided a good level of CD services that are responsive to AA needs. During the evaluation period, the bank provided over 226 hours to 11 organizations in the AA, with the majority targeting community services to low- and moderate-income individuals.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Dover and Non-MSA AAs is not inconsistent with the bank's overall outstanding performance in Delaware.

Refer to Tables 1-15 in the Delaware section of Appendix D for the facts and data that support all Test conclusions.

## State of Illinois

<b>CRA Rating for Illinois<sup>6</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Good lending activity in the AA.
- Good geographic distribution of loans.
- Good distribution of loans by borrower income.
- Excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels after considering branches located in middle and upper-income geographies that are near low-and moderate-income geographies.
- RBSC provided an excellent level of CD services.

## Description of Institution's Operations in Illinois

RBSC has delineated two AAs within the state. These include a portion of the Chicago MD (Cook, DuPage, Kane, McHenry, and Will Counties) and the Lake County MD in its entirety. As of June 30, 2011, RBSC held \$5.3 billion of deposits in the state, which represented 7.1 percent of the bank's deposits. In terms of deposit market share, RBSC ranks 13<sup>th</sup> with a 1.4 percent share compared to 15.6 percent share for JPM Chase, which ranks first. Other major depository institutions within the state include Harris National Association and Bank of America with nine and seven percent market shares, respectively. The bank operates 110 branches in the state. In evaluating the state, we conducted a full-scope analysis of the Chicago AA, which had nearly all of the deposits, lending, and branches within the state.

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<sup>6</sup> 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.

## LENDING TEST

The bank's performance under the Lending Test in Illinois is rated high satisfactory. Performance in the Chicago AA is good and performance in the limited-scope area did not impact the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** - Lending activity in the AA is good, given competition. RBSC ranks 8th in deposit market share in this AA with approximately 1.7 percent of the deposit base. The bank ranks 17th in overall home mortgage lending with a 0.8 percent market share. For home purchase, the bank ranks 22nd with a 0.7 percent market share and 21st for home refinance with a 0.7 percent market share. This is a very competitive market with 191 home purchase, 70 home improvement, and 261 home refinance lenders, many without a depository presence. For small business lending, the bank ranked 17<sup>th</sup> in number of loans and had a 0.8 percent market share. Over 70 percent of the small loans to businesses made were made by five credit card lenders with individual market shares that ranged from 5 to 27 percent.

**Distribution of Loans by Income Level of the Geography** - The distribution of loans to geographies of different income levels is good. We noted excellent distribution of home improvement and small business loans, good distribution of home purchase loans, and poor distribution of home refinance lending.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is good. We noted excellent distribution of home improvement loans, good distributions of home purchase and small business loans, and adequate distribution of home refinance loans.

**Community Development Lending** - CD lending had a neutral impact on the Lending Test. The bank originated seven CD loans for \$37.6 million during the evaluation period, which represented 5.3 percent of allocated Tier 1 capital.

**Product Innovation and Flexibility** – Product innovation and flexibility had a neutral impact on the Lending Test. Detailed loan volumes for the bank's flexible products were not available.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Lending Test in the Lake County AA is weaker than the high satisfactory performance under the Lending Test in the State of Illinois. Weaker performance is the result of weaker geographic and borrower distribution.

## INVESTMENT TEST

The bank's performance under the Investment Test in Illinois is rated outstanding. Performance in the Chicago AA is excellent and performance in the limited-scope area did not impact the overall state rating.

### **Conclusions for Areas Receiving Full-Scope Reviews**

RBSC originated 232 investments in the AA totaling \$122.1 million. This dollar volume is over sixteen times greater than the current period investments at the prior CRA evaluation. Additionally, at year-end 2012, the bank had 35 investments totaling \$4.1 million that were originated in prior periods which remain outstanding. The combined current and prior period investment dollar volume represents 17.9 percent of allocated Tier 1 capital.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Lake County AA is not inconsistent with the bank's overall outstanding performance in Illinois.

## **SERVICE TEST**

The bank's performance under the Service Test in Illinois is rated high satisfactory. Performance in the Chicago AA is good and performance in the limited-scope area did not impact the overall state rating.

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's branches are accessible to geographies and individuals of different income levels, after considering branches in middle- and upper-income geographies that are near low- and moderate-income geographies. The percentage of the bank's branches in low-income geographies is significantly below the percentage of the population residing there. The percentage of the bank's branches in moderate-income geographies is below the percentage of the population residing there. However, there are 30 branches located in a middle- or upper-income geography, but within one mile of a low- or moderate-income geography. Branches in these locations enhanced access to banking services to low- and moderate-income geographies and people. During the evaluation period, one branch was closed in a moderate-income geography. The closing generally did not affect accessibility given the number of branches in moderate-income or adjacent geographies.

**Community Development Services** – RBSC provided an excellent level of CD services that are responsive to AA needs. During the evaluation period, employees provided 1,026 hours to 64 organizations that meet the definition of CD.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Lake County AA is not inconsistent with the bank's overall high satisfactory performance in Illinois.

Refer to Tables 1-15 in the Illinois section of Appendix D for the facts and data that support all Test conclusions.

## Commonwealth of Massachusetts

**CRA Rating for Massachusetts<sup>7</sup>:** Satisfactory  
**The lending test is rated:** High Satisfactory  
**The investment test is rated:** Outstanding  
**The service test is rated:** Low Satisfactory

The major factors that support this rating include:

- Excellent lending activity in the AA.
- Good geographic distribution of loans.
- Excellent distribution of loans by borrower income.
- Excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels. Weaker performance in the limited-scope AAs had an impact on the Service Test rating.
- RBSC provided a poor level of CD services.

## Description of Institution's Operations in Massachusetts

RBSC has delineated four AAs in the commonwealth. They include the Barnstable, Pittsfield, Springfield, and Worcester MSAs in their entirety. As of June 30, 2011, the bank had \$1.3 billion in deposits in the commonwealth, excluding those in the MMAs, which represent 1.7 percent of the bank's total deposits. RBSC ranks 6<sup>th</sup> with a 3.9 percent market share compared to TD Bank NA, which ranked 1<sup>st</sup> with a 12.2 percent market share. Other major depository institutions include Bank of America and Sovereign Bank. RBSC operates 53 branches here. No branches were opened or closed during the evaluation period. The Springfield MSA was selected for a full-scope review based on the volume of loans, deposits, and branches in this area. The remaining areas received limited-scope reviews.

## LENDING TEST

The bank's performance under the Lending Test in Massachusetts is rated high satisfactory. Performance in the Springfield MSA is good. Performance in the limited-scope AAs did not impact the rating for Massachusetts.

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<sup>7</sup> 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.

## **Conclusions for Areas Receiving Full-Scope Reviews**

**Lending Activity** - Lending activity is excellent. We note good volumes with a significant level of competition. RBSC achieved high rankings among home mortgage products and was near to or exceeded its deposit market share. In small business lending, the bank ranked 16<sup>th</sup> among 57 lenders with a 1.1 percent market share. The market is dominated by five nationwide credit card lenders, which have a combined market share of 60 percent. The level of competition is high in the AA with 209 lenders in home purchase, 88 lenders in home improvement, and 273 lenders in home refinance.

**Distribution of Loans by Income Level of the Geography** - The geographic distribution of loans is good. We noted excellent distribution of home purchase, home improvement, and small business loans and adequate distribution of home refinance loans.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is excellent. We noted excellent distribution of home purchase, home improvement, and small business loans and good distribution of home refinance loans.

**Community Development Lending** – No CD loans were originated in the Springfield AA.

**Product Innovation and Flexibility** – RBSC's use of flexible loan programs was given positive consideration on its Lending Test performance. The bank originated 111 loans for \$1.1 million. The bank also joined with the Massachusetts Housing Partnership in offering soft second and rehabilitation loan programs. Under these two programs, 783 loans totaling \$78.9 million were originated.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, Lending Test performance in the Barnstable, Pittsfield, and Worcester AAs is not inconsistent with the overall high satisfactory performance in Massachusetts.

## **INVESTMENT TEST**

The bank's performance under the Investment Test in Massachusetts is rated outstanding. Performance in the Springfield AA is excellent. The limited-scope AAs had no impact on the overall rating.

## **Conclusions for Areas Receiving Full-Scope Reviews**

RBSC made 25 investments in the AA totaling \$34.5 million. At year end 2012, 13 prior period investments totaling \$542 thousand remained outstanding. Combined, this dollar volume represented 66 percent of allocated Tier 1 capital. The majority of investments include targeted GNMA and MBS and grants to organizations with a mission of providing community services to LMI individuals.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Investment Test performance in the Pittsfield and Worcester AAs is not inconsistent with the outstanding performance noted in Massachusetts. Performance in the Barnstable AA is weaker and considered good due to a lower level of investments.

## **SERVICE TEST**

The bank's rating under the Service Test in Massachusetts is rated low satisfactory. Performance in the Springfield MSA is good. Weaker performance in the limited-scope AAs impacted the Service Test rating for Massachusetts.

### **Conclusions for Areas Receiving Full-Scope Reviews**

**Retail Banking Services** - The bank's branches are accessible to geographies and individuals of different income levels in the AA. The percentage of the bank's branches located in low-income geographies is below the percentage of the population residing there. The percentage of the bank's branches in moderate-income geographies exceeds the percentage of the population. No branches were opened or closed during the evaluation period.

**Community Development Services** - RBSC's performance in providing CD Services in the Springfield AA was poor. The bank provided a limited level of services during the evaluation period.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, Service Test performance in the Barnstable, Pittsfield, and Worcester AAs was not inconsistent with the bank's overall low satisfactory performance in Massachusetts.

Refer to Tables 1-15 in the Massachusetts section of Appendix D for the facts and data that support all Test conclusions

## State of Michigan

<b>CRA Rating for Michigan<sup>8</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Good lending activity in the AA.
- Poor geographic distribution of loans.
- Excellent distribution of loans by borrower income.
- CD lending had a significantly positive impact on the Lending Test elevating the overall adequate lending performance to good, resulting in a High Satisfactory rating.
- Excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels after considering the close proximity of branches located in middle- and upper-income geographies.
- RBSC provided an excellent level of CD services.

## Description of Institution's Operations in Michigan

RBSC has delineated eight AAs within the state of Michigan. They include the Ann Arbor, Detroit, Kalamazoo, Lansing, Monroe, and Saginaw MSAs in their entirety, the Warren MSA (excluding Lapeer and St. Clair Counties), and the Non-MSA area of Shiawassee County. As of June 30, 2011, RBSC's statewide deposits totaled \$4.7 billion and represent 6.3 percent of the bank's total deposits. RBSC operates 108 branches within the state. There were no branches opened or closed in Michigan during the evaluation period. Subsequent to the evaluation period, the bank sold its two branches in Kalamazoo and exited that market. We selected the Detroit AA for a full-scope review based on the volume of deposits, branches, lending, and AA credit needs. In evaluating the Detroit AA, we took into performance context consideration the 23 percent poverty rate and 9.7 percent unemployment rate as barriers to borrowers qualifying for mortgage loans.

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<sup>8</sup> 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.



## LENDING TEST

The bank's performance under the Lending Test in Michigan is rated high satisfactory. Performance in the Detroit AA is good and performance in the limited-scope areas did not impact the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** – Overall, lending activity is good, given the bank's deposit and lending market shares and competition in the AA. In home improvement lending, the bank ranked 1<sup>st</sup> with a 20 percent market share. For home purchase and home refinance lending, the bank's market shares were below its deposit market share. The bank ranked 11<sup>th</sup> among 75 lenders in small loans to businesses. Three credit lenders dominate the market with a combined market share of 50 percent.

**Distribution of Loans by Income Level of the Geography** - The geographic distribution of loans is poor. We noted excellent distribution of home improvement loans, adequate distribution of small loans to businesses, poor distribution of home purchase loans, and very poor distribution of home refinance loans.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is excellent. We noted excellent distribution of home purchase, home improvement and small loans to businesses and good distribution of home refinance loans.

**Community Development Lending** – Community development lending had a significantly positive impact on the Lending Test rating and elevated the overall Lending Test performance to good. The bank originated ten community development loans totaling \$24 million during this evaluation period. This volume represented nearly 10 percent of allocated Tier 1 capital.

**Product Innovation and Flexibility** – RBSC's use of flexible loan programs was given positive consideration on its Lending Test performance. RBSC was able to assist 19 struggling homeowners using funds from the Hardest Hit Funds program. The bank also partnered with non-profits and municipalities through the Neighborhood Stabilization Program (NSP) in financing over 100 affordable homes. RBSC also provided funding through the NSP down-payment assistance program in helping borrowers finance their home purchase.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Warren and Non-MSA AAs is not inconsistent with the overall high satisfactory performance in the state of Michigan. Performance in the remaining AAs is weaker than the overall performance and considered adequate resulting from weaker geographic and borrower distribution.

## INVESTMENT TEST

The bank's performance under the Investment Test in Michigan is rated outstanding. Performance in the Detroit AA is excellent and performance in the limited-scope areas did not have an impact on the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

RBSC made 118 investments totaling \$12.4 million. Additionally, as of year-end 2012, there was 56 prior period investments totaling \$3.4 million. Combined, the dollar volume represents over six percent of allocated Tier 1 capital. The majority of investments targeted affordable housing for LMI individuals.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance in the Ann Arbor, Lansing, Monroe, Warren, and Non-MSA AAs is not inconsistent with the overall outstanding performance in the state of Michigan. Performance in the Saginaw and Kalamazoo AAs is weaker than and considered good and very poor, respectively, due to a lower level of investments in the Saginaw AA and no investments in the Kalamazoo AA.

## SERVICE TEST

The bank's performance under the Service Test in the state of Michigan is rated high satisfactory. Performance in the Detroit AA is good and performance in the limited-scope areas did not impact the overall rating in the state.

### Conclusions for Areas Receiving Full-scope Reviews

**Retail Banking Services** - The bank's branches are accessible to all geographies and individuals of different income levels in the AA after considering the close proximity of branches located in middle- and upper-income geographies.

The percentage of the bank's branches located in low-income geographies is below the percentage of the population residing there. The percentage of the bank's branches in moderate-income geographies is near to the percentage of the population. However, there are four branches located in a middle- or upper-income geography, but within one mile of a low- or moderate-income geography. These branches enhanced access to banking services to low- and moderate-income geographies and people. No branches were opened or closed during the evaluation period.

**Community Development Services** - RBSC's performance in providing CD services in the Detroit AA was excellent. Bank personnel provided 452 hours of financial and technical expertise through their direct involvement with twenty qualified community development organizations. Their community development services are responsive to the community development needs of the AA and focus primarily on affordable housing and community

services targeted to low- and moderate-income individuals. In addition, bank personnel provided 405 hours of presentations and training related to basic banking, home ownership, credit counseling, budgeting, and financial literacy.

### **Conclusions for Areas Receiving Limited-scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Kalamazoo, Warren, and the Non-MSA AAs is not inconsistent with the bank's overall high satisfactory performance in Michigan. In the Ann Arbor, Lansing, Monroe, and Saginaw AAs the bank's performance is weaker than the bank's overall performance, primarily due to weaker branch distribution. The bank operates one branch in each of the Lansing, Monroe, and Saginaw AAs, two branches in each of the Ann Arbor and Kalamazoo AAs, and three branches in the Non-MSA AA.

Refer to Tables 1-15 in the Michigan section of Appendix D for the facts and data that support all Test conclusions.

## State of New Hampshire

<b>CRA Rating for New Hampshire<sup>9</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	High Satisfactory
<b>The service test is rated:</b>	Outstanding

The major factors that support this rating include:

- Good lending activity in the AA.
- Good geographic distribution of loans.
- Good distribution of loans by borrower income.
- Good level of CD investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- RBSC provided an excellent level of CD services.

## Description of Institution's Operations in New Hampshire

RBSC has delineated two AAs within the state. They are the Manchester MSA and all of the counties within the non-metropolitan area of the state. As of June 30, 2011, the bank had \$5.3 billion in deposits and ranked 1<sup>st</sup> with a 25.5 percent market share. Statewide deposits represent 7.1 percent of the bank's total deposits. Deposits, branches, and lending within the Rockingham MD are included in the analysis of the Boston-Cambridge-Quincy MMSA as required by the CRA. The bank operates 55 branches in the state. Within New Hampshire, 53 percent of the lending, 77 percent of the deposits, and 50 percent of the bank's branches are in the Manchester MSA, which received a full-scope review.

## LENDING TEST

The bank's performance under the Lending Test in New Hampshire is rated high satisfactory. Performance in the Manchester AA is good and performance in the limited-scope area did not impact the overall rating in the state.

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<sup>9</sup> 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.

## Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** - Lending activity in the AA is good, given the level of competition. The bank ranked 1<sup>st</sup> in deposit market share with 38 percent in the AA. RBSC ranked 7<sup>th</sup> in overall mortgage lending with a 3.8 percent market share. Four nationwide lenders had a combined market share of nearly 39 percent. In home purchase lending, the bank ranked 14<sup>th</sup> with 1.6 percent market share, 3<sup>rd</sup> in home improvement lending with 6.6 percent, and 5<sup>th</sup> in home refinance lending with 4.7 percent. There are 173 lenders making home purchase loans, 61 making home improvement loans, and 251 making home refinance loans, many without a depository presence. In small loans to businesses, RBSC ranked 6<sup>th</sup> by number of loans and 4<sup>th</sup> by dollar volume with a 6.8 percent market share. Three credit card lenders dominate the market with a combined market share of 48 percent.

**Distribution of Loans by Income Level of the Geography** - The geographic distribution of loans is good. We noted excellent distribution of home purchase and small loans to businesses, good distribution of home refinance loans, and adequate distribution of improvement loans.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is good. We noted excellent distribution of home improvement loans, and good distribution of home purchase, home improvement, and small loans to businesses.

**Community Development Lending** – Community development lending had a neutral impact on the Lending Test. The bank originated two CD loans for \$5 million during the evaluation period. This volume represented less than one percent of allocated Tier 1 capital.

**Product Innovation and Flexibility** – RBSC's use of flexible loan programs was given positive consideration on its Lending Test performance. The bank originated nine disaster relief flood loans for \$75 thousand

## Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Lending Test performance in the Non-MSA AA is not inconsistent with the overall high satisfactory performance in the state of New Hampshire.

## INVESTMENT TEST

The bank's performance under the Investment Test in New Hampshire is rated high satisfactory. Performance in the Manchester AA is good and performance in the limited-scope area did not impact the bank's Investment Test rating in New Hampshire.

## Conclusions for Areas Receiving Full-Scope Reviews

RBSC originated 121 investments totaling \$22.7 million. Additionally, at year-end 2012, there were 16 prior period investments that remained outstanding. The combined dollar volume of investments represents 5.4 percent of allocated Tier 1 capital.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance in the Non-MSA AA is weaker than the overall high satisfactory performance in the state of New Hampshire and considered adequate. Weaker performance is the result of a lower level of investments.

## **SERVICE TEST**

The bank's performance under the Service Test in New Hampshire is rated outstanding. Based on a full-scope review, the bank's performance in the Manchester AA is excellent and performance in the limited-scope area did not impact the bank's Service Test rating in New Hampshire.

### **Conclusions for Areas Receiving Full-Scope Reviews**

**Retail Delivery Systems** - RBSC's delivery systems are readily accessible to geographies and individuals of different income levels in the full-scope AA. The distribution of RBSC's offices in moderate-income geographies exceeds the distribution of the population living in such geographies. Although there are no branches in low-income geographies, a small percentage (less than three percent) of the population lives in these geographies. There were no branch openings or closings during the evaluation period.

**Community Development Services** - RBSC provided an excellent level of CD services to the Manchester MSA. RBSC employees provided over 1,200 hours of service to 58 different organizations that target the needs of the community. These identified needs include financial literacy and homeownership training for LMI families.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Service Test in the Non-MSA AA is not inconsistent with the overall outstanding rating in New Hampshire.

Refer to Tables 1-15 in the New Hampshire section of Appendix D for the facts and data that support all Test conclusions.

## State of Ohio

<b>CRA Rating for Ohio<sup>10</sup>:</b>	Satisfactory
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Good lending activity in the AA.
- Adequate geographic distribution of loans.
- Excellent distribution of loans by borrower income.
- Excellent level of CD investments.
- The bank's branches are accessible to geographies and individuals of different income levels after considering branches located in middle and upper-income geographies that are near low-and moderate-income geographies.
- RBSC provided an excellent level of CD services.

## Description of Institution's Operations in Ohio

Within the state of Ohio, RBSC has delineated seven AAs. They include Akron (entire MSA), Canton (Stark County), Cleveland (entire MSA), Columbus (Delaware, Fairfield, and Franklin counties), Toledo (Lucas and Wood counties), Youngstown (entire MSA), and the Non-MSA AA (Columbiana, Scioto, and Tuscarawas counties).

As of June 30, 2011, statewide deposits totaled nearly \$7 billion and represented 9.4 percent of the bank's total deposits. The bank ranked 8<sup>th</sup> with three percent market share. Deposit competitors include Fifth Third Bank, Huntington National Bank, US Bank, and PNC Bank N.A. RBSC operates 146 branches within the state. No branches were opened and four branches were closed in Ohio during the evaluation period.

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<sup>10</sup> 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.

## LENDING TEST

The bank's performance under the Lending Test in the state of Ohio is rated high satisfactory. Performance in the Cleveland AA is good. Performance in the limited-scope areas did not impact the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

**Lending Activity** - Lending activity is good, considering strong competition in the AA. The bank ranked 13<sup>th</sup> in overall mortgage lending with a 2.5 percent market share compared to 9.6 percent deposit market share. For home purchase, the bank ranks 20<sup>th</sup> with a 1.3 percent market share, 3<sup>rd</sup> for home improvement with 11.1 percent market share, and 10<sup>th</sup> for home refinance with a 2.8 percent market share. There are 372 home mortgage lenders compared to 43 depository institutions. For small business lending, the bank ranked 9<sup>th</sup> in number of loans and had a 2.8 percent market share. Four credit card lenders dominate the market for small business loans with a combined market share of 58 percent. We noted a good volume of loan originations.

**Distribution of Loans by Income Level of the Geography** - The distribution of loans to geographies of different income levels is adequate. We noted excellent distribution of home improvement loans, poor distribution of home purchase and home refinance loans, and adequate distribution of small business loans. The stronger home improvement lending mitigated the poor distribution of home purchase and home refinance loans. During the evaluation period, the Cleveland market was greatly impacted by the decline in housing values and an increased in abandoned and foreclosed properties.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is excellent. We noted excellent distribution of home purchase, home improvement, and small business loans and adequate distribution of home refinance loans.

**Community Development Lending** – CD lending had a neutral impact on lending performance in the Cleveland AA. RBSC originated one CD loan for \$500 thousand and represented less than one percent of allocated Tier 1 capital. The loan was to an organization providing community services to low- and moderate-income individuals.

**Product Innovation and Flexibility** – RBSC's use of flexible or innovative loan programs was given positive consideration on its Lending Test performance. Using Hardest Hit Funds, RBS provided \$286 thousand to assist 47 struggling homeowners.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Akron, Canton, Columbus, Toledo, and the Non-MSA AAs is not inconsistent with the bank's overall high satisfactory performance under the Lending Test in the state of Ohio. Performance in the Youngstown AA is weaker, but still considered adequate, due to weaker borrower distribution of loans.



## INVESTMENT TEST

The bank's performance under the Investment Test in the state of Ohio is rated outstanding. Performance in the Cleveland AA is excellent. Performance in the limited-scope areas did not impact the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

During the evaluation period, RBSC made 170 investments totaling nearly \$68 million in the Cleveland AA. Additionally, the bank had 93 investments totaling \$16 million that were originated in prior periods that remain outstanding. The combined dollar volume represents nearly 13 percent of allocated Tier 1 capital for the AA. A substantial majority of the investments were associated with affordable housing, which demonstrated excellent responsiveness to a primary credit need of the AA.

### Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Akron AA, Canton AA, Columbus AA, the Toledo AA, and the non metropolitan AA is not inconsistent with the bank's overall excellent performance under the investment test in the State of Ohio. In the Youngstown AA, the bank's performance is weaker than the bank's overall performance in the state and considered poor. This weaker performance was based on the lower level of investments.

## SERVICE TEST

The bank's performance under the Service Test in Ohio is rated high satisfactory. Based on a full-scope review, performance in the Cleveland AA is good. Performance in the limited-scope AAs did not impact the overall state rating.

### Conclusions for Areas Receiving Full-Scope Reviews

**Retail Delivery Systems** - RBSC's delivery systems are accessible to geographies and individuals of different income levels in the Cleveland AA after considering branches located in middle and upper-income geographies that are near low- and moderate-income geographies. The percentage of branches in low-income geographies is near to the population residing in those geographies. The percentage of branches in moderate-income geographies is below the percentage of population residing in those geographies. The bank also has 14 branches located in middle- or upper-income tracts that are near to low- and moderate-income geographies, which enhanced access to banking services to low- and moderate-income geographies and people. There were no branch openings during the evaluation period and one branch closed in a middle-income geography.

**Community Development Services** - RBSC provided an excellent level of CD services to the Cleveland AA through board and committee participation in various organizations that target

the needs of the community. Employees provided over 1,100 hours of services to these organizations.

## State of Vermont

<b>CRA Rating for Vermont<sup>11</sup>:</b>	Outstanding
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	Outstanding

The major factors that support this rating include:

- Good lending activity in the AA.
- Adequate geographic distribution of loans.
- Good distribution of loans by borrower income.
- Excellent level of CD investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- RBSC provided an adequate level of CD services.

## Description of Institution's Operations in Vermont

RBSC has delineated two AAs within the State of Vermont. The Burlington MSA in its entirety and six counties (Addison, Bennington, Rutland, Washington, Windham, and Windsor) within the non-metropolitan area of the state.

As of June 30, 2011, RBSC held \$787 million of deposits in the state, which represented approximately one percent of the bank's total deposits. In terms of deposit market share, RBSC ranks 4<sup>th</sup> with a 7.2 percent share compared to People's United Bank (1<sup>st</sup>) and TD Bank N.A (2<sup>nd</sup>) with 22.6 and 21.3 percent shares, respectively. The bank operates 23 branches in the state. In evaluating the state, we conducted a full-scope analysis of the Non-MSA AA, which contained the large majority of the bank's lending, deposits, and branches within the state. There were no branch openings and one branch closing in Vermont during the evaluation period.

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<sup>11</sup> 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.

## LENDING TEST

The bank's performance under the Lending Test in Vermont is rated high satisfactory. Based on a full-scope review, the bank's performance in the Non-MSA AA is good. Performance in the limited-scope AA did not impact the overall rating in the state.

**Lending Activity** - RBSC's lending activity is good given strong competition. Overall, the bank ranks 13<sup>th</sup> in home mortgage lending with 2.5 percent market share compared to 3<sup>rd</sup> in deposits with a 9.2 percent market share. For home purchase, the bank ranks 20<sup>th</sup> with a 1.3 percent market share, 3<sup>rd</sup> for home improvement with 11.1 percent market share, and 10<sup>th</sup> for home refinance with a 2.8 percent market share. This is also a very competitive market with 173 mortgage lenders, many without a depository presence. In small loans to businesses, the bank ranks.

**Distribution of Loans by Income Level of the Geography** - The distribution of loans to geographies of different income levels is adequate. We noted good distribution of home purchase and home improvement loans, poor distribution of home refinance loans, and excellent distribution of small business loans.

**Distribution of Loans by Income Level of the Borrower** - The distribution of loans by income level of borrower is good. We noted good distribution among all home mortgage products and excellent distribution of small business loans.

**Community Development Lending** – CD had a neutral impact on the Lending Test. The bank originated one CD loan for \$4 million within the broader statewide area including the bank's AA. The loan was to assist in creating and preserving affordable rental housing for low- and moderate-income residents.

**Product Innovation and Flexibility** – Product innovation and flexibility were given positive consideration on the Lending Test. The bank originated six disaster relief flood loans for \$46 thousand. Additionally, RBSC originated 10 SBA loans for \$741 thousand.

### Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Lending Test in Burlington AA is not inconsistent with the bank's overall high satisfactory performance under the Lending Test in the state of Vermont.

## INVESTMENT TEST

The bank's performance under the Investment Test in Vermont is rated outstanding. Performance in the Non-MSA AA is excellent and performance in the limited-scope area did not impact the overall rating.

### **Conclusions for Areas Receiving Full-Scope Reviews**

RBSC originated 32 investments totaling \$3.3 million. Additionally, at year-end 2012, there were two prior period equity investments totaling \$1.9 million that remained outstanding. The combined dollar amount represents 8.1 percent of allocated Tier 1 capital. The majority of the investments were targeted GNMA and MBS for affordable housing for LMI individuals.

### **Conclusions for Areas Receiving Full-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Burlington AA is weaker than, and considered good, the bank's overall outstanding performance under the Investment Test in Vermont. Weaker performance is a result of a lower level of investments.

## **SERVICE TEST**

The bank's performance under the Service Test in Vermont is rated outstanding. Performance in the Non-MSA is excellent and performance in the limited-scope area did not impact the overall Service Test rating in Vermont.

### **Conclusions for Areas Receiving Full-Scope Reviews**

**Retail Banking Services** - Delivery systems are readily accessible to geographies and individuals of different income levels. There are no low-income geographies in the AA. In moderate income geographies, the percentage of branches exceeds the percentage of population residing in them. No branches were opened and one branch in a middle-income geography was closed during the evaluation period.

**Community Development Services** - RBSC provided an adequate level of CD services to the AA. Officers and employees provided 108 hours of CD services to various organizations whose mission meets the definition of CD. The majority of these were focused on economic development and community services.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Service Test in the Burlington AA is not inconsistent with the bank's overall outstanding performance in Vermont.

Refer to Tables 1 through 15 in the Vermont section of Appendix D for the facts and data that support all test conclusions.

## Appendix A: Scope of Examination

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

<b>Time Period Reviewed</b>	Lending Test (excludes CD loans) and Retail Service Test: 01/01/10 to 12/31/11 Investment Test and CD Services Test CD Loans: 01/01/10 to 12/31/12	
<b>Financial Institution</b>	<b>Products Reviewed</b>	
RBS Citizens, N.A. (RBSC) Providence, RI	Home mortgage loans (home purchase, home improvement, home refinance), Small loans to businesses	
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
N/A		
<b>List of Assessment Areas and Type of Examination</b>		
<b>Assessment Area</b>	<b>Type of Exam</b>	<b>Other Information</b>
Boston-Quincy MD Cambridge MD Peabody MD Rockingham MD	Full-scope Limited-scope Limited-scope Limited-scope	
Providence-New Bedford Multistate	Full-scope	
Connecticut Hartford MSA Bridgeport MSA New Haven MSA New London MSA CT Non-MSA	Full-scope Limited-scope Limited-scope Limited-scope Limited-scope	
Delaware Wilmington MD Dover MSA DE Non-MSA	Full-scope Limited-scope Limited-scope	
Illinois Chicago MD Lake County MD	Full-scope Limited-scope	

Massachusetts Springfield MSA Barnstable Pittsfield MSA Worcester MSA	Full-scope Limited-scope Limited-scope Limited-scope	
Michigan Detroit MD Ann Arbor MSA Kalamazoo MSA Lansing MSA Monroe MSA Saginaw MSA Warren MSA MI Non-MSA	Full-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope	
New Hampshire Manchester MSA NH Non-MSA	Full-scope Limited-scope	
New York Buffalo MSA Rochester MSA Albany MSA Binghamton MSA Elmira MSA Ithaca MSA Kingston MSA Nassau-Suffolk MD New York MD Poughkeepsie MSA Syracuse MSA Utica MSA	Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope	
Ohio Cleveland MSA Akron MSA Canton MSA Columbus MSA Toledo MSA Youngstown MSA OH Non-MSA	Full-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope	
Vermont Burlington MSA VT Non-MSA	Full-scope Limited-scope	

## Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS RBS Citizens, N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
RBS Citizens, N.A.	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Multistate Metropolitan Area or State:				
Boston-Cambridge-Quincy MA-NH MMA	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Providence-New Bedford-Fall River RI-MA MMA	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
New York	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Connecticut	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Delaware	High Satisfactory	Outstanding	Outstanding	Outstanding
Illinois	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Massachusetts	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
Michigan	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
New Hampshire	High Satisfactory	High Satisfactory	Outstanding	Satisfactory
Ohio	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Vermont	High Satisfactory	Outstanding	Outstanding	Outstanding

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



## Appendix C: Market Profiles for Full-Scope Areas

### Boston-Quincy MD

Demographic Information for Full-scope Area: Boston-Quincy MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	388	10.05	23.97	39.18	26.29	0.52
Population by Geography	1,812,937	7.06	23.54	40.00	29.24	0.16
Owner-Occupied Housing by Geography	395,204	1.97	14.35	46.50	37.18	0.00
Business by Geography	167,178	10.07	15.36	35.13	39.42	0.01
Farms by Geography	2,372	2.19	8.60	49.79	39.42	0.00
Family Distribution by Income Level	430,748	21.69	17.14	21.61	39.56	0.00
Distribution of Low- and Moderate-income Families throughout AA Geographies	167,262	12.60	32.98	38.61	15.80	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		62,948 87,600 11%	Median Housing Value Unemployment Rate (December 2011)		\$325,000 5.8%	

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

Source: 2000 US Census, 2011 HUD updated MFI, US Bureau of Labor Statistics, and National Association of Realtors-4<sup>th</sup> Quarter 2011

The Boston-Quincy MD is comprised of Suffolk, Norfolk and Plymouth counties in Massachusetts and contains the principal cities of Boston and Quincy. The 2011 HUD adjusted median family income for this AA is \$87,600 with approximately 11 percent of households living below the poverty level.

RBSC has \$19.5 billion in deposits in this AA representing nearly 69 percent of its deposits in the state of Massachusetts and 26 percent of its total deposits. The local banking environment is highly competitive with 78 FDIC-insured institutions operating 632 branches. As of June 30, 2011, RBSC ranked 3<sup>rd</sup> in deposit market share with 15 percent. Bank of America ranked first with 30 percent followed by State Street Bank and Trust, a custodian bank providing securities services to institutional investors with 22 percent. RBSC ranks 1<sup>st</sup> in number of branches, operating 16 percent of the FDIC-insured branches in this area. In addition to FDIC-insured institutions, the area is served by a number of credit unions, mortgage lenders and brokers, and money service businesses.

The area's major industries include healthcare, education, and financial services. Some of the largest employers in the area include Brigham and Women's Hospital, Massachusetts General Hospital, Beth Israel Deaconess Medical Center, Boston University, Fidelity Investments, John Hancock Financial Services and Tufts/New England Medical Center.

With a high concentration of health care facilities and institutions of higher learning, as well as a growing biotech and high technology business sector, the greater Boston area has a highly skilled and well-educated labor force. However, the cost of living in greater Boston is higher than the state of Massachusetts and the country as a whole. The high cost of living has a significant impact on borrowing ability and in many communities, persons earning the median income cannot afford a median priced home. According to the National Association of Realtors, in the 4<sup>th</sup> quarter of 2011 the median sales price of a single-family home in the area was \$325,000 and after declining for several years, home sales prices are slowly climbing. Approximately 16.3 percent of owner-occupied housing units in the AA are located in LMI geographies, further challenging the ability of LMI borrowers to afford a home. Vacancy rates for rental housing are declining while rents are increasing.

There are numerous opportunities in the area to participate in community development activities. The area is served by numerous well-established community development entities, including community development corporations (CDCs), community development financial institutions (CDFIs), non-profit entities and governmental and quasi-governmental organizations focused on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs. All of these entities are open to partnership opportunities with area financial institutions.

During the evaluation period, OCC staff met with representatives of several community-based organizations focused on such areas as affordable housing, community and social services, and economic development. Among the credit and community development needs identified by these organizations are affordable housing, fuel assistance, assistance in meeting basic living needs (food, shelter), access to foreclosure prevention counseling, program and administrative support for smaller non-profit organizations, job training, micro loans for small businesses, and loans to small businesses for working capital and business expansion.

## Providence MMA

Demographic Information for Full-scope Area: Providence MMA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	349	10.89	20.34	43.55	25.21	0.00
Population by Geography	1,582,997	8.14	18.16	44.55	29.15	0.00
Owner-Occupied Housing by Geography	371,681	2.94	10.87	50.84	35.35	0.00
Business by Geography	109,783	8.39	15.30	44.49	31.82	0.00
Farms by Geography	2,586	2.86	5.41	44.39	47.33	0.00
Family Distribution by Income Level	408,200	21.48	17.23	22.00	39.28	0.00
Distribution of Low- and Moderate-income Families throughout AA Geographies	158,016	13.82	27.26	42.58	16.34	0.00
Median Family Income		53,013	Median Housing Value		\$207,200	
HUD Adjusted Median Family Income for 2011		74,500	Unemployment Rate (December 2011)		10.4%	
Households Below Poverty Level		12%				

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

Source: 2000 US Census, 2011 HUD updated MFI, US Bureau of Labor Statistics, and National Association of Realtors-4<sup>th</sup> Quarter 2011

The Providence-New Bedford-Fall River RI-MA MSA is comprised of Bristol County in Massachusetts and Bristol, Kent, Newport, Providence, and Washington counties in Rhode Island. The area contains the principal cities of Providence, RI; New Bedford, MA; Fall River, MA and Warwick, RI. The 2011 HUD adjusted median family income for this area is \$74,500 with approximately 12 percent of households living below the poverty level.

RBS Citizens has \$10.4 billion in deposits in this AA representing 100 percent of its deposits in the state of Rhode Island and nearly 14.5 percent of its deposits overall. The local banking environment is competitive with 34 FDIC-insured institutions operating 415 branches. As of June 30, 2011 RBSC was 2<sup>nd</sup> in deposit market share with nearly 21 percent of area deposits. Bank of America Rhode Island N.A. was 1<sup>st</sup> with nearly 28 percent while Bank of America, N.A. was 3<sup>rd</sup> with 15 percent. RBSC ranks 1<sup>st</sup> in number of branches, operating 24 percent (100 branches) of all FDIC-insured branches in the area. In addition to FDIC-insured institutions, the area is served by a number of credit unions, mortgage lenders and brokers, and money service businesses.

The area's major industries include healthcare, service trades, and education. Some of the largest employers include Lifespan, Roman Catholic Diocese of Providence, CVS Caremark, Citizens Financial Group, and Brown University.

The area has lower business and living costs than Boston, MA, which is in close proximity, however, housing affordability remains an issue. According to the National Association of Realtors in the 4<sup>th</sup> quarter of 2011 the median sales price of a single family home in the area was \$207,200 and after several years of decline, home sales prices have been climbing.

Approximately 14 percent of owner-occupied properties are located in LMI geographies in the area. Although foreclosure activity overall appears to be declining, some communities in the area, including Fall River and New Bedford in Massachusetts and Providence, Warwick, Cranston, Pawtucket, and Woonsocket in Rhode Island are still experiencing some levels of foreclosure distress. In November 2010, with funding received under a US Department of the Treasury program, the state of Rhode Island launched the Hardest Hit Fund of Rhode Island (HHFRI), which was designed to assist distressed homeowners facing foreclosure. HHFRI recently announced that it has exhausted its funding and is no longer accepting applications for assistance.

There is a good level of opportunities in the area to participate in community development activities. The area is served by a number of community development and non-profit entities focused on affordable housing, economic development, and community services to LMI families and individuals.

As part of this evaluation, OCC staff met with representatives of two organizations focused on affordable housing and community and economic development. In addition, OCC staff reviewed a contract completed during the evaluation period with an organization focused on economic and small business development. Among the credit and community development needs identified by these organizations are affordable housing, elder housing, operating support for local non-profits and community development entities, rehab loans for older housing, funding to support homeownership and foreclosure prevention counseling; and technical and funding support for newer or struggling small businesses.

## State of New York

### Buffalo-Niagara MSA

Demographic Information for Full Scope Area: Buffalo-Niagara Falls MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	302	10.60	20.86	45.36	19.54	3.64
Population by Geography	1,170,111	8.78	16.45	47.62	26.35	0.81
Owner-Occupied Housing by Geography	310,174	4.34	13.17	51.87	30.61	0.00
Business by Geography	91,535	8.26	12.42	46.20	31.51	1.61
Farms by Geography	1,990	1.96	4.82	59.80	32.91	0.50
Family Distribution by Income Level	303,215	20.37	18.07	22.08	39.48	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	116,550	15.99	24.51	45.47	14.03	0.00
Median Family Income HUD Adjusted Median Family Income for 2011 Households Below Poverty Level		49,149 65,300 12%	Median Housing Value Unemployment Rate (Dec. 2011)			118,500 7.9%

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

Source: 2000 US Census and 2011 HUD updated MFI, Bureau of Labor Statistics, National Association of Realtors-4th Quarter 2011

The Buffalo AA consists of the entire counties of Erie and Niagara in the Buffalo-Niagara NY MSA and contains the principal cities of Buffalo, Cheektowaga, Tonawanda, and Niagara Falls. The 2011 HUD adjusted median family income for this area is \$65,300 with approximately 12% of households living below the poverty level.

RBSC has almost \$1.4 billion in deposits this AA representing nearly 18 percent of its deposits in the state of New York and 2 percent of its deposits overall. There is moderate competition in this assessment area with 18 FDIC-insured banks operating 313 branches. As of June 30, 2011 RBSC ranked 5<sup>th</sup> in deposit market share in the area with 5.3 percent. M & T Bank ranked 1<sup>st</sup> with 39 percent, followed by HSBC with 20 percent, First Niagara Bank with nearly 16 percent, and KeyBank with 9.5 percent. RBSC ranked 3<sup>rd</sup> in number of branch offices operating 14 percent of all branches among the FDIC deposit insured institutions.

Government; education and health services; professional and business services; and retail trade are the main employment industries in the area. The largest employers in the area include University at Buffalo, Kaleida Health, Employer Services Corp, and Catholic Health System.

Approximately 80 percent of the area's population resides in Erie County, which includes the city of Buffalo. The Buffalo area's strengths include a high level of housing affordability and tourism attractions with Niagara Falls and area casinos. Area weaknesses include an aging

infrastructure with limited funds for improvement; and poor demographic trends including a decline in population. According to the National Association of Realtors, in the 4<sup>th</sup> quarter of 2011 the median sales price of a single family home in the area was \$118,500.

The level of opportunity to participate in community development opportunities is good. Several non-profit housing agencies, community development entities and a regional CDFIs serve the area.

During the evaluation period, OCC representatives met with several non-profit organizations focused on affordable housing and activities designed to address the housing, economic, and social well-being of area residents. Community contacts noted that the area faces a number of challenges, including a consistent decline in population. Several needs were identified in the area including, access to capital for small businesses, youth programs to help students graduate from high school, job training and work force development programs, and asset development programs to help households achieve financial stability and independence. Contacts noted that while housing costs in the area are generally affordable, housing assistance is still needed, particularly for homeowners facing foreclosure, those in need of home rehabilitation assistance and those facing homelessness.

## Rochester MSA

Demographic Information for Full-Scope Area: Rochester MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	253	15.02	17.79	43.08	22.13	1.98
Population by Geography	1,037,831	8.63	14.32	48.68	27.76	0.61
Owner-Occupied Housing by Geography	269,898	3.53	11.76	51.96	32.74	0.00
Businesses by Geography	72,812	9.01	14.26	46.20	30.39	0.13
Farms by Geography	2,673	1.01	6.96	66.14	25.89	0.00
Family Distribution by Income Level	263,806	19.78	18.27	22.85	39.10	0.00
Distribution of Low- and Moderate- Income Families throughout AA Geographies	100,384	15.85	20.37	48.19	15.58	0.00
Median Family Income	53,852	Median Housing Value Unemployment Rate (December 2011)				\$120,000 7.3%
HUD Adjusted Median Family Income for 2011	67,800					
Households Below the Poverty Level	10%					

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

Source: 2000 US Census, 2011 HUD updated MFI, US Bureau of Labor Statistics, and National Association of Realtors-4<sup>th</sup> Quarter 2011

The Rochester AA consists of Livingston, Monroe, Ontario, Orleans, and Wayne counties in New York and includes the principal city of Rochester. The 2011 HUD adjusted median family income for this area is \$67,800 with approximately 10 percent of households living below the poverty level.

RBSC has over \$1.5 billion in deposits in this AA representing 19.2 percent of its deposits in the state of New York and 2 percent of its deposits overall. The local banking environment is competitive with 22 FDIC insured institutions operating 278 branches. As of June 30, 2011 RBSC ranked fourth in deposit market share among FDIC-insured institutions with 10.4 percent. HSBC Bank USA was first with 20 percent, followed by M & T Bank with 18.8 percent and JP Morgan Chase with 12 percent. RBSC is tied for first in number of branches, operating approximately 13 percent of the FDIC-insured branches in this area.

The area's major industries include education, healthcare, and service trades. Some of the largest employers include University of Rochester, Wegmans Food Markets, Rochester General Health System, Xerox, Eastman Kodak, and Unity Health System.

The area's strengths include its housing affordability and low cost of living. According to the National Association of Realtors in the 4<sup>th</sup> quarter of 2011 the median sales price of a single-family home in the area was \$120,000. Despite the affordable housing costs, foreclosures

remain an issue in the area. According to a local contact, high levels of foreclosure activity are occurring in inner city Rochester, the inner ring suburbs of Rochester, and rural areas along the eastern edge of Monroe County. Foreclosures are largely driven by job losses and reduction in work hours. In some neighborhoods there is growing concern regarding abandoned and vacant properties. The contact also noted that in 2010, there was very little home-purchase lending in many inner city Rochester neighborhoods. The contact noted that more recently there has been some home purchase lending, however, this is being largely driven by investors. Additional challenges in the area include continued outmigration of the population and the decline in manufacturing jobs as for many years this industry was a driver of the area economy.

Opportunities exist for community development participation in the area. The area is served by several non-profit entities, including several CDFIs engaged in community development activities.

During the review period, OCC staffers met with representatives of several community-based organizations focused on such areas as affordable housing, community and social services, and economic development. Credit and community development needs identified by these organizations include affordable small dollar loans, affordable loan modifications for homeowners facing foreclosure, community development loans, small business loans, affordable rental opportunities for low and moderate-income persons, financing to rehabilitate existing housing stock, job training and economic development opportunities for low-income and special needs persons, and activities to help revitalize deteriorated neighborhoods.



## Appendix D: Tables of Performance Data

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### Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30<sup>th</sup> of each year. Tables without data are not included in this PE.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As \_\_\_ .12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.

- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.

**Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

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

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

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

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

## Tables of Performance Data

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**Table 1. Lending Volume**

LENDING VOLUME												
Geography: BOSTON MSA												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Boston-Qunicy	43.72	5,424	1,457,680	2,411	191,448	0	0	11	118,501	7,846	1,767,629	69.94
<b>Limited Review:</b>												
Cambridge-Newton	34.44	4,346	1,239,381	1,827	120,637	0	0	2	13,258	6,175	1,373,273	22.79
Peobody	7.45	963	260,898	372	20,027	0	0	2	6,375	1,337	287,300	1.96
Rockingham County-Stratford Co	14.39	1,724	314,411	855	44,562	0	0	0	0	2,579	358,973	5.31

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 13, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: BOSTON MSA				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Boston-Qunicy	1,379	48.61	1.97	7.54	14.35	27.70	46.50	34.74	37.18	30.02	3.03	7.32	5.63	2.34	2.44	
<b>Limited Review:</b>																
Cambridge-Newton	919	32.39	0.94	3.48	14.92	26.22	53.92	40.59	30.23	29.71	2.74	6.22	4.26	2.19	2.72	
Peobody	267	9.41	1.66	4.49	11.05	22.85	55.92	48.69	31.37	23.97	1.43	1.61	2.31	1.29	1.27	
Rockingham County-Stratford County	272	9.59	0.00	0.00	16.82	12.87	63.78	71.32	19.40	15.81	2.25	0.00	1.83	2.56	1.52	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Boston-Qunicy	216	42.19	1.97	4.17	14.35	31.48	46.50	41.20	37.18	23.15	2.70	8.22	9.69	2.47	1.21	
<b>Limited Review:</b>																
Cambridge-Newton	159	31.05	0.94	0.63	14.92	24.53	53.92	54.72	30.23	20.13	1.79	0.00	2.59	1.89	1.34	
Peobody	51	9.96	1.66	11.76	11.05	17.65	55.92	39.22	31.37	31.37	1.71	20.00	2.44	1.31	1.61	
Rockingham County-Stratford County	86	16.80	0.00	0.00	16.82	26.74	63.78	63.95	19.40	9.30	4.81	0.00	8.28	4.19	3.57	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Boston-Qunicy	3,823	42.02	1.97	1.99	14.35	9.00	46.50	37.69	37.18	51.32	3.01	2.95	3.12	2.89	3.09									
<b>Limited Review:</b>																								
Cambridge-Newton	3,267	35.91	0.94	0.21	14.92	9.98	53.92	44.75	30.23	45.06	2.50	1.47	2.35	2.13	3.03									
Peobody	643	7.07	1.66	0.16	11.05	4.67	55.92	45.26	31.37	49.92	1.07	0.69	0.80	0.91	1.29									
Rockingham County-Stratford County	1,366	15.01	0.00	0.00	16.82	12.45	63.78	66.25	19.40	21.30	4.87	0.00	5.95	5.15	3.77									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Boston-Qunicy	6	66.67	13.39	33.33	29.57	33.33	31.06	0.00	25.97	33.33	1.22	3.03	0.81	0.00	2.56									
<b>Limited Review:</b>																								
Cambridge-Newton	1	11.11	7.40	0.00	30.67	100.00	48.78	0.00	13.16	0.00	0.49	0.00	1.06	0.00	0.00									
Peobody	2	22.22	14.41	50.00	28.40	50.00	46.94	0.00	10.24	0.00	0.00	0.00	0.00	0.00	0.00									
Rockingham County-Stratford County	0	0.00	0.00	0.00	30.35	0.00	64.88	0.00	4.78	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans						
<b>Full Review:</b>																
Boston-Qunicy	2,411	44.12	9.17	8.21	14.83	15.01	35.58	38.70	40.40	38.08	3.92	4.27	4.01	3.85	3.89	
<b>Limited Review:</b>																
Cambridge-Newton	1,827	33.43	2.86	1.97	16.58	18.23	50.74	53.20	29.82	26.60	3.47	3.33	4.01	3.49	3.06	
Peobody	372	6.81	5.36	5.38	13.89	13.44	50.29	44.89	30.46	36.29	1.38	1.37	1.08	1.38	1.42	
Rockingham County-Stratford County	855	15.65	0.00	0.00	16.31	17.31	66.91	68.54	16.78	14.15	5.54	0.00	7.96	5.00	4.22	

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Boston-Quincy	1,379	48.61	21.69	11.91	17.14	37.76	21.61	18.45	39.56	31.88	3.53	5.42	5.44	2.58	2.73	
<b>Limited Review:</b>																
Cambridge-Newton	919	32.39	19.32	24.40	18.26	25.38	22.74	16.78	39.69	33.44	3.16	7.78	4.02	1.61	2.46	
Peobody	267	9.41	20.76	19.10	17.43	31.84	21.99	18.35	39.82	30.71	1.64	2.80	1.87	1.29	1.37	
Rockingham County-Stratford County	272	9.59	16.53	8.46	19.79	29.04	26.38	33.46	37.30	29.04	2.55	1.67	2.94	2.78	2.27	

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\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Boston-Quincy	216	42.19	21.69	13.30	17.14	32.51	21.61	26.60	39.56	27.59	2.66	4.81	6.37	2.46	1.18									
<b>Limited Review:</b>																								
Cambridge-Newton	159	31.05	19.32	14.67	18.26	26.00	22.74	26.00	39.69	33.33	1.69	2.94	2.07	1.73	1.15									
Peobody	51	9.96	20.76	14.29	17.43	24.49	21.99	22.45	39.82	38.78	1.82	5.32	1.96	1.94	1.21									
Rockingham County-Stratford County	86	16.80	16.53	25.00	19.79	22.62	26.38	20.24	37.30	32.14	4.75	8.18	4.44	2.70	5.24									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 5.1% of loans originated and purchased by bank.

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Boston-Qunicy	3,823	42.02	21.69	4.22	17.14	17.36	21.61	24.54	39.56	53.88	3.64	4.39	4.48	3.42	3.48	
<b>Limited Review:</b>																
Cambridge-Newton	3,267	35.91	19.32	5.89	18.26	17.02	22.74	25.36	39.69	51.73	2.99	3.52	3.35	2.41	3.16	
Peobody	643	7.07	20.76	3.59	17.43	13.10	21.99	26.37	39.82	56.94	1.29	0.87	1.06	1.32	1.38	
Rockingham County-Stratford County	1,366	15.01	16.53	7.47	19.79	22.42	26.38	30.55	37.30	39.56	5.94	6.07	6.63	6.66	5.17	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.2% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: BOSTON MSA					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Boston-Qunicy	2,411	44.12	65.85	49.90	85.07	5.77	9.17	3.92	5.31
<b>Limited Review:</b>									
Cambridge-Newton	1,827	33.43	66.76	55.39	87.63	5.47	6.90	3.47	4.71
Peobody	372	6.81	69.24	55.38	89.52	5.65	4.84	1.38	1.90
Rockingham County-Stratford County	855	15.65	70.44	58.36	89.47	5.50	5.03	5.54	7.78

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 19.84% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: BOSTON MSA				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Boston-Quincy	58	8,832	424	125,838	482	134,670	65.02	0	0
<b>Limited Review:</b>									
Cambridge-Newton	34	2,586	120	42,271	154	44,857	21.66	0	0
Peabody	29	1,950	37	15,636	66	17,585	8.49	0	0
Rockingham County- Stratford County	10	594	64	9,415	74	10,008	4.83	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: BOSTON MSA Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Boston-Qunicy	69.94	101	47.20	10.89	17.82	38.61	32.68	2	1	0	0	+1	0	7.06	23.54	40.00	29.24
<b>Limited Review:</b>																	
Cambridge-Newton	22.79	71	33.18	1.41	19.72	53.52	25.35	3	0	0	+1	+2	0	3.46	22.32	49.69	24.54
Peobody	1.96	15	7.00	0.00	26.67	60.00	13.33	0	0	0	0	0	0	6.49	18.99	49.28	25.25
Rockingham County-Stratford County	5.31	27	12.62	0.00	29.63	51.85	18.52	0	1	0	0	0	-1	0.00	19.21	63.51	17.27



**Table 1. Lending Volume**

LENDING VOLUME												
Geography: PROVIDENCE						Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Providence-New Bedford	100.00	7,524	1,374,670	2,806	178,054	0	0	7	37,520	10,337	1,590,244	100.00

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE															Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Providence-New Bedford	1,652	100.00	2.94	4.60	10.87	12.17	50.84	46.73	35.35	36.50	5.13	5.58	4.62	4.91	5.54									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: PROVIDENCE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Providence-New Bedford	625	100.00	2.94	4.00	10.87	16.16	50.84	49.12	35.35	30.72	7.84	29.73	21.05	6.72	5.11

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: PROVIDENCE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Providence-New Bedford	5,245	100.00	2.94	1.20	10.87	4.35	50.84	45.55	35.35	48.90	6.98	5.59	5.19	7.18	7.07	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Providence-New Bedford	2	100.00	16.04	0.00	28.43	0.00	38.62	50.00	16.91	50.00	0.47	0.00	0.00	1.52	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011										
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*																			
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp															
<b>Full Review:</b>																														
Providence-New Bedford	2,806	100.00	7.21	7.77	15.19	13.22	43.91	47.54	33.68	31.47	6.02	5.88	5.61	6.52	5.24															

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Providence-New Bedford	1,652	100.00	21.48	13.56	17.23	29.08	22.00	21.05	39.28	36.31	5.87	6.57	5.81	4.71	6.61	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.5% of loans originated and purchased by bank.

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families* **	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Providence-New Bedford	625	100.00	21.48	15.60	17.23	22.48	22.00	32.34	39.28	29.59	6.06	13.82	6.29	6.94	3.35	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 30.2% of loans originated and purchased by bank.



**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: PROVIDENCE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****					
<b>Full Review:</b>															
Providence-New Bedford	5,245	100.00	21.48	6.03	17.23	17.79	22.00	28.21	39.28	47.97	8.31	9.30	8.35	8.37	8.14

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.4% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: PROVIDENCE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Providence-New Bedford	2,806	100.00	66.97	56.66	87.99	4.78	7.23	6.02	9.43

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 20.46% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: PROVIDENCE		Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Providence-New Bedford	56	4,662	310	53,230	366	57,892	100.0	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: PROVIDENCE Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Providence-New Bedford	100.00	100	100.00	7.00	14.00	52.00	27.00	+1	0	0	0	+1	0	8.14	18.16	44.55	29.15

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: NEW YORK												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Buffalo-Niagara Falls	29.40	2,199	203,861	641	32,079	0	0	2	6,500	2,842	242,440	17.78
Rochester	18.56	1,239	92,093	555	18,432	0	0	0	0	1,794	110,525	19.35
<b>Limited Review:</b>												
Albany-Schenectady-Troy	12.26	720	144,281	462	41,630	0	0	3	28,500	1,185	214,411	33.98
Binghamton	3.24	139	8,087	173	3,251	0	0	1	15,272	313	26,610	2.10
Elmira	0.24	18	927	5	33	0	0	0	0	23	960	0.09
Glens Falls	1.68	97	13,679	65	1,738	0	0	0	0	162	15,417	1.43
Ithaca	0.57	26	2,145	29	306	0	0	0	0	55	2,451	0.28
Kingston	1.94	117	13,901	71	1,675	0	0	0	0	188	15,576	2.21
Nassau-Suffolk	5.32	227	57,591	287	24,427	0	0	0	0	514	82,018	1.11
New York-Wayne-White Plains	6.56	396	119,282	237	20,191	0	0	1	2,500	634	141,973	3.41
NY Non MSA	5.06	339	28,303	146	12,537	0	0	4	61,109	489	101,949	3.74
Poughkeepsie-Newburgh-Middle	5.29	302	51,413	209	5,857	0	0	0	0	511	57,270	9.06
Syracuse	6.82	411	29,783	246	13,831	0	0	2	2,250	659	45,864	2.98
Utica-Rome	3.07	229	10,531	68	2,822	0	0	0	0	297	13,353	2.49

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE																
Geography: NEW YORK																
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid
<b>Full Review:</b>																
Buffalo-Niagara Falls	779	35.72	4.34	1.41	13.17	8.09	51.87	48.78	30.61	41.72	3.54	1.55	3.63	3.46	3.69	
Rochester	308	14.12	3.53	3.90	11.76	18.83	51.96	45.45	32.74	31.82	1.12	3.54	1.97	1.09	0.82	
<b>Limited Review:</b>																
Albany-Schenectady-Troy	266	12.20	2.78	2.63	13.35	8.27	53.66	53.01	30.21	36.09	0.97	1.81	1.06	0.87	1.03	
Binghamton	32	1.47	0.97	3.13	9.07	9.38	61.79	53.13	28.17	34.38	0.71	8.33	0.52	0.56	0.89	
Elmira	7	0.32	0.44	0.00	9.73	28.57	63.37	14.29	26.45	57.14	0.36	0.00	0.00	0.00	1.08	
Glens Falls	37	1.70	0.00	0.00	7.87	5.41	76.58	56.76	15.56	37.84	1.12	0.00	0.00	0.94	2.40	
Ithaca	6	0.28	0.00	0.00	6.41	0.00	82.16	83.33	11.43	16.67	0.66	0.00	0.00	0.67	1.00	
Kingston	38	1.74	0.00	0.00	8.34	21.05	76.90	68.42	14.76	10.53	1.83	0.00	3.96	1.88	0.51	
Nassau-Suffolk	72	3.30	0.22	0.00	12.21	12.50	66.17	63.89	21.40	23.61	0.18	0.00	0.21	0.16	0.19	
New York-Wayne-White Plains	231	10.59	0.36	0.00	7.15	3.46	28.32	11.26	64.18	85.28	0.42	0.00	0.18	0.12	0.61	
NY Non MSA	86	3.94	0.11	0.00	3.97	4.65	82.81	79.07	13.11	16.28	0.69	0.00	0.70	0.67	0.76	
Poughkeepsie-Newburgh-Middletown	126	5.78	2.07	0.79	8.38	13.49	66.59	67.46	22.96	18.25	1.04	0.39	0.70	1.15	1.02	
Syracuse	154	7.06	2.90	1.30	8.95	11.69	51.25	57.14	36.91	29.87	1.53	2.56	3.19	1.69	0.99	
Utica-Rome	39	1.79	2.64	0.00	9.37	17.95	65.33	69.23	22.66	12.82	1.05	0.00	1.80	1.15	0.65	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Buffalo-Niagara Falls	630	33.48	4.34	6.98	13.17	27.46	51.87	53.81	30.61	11.75	19.63	61.90	40.78	17.76	8.43									
Rochester	456	24.23	3.53	12.72	11.76	23.46	51.96	56.14	32.74	7.68	8.28	32.73	13.09	7.88	3.03									
<b>Limited Review:</b>																								
Albany-Schenectady-Troy	105	5.58	2.78	5.71	13.35	35.24	53.66	45.71	30.21	13.33	3.92	12.90	9.42	3.03	2.38									
Binghamton	66	3.51	0.97	0.00	9.07	21.21	61.79	54.55	28.17	24.24	6.67	0.00	9.80	6.18	7.10									
Elmira	9	0.48	0.44	0.00	9.73	22.22	63.37	66.67	26.45	11.11	1.84	0.00	4.65	1.85	0.84									
Glens Falls	12	0.64	0.00	0.00	7.87	33.33	76.58	66.67	15.56	0.00	1.94	0.00	3.85	2.10	0.00									
Ithaca	15	0.80	0.00	0.00	6.41	33.33	82.16	66.67	11.43	0.00	1.92	0.00	10.00	1.45	0.00									
Kingston	30	1.59	0.00	0.00	8.34	20.00	76.90	80.00	14.76	0.00	6.21	0.00	23.53	6.11	0.00									
Nassau-Suffolk	60	3.19	0.22	0.00	12.21	15.00	66.17	60.00	21.40	25.00	1.58	0.00	2.50	1.52	1.09									
New York-Wayne-White Plains	29	1.54	0.36	0.00	7.15	0.00	28.32	37.93	64.18	62.07	1.16	0.00	0.00	2.09	0.95									
NY Non MSA	124	6.59	0.11	0.81	3.97	11.29	82.81	84.68	13.11	3.23	2.48	20.00	9.80	2.53	0.36									
Poughkeepsie-Newburgh-Middletown	49	2.60	2.07	4.08	8.38	22.45	66.59	67.35	22.96	6.12	5.59	0.00	15.22	5.72	2.31									
Syracuse	162	8.61	2.90	5.56	8.95	16.05	51.25	61.11	36.91	17.28	5.60	13.16	10.00	6.55	2.47									
Utica-Rome	135	7.17	2.64	14.81	9.37	22.22	65.33	54.81	22.66	8.15	7.27	52.94	18.64	5.85	4.62									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEW YORK				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Buffalo-Niagara Falls	789	32.98	4.34	0.89	13.17	4.06	51.87	47.78	30.61	47.28	3.72	5.97	3.49	3.67	3.76	
Rochester	475	19.86	3.53	1.68	11.76	6.95	51.96	41.68	32.74	49.68	1.96	3.62	2.23	1.75	2.11	
<b>Limited Review:</b>																
Albany-Schenectady-Troy	346	14.46	2.78	0.87	13.35	5.49	53.66	50.00	30.21	43.64	1.51	0.57	1.06	1.39	1.81	
Binghamton	41	1.71	0.97	2.44	9.07	4.88	61.79	48.78	28.17	43.90	1.43	11.11	1.57	1.06	1.85	
Elmira	2	0.08	0.44	0.00	9.73	0.00	63.37	100.00	26.45	0.00	0.22	0.00	0.00	0.41	0.00	
Glens Falls	48	2.01	0.00	0.00	7.87	2.08	76.58	81.25	15.56	16.67	1.43	0.00	0.00	1.57	1.44	
Ithaca	5	0.21	0.00	0.00	6.41	0.00	82.16	100.00	11.43	0.00	0.25	0.00	0.00	0.30	0.00	
Kingston	49	2.05	0.00	0.00	8.34	12.24	76.90	77.55	14.76	10.20	1.47	0.00	4.50	1.29	1.18	
Nassau-Suffolk	95	3.97	0.22	0.00	12.21	14.74	66.17	65.26	21.40	20.00	0.15	0.00	0.22	0.15	0.13	
New York-Wayne-White Plains	136	5.69	0.36	0.00	7.15	1.47	28.32	19.85	64.18	78.68	0.23	0.00	0.07	0.17	0.26	
NY Non MSA	129	5.39	0.11	0.00	3.97	1.55	82.81	87.60	13.11	10.85	0.72	0.00	1.19	0.82	0.21	
Poughkeepsie-Newburgh-Middletown	127	5.31	2.07	0.79	8.38	12.60	66.59	66.14	22.96	20.47	0.95	0.00	2.80	1.06	0.40	
Syracuse	95	3.97	2.90	1.05	8.95	3.16	51.25	47.37	36.91	48.42	0.80	0.00	0.39	0.87	0.77	
Utica-Rome	55	2.30	2.64	7.27	9.37	3.64	65.33	60.00	22.66	29.09	0.80	0.00	0.72	0.72	0.99	

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: NEW YORK				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
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\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Buffalo-Niagara Falls	1	25.00	18.07	0.00	14.71	0.00	43.80	100.00	23.42	0.00	0.00	0.00	0.00	0.00	0.00
Rochester	0	0.00	15.95	0.00	19.52	0.00	42.90	0.00	21.64	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Albany-Schenectady-Troy	3	75.00	18.98	0.00	14.82	0.00	46.89	0.00	19.32	100.00	3.26	0.00	0.00	0.00	18.75
Binghamton	0	0.00	17.36	0.00	37.04	0.00	30.23	0.00	15.37	0.00	0.00	0.00	0.00	0.00	0.00
Elmira	0	0.00	24.68	0.00	31.06	0.00	36.68	0.00	7.58	0.00	0.00	0.00	0.00	0.00	0.00
Glens Falls	0	0.00	0.00	0.00	29.96	0.00	38.04	0.00	32.00	0.00	0.00	0.00	0.00	0.00	0.00
Ithaca	0	0.00	0.00	0.00	39.70	0.00	42.66	0.00	17.64	0.00	0.00	0.00	0.00	0.00	0.00
Kingston	0	0.00	0.00	0.00	30.39	0.00	63.99	0.00	5.62	0.00	0.00	0.00	0.00	0.00	0.00
Nassau-Suffolk	0	0.00	3.51	0.00	27.94	0.00	58.07	0.00	10.49	0.00	0.00	0.00	0.00	0.00	0.00
New York-Wayne-White Plains	0	0.00	3.20	0.00	30.07	0.00	41.47	0.00	25.26	0.00	0.00	0.00	0.00	0.00	0.00
NY Non MSA	0	0.00	2.60	0.00	13.12	0.00	76.72	0.00	7.56	0.00	0.00	0.00	0.00	0.00	0.00
Poughkeepsie-Newburgh-Middletown	0	0.00	15.63	0.00	20.85	0.00	59.37	0.00	4.16	0.00	0.00	0.00	0.00	0.00	0.00
Syracuse	0	0.00	28.61	0.00	21.53	0.00	32.28	0.00	17.59	0.00	0.00	0.00	0.00	0.00	0.00
Utica-Rome	0	0.00	22.57	0.00	25.82	0.00	38.62	0.00	12.99	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: NEW YORK															
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Buffalo-Niagara Falls	637	19.97	8.26	4.71	12.42	6.12	46.20	49.61	31.51	39.56	2.17	1.86	1.33	2.35	2.39
Rochester	555	17.40	7.74	6.49	13.45	12.43	47.23	42.16	31.49	38.92	1.91	1.94	1.33	1.68	2.29
<b>Limited Review:</b>															
Albany-Schenectady-Troy	462	14.48	9.96	8.87	12.72	7.58	49.23	48.92	28.08	34.63	1.86	1.89	1.42	1.71	2.11
Binghamton	173	5.42	6.55	7.51	13.71	22.54	53.28	35.84	26.45	34.10	3.39	2.36	5.71	2.62	3.85
Elmira	5	0.16	9.82	20.00	14.06	40.00	50.07	0.00	26.02	40.00	0.48	1.45	1.28	0.00	0.47
Glens Falls	65	2.04	0.00	0.00	11.84	4.62	68.01	60.00	20.15	35.38	1.83	0.00	1.00	1.44	3.15
Ithaca	29	0.91	0.00	0.00	22.51	20.69	65.06	75.86	12.42	3.45	1.01	0.00	1.03	1.09	0.95
Kingston	71	2.23	0.00	0.00	10.70	8.45	74.98	78.87	14.32	12.68	1.67	0.00	0.37	1.92	0.98
Nassau-Suffolk	287	9.00	0.58	1.05	12.84	16.03	62.87	60.63	23.70	22.30	0.17	0.00	0.11	0.19	0.17
New York-Wayne-White Plains	237	7.43	1.16	4.22	15.74	7.17	30.22	18.14	52.42	70.46	0.16	0.93	0.11	0.08	0.18
NY Non MSA	146	4.58	0.82	0.00	5.78	8.90	80.76	84.25	12.59	6.85	0.49	0.00	0.68	0.50	0.24
Poughkeepsie-Newburgh-Middletown	209	6.55	7.60	5.26	10.86	19.14	61.92	66.03	19.61	9.57	1.12	0.58	2.78	1.19	0.42
Syracuse	246	7.71	13.28	11.38	9.26	11.79	45.89	38.21	31.57	38.62	1.98	1.69	3.15	1.40	2.55
Utica-Rome	68	2.13	8.23	16.18	12.00	14.71	59.83	45.59	19.93	23.53	0.88	1.17	1.33	0.59	1.16

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE																
Geography: NEW YORK																
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Buffalo-Niagara Falls	779	35.72	20.37	13.99	18.07	27.47	22.08	25.67	39.48	32.86	4.16	4.69	4.53	3.44	4.21	
Rochester	308	14.12	19.78	26.62	18.27	26.62	22.85	22.08	39.10	24.68	1.31	2.98	1.33	0.98	0.95	
<b>Limited Review:</b>																
Albany-Schenectady-Troy	266	12.20	19.23	8.65	18.71	25.94	23.17	29.70	38.88	35.71	1.06	1.25	0.87	1.26	1.01	
Binghamton	32	1.47	18.72	12.50	19.02	37.50	23.21	21.88	39.04	28.13	0.78	0.00	0.93	0.70	1.01	
Elmira	7	0.32	18.47	14.29	18.72	28.57	23.44	28.57	39.37	28.57	0.38	0.00	0.00	0.46	0.62	
Glens Falls	37	1.70	17.50	0.00	19.41	24.32	24.45	29.73	38.65	45.95	1.24	0.00	0.64	1.95	1.46	
Ithaca	6	0.28	19.53	0.00	17.96	50.00	23.38	0.00	39.13	50.00	0.70	0.00	1.82	0.00	0.63	
Kingston	38	1.74	19.23	7.89	18.20	36.84	23.74	26.32	38.83	28.95	2.01	4.35	3.69	1.44	1.11	
Nassau-Suffolk	72	3.30	18.03	4.17	18.61	25.00	24.19	13.89	39.18	56.94	0.20	0.22	0.11	0.09	0.35	
New York-Wayne-White Plains	231	10.59	18.23	0.00	14.37	3.46	17.80	20.35	49.61	76.19	0.47	0.00	0.20	0.42	0.53	
NY Non MSA	86	3.94	17.89	2.33	18.72	16.28	23.03	27.91	40.36	53.49	0.79	0.20	0.62	0.86	0.93	
Poughkeepsie-Newburgh-Middletown	126	5.78	19.14	8.73	18.04	28.57	24.40	34.13	38.41	28.57	1.14	2.24	1.41	0.85	1.01	
Syracuse	154	7.06	19.49	16.88	17.65	32.47	21.50	23.38	41.36	27.27	1.74	2.79	2.44	1.72	0.92	
Utica-Rome	39	1.79	19.89	15.38	18.20	20.51	23.06	25.64	38.84	38.46	1.19	1.61	0.89	1.05	1.44	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: NEW YORK					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Buffalo-Niagara Falls	630	33.48	20.37	21.79	18.07	59.29	22.08	11.38	39.48	7.53	20.19	32.68	35.87	9.82	6.92									
Rochester	456	24.23	19.78	28.34	18.27	59.86	22.85	7.94	39.10	3.85	8.09	16.95	15.49	2.52	1.19									
<b>Limited Review:</b>																								
Albany-Schenectady-Troy	105	5.58	19.23	21.65	18.71	45.36	23.17	14.43	38.88	18.56	3.70	9.86	5.99	0.84	2.44									
Binghamton	66	3.51	18.72	41.07	19.02	41.07	23.21	12.50	39.04	5.36	5.75	17.07	9.68	2.69	1.36									
Elmira	9	0.48	18.47	11.11	18.72	55.56	23.44	11.11	39.37	22.22	1.89	0.00	4.90	0.93	1.23									
Glens Falls	12	0.64	17.50	9.09	19.41	27.27	24.45	45.45	38.65	18.18	1.64	3.33	2.90	2.22	0.00									
Ithaca	15	0.80	19.53	26.67	17.96	46.67	23.38	6.67	39.13	20.00	1.94	2.56	4.60	0.00	0.84									
Kingston	30	1.59	19.23	24.14	18.20	48.28	23.74	13.79	38.83	13.79	6.05	8.00	10.87	4.17	2.00									
Nassau-Suffolk	60	3.19	18.03	21.43	18.61	28.57	24.19	16.07	39.18	33.93	1.49	4.55	2.12	0.58	0.92									
New York-Wayne-White Plains	29	1.54	18.23	10.71	14.37	10.71	17.80	25.00	49.61	53.57	1.18	4.26	1.08	1.34	1.00									
NY Non MSA	124	6.59	17.89	29.91	18.72	47.86	23.03	15.38	40.36	6.84	2.39	5.26	4.83	1.64	0.43									
Poughkeepsie-Newburgh-Middletown	49	2.60	19.14	20.93	18.04	30.23	24.40	27.91	38.41	20.93	4.81	7.89	6.02	3.05	4.26									
Syracuse	162	8.61	19.49	27.27	17.65	58.44	21.50	8.44	41.36	5.84	5.52	14.94	11.68	1.48	1.31									
Utica-Rome	135	7.17	19.89	31.06	18.20	45.45	23.06	18.18	38.84	5.30	7.14	19.57	14.16	4.88	0.33									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.7% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Buffalo-Niagara Falls	789	32.98	20.37	5.07	18.07	21.04	22.08	30.80	39.48	43.09	4.37	4.21	4.19	4.96	4.09	
Rochester	475	19.86	19.78	8.21	18.27	25.47	22.85	26.11	39.10	40.21	2.21	1.87	3.09	2.03	1.99	
<b>Limited Review:</b>																
Albany-Schenectady-Troy	346	14.46	19.23	6.38	18.71	16.52	23.17	31.30	38.88	45.80	1.71	1.65	1.27	1.85	1.82	
Binghamton	41	1.71	18.72	7.32	19.02	26.83	23.21	26.83	39.04	39.02	1.54	2.65	2.18	1.22	1.31	
Elmira	2	0.08	18.47	50.00	18.72	0.00	23.44	0.00	39.37	50.00	0.24	2.22	0.00	0.00	0.22	
Glens Falls	48	2.01	17.50	8.33	19.41	14.58	24.45	35.42	38.65	41.67	1.58	1.52	1.35	2.47	1.15	
Ithaca	5	0.21	19.53	20.00	17.96	20.00	23.38	20.00	39.13	40.00	0.26	1.89	0.00	0.00	0.27	
Kingston	49	2.05	19.23	6.12	18.20	16.33	23.74	34.69	38.83	42.86	1.71	0.88	1.85	2.47	1.36	
Nassau-Suffolk	95	3.97	18.03	4.21	18.61	24.21	24.19	29.47	39.18	42.11	0.17	0.23	0.14	0.16	0.19	
New York-Wayne-White Plains	136	5.69	18.23	0.00	14.37	5.88	17.80	22.06	49.61	72.06	0.27	0.00	0.22	0.37	0.26	
NY Non MSA	129	5.39	17.89	3.10	18.72	16.28	23.03	20.93	40.36	59.69	0.82	0.90	1.01	0.68	0.84	
Poughkeepsie-Newburgh-Middletown	127	5.31	19.14	7.87	18.04	24.41	24.40	25.20	38.41	42.52	1.07	1.42	1.17	0.76	1.20	
Syracuse	95	3.97	19.49	2.11	17.65	15.79	21.50	36.84	41.36	45.26	0.89	0.33	0.51	1.30	0.86	
Utica-Rome	55	2.30	19.89	14.55	18.20	16.36	23.06	25.45	38.84	43.64	0.86	1.75	0.84	0.97	0.73	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW YORK					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Buffalo-Niagara Falls	641	20.07	64.68	70.05	91.11	4.06	4.84	2.17	4.09
Rochester	555	17.38	67.58	66.67	94.95	2.16	2.88	1.91	3.48
<b>Limited Review:</b>									
Albany-Schenectady-Troy	462	14.46	66.79	52.16	82.25	6.93	10.82	1.86	2.94
Binghamton	173	5.42	67.01	73.41	98.84	0.58	0.58	3.39	6.29
Elmira	5	0.16	65.34	60.00	100.00	0.00	0.00	0.48	0.65
Glens Falls	65	2.04	69.95	61.54	93.85	4.62	1.54	1.83	2.64
Ithaca	29	0.91	68.03	79.31	100.00	0.00	0.00	1.01	2.05
Kingston	71	2.22	70.04	59.15	98.59	0.00	1.41	1.67	2.70
Nassau-Suffolk	287	8.99	70.83	47.39	85.71	3.48	10.80	0.17	0.21
New York-Wayne-White Plains	237	7.42	68.88	43.46	84.39	5.91	9.70	0.16	0.23
NY Non MSA	146	4.57	67.36	56.16	86.99	2.74	10.27	0.49	0.77
Poughkeepsie-Newburgh-Middletown	209	6.54	68.85	73.21	94.26	3.35	2.39	1.12	2.34
Syracuse	246	7.70	67.79	60.57	91.46	2.03	6.50	1.98	3.89
Utica-Rome	68	2.13	69.50	61.76	94.12	1.47	4.41	0.88	1.79

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.69% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: NEW YORK									
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Buffalo-Niagara Falls	43	3,502	136	10,107	179	13,609	11.52	0	0
Rochester	7	4,070	133	27,435	140	31,505	26.67	0	0
<b>Limited Review:</b>									
Albany-Schenectady-Troy	1	432	170	21,862	171	22,294	18.88	0	0
Binghamton	0	0	23	1,671	23	1,671	1.41	0	0
Elmira	0	0	4	215	4	215	0.18	0	0
Glens Falls	1	49	13	1,232	14	1,281	1.09	0	0
Ithaca	0	0	4	161	4	161	0.14	0	0
Kingston	0	0	18	1,892	18	1,892	1.60	0	0
Nassau-Suffolk	0	0	7	96	7	96	0.08	0	0
New York-Wayne-White Plains	0	0	17	26,297	17	26,297	22.27	0	0
NY Non MSA	18	560	18	3,255	36	3,815	3.23	0	0
Poughkeepsie-Newburgh-Middletown	0	0	48	8,285	48	8,285	7.02	0	0
Syracuse	1	26	34	4,713	35	4,739	4.01	0	0
Utica-Rome	0	0	5	2,249	5	2,249	1.90	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: NEW YORK Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																		
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population				
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																		
Buffalo-Niagara Falls	17.78	44	18.88	4.55	13.64	50.00	31.82	0	0	0	0	0	0	0	8.78	16.45	47.62	26.35
Rochester	19.35	37	15.88	10.81	13.51	40.54	35.14	0	1	0	0	-1	0	8.63	14.32	48.68	27.76	
<b>Limited Review:</b>																		
Albany-Schenectady-Troy	33.98	34	14.59	14.71	8.82	29.41	47.06	0	0	0	0	0	0	7.34	16.25	50.39	25.85	
Binghamton	2.10	9	3.86	11.11	44.44	0.00	44.44	0	0	0	0	0	0	2.83	14.70	56.37	26.10	
Elmira	0.09	1	0.43	0.00	0.00	0.00	100.0	0	0	0	0	0	0	2.98	15.65	57.50	21.84	
Glens Falls	1.43	4	1.72	0.00	0.00	25.00	75.00	0	0	0	0	0	0	0.00	10.39	74.77	14.84	
Ithaca	0.28	3	1.29	0.00	66.67	0.00	33.33	0	0	0	0	0	0	0.00	13.96	67.88	18.15	
Kingston	2.21	5	2.15	0.00	0.00	100.0	0.00	0	0	0	0	0	0	0.00	11.46	75.10	13.44	
Nassau-Suffolk	1.11	29	12.45	0.00	13.79	68.97	17.24	6	0	0	0	4	2	0.76	16.02	64.36	18.86	
New York-Wayne-White Plains	3.41	24	10.30	0.00	8.33	50.00	41.67	4	0	0	1	2	1	1.65	18.75	34.67	44.90	
NY Non MSA	3.74	11	4.72	0.00	9.09	81.82	9.09	0	0	0	0	0	0	0.34	5.65	80.82	12.41	
Poughkeepsie-Newburgh-Middletown	9.06	15	6.44	6.67	20.00	73.33	0.00	0	1	0	0	-1	0	7.18	11.97	62.07	18.75	
Syracuse	2.98	13	5.58	0.00	23.08	38.46	38.46	0	0	0	0	-1	0	10.10	13.01	44.81	32.09	
Utica-Rome	2.49	4	1.72	25.00	0.00	75.00	0.00	0	0	0	0	0	0	5.95	13.31	60.65	20.07	



**Table 1. Lending Volume**

LENDING VOLUME												
Geography: CONNECTICUT												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Hartford	30.24	770	148,470	419	47,773	0	0	5	33,650	1,194	229,893	34.00
<b>Limited Review:</b>												
Bridgeport	7.70	241	121,244	63	11,128	0	0	0	0	304	132,372	1.33
New Haven	36.79	833	182,844	616	71,796	0	0	4	5,350	1,453	259,990	32.21
New London	21.75	602	107,536	254	11,574	0	0	3	49,300	859	168,410	31.16
Non MSA	3.52	115	16,247	24	666	0	0	0	0	139	16,913	1.30

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE															
Geography: CONNECTICUT															
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (% by Geography)*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford	181	27.59	2.33	2.21	9.56	4.97	53.21	55.25	34.90	37.57	0.73	0.33	0.25	0.89	0.63
<b>Limited Review:</b>															
Bridgeport	80	12.20	3.34	7.50	16.53	15.00	39.53	21.25	40.60	56.25	0.48	0.92	0.27	0.23	0.75
New Haven	222	33.84	3.04	3.15	12.33	6.76	52.39	50.00	32.24	40.09	1.21	2.63	0.58	1.29	1.22
New London	145	22.10	1.09	2.07	7.53	10.34	67.69	62.07	23.70	25.52	2.68	2.44	4.85	2.45	2.57
Non MSA	28	4.27	0.74	0.00	34.58	46.43	64.67	53.57	0.00	0.00	1.26	0.00	1.72	0.99	0.00

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (% by Geography)*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	54	27.98	2.33	9.26	9.56	5.56	53.21	68.52	34.90	16.67	1.15	5.71	1.23	1.33	0.67									
<b>Limited Review:</b>																								
Bridgeport	13	6.74	3.34	0.00	16.53	15.38	39.53	53.85	40.60	30.77	0.60	0.00	1.85	0.54	0.39									
New Haven	45	23.32	3.04	11.11	12.33	13.33	52.39	51.11	32.24	24.44	2.49	14.29	4.55	2.25	1.57									
New London	58	30.05	1.09	1.72	7.53	1.72	67.69	81.03	23.70	15.52	3.08	0.00	2.38	3.78	1.36									
Non MSA	23	11.92	0.74	0.00	34.58	60.87	64.67	39.13	0.00	0.00	2.18	0.00	5.26	1.01	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (% by Geography)*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	534	31.21	2.33	0.37	9.56	2.25	53.21	57.68	34.90	39.70	1.02	0.82	0.52	1.19	0.88									
<b>Limited Review:</b>																								
Bridgeport	148	8.65	3.34	2.03	16.53	6.76	39.53	32.43	40.60	58.78	0.32	0.41	0.28	0.23	0.38									
New Haven	566	33.08	3.04	0.18	12.33	6.01	52.39	40.64	32.24	53.18	1.84	0.55	1.91	1.47	2.24									
New London	399	23.32	1.09	0.75	7.53	2.51	67.69	61.90	23.70	34.84	2.99	1.92	2.51	2.53	4.01									
Non MSA	64	3.74	0.74	1.56	34.58	37.50	64.67	60.94	0.00	0.00	1.73	0.00	2.80	1.34	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (% by Geography*)													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	1	100.00	26.86	0.00	21.47	0.00	39.96	100.00	11.71	0.00	1.09	0.00	0.00	2.56	0.00									
<b>Limited Review:</b>																								
Bridgeport	0	0.00	20.80	0.00	42.87	0.00	29.03	0.00	7.31	0.00	0.00	0.00	0.00	0.00	0.00									
New Haven	0	0.00	20.52	0.00	29.27	0.00	42.05	0.00	8.16	0.00	0.00	0.00	0.00	0.00	0.00									
New London	0	0.00	11.42	0.00	27.28	0.00	51.49	0.00	9.81	0.00	0.00	0.00	0.00	0.00	0.00									
Non MSA	0	0.00	8.87	0.00	54.91	0.00	36.22	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: CONNECTICUT															
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (% by Geography)*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford	418	30.40	8.68	4.07	11.71	10.77	48.27	54.55	31.10	30.62	1.46	0.83	1.27	1.65	1.10
<b>Limited Review:</b>															
Bridgeport	63	4.58	7.56	9.52	19.04	17.46	33.66	44.44	39.74	28.57	0.18	0.14	0.18	0.23	0.15
New Haven	616	44.80	7.47	4.22	17.54	14.45	43.19	45.29	31.78	36.04	2.60	2.21	2.65	2.73	2.50
New London	254	18.47	1.58	2.36	13.20	17.72	59.67	49.61	25.56	30.31	4.08	13.89	4.43	3.20	4.43
Non MSA	24	1.75	3.59	12.50	35.32	62.50	61.08	25.00	0.00	0.00	0.79	2.38	1.30	0.48	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE															
Geography: CONNECTICUT Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford	181	27.59	20.19	9.39	17.69	31.49	23.41	26.52	38.71	32.60	0.82	0.70	0.90	1.01	0.64
<b>Limited Review:</b>															
Bridgeport	80	12.20	21.61	6.49	17.25	11.69	19.58	11.69	41.56	70.13	0.51	0.29	0.15	0.22	0.87
New Haven	222	33.84	20.85	3.64	17.34	21.82	22.55	23.64	39.26	50.91	1.38	1.03	1.07	0.90	2.21
New London	145	22.10	18.05	13.89	18.82	27.78	25.11	19.44	38.02	38.89	3.07	3.30	3.24	2.40	3.38
Non MSA	28	4.27	23.54	14.29	22.37	35.71	26.07	14.29	28.02	35.71	1.44	0.61	1.40	0.73	3.45

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Hartford	54	27.98	20.19	26.00	17.69	36.00	23.41	20.00	38.71	18.00	1.14	3.09	1.66	0.87	0.45	
<b>Limited Review:</b>																
Bridgeport	13	6.74	21.61	0.00	17.25	22.22	19.58	22.22	41.56	55.56	0.53	0.00	0.52	0.47	0.71	
New Haven	45	23.32	20.85	17.50	17.34	20.00	22.55	40.00	39.26	22.50	2.31	4.42	1.86	3.73	1.11	
New London	58	30.05	18.05	20.83	18.82	16.67	25.11	39.58	38.02	22.92	2.39	5.43	1.46	2.70	1.41	
Non MSA	23	11.92	23.54	31.58	22.37	42.11	26.07	21.05	28.02	5.26	1.89	7.89	2.60	0.00	0.00	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 14.0% of loans originated and purchased by bank.



**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	534	31.21	20.19	5.82	17.69	26.27	23.41	27.02	38.71	40.90	1.20	1.26	1.67	0.97	1.12									
<b>Limited Review:</b>																								
Bridgeport	148	8.65	21.61	0.68	17.25	10.14	19.58	15.54	41.56	73.65	0.36	0.08	0.10	0.26	0.48									
New Haven	566	33.08	20.85	1.06	17.34	16.99	22.55	25.49	39.26	56.46	2.15	0.63	1.84	1.83	2.60									
New London	399	23.32	18.05	5.26	18.82	21.05	25.11	29.32	38.02	44.36	3.49	3.80	3.81	2.83	3.72									
Non MSA	64	3.74	23.54	6.25	22.37	37.50	26.07	34.38	28.02	21.88	2.05	1.55	3.15	2.08	1.22									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		geography: CONNECTICUT			Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Hartford	419	30.45	67.89	49.40	79.71	6.21	14.08	1.46	1.91
<b>Limited Review:</b>									
Bridgeport	63	4.58	68.81	28.57	69.84	9.52	20.63	0.18	0.13
New Haven	616	44.77	68.18	51.46	78.90	8.44	12.66	2.60	3.55
New London	254	18.46	68.17	65.75	90.55	4.33	5.12	4.08	6.19
Non MSA	24	1.74	70.77	58.33	95.83	4.17	0.00	0.79	1.22

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.19% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: CONNECTICUT			Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Hartford	23	2,799	64	29,148	87	31,947	20.29	0	0
<b>Limited Review:</b>									
Bridgeport	21	3,617	33	98,038	54	101,655	64.57	0	0
New Haven	22	9,707	37	7,598	59	17,296	10.99	0	0
New London	4	109	37	5,087	41	5,196	3.30	0	0
Non MSA	2	97	2	1,246	4	1,343	0.85	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: CONNECTICUT Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Hartford	34.00	18	35.29	5.56	11.11	61.11	22.22	0	0	0	0	0	0	9.56	13.97	48.25	28.14
<b>Limited Review:</b>																	
Bridgeport	1.33	3	5.88	0.00	66.67	0.00	33.33	2	0	0	1	0	1	10.24	22.80	33.16	33.80
New Haven	32.21	15	29.41	0.00	33.33	46.67	20.00	0	0	0	0	0	0	9.45	19.46	45.77	25.31
New London	31.16	14	27.46	0.00	21.43	57.14	21.43	0	0	0	0	0	0	3.44	15.12	60.85	20.59
Non MSA	1.30	1	1.96	0.00	100.0	0.00	0.00	0	0	0	0	0	0	3.58	40.37	56.05	0.00

**Table 1. Lending Volume**

LENDING VOLUME		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Wilmington	58.57	781	185,779	322	21,658	0	0	1	2,610	1,104	210,047	66.57
<b>Limited Review:</b>												
DE Non MSA	24.77	330	89,779	137	8,076	0	0	0	0	467	97,855	16.43
Dover	16.66	210	31,730	103	7,587	1	123	0	0	314	39,440	17.00

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Wilmington	216	57.75	1.53	2.78	14.54	18.52	51.24	35.19	32.69	43.52	1.29	2.61	2.06	0.99	1.34	
<b>Limited Review:</b>																
DE Non MSA	109	29.14	0.00	0.00	0.00	0.00	90.18	65.14	9.82	34.86	1.46	0.00	0.00	1.16	3.08	
Dover	49	13.10	0.00	0.00	5.30	2.04	82.64	83.67	12.06	14.29	1.22	0.00	0.00	1.32	0.82	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Wilmington	61	61.00	1.53	1.64	14.54	18.03	51.24	54.10	32.69	26.23	4.51	0.00	7.14	4.33	3.90
<b>Limited Review:</b>															
DE Non MSA	17	17.00	0.00	0.00	0.00	0.00	90.18	94.12	9.82	5.88	4.14	0.00	0.00	4.18	3.70
Dover	22	22.00	0.00	0.00	5.30	4.55	82.64	90.91	12.06	4.55	5.79	0.00	0.00	6.40	3.13

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE      Geography: DELAWARE      Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Wilmington	504	59.50	1.53	0.60	14.54	5.16	51.24	30.95	32.69	63.29	1.92	0.00	1.05	1.21	2.88
<b>Limited Review:</b>															
DE Non MSA	204	24.09	0.00	0.00	0.00	0.00	90.18	74.51	9.82	25.49	1.87	0.00	0.00	1.85	1.92
Dover	139	16.41	0.00	0.00	5.30	1.44	82.64	82.73	12.06	15.83	2.09	0.00	2.56	1.95	2.94

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans						
<b>Full Review:</b>																
Wilmington	322	57.30	11.34	6.52	13.74	14.29	46.27	50.62	28.56	28.57	1.94	1.04	2.51	2.28	1.48	
<b>Limited Review:</b>																
DE Non MSA	137	24.38	0.00	0.00	0.00	0.00	84.97	72.26	15.03	27.74	1.96	0.00	0.00	1.94	2.02	
Dover	103	18.33	0.00	0.00	7.23	4.85	79.04	81.55	13.73	13.59	4.04	0.00	4.08	3.81	3.72	

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 7. Geographic Distribution of Small Loans to Farms**

Geographic Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Wilmington	0	0.00	2.51	0.00	12.07	0.00	51.14	0.00	34.28	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
DE Non MSA	0	0.00	0.00	0.00	0.00	0.00	96.11	0.00	3.89	0.00	0.00	0.00	0.00	0.00	0.00	
Dover	1	100.00	0.00	0.00	4.77	0.00	89.52	100.00	5.70	0.00	5.00	0.00	0.00	5.56	0.00	

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Wilmington	216	57.75	18.53	25.00	17.33	20.37	23.55	14.35	40.59	40.28	1.48	1.89	1.39	0.90	1.85	
<b>Limited Review:</b>																
DE Non MSA	109	29.14	18.14	1.83	19.53	9.17	23.99	10.09	38.34	78.90	1.60	0.96	0.59	1.12	2.02	
Dover	49	13.10	18.78	4.08	18.66	24.49	23.18	12.24	39.38	59.18	1.37	0.00	0.63	0.56	3.76	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families* **	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Wilmington	61	61.00	18.53	22.81	17.33	35.09	23.55	24.56	40.59	17.54	4.20	5.43	6.07	5.35	1.18	
<b>Limited Review:</b>																
DE Non MSA	17	17.00	18.14	18.75	19.53	50.00	23.99	12.50	38.34	18.75	4.15	6.45	10.00	2.90	0.84	
Dover	22	22.00	18.78	31.58	18.66	21.05	23.18	26.32	39.38	21.05	4.80	12.90	5.88	5.36	1.10	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 8.0% of loans originated and purchased by bank.

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Wilmington	504	59.50	18.53	7.54	17.33	16.87	23.55	23.41	40.59	52.18	2.54	2.29	2.24	2.25	2.91	
<b>Limited Review:</b>																
DE Non MSA	204	24.09	18.14	4.90	19.53	14.71	23.99	19.12	38.34	61.27	2.25	1.91	3.32	2.18	2.13	
Dover	139	16.41	18.78	7.91	18.66	20.86	23.18	24.46	39.38	46.76	3.11	7.76	3.22	2.25	2.97	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Wilmington	322	57.30	66.23	61.18	88.51	3.42	8.07	1.94	3.09
<b>Limited Review:</b>									
DE Non MSA	137	24.38	68.68	71.53	86.86	7.30	5.84	1.96	3.64
Dover	103	18.33	65.99	67.96	88.35	0.97	10.68	4.04	6.72

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 7.47% of small loans to businesses originated and purchased by the bank.

**Table 12. Borrower Distribution of Small Loans to Farms**

Borrower Distribution: SMALL LOANS TO FARMS		Geography: DELAWARE			Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Wilmington	0	0.00	95.10	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
DE Non MSA	0	0.00	97.67	0.00	0.00	0.00	0.00	0.00	0.00
Dover	1	100.00	98.01	0.00	0.00	100.00	0.00	5.00	0.00

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2011).

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

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**		
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)	
<b>Full Review:</b>										
Wilmington	14	2,657	35	3,245	49	5,902	68.23	0	0	
<b>Limited Review:</b>										
DE Non MSA	2	243	7	1,213	9	1,456	16.83	0	0	
Dover	1	125	12	1,167	13	1,292	14.94	0	0	

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

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



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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: DELAWARE Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Wilmington	66.57	17	65.38	5.88	23.53	41.18	29.41	0	0	0	0	0	0	4.17	17.63	50.63	27.58
<b>Limited Review:</b>																	
DE Non MSA	16.43	5	19.23	0.00	0.00	40.00	60.00	0	0	0	0	0	0	0.00	0.00	92.26	7.74
Dover	17.00	4	0.00	0.00	25.00	75.00	0.00	0	0	0	0	0	0	0.00	8.88	77.69	13.42

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: ILLINOIS												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Chicago	95.73	3,948	876,725	1,881	129,461	0	0	7	37,636	5,836	1,043,822	99.54
<b>Limited Review:</b>												
Lake County - Kenosha	4.27	206	93,487	54	9,194	0	0	0	0	260	102,681	0.46

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Chicago	856	92.44	2.65	8.64	15.37	12.03	44.30	36.57	37.68	42.76	0.67	3.20	0.62	0.58	0.61	
<b>Limited Review:</b>																
Lake County - Kenosha	70	7.56	1.19	0.00	16.35	2.86	36.62	14.29	45.84	82.86	0.55	0.00	0.11	0.16	1.06	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Chicago	579	98.81	2.65	10.71	15.37	53.37	44.30	29.36	37.68	6.56	5.93	10.45	25.00	4.83	0.61	
<b>Limited Review:</b>																
Lake County - Kenosha	7	1.19	1.19	0.00	16.35	28.57	36.62	28.57	45.84	42.86	0.34	0.00	1.56	0.00	0.35	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Chicago	2,495	95.08	2.65	0.96	15.37	9.62	44.30	35.19	37.68	54.23	0.69	0.39	0.94	0.73	0.64
<b>Limited Review:</b>															
Lake County - Kenosha	129	4.92	1.19	0.00	16.35	4.65	36.62	17.05	45.84	78.29	0.36	0.00	0.22	0.16	0.47

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
<b>Full Review:</b>																
Chicago	12	100.00	11.66	0.00	24.30	0.00	35.55	25.00	28.49	75.00	0.61	0.00	0.00	0.16	2.49	
<b>Limited Review:</b>																
Lake County - Kenosha	0	0.00	6.09	0.00	34.70	0.00	36.12	0.00	23.10	0.00	0.00	0.00	0.00	0.00	0.00	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans	% of Business S***	% BANK Loans						
<b>Full Review:</b>																
Chicago	1,880	97.21	3.51	3.56	13.90	17.82	37.25	40.16	45.12	38.46	0.80	1.43	1.33	0.86	0.61	
<b>Limited Review:</b>																
Lake County - Kenosha	54	2.79	0.86	0.00	12.94	9.26	32.41	44.44	53.80	46.30	0.17	0.00	0.00	0.27	0.14	

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Chicago	857	92.45	21.02	9.80	17.57	22.40	21.95	19.72	39.46	48.07	0.77	0.57	0.64	0.68	0.96	
<b>Limited Review:</b>																
Lake County - Kenosha	70	7.55	17.00	10.00	17.25	5.71	22.01	2.86	43.75	81.43	0.65	0.61	0.07	0.00	1.28	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families* **	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Chicago	579	98.81	21.02	33.33	17.57	40.21	21.95	18.87	39.46	7.58	6.34	21.04	12.66	4.78	0.83	
<b>Limited Review:</b>																
Lake County - Kenosha	7	1.19	17.00	28.57	17.25	28.57	22.01	14.29	43.75	28.57	0.38	1.37	0.00	0.00	0.39	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Chicago	2,500	95.09	21.02	6.17	17.57	16.26	21.95	25.99	39.46	51.58	0.85	1.03	1.14	0.91	0.74									
<b>Limited Review:</b>																								
Lake County - Kenosha	129	4.91	17.00	3.88	17.25	6.20	22.01	17.05	43.75	72.87	0.44	0.29	0.17	0.34	0.55									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: ILLINOIS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Chicago	1,881	97.21	65.02	60.98	86.87	5.37	7.76	0.80	1.39
<b>Limited Review:</b>									
Lake County - Kenosha	54	2.79	66.77	44.44	62.96	12.96	24.07	0.17	0.16

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.09% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: ILLINOIS		Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Chicago	35	4,084	232	122,050	267	126,134	89.28	0	0
<b>Limited Review:</b>									
Lake County - Kenosha	5	452	2	14,697	7	15,149	10.72	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: ILLINOIS Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Chicago	99.54	108	98.18	3.70	12.96	48.15	35.19	0	1	0	-1	0	0	8.04	23.84	38.60	29.51
<b>Limited Review:</b>																	
Lake County - Kenosha	0.46	2	1.82	0.00	50.00	50.00	0.00	0	0	0	0	0	0	2.76	24.34	33.68	39.23

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: MASSACHUSETTS												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Springfield	35.65	1,010	146,515	247	9,299	0	0	0	0	1,257	155,814	29.72
<b>Limited Review:</b>												
Barnstable	37.29	1,075	256,715	240	7,955	0	0	0	0	1,315	264,670	48.11
Pittsfield	2.81	83	12,581	16	865	0	0	0	0	99	13,446	2.44
Worcester	24.25	579	128,756	275	21,282	0	0	1	11,950	855	161,988	19.73

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Springfield	310	42.70	2.29	4.84	11.06	16.77	56.42	53.55	30.22	24.84	3.55	8.94	5.18	3.53	2.64	
<b>Limited Review:</b>																
Barnstable	249	34.30	0.44	0.80	5.19	6.02	78.19	79.92	16.18	13.25	3.51	5.88	2.56	3.78	2.69	
Pittsfield	12	1.65	0.62	0.00	12.05	0.00	71.43	75.00	15.89	25.00	0.59	0.00	0.00	0.70	0.68	
Worcester	146	20.11	1.46	0.68	12.32	6.85	57.33	43.15	28.90	49.32	0.80	0.00	0.68	0.56	1.31	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Springfield	86	55.84	2.29	6.98	11.06	29.07	56.42	46.51	30.22	17.44	2.78	7.69	7.80	2.35	1.99	
<b>Limited Review:</b>																
Barnstable	24	15.58	0.44	0.00	5.19	0.00	78.19	79.17	16.18	20.83	1.81	0.00	0.00	1.49	4.55	
Pittsfield	15	9.74	0.62	0.00	12.05	0.00	71.43	93.33	15.89	6.67	1.38	0.00	0.00	1.54	1.72	
Worcester	29	18.83	1.46	0.00	12.32	17.24	57.33	51.72	28.90	31.03	0.72	0.00	1.38	0.54	0.84	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Springfield	614	31.80	2.29	0.65	11.06	5.86	56.42	52.44	30.22	41.04	2.83	3.66	3.51	2.63	2.97
<b>Limited Review:</b>															
Barnstable	802	41.53	0.44	0.50	5.19	4.24	78.19	76.93	16.18	18.33	3.73	7.69	2.71	3.94	3.24
Pittsfield	56	2.90	0.62	0.00	12.05	3.57	71.43	69.64	15.89	26.79	1.25	0.00	0.00	1.23	1.84
Worcester	404	20.92	1.46	0.50	12.32	2.97	57.33	39.36	28.90	57.18	0.97	0.00	0.61	0.81	1.20

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield	247	31.75	9.71	10.12	15.52	16.19	47.39	43.32	27.38	30.36	1.14	1.05	1.37	1.00	1.08									
<b>Limited Review:</b>																								
Barnstable	240	30.85	6.64	5.83	7.97	3.75	69.57	72.92	15.82	17.50	2.64	1.82	1.05	2.30	3.08									
Pittsfield	16	2.06	7.44	0.00	14.38	0.00	62.54	68.75	15.64	31.25	0.44	0.00	0.00	0.50	0.81									
Worcester	273	35.09	5.36	6.23	17.02	9.16	48.76	41.03	28.62	43.59	1.25	1.40	0.74	0.98	1.91									

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield	310	42.70	21.40	13.87	17.35	39.35	22.20	26.45	39.05	20.32	3.97	6.61	5.37	3.30	2.40	
<b>Limited Review:</b>																
Barnstable	249	34.30	17.31	10.89	19.45	27.02	23.97	15.73	39.26	46.37	3.91	9.63	7.86	3.25	2.64	
Pittsfield	12	1.65	18.39	0.00	19.87	8.33	23.55	33.33	38.18	58.33	0.64	0.00	0.00	1.81	0.48	
Worcester	146	20.11	20.29	8.97	17.67	23.45	22.54	25.52	39.50	42.07	0.93	0.67	0.74	1.07	1.11	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families* **	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield	86	55.84	21.40	16.00	17.35	41.33	22.20	20.00	39.05	22.67	2.44	3.68	4.94	2.27	0.95	
<b>Limited Review:</b>																
Barnstable	24	15.58	17.31	4.17	19.45	29.17	23.97	12.50	39.26	54.17	1.89	1.61	1.71	1.52	2.22	
Pittsfield	15	9.74	18.39	13.33	19.87	46.67	23.55	26.67	38.18	13.33	1.45	2.44	2.60	1.14	0.71	
Worcester	29	18.83	20.29	11.54	17.67	34.62	22.54	19.23	39.50	34.62	0.74	1.44	1.01	0.75	0.41	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 9.1% of loans originated and purchased by bank.

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield	614	31.80	21.40	4.89	17.35	20.68	22.20	27.85	39.05	46.58	3.26	2.95	3.15	3.54	3.18	
<b>Limited Review:</b>																
Barnstable	802	41.53	17.31	5.75	19.45	16.13	23.97	26.75	39.26	51.38	4.40	4.61	5.84	5.48	3.71	
Pittsfield	56	2.90	18.39	7.14	19.87	14.29	23.55	26.79	38.18	51.79	1.42	3.15	1.00	1.53	1.28	
Worcester	404	20.92	20.29	4.96	17.67	13.15	22.54	26.55	39.50	55.33	1.18	1.30	1.31	1.06	1.20	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.2% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield	247	31.67	67.85	62.75	93.93	2.02	4.05	1.14	2.03
<b>Limited Review:</b>									
Barnstable	240	30.77	70.54	64.17	94.17	2.08	3.75	2.64	4.86
Pittsfield	16	2.05	67.27	43.75	81.25	18.75	0.00	0.44	0.44
Worcester	275	35.26	68.00	51.27	83.27	6.55	10.18	1.25	1.72

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 20.51% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: MASSACHUSETTS Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Springfield	13	542	25	34,454	38	34,996	59.95	0	0
<b>Limited Review:</b>									
Barnstable	6	443	23	3,789	29	4,232	7.25	0	0
Pittsfield	2	75	3	6,764	5	6,840	11.72	0	0
Worcester	21	1,216	26	11,088	47	12,304	21.08	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Springfield	29.72	21	39.62	4.76	23.81	57.14	14.29	0	0	0	0	0	0	8.43	17.83	48.62	25.13
<b>Limited Review:</b>																	
Barnstable	48.11	17	32.08	11.76	0.00	76.47	11.76	0	0	0	0	0	0	1.55	7.25	76.21	14.98
Pittsfield	2.44	3	5.66	0.00	0.00	66.67	33.33	0	0	0	0	0	0	2.72	16.73	65.66	14.90
Worcester	19.73	12	22.64	0.00	16.67	58.33	25.00	0	0	0	0	0	0	6.08	18.12	51.85	23.81



**Table 1. Lending Volume**

LENDING VOLUME												
Geography: MICHIGAN												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Detroit-Livonia-Dearborn	30.39	1,289	134,570	628	22,123	0	0	10	24,015	1,917	156,693	40.53
<b>Limited Review:</b>												
Ann Arbor	2.36	123	31,173	26	1,787	0	0	0	0	149	32,960	0.88
Kalamazoo-Portage	1.47	82	9,592	11	795	0	0	0	0	93	10,387	0.81
East Lansing	2.01	120	20,973	7	190	0	0	0	0	127	21,163	0.29
Monroe	1.98	99	11,302	26	1,501	0	0	0	0	125	12,803	0.19
MI Non MSA	2.06	113	9,345	17	231	0	0	0	0	130	9,576	1.63
Saginaw-Saginaw Township North	0.75	39	2,811	8	88	0	0	1	550	47	2,899	0.61
Warren-Farmington Hills-Troy	58.97	2,839	439,755	881	58,405	0	0	9	28,340	3,720	498,160	55.05

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE																
Geography: MICHIGAN																
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid
<b>Full Review:</b>																
Detroit AA	362	25.37	3.81	0.83	22.11	3.87	38.26	30.66	35.82	64.64	1.13	0.99	0.79	1.31	1.06	
<b>Limited Review:</b>																
Ann Arbor AA	29	2.03	2.07	0.00	13.42	6.90	55.60	44.83	28.90	48.28	0.38	0.00	0.34	0.15	0.86	
Kalamazoo AA	4	0.28	2.27	0.00	11.27	0.00	50.65	25.00	35.81	75.00	0.10	0.00	0.00	0.00	0.22	
Lansing AA	9	0.63	1.72	0.00	13.87	0.00	61.20	44.44	23.22	55.56	0.10	0.00	0.00	0.07	0.23	
Monroe AA	19	1.33	0.58	0.00	1.35	0.00	94.57	100.00	3.51	0.00	0.41	0.00	0.00	0.43	0.00	
Non MSA MI	10	0.70	0.00	0.00	3.96	10.00	59.82	70.00	36.22	20.00	0.15	0.00	0.00	0.17	0.12	
Saginaw AA	4	0.28	8.48	0.00	8.97	0.00	58.66	100.00	23.89	0.00	0.16	0.00	0.00	0.29	0.00	
Warren AA	990	69.38	0.79	0.40	17.10	13.03	52.51	48.38	29.60	38.18	1.59	12.90	2.46	1.47	1.53	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: MICHIGAN		Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
<b>Full Review:</b>																					
Detroit AA	361	48.78	3.81	5.54	22.11	48.48	38.26	32.96	35.82	13.02	20.08	37.50	50.74	15.73	7.12						
<b>Limited Review:</b>																					
Ann Arbor AA	6	0.81	2.07	0.00	13.42	66.67	55.60	33.33	28.90	0.00	1.77	0.00	17.39	0.60	0.00						
Kalamazoo AA	8	1.08	2.27	0.00	11.27	0.00	50.65	100.00	35.81	0.00	1.38	0.00	0.00	2.83	0.00						
Lansing AA	2	0.27	1.72	50.00	13.87	0.00	61.20	50.00	23.22	0.00	0.00	0.00	0.00	0.00	0.00						
Monroe AA	16	2.16	0.58	0.00	1.35	6.25	94.57	93.75	3.51	0.00	5.17	0.00	0.00	5.31	0.00						
Non MSA MI	19	2.57	0.00	0.00	3.96	10.53	59.82	68.42	36.22	21.05	2.76	0.00	0.00	3.51	2.13						
Saginaw AA	11	1.49	8.48	0.00	8.97	0.00	58.66	100.00	23.89	0.00	1.43	0.00	0.00	2.50	0.00						
Warren AA	317	42.84	0.79	0.00	17.10	46.69	52.51	43.53	29.60	9.78	12.44	0.00	36.14	11.32	4.19						

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Detroit AA	564	22.26	3.81	0.00	22.11	0.35	38.26	16.31	35.82	83.33	2.21	0.00	0.00	1.96	2.36									
<b>Limited Review:</b>																								
Ann Arbor AA	88	3.47	2.07	0.00	13.42	2.27	55.60	39.77	28.90	57.95	0.50	0.00	0.27	0.35	0.69									
Kalamazoo AA	70	2.76	2.27	0.00	11.27	1.43	50.65	44.29	35.81	54.29	0.82	0.00	0.47	0.80	0.87									
Lansing AA	109	4.30	1.72	0.00	13.87	0.92	61.20	45.87	23.22	53.21	0.84	0.00	0.23	0.73	1.16									
Monroe AA	64	2.53	0.58	0.00	1.35	0.00	94.57	84.38	3.51	15.63	1.04	0.00	0.00	0.87	4.55									
Non MSA MI	84	3.31	0.00	0.00	3.96	2.38	59.82	67.86	36.22	29.76	1.65	0.00	3.51	1.87	1.31									
Saginaw AA	24	0.95	8.48	0.00	8.97	0.00	58.66	91.67	23.89	8.33	0.52	0.00	0.00	0.95	0.08									
Warren AA	1,531	60.42	0.79	0.00	17.10	3.85	52.51	40.69	29.60	55.45	1.86	0.00	1.50	1.74	2.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Detroit AA	2	66.67	13.15	0.00	27.75	0.00	35.30	100.00	23.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
<b>Limited Review:</b>																								
Ann Arbor AA	0	0.00	22.08	0.00	30.13	0.00	39.91	0.00	7.88	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Kalamazoo AA	0	0.00	10.12	0.00	23.21	0.00	54.93	0.00	11.74	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Lansing AA	0	0.00	14.64	0.00	19.48	0.00	46.19	0.00	19.69	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Monroe AA	0	0.00	0.17	0.00	6.67	0.00	93.16	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Non MSA MI	0	0.00	0.00	0.00	12.77	0.00	73.72	0.00	13.51	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Saginaw AA	0	0.00	12.33	0.00	8.96	0.00	42.71	0.00	36.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Warren AA	1	33.33	5.18	0.00	26.09	0.00	56.40	100.00	12.33	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: MICHIGAN															
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Detroit AA	626	39.10	5.34	2.40	21.67	13.74	35.29	41.69	37.30	42.17	1.97	1.64	1.77	2.27	1.80
<b>Limited Review:</b>															
Ann Arbor AA	26	1.62	9.43	0.00	11.99	30.77	52.34	61.54	26.24	7.69	0.21	0.00	0.51	0.24	0.12
Kalamazoo AA	11	0.69	2.63	0.00	17.78	81.82	47.39	18.18	32.21	0.00	0.30	0.00	1.50	0.07	0.00
Lansing AA	7	0.44	3.77	0.00	15.95	0.00	54.16	14.29	23.93	85.71	0.10	0.00	0.00	0.04	0.29
Monroe AA	26	1.62	0.64	0.00	2.24	0.00	94.35	88.46	2.77	11.54	0.81	0.00	0.00	0.73	4.88
Non MSA MI	17	1.06	0.00	0.00	4.76	11.76	61.03	88.24	34.21	0.00	0.52	0.00	0.81	0.73	0.00
Saginaw AA	8	0.50	6.67	0.00	9.69	0.00	55.99	100.00	27.65	0.00	0.16	0.00	0.00	0.29	0.00
Warren AA	880	54.97	1.75	2.27	15.53	16.48	50.34	49.09	32.24	32.16	1.09	1.12	1.18	1.14	0.98

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Detroit AA	362	25.37	23.09	10.77	16.60	23.76	19.31	29.28	41.01	36.19	1.30	1.63	1.22	1.40	1.22	
<b>Limited Review:</b>																
Ann Arbor AA	29	2.03	19.62	6.90	18.04	37.93	22.71	24.14	39.63	31.03	0.45	0.00	0.76	0.23	0.57	
Kalamazoo AA	4	0.28	17.89	50.00	17.69	0.00	23.20	25.00	41.21	25.00	0.11	0.30	0.00	0.16	0.10	
Lansing AA	9	0.63	18.99	11.11	18.70	11.11	23.64	33.33	38.67	44.44	0.11	0.11	0.07	0.10	0.19	
Monroe AA	19	1.33	17.78	10.53	19.03	31.58	25.15	26.32	38.05	31.58	0.46	0.00	0.43	0.72	0.51	
Non MSA MI	10	0.70	12.97	40.00	15.80	20.00	23.31	0.00	47.92	40.00	0.17	0.48	0.18	0.00	0.16	
Saginaw AA	4	0.28	21.61	25.00	17.36	25.00	20.27	25.00	40.76	25.00	0.19	0.38	0.22	0.00	0.20	
Warren AA	990	69.38	17.64	22.90	18.11	26.55	23.75	18.14	40.50	32.42	1.75	2.49	1.78	1.27	1.66	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.2% of loans originated and purchased by bank.

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families* **	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Detroit AA	361	48.78	23.09	33.14	16.60	38.57	19.31	20.57	41.01	7.71	20.65	45.00	35.58	16.39	4.65	
<b>Limited Review:</b>																
Ann Arbor AA	6	0.81	19.62	33.33	18.04	66.67	22.71	0.00	39.63	0.00	1.83	5.41	6.00	0.00	0.00	
Kalamazoo AA	8	1.08	17.89	28.57	17.69	71.43	23.20	0.00	41.21	0.00	1.40	10.00	1.92	0.00	0.00	
Lansing AA	2	0.27	18.99	50.00	18.70	50.00	23.64	0.00	38.67	0.00	0.00	0.00	0.00	0.00	0.00	
Monroe AA	16	2.16	17.78	25.00	19.03	50.00	25.15	18.75	38.05	6.25	5.36	8.33	7.69	5.41	2.70	
Non MSA MI	19	2.57	12.97	35.29	15.80	64.71	23.31	0.00	47.92	0.00	2.38	6.25	7.69	0.00	0.00	
Saginaw AA	11	1.49	21.61	30.00	17.36	60.00	20.27	0.00	40.76	10.00	1.47	1.79	4.76	0.00	0.00	
Warren AA	317	42.84	17.64	30.03	18.11	53.14	23.75	11.55	40.50	5.28	12.39	20.85	27.17	5.18	2.59	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 3.9% of loans originated and purchased by bank.



**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Detroit AA	564	22.26	23.09	2.14	16.60	11.61	19.31	18.75	41.01	67.50	2.84	1.45	3.45	2.92	2.81	
<b>Limited Review:</b>																
Ann Arbor AA	88	3.47	19.62	5.68	18.04	15.91	22.71	17.05	39.63	61.36	0.61	0.00	0.70	0.22	0.85	
Kalamazoo AA	70	2.76	17.89	7.14	17.69	10.00	23.20	27.14	41.21	55.71	0.94	1.76	0.69	0.84	0.94	
Lansing AA	109	4.30	18.99	0.92	18.70	8.26	23.64	19.27	38.67	71.56	1.02	0.20	0.42	0.79	1.55	
Monroe AA	64	2.53	17.78	6.25	19.03	17.19	25.15	35.94	38.05	40.63	1.28	1.61	0.97	1.12	1.44	
Non MSA MI	84	3.31	12.97	10.71	15.80	21.43	23.31	19.05	47.92	48.81	1.94	3.33	2.23	1.57	1.91	
Saginaw AA	24	0.95	21.61	4.17	17.36	33.33	20.27	29.17	40.76	33.33	0.63	0.00	1.90	0.67	0.27	
Warren AA	1,531	60.42	17.64	8.12	18.11	18.86	23.75	25.61	40.50	47.41	2.31	2.03	2.69	2.38	2.21	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MICHIGAN					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Detroit-Livonia-Dearborn	628	39.42	67.41	63.38	92.99	3.82	3.18	1.97	3.09
<b>Limited Review:</b>									
Ann Arbor	26	1.63	68.40	69.23	88.46	3.85	7.69	0.21	0.45
East Lansing	7	0.44	68.04	71.43	100.00	0.00	0.00	0.10	0.19
MI Non MSA	17	1.07	72.98	70.59	100.00	0.00	0.00	0.52	0.83
Monroe	26	1.63	69.20	57.69	88.46	7.69	3.85	0.81	0.68
Saginaw-Saginaw Township North	8	0.50	70.45	75.00	100.00	0.00	0.00	0.16	0.14
Warren-Farmington Hills-Troy	881	55.30	69.49	64.70	87.97	5.11	6.92	1.09	1.96

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 12.49% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: MICHIGAN			Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Detroit-Livonia-Dearborn	56	3,413	118	12,436	174	15,849	24.19	0	0
<b>Limited Review:</b>									
Ann Arbor	16	1,053	4	7,140	20	8,194	12.51	0	0
Kalamazoo-Portage	0	0	0	0	0	0	0.00	0	0
East Lansing	12	493	4	174	16	667	1.02	0	0
Monroe	0	0	4	101	4	101	0.16	0	0
MI Non MSA	4	171	7	4,598	11	4,769	7.28	0	0
Saginaw-Saginaw Township North	2	59	4	151	6	210	0.32	0	0
Warren-Farmington Hills-Troy	65	5,883	96	29,836	161	35,719	54.52	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: MICHIGAN Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Detroit-Livonia-Dearborn	40.53	44	40.73	2.27	22.73	36.36	38.64	0	0	0	0	0	0	7.80	30.49	33.77	27.85
<b>Limited Review:</b>																	
Ann Arbor	0.88	2	1.85	0.00	0.00	50.00	50.00	0	0	0	0	0	0	11.48	18.11	48.69	21.72
East Lansing	0.29	1	0.93	0.00	0.00	0.00	100.0	0	0	0	0	0	0	5.69	16.98	55.47	21.05
Kalamazo-Portage	0.81	2	1.85	0.00	50.00	50.00	0.00	0	0	0	0	0	0	7.82	16.76	46.63	28.79
MI Non MSA	1.63	3	2.78	0.00	33.33	66.67	0.00	0	0	0	0	0	0	0.00	5.06	60.00	34.94
Monroe	0.19	1	0.93	0.00	0.00	100.0	0.00	0	0	0	0	0	0	1.03	2.15	93.50	3.33
Saginaw-Saginaw Township North	0.61	1	0.93	0.00	0.00	100.0	0.00	0	0	0	0	0	0	12.52	11.50	53.37	22.61
Warren-Farmington Hills-Troy	55.05	54	50.00	0.00	18.52	50.00	31.48	0	0	0	0	0	0	1.73	18.59	51.65	28.01

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: NEW HAMPSHIRE Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Manchester-Nashua	52.65	1,246	241,730	871	42,557	0	0	2	5,008	2,119	289,295	77.11
<b>Limited Review:</b>												
NH Non MSA	47.35	1,292	200,520	613	23,885	0	0	1	1,338	1,906	225,743	22.89

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	172	39.09	0.73	0.58	8.76	15.12	56.63	50.00	33.88	34.30	1.63	0.00	1.81	1.75	1.44									
<b>Limited Review:</b>																								
NH Non MSA	268	60.91	0.00	0.00	7.55	7.84	80.97	79.48	11.47	12.69	2.24	0.00	3.36	2.32	1.45									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	71	41.52	0.73	0.00	8.76	5.63	56.63	71.83	33.88	22.54	6.56	0.00	2.70	8.70	4.02									
<b>Limited Review:</b>																								
NH Non MSA	100	58.48	0.00	0.00	7.55	22.00	80.97	64.00	11.47	14.00	4.79	0.00	16.67	3.76	3.57									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE      Geography: NEW HAMPSHIRE      Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Manchester-Nashua	1,001	52.00	0.73	0.00	8.76	6.19	56.63	53.05	33.88	40.76	4.65	0.00	5.53	5.01	4.17
<b>Limited Review:</b>															
NH Non MSA	924	48.00	0.00	0.00	7.55	5.09	80.97	75.97	11.47	18.94	5.08	0.00	6.99	4.86	5.69

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	2	100.00	5.97	0.00	38.60	0.00	47.98	100.00	7.45	0.00	2.78	0.00	0.00	10.00	0.00									
<b>Limited Review:</b>																								
NH Non MSA	0	0.00	0.00	0.00	16.29	0.00	75.16	0.00	8.55	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Business <sup>***</sup>	% BANK Loans	% of Business <sup>***</sup>	% BANK Loans	% of Business <sup>***</sup>	% BANK Loans	% of Business <sup>***</sup>	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	871	58.69	1.92	3.44	17.70	18.48	51.63	49.14	28.75	28.93	6.80	8.44	7.62	6.08	6.70									
<b>Limited Review:</b>																								
NH Non MSA	613	41.31	0.00	0.00	8.62	11.42	78.78	71.62	12.60	16.97	4.28	0.00	4.92	3.25	5.37									

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	172	39.09	16.82	11.05	18.82	26.74	26.62	25.00	37.74	37.21	1.88	1.61	1.58	1.64	2.51									
<b>Limited Review:</b>																								
NH Non MSA	268	60.91	16.66	7.46	19.86	17.91	26.01	16.79	37.47	57.84	2.55	2.24	1.73	1.92	3.46									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Manchester-Nashua	71	41.52	16.82	15.15	18.82	22.73	26.62	28.79	37.74	33.33	6.05	7.84	6.06	6.82	4.97	
<b>Limited Review:</b>																
NH Non MSA	100	58.48	16.66	18.56	19.86	25.77	26.01	23.71	37.47	31.96	4.69	18.57	5.56	3.31	1.95	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 4.7% of loans originated and purchased by bank.

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester-Nashua	1,001	52.00	16.82	6.81	18.82	19.12	26.62	31.23	37.74	42.84	5.69	6.67	5.99	6.30	5.05									
<b>Limited Review:</b>																								
NH Non MSA	924	48.00	16.66	5.52	19.86	17.53	26.01	26.73	37.47	50.22	6.19	7.80	6.30	6.82	5.77									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW HAMPSHIRE									
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester-Nashua	871	58.69	68.55	61.08	91.50	3.44	5.05	6.80	9.63
<b>Limited Review:</b>									
NH Non MSA	613	41.31	70.07	58.56	92.66	3.75	3.59	4.28	6.29

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.45% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Manchester-Nashua	16	7,019	121	22,668	137	29,687	84.51	0	0
<b>Limited Review:</b>									
NH Non MSA	3	96	61	5,344	33	5,440	15.49	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: NEW HAMPSHIRE Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																		
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population				
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																		
Manchester-Nashua	77.11	28	50.91	0.00	21.43	57.14	21.43	0	0	0	0	0	0	0	2.68	17.41	52.62	27.29
<b>Limited Review:</b>																		
NH Non MSA	22.89	27	49.09	0.00	22.22	66.67	11.11	0	0	0	0	0	0	0.00	8.46	79.59	11.95	



**Table 1. Lending Volume**

LENDING VOLUME												
Geography: OHIO												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
Cleveland-Elyria-Mentor	52.69	2,385	287,297	1,515	70,671	0	0	1	500	3,901	358,468	69.43
<b>Limited Review:</b>												
Akron	12.87	642	78,727	311	11,951	0	0	0	0	953	90,678	8.09
Canton-Massillon	10.66	579	49,576	210	6,849	0	0	0	0	789	56,425	8.70
Columbus	3.47	208	18,477	48	1,308	0	0	1	125	257	19,910	0.50
OH Non MSA	3.71	221	15,617	54	2,424	0	0	0	0	275	18,041	2.13
Toledo	12.43	733	62,963	184	3,635	0	0	3	775	920	67,373	9.42
Youngstown-Warren-Boardman	4.17	258	22,936	51	941	0	0	0	0	309	23,877	1.73

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of February 19, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: OHIO				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Cleveland-Elyria-Mentor	448	46.81	4.83	1.79	12.41	5.13	48.22	47.32	34.54	45.76	1.27	0.34	0.66	1.31	1.33	
<b>Limited Review:</b>																
Akron	112	11.70	2.76	5.36	18.38	8.04	51.56	52.68	27.30	33.93	0.87	3.17	0.75	0.93	0.79	
Canton-Massillon	136	14.21	1.00	0.00	14.85	5.15	63.33	69.85	20.82	25.00	1.61	0.00	1.38	1.71	1.43	
Columbus	21	2.19	3.62	4.76	17.85	0.00	40.69	42.86	37.85	52.38	0.06	0.28	0.00	0.06	0.06	
OH Non MSA	42	4.39	0.26	0.00	24.82	21.43	70.62	69.05	4.30	9.52	1.27	0.00	2.23	1.02	1.41	
Toledo	137	14.32	3.20	0.00	16.37	4.38	49.55	52.55	30.88	43.07	1.11	0.00	1.00	1.28	0.97	
Youngstown-Warren-Boardman	61	6.37	2.74	0.00	12.34	4.92	60.78	67.21	24.14	27.87	1.04	0.00	0.78	1.18	0.84	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT															
Geography: OHIO															
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011															
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Cleveland-Elyria-Mentor	405	38.53	4.83	16.05	12.41	31.85	48.22	40.49	34.54	11.60	11.09	40.00	26.33	9.03	3.89
<b>Limited Review:</b>															
Akron	111	10.56	2.76	5.41	18.38	49.55	51.56	37.84	27.30	7.21	10.90	50.00	26.04	7.48	2.73
Canton-Massillon	115	10.94	1.00	4.35	14.85	30.43	63.33	56.52	20.82	8.70	12.40	28.57	15.25	12.33	8.57
Columbus	107	10.18	3.62	11.21	17.85	48.60	40.69	37.38	37.85	2.80	4.32	10.00	10.71	5.83	0.27
OH Non MSA	65	6.18	0.26	0.00	24.82	63.08	70.62	33.85	4.30	3.08	11.70	0.00	17.98	8.43	16.67
Toledo	213	20.27	3.20	2.82	16.37	51.64	49.55	37.56	30.88	7.98	25.13	33.33	59.09	22.54	4.72
Youngstown-Warren-Boardman	35	3.33	2.74	20.00	12.34	25.71	60.78	54.29	24.14	0.00	2.51	0.00	21.74	2.24	0.00

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE												Geography: OHIO				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*									
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp					
<b>Full Review:</b>																				
Cleveland-Elyria-Mentor	1,532	50.81	4.83	0.52	12.41	2.68	48.22	34.99	34.54	61.81	2.82	2.19	2.24	2.51	3.08					
<b>Limited Review:</b>																				
Akron	416	13.80	2.76	0.48	18.38	5.53	51.56	37.98	27.30	56.01	1.96	2.20	1.74	1.54	2.41					
Canton-Massillon	328	10.88	1.00	0.00	14.85	2.13	63.33	72.87	20.82	25.00	2.97	0.00	0.81	3.69	2.07					
Columbus	80	2.65	3.62	0.00	17.85	2.50	40.69	33.75	37.85	63.75	0.16	0.00	0.00	0.17	0.17					
OH Non MSA	114	3.78	0.26	0.00	24.82	8.77	70.62	78.07	4.30	13.16	2.61	0.00	0.79	2.78	6.71					
Toledo	383	12.70	3.20	0.00	16.37	4.96	49.55	34.20	30.88	60.84	2.76	0.00	3.44	2.61	2.83					
Youngstown-Warren-Boardman	162	5.37	2.74	0.00	12.34	2.47	60.78	64.81	24.14	32.72	1.60	0.00	2.16	1.88	1.23					

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 5. Geographic Distribution of Multifamily Loans**

Geographic Distribution: MULTIFAMILY															Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Cleveland-Elyria-Mentor	0	0.00	12.81	0.00	25.25	0.00	44.29	0.00	17.66	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Akron	3	100.00	12.03	0.00	24.76	0.00	44.88	66.67	18.33	33.33	5.41	0.00	0.00	9.52	0.00									
Canton-Massillon	0	0.00	6.14	0.00	16.17	0.00	48.81	0.00	28.88	0.00	0.00	0.00	0.00	0.00	0.00									
Columbus	0	0.00	12.78	0.00	32.00	0.00	33.78	0.00	21.45	0.00	0.00	0.00	0.00	0.00	0.00									
OH Non MSA	0	0.00	9.27	0.00	34.80	0.00	52.29	0.00	3.64	0.00	0.00	0.00	0.00	0.00	0.00									
Toledo	0	0.00	7.57	0.00	22.77	0.00	51.38	0.00	18.29	0.00	0.00	0.00	0.00	0.00	0.00									
Youngstown-Warren-Boardman	0	0.00	7.90	0.00	14.86	0.00	59.75	0.00	17.50	0.00	0.00	0.00	0.00	0.00	0.00									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* Multifamily loan distribution includes Home Purchases, Home Improvement and Refinances.

**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	% of Business <sup>S***</sup>	% BANK Loans	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Cleveland-Elyria-Mentor	1,513	63.81	6.40	4.76	13.31	11.10	40.66	39.59	38.74	44.55	2.84	2.72	2.66	3.09	2.76	
<b>Limited Review:</b>																
Akron	311	13.12	7.24	5.47	12.95	9.32	44.58	34.41	35.22	50.80	1.77	1.25	2.29	1.26	2.29	
Canton-Massillon	210	8.86	3.04	2.38	13.29	10.00	56.68	59.05	26.98	28.57	2.41	3.23	1.03	2.82	2.21	
Columbus	48	2.02	6.55	4.17	17.11	27.08	36.19	35.42	40.15	33.33	0.09	0.09	0.08	0.11	0.08	
OH Non MSA	54	2.28	2.73	9.26	21.77	14.81	71.34	55.56	4.16	20.37	1.30	5.26	0.82	1.06	5.34	
Toledo	184	7.76	4.18	0.54	12.30	16.85	45.31	45.11	38.21	37.50	1.37	0.00	2.46	1.57	0.96	
Youngstown-Warren-Boardman	51	2.15	3.74	1.96	11.94	5.88	52.95	50.98	31.19	41.18	0.55	0.51	0.17	0.47	0.78	

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Cleveland-Elyria-Mentor	448	46.81	20.34	16.55	18.08	29.31	22.21	23.49	39.37	30.65	1.48	2.08	1.85	1.17	1.23	
<b>Limited Review:</b>																
Akron	112	11.70	19.24	17.86	18.62	18.75	23.21	26.79	38.93	36.61	1.02	1.42	0.78	1.16	0.93	
Canton-Massillon	136	14.21	17.39	20.59	19.20	24.26	23.89	28.68	39.52	26.47	1.90	1.83	1.68	2.32	1.82	
Columbus	21	2.19	19.48	14.29	17.88	42.86	22.50	9.52	40.14	33.33	0.07	0.12	0.13	0.00	0.07	
OH Non MSA	42	4.39	22.00	21.43	21.33	23.81	23.70	33.33	32.97	21.43	1.45	3.51	0.85	2.13	0.43	
Toledo	137	14.32	21.22	10.95	17.65	33.58	22.05	28.47	39.07	27.01	1.28	1.29	1.68	1.01	1.16	
Youngstown-Warren-Boardman	61	6.37	18.59	18.03	18.34	27.87	22.23	31.15	40.83	22.95	1.22	0.99	1.62	1.36	0.85	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT		Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Cleveland-Elyria-Mentor	405	38.53	20.34	31.23	18.08	46.85	22.21	13.85	39.37	8.06	11.38	21.11	21.78	6.38	2.70	
<b>Limited Review:</b>																
Akron	111	10.56	19.24	24.30	18.62	58.88	23.21	13.08	38.93	3.74	10.63	20.31	19.59	3.16	1.48	
Canton-Massillon	115	10.94	17.39	35.09	19.20	47.37	23.89	10.53	39.52	7.02	12.97	21.33	19.27	3.95	5.75	
Columbus	107	10.18	19.48	36.00	17.88	56.00	22.50	6.00	40.14	2.00	4.07	13.33	11.32	0.59	0.51	
OH Non MSA	65	6.18	22.00	20.00	21.33	38.46	23.70	30.77	32.97	10.77	11.88	12.50	21.31	10.81	6.38	
Toledo	213	20.27	21.22	26.79	17.65	57.89	22.05	8.61	39.07	6.70	25.85	40.00	47.11	10.67	6.56	
Youngstown-Warren-Boardman	35	3.33	18.59	37.14	18.34	31.43	22.23	25.71	40.83	5.71	2.60	5.36	4.04	3.79	0.00	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.



**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Cleveland-Elyria-Mentor	1,532	50.81	20.34	4.90	18.08	16.20	22.21	25.60	39.37	53.30	3.30	3.06	3.19	3.54	3.25	
<b>Limited Review:</b>																
Akron	416	13.80	19.24	4.81	18.62	20.67	23.21	25.48	38.93	49.04	2.28	1.56	2.51	2.35	2.27	
Canton-Massillon	328	10.88	17.39	8.87	19.20	20.18	23.89	29.66	39.52	41.28	3.52	4.40	3.08	4.56	3.04	
Columbus	80	2.65	19.48	1.25	17.88	18.75	22.50	25.00	40.14	55.00	0.19	0.00	0.22	0.20	0.20	
OH Non MSA	114	3.78	22.00	3.51	21.33	17.54	23.70	33.33	32.97	45.61	2.98	0.62	2.86	4.38	2.57	
Toledo	383	12.70	21.22	5.48	17.65	16.97	22.05	27.68	39.07	49.87	3.19	1.52	3.15	3.37	3.31	
Youngstown-Warren-Boardman	162	5.37	18.59	4.97	18.34	12.42	22.23	24.22	40.83	58.39	1.84	1.23	1.42	1.66	2.21	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 0.1% of loans originated and purchased by bank.

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: OHIO					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Cleveland-Elyria-Mentor	1,515	63.84	64.75	62.97	90.96	4.22	4.82	2.84	4.51
<b>Limited Review:</b>									
Akron	311	13.11	65.28	58.20	90.68	7.07	2.25	1.77	2.57
Canton-Massillon	210	8.85	67.45	72.86	91.43	6.19	2.38	2.41	4.30
Columbus	48	2.02	62.49	81.25	93.75	4.17	2.08	0.09	0.21
OH Non MSA	54	2.28	68.34	75.93	88.89	3.70	7.41	1.30	2.34
Toledo	184	7.75	64.04	70.11	97.83	1.63	0.54	1.37	2.27
Youngstown-Warren-Boardman	51	2.15	66.45	54.90	98.04	1.96	0.00	0.55	0.69

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.61% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
Geography: OHIO									
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Cleveland-Elyria-Mentor	93	15,947	170	67,775	263	83,722	56.56	0	0
<b>Limited Review:</b>									
Akron	30	1,095	42	13,339	72	14,434	9.75	0	0
Canton-Massillon	11	331	23	11,472	34	11,803	7.97	0	0
Columbus	2	13,857	30	13,295	32	27,152	18.34	0	0
OH Non MSA	7	2,425	0	0	7	2,425	1.64	0	0
Toledo	25	2,071	30	6,008	55	8,079	5.46	0	0
Youngstown-Warren-Boardman	0	0	12	413	12	413	0.28	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: OHIO Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Cleveland-Elyria-Mentor	69.43	70	47.95	7.14	10.00	50.00	32.86	0	1	0	0	-1	0	9.74	16.77	43.79	29.67
<b>Limited Review:</b>																	
Akron	8.09	20	13.70	15.00	10.00	40.00	35.00	0	0	0	0	0	0	6.29	21.45	48.11	24.15
Canton-Massillon	8.70	13	8.90	7.69	15.38	46.15	30.77	0	1	-1	0	0	0	2.03	17.52	60.40	20.05
Columbus	0.50	11	7.53	0.00	36.36	27.27	36.36	0	1	0	0	-1	0	7.94	23.50	37.31	31.25
OH Non MSA	2.13	6	4.11	33.33	0.00	50.00	16.67	0	0	0	0	0	0	0.93	26.43	68.52	4.12
Toledo	9.42	21	14.38	0.00	9.52	66.67	23.81	0	1	0	0	0	-1	7.02	20.24	45.82	26.91
Youngstown-Warren-Boardman	1.73	5	3.43	0.00	0.00	60.00	40.00	0	0	0	0	0	0	4.61	15.87	58.03	21.49

**Table 1. Lending Volume**

LENDING VOLUME												
Geography: VERMONT												
Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011												
Assessment Area (2011):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Non MSA VT	50.62	429	62,598	139	4,081	0	0	0	0	568	66,679	60.84
<b>Limited Review:</b>												
Burlington AA	49.38	341	69,361	213	7,629	0	0	0	0	554	76,990	39.16
Broader Regional Area	N/A	0	0	0	0	0	0	1	4,000	1	4,000	N/A
With Potential to Benefit												

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

\*\* The evaluation period for Community Development Loans is from January 01, 2010 to December 31, 2012.

\*\*\* Deposit Data as of June 30, 2011. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 2. Geographic Distribution of Home Purchase Loans**

Geographic Distribution: HOME PURCHASE		Geography: VERMONT				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Non MSA VT	77	58.78	0.00	0.00	4.86	3.90	77.66	81.82	17.48	14.29	1.48	0.00	1.89	1.62	0.91	
<b>Limited Review:</b>																
Burlington AA	54	41.22	0.38	0.00	11.02	18.52	58.88	48.15	29.72	33.33	0.87	0.00	2.26	0.62	0.90	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 3. Geographic Distribution of Home Improvement Loans**

Geographic Distribution: HOME IMPROVEMENT		Geography: VERMONT				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011						Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
<b>Full Review:</b>																
Non MSA VT	25	51.02	0.00	0.00	4.86	4.00	77.66	80.00	17.48	16.00	1.19	0.00	4.00	1.29	0.53	
<b>Limited Review:</b>																
Burlington AA	24	48.98	0.38	0.00	11.02	20.83	58.88	54.17	29.72	25.00	1.42	0.00	2.25	1.22	1.52	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 4. Geographic Distribution of Home Mortgage Refinance Loans**

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
<b>Full Review:</b>															
Non MSA VT	327	55.42	0.00	0.00	4.86	3.06	77.66	79.20	17.48	17.74	2.71	0.00	1.55	3.07	1.78
<b>Limited Review:</b>															
Burlington AA	263	44.58	0.38	0.00	11.02	7.60	58.88	47.91	29.72	44.49	2.07	0.00	2.18	1.64	2.75

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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



**Table 6. Geographic Distribution of Small Loans to Businesses**

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: VERMONT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Non MSA VT	139	39.49	0.00	0.00	7.33	13.67	73.06	71.94	19.60	14.39	1.21	0.00	1.45	1.02	0.65									
<b>Limited Review:</b>																								
Burlington AA	213	60.51	1.46	2.82	16.50	16.90	52.79	44.60	29.25	35.68	2.38	5.26	2.18	1.99	2.28									

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2011).

**Table 8. Borrower Distribution of Home Purchase Loans**

Borrower Distribution: HOME PURCHASE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Non MSA VT	77	58.78	16.59	6.49	18.38	19.48	24.50	25.97	40.53	48.05	1.68	3.48	1.54	2.36	1.25	
<b>Limited Review:</b>																
Burlington AA	54	41.22	17.48	0.00	19.50	25.93	24.68	16.67	38.34	57.41	1.01	0.00	1.19	0.56	1.39	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 9. Borrower Distribution of Home Improvement Loans**

Borrower Distribution: HOME IMPROVEMENT															Geography: VERMONT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families*	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Non MSA VT	25	51.02	16.59	31.82	18.38	13.64	24.50	27.27	40.53	27.27	1.13	2.04	1.37	1.74	0.54									
<b>Limited Review:</b>																								
Burlington AA	24	48.98	17.48	4.35	19.50	34.78	24.68	39.13	38.34	21.74	1.35	1.35	2.44	1.21	0.92									

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 8.2% of loans originated and purchased by bank.

**Table 10. Borrower Distribution of Home Mortgage Refinance Loans**

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011					Market Share*				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families**	% BANK Loans****	% Families	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Non MSA VT	327	55.42	16.59	4.59	18.38	15.60	24.50	28.44	40.53	51.38	3.02	2.98	3.28	2.75	3.07	
<b>Limited Review:</b>																
Burlington AA	263	44.58	17.48	4.18	19.50	18.25	24.68	27.00	38.34	50.57	2.36	2.39	2.56	2.38	2.26	

\* Based on 2011 Peer Mortgage Data (USPR)

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

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

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

**Table 11. Borrower Distribution of Small Loans to Businesses**

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: VERMONT					Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Non MSA VT	139	39.49	69.09	66.19	92.09	5.04	2.88	1.21	2.01
<b>Limited Review:</b>									
Burlington AA	213	60.51	67.84	66.20	93.90	3.29	2.82	2.38	4.00

\* Based on 2011 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2011).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.33% of small loans to businesses originated and purchased by the bank.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS									
			Geography: VERMONT		Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Non MSA VT	2	1,915	32	3,304	34	5,219	71.72	0	0
<b>Limited Review:</b>									
Burlington AA	0	0	29	2,057	29	2,057	28.28	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: VERMONT				Evaluation Period: JANUARY 1, 2010 TO DECEMBER 31, 2011									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography				
			Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp	
<b>Full Review:</b>																	
Non MSA VT	60.84	16	69.57	0.00	28.57	28.57	42.86	0	0	0	0	0	0	0.00	6.79	77.19	16.01
<b>Limited Review:</b>																	
Burlington AA	39.16	7	30.43	0.00	18.75	68.75	12.50	0	0	0	0	0	0	1.51	13.36	58.93	26.21

