



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

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Community Reinvestment Act Performance Evaluation

Union Planters Bank, National Association
Charter Number: 13349

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

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Overall CRA Rating

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

The following table indicates the performance level of Union Planters Bank, National Association (UPBNA) with respect to the Lending, Investment, and Service Tests:

Performance Levels	Union Planters Bank, National Association Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X		
Low Satisfactory		X	X
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- The bank has made a good response to credit needs in its assessment areas, taking into account the number and amount of home mortgage, small business and small farm loans in its assessment areas.
- The bank has an overall good distribution of loans among individuals of different income levels and businesses of different sizes.
- The geographic distribution of loans throughout the bank's assessment areas is good.
- The overall level of qualified investments is adequate. There are high levels of qualified investments in Indiana and Tennessee.
- The bank's service delivery systems are reasonably accessible to geographies and individuals of different income levels in its assessment areas. To the extent that changes have been made, its record of opening and closing branches has generally not adversely affected the accessibility of its delivery systems.

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.

Block Numbering Area (BNA): A statistical subdivision of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. A BNA does not cross county lines.

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.

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 household 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 or a block numbering area delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan 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).

Home Mortgage Loans: such loans include home purchase and home improvement loans, as defined in the HMDA regulation. This definition also includes loans for multifamily (five or more families) dwellings, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

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 primary metropolitan area (PMA), metropolitan area (MA), or consolidated metropolitan area (CMA), as defined by the Office of Management and Budget, with a population of 250,000 or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as non-mortgage, commercial loans.

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

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

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

Description of Institution

UPBNA is an interstate bank with headquarters located in Memphis, Tennessee. The bank has total assets of approximately \$31.6 billion and operates over 700 branches in 12 states (Alabama, Arkansas, Florida, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, Tennessee and Texas). These states and two multi-state MSAs along with the specific assessment area descriptions are listed in the Appendix of this evaluation. UPBNA is a subsidiary of the Union Planters Corporation (UPC), also of Memphis. UPC had total assets of \$31.9 billion at December 31, 2003. It is the largest bank holding company headquartered in Tennessee and among the 30 largest bank holding companies based in the United States. This evaluation did not consider data from any other UPC subsidiary.

UPBNA offers a full range of credit and deposit services throughout the 12 states of its operations. As of 12/31/2003, UPBNA had net loans of \$22 billion. This represents about 97% of total deposits. The bank's loan portfolio consists primarily of loans secured by real estate (60%). The portfolio also consists of commercial loans (18%), foreign office loans (10%), loans to individuals (not secured by RE) (7%), and agricultural loans (1%). The bank's Tier I capital was \$2.4 billion. The bank's strategy is to offer competitive retail and commercial products throughout its corporate structure.

There are no legal, financial or other factors impeding the bank's ability to help meet the credit needs of its communities. UPC completed only one acquisition in 2001 and none in 2002 or 2003. Therefore, unlike previous periods, mergers and acquisitions have had little impact on the bank's operations during this evaluation period.

The last CRA PE was dated December 31, 1999. The bank was rated Satisfactory at that examination.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This evaluation covers UPBNA's HMDA-reportable home purchase loans and refinance loans and small loans to businesses for the calendar years 2000, 2001 and 2002. Community Development (CD) lending, investments, and services were evaluated for the same time periods. Only UPBNA loans are considered in this evaluation; no affiliated company products were added to bank data. Home improvement loans, small farm loans and multifamily loans were not a significant percentage of the bank's loan portfolio.

Data Integrity

Prior to this CRA examination, OCC personnel performed a review to determine the accuracy of lending-related data supplied by UPBNA. That review found the data reliable, as no significant inaccuracies were revealed. As a result, publicly reported lending data may also be considered accurate.

Selection of Areas for Full-Scope Review

Every multistate metropolitan area in which the bank has branches in more than one state received a full-scope review. In each state where the bank has an office, a sample of assessment areas (AAs) within that state were selected for full-scope reviews. Generally the largest MSA in each state was selected. Refer to the "Scope" 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 ratings and state ratings. The state ratings are a consolidation of the conclusions from each of the AAs. These AAs are blended into the state rating on a proportional basis to its percentage of deposits within that state. The states are similarly combined into the overall charter rating proportional to the percentage of total bank deposits. All AAs are considered in the state and multistate MSA ratings.

In the Lending Test evaluation, we used different weighting criteria to consider the various loan and product types. The evaluation considered two of the three HMDA loan types and small loans to business by their relative proportions on UPBNA's 12/31/2003 Call Report. Home improvement loans, small farm loans and multifamily loans were not a significant percentage of the bank's loan portfolio and were not analyzed in the evaluation. Total HMDA loans were given a slightly higher consideration than the small loans to businesses and farms. Geographic and borrower distributions were given equal consideration in the Lending Test evaluation.

As noted in the state and multistate MSA conclusions, the primary focus of this evaluation is performance to low and moderate-income people and areas. Higher

performance is generally noted in lending evaluations when the loan percentages are near or exceed the demographic comparators. Context, innovation, and complexity of lending are also factored into the ratings and conclusions. Bank performance in lending to low-income people is not necessarily expected to match the performance of moderate-income people to achieve the same analysis conclusion. Many of the low-income people and families are at the lower end of this statistical scale and are below the poverty level. Due to their very low-income status, it is very difficult for these individuals/families to qualify for a housing loan. Accordingly, our analysis considers the difficulties in lending to low-income borrowers as a performance context consideration in all HMDA applications. The conclusions stated throughout this Performance Evaluation concerning low-income people always include this performance context issue.

Fair Lending Review

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

Multistate Metropolitan Area Rating

Memphis, TN-AR-MS MSA

CRA Rating for Memphis, TN-AR-MS MSA: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Low Satisfactory

Lending Test

- Good responsiveness to credit needs in its assessment area, taking into account the number and amount of home mortgage and small business in its assessment area (AA).
- A good geographic distribution of loans in its AA.
- A good distribution of loans among individuals of different income levels and businesses of different sizes, given the product lines offered by the bank.
- A good record of serving the credit needs of highly economically disadvantaged areas in its assessment area(s) and low-income individuals, and an excellent record of serving businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- A good level of community development loans that addressed identified needs in the AA.

Investment Test

- An adequate level of qualified investments.
- Good responsiveness to community development needs.

Service Test

- Service delivery systems are reasonably accessible to its AA, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- Services do not inconvenience portions of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.
- A good level of community development services.

Description of Institution's Operations in Memphis MSA

Refer to the market profiles for the Memphis, TN-AR-MS MSA in Appendix C for detailed demographics and other performance context information.

UPBNA has 49 branch offices in the Memphis MSA. This AA represents 12% of the bank's total deposits as of June 30, 2002. UPBNA was the 3rd largest financial

institution in the MSA based on the June 30, 2002, FDIC Summary of Deposits with a market share of 14%.

LENDING TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the lending test in the Memphis MSA is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Memphis MSA is good.

Lending Activity

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

The bank exhibited good responsiveness to credit needs in its assessment area (AA), taking into account the number and amount of home mortgage and small business loans originated in its AA. At June 30, 2002, the bank ranked 3rd with a 14% market share of deposits among 94 FDIC reporting financial institutions in the AA.

The bank ranked 4th among 467 HMDA reporters with a 5% overall market share of home mortgage loans; a 4% market share of home purchase loans, and a 5% market share of refinance loans. The bank ranked 6th with a 4% market share of loans originated in low-income geographies. The bank ranked 2nd with a 4% market share of loans originated in moderate-income geographies. The bank ranked 1st with a 5% market share of loans to low-income borrowers. The bank ranked 3rd with a 5% market share of loans to moderate-income borrowers.

The bank ranked 15th among 97 CRA reporters with a 2% market share in loans to businesses. The bank ranked 15 with a 1% market share of loans originated in low-income geographies. The bank ranked 10th with a 2% market share of loans originated in moderate-income geographies. The bank ranked 9th with a 3% market share of loans to businesses with less than \$1 million gross annual revenues.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was good. The geographic distribution of home mortgage loans was good. The geographic distribution of small loans to businesses was adequate. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A majority of its loans were made in its AAs.

We considered the following factors in evaluating the bank's performance in lending in low- and moderate-income geographies. Approximately 48% of families living in low-income tracts have incomes below the poverty level while 23% of families living in

moderate-income tracts have incomes below the poverty level. Families with these income levels have difficulty qualifying for loans.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was adequate. The bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income and moderate-income geographies exceeded the bank's market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of loans in low-income geographies was lower than the bank's overall market share of refinance loans. The bank's market share of loans in moderate-income geographies was somewhat lower than the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the Memphis MSA 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* was good. The percent of small loans to businesses in low-income geographies was lower than the percent of businesses located in low-income geographies. The percent of small loans to businesses in moderate-income geographies was near the percent of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was somewhat lower than its overall market share of loans. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs. This performance was positively factored into the overall analysis of the geographic distribution of lending by income level of geography.

This analysis was performed on the entire bank rather than by AA.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. A high percentage of small loans to businesses were for amounts less than \$100 thousand.

We considered the following factors in evaluating the bank's performance in lending to low-income borrowers. Over 61% of low income families in the assessment area have income levels below the poverty level. This extremely low-income level makes it difficult to qualify for loans.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in Memphis MSA 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.

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers exceeded its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income and moderate-income borrowers was near to its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the Memphis MSA 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.

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A high percentage of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

The bank had a good level of community development loans. Twelve loans totaling over \$2.1 million were for affordable housing, four loans totaling approximately \$5.8 million were to qualified community service organizations and five loans totaling over \$10 million were to revitalize or stabilize the area. This had a positive impact on lending performance because the bank addressed identified needs in the area. Refer to the Market Profile section for details on needs and opportunities.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers. This product permits a minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 that permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

INVESTMENT TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the investment test in the Memphis MSA is rated Low Satisfactory. Based on a full-scope review, the bank's performance is adequate.

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

The bank had an adequate level of qualified investments in the AA. The bank showed good responsiveness to credit and community development needs. Refer to the Market Profile section for details on needs and opportunities.

The bank purchased one debt security for \$1 million, five equity securities for \$450 thousand, six tax credits for \$731 thousand, and made 93 contributions totaling \$1.037 million to community service and community development organizations. These organizations provided direct support, services and activities that impact low- and moderate-income geographies and low- and moderate-income individuals in the AA. As a result these qualified investments meet the definitions for community development.

There were also 19 qualified prior period investments totaling \$2.4 million primarily in qualified mortgage backed securities.

The bank made no use of innovative or complex qualified investments. The investments were routinely made by others.

The bank exhibited good responsiveness to credit and community development needs. The bank made investments that support needs identified and discussed in the profile found in Appendix C for the Memphis MSA AA.

SERVICE TEST

Conclusions for Area Receiving a Full-Scope Review

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

Retail Banking Services

Refer to Table 15 in the Memphis MSA 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.

Service delivery systems are reasonably accessible to its AA, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. The percentage of branches in low- income tracts is lower than the percent of population living in low-income tracts while the percentage of branches in moderate-income tracts is somewhat lower than the percentage of population living in moderate-income tracts. The distribution of ATMs in low- income and moderate-income geographies is somewhat lower than the population living in each classification.

To the extent changes have been made, its opening and closing of branches has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. An additional branch was added in moderate-income tracts.

The bank's services do not inconvenience portions of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.

Community Development Services

The bank has provided a good level of community development services. Officers and staff contributed services to 17 community development organizations in the AA during the evaluation period. They were responsive to needs identified and discussed in the profile found in Appendix C for the Memphis MSA AA. The services consistently addressed community development needs such as technical assistance for organizations providing community development, housing and financial services to low- and moderate-income areas or individuals.

Multistate Metropolitan Area Rating

St. Louis, Missouri-Illinois

CRA rating for the St. Louis, MO-IL multistate metropolitan area: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Low Satisfactory

Lending Test

- An adequate geographic distribution of loans in its assessment area (AA).
- A good distribution of loans among individuals of different income levels and businesses of different sizes.
- An adequate level of community development loans.

Investment Test

- An adequate level of community development investments.
- An adequate responsiveness to community development needs.

Service Test

- Service delivery systems that are reasonably accessible to its AA.
- A good level community development services.

Description of Institution's Operations in St. Louis MSA

Refer to the market profiles for the St. Louis MSA in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

UPBNA has over \$3.2 billion of bank deposits. This area represents 14% of the bank's total deposits as of June 30, 2002. The St. Louis MSA has 80 branches. UPBNA is the 4TH largest financial institution in the MSA based on the FDIC Summary of Deposits with 8.4% deposit market share.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in St. Louis MSA is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the St. Louis MSA is adequate.

Lending Activity

Refer to Tables 1 Lending Volume in the St. Louis MSA section of appendix D for the facts and data used to evaluate the bank's lending activity.

The bank exhibited good responsiveness to credit needs in the assessment area (AA), taking into account the number and amount of home mortgage, refinanced and small business loans originated in its AA. At June 30, 2002, the bank ranked 4th with 8.44% market share of deposits among 100 financial institutions in the AA.

The bank ranked 21 among 639 HMDA reporters with a 1.02% overall market share of home mortgage loans; a 1.04% market share of home purchase loans and a 1.00% market share of refinance loans. The bank ranked 47th with a .61% market share of loans originated in low-income geographies. The bank ranked 29th with a .91% market share of loans originated in moderate-income geographies. The bank ranked 22nd with 1.07% market share of loans to low-income borrowers. The bank ranked 20th with a 1.22% market share of loans to moderate-income borrowers.

The bank ranked 16th among 169 CRA Reporters with a 1.28% market share in loans to businesses. The bank ranked 11th with a 2.50% market share of loans to businesses with revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A substantial majority of the bank's loans were made in its AA.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase* loans in the AA was adequate. The bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was somewhat lower than the bank's overall market share of home purchase loans. The bank's market share of

home purchase loans in moderate-income geographies was near to the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinance loans in moderate-income geographies is somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in low-income geographies was lower than the bank's overall market share of refinance loans. The bank's market share of refinanced loans in moderate-income geographies was near to the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the St. Louis MSA 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* was good. The percentage of small loans to businesses in low-income geographies was somewhat lower than the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies was near to the percentage of businesses located in moderate-income geographies. The bank's market share of loans in the low- and moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in the AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The

distribution of small loans to businesses was excellent. A substantial majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the St. Louis MSA 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.

Home Purchase Loans

The distribution of *home purchase* loans by the income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers is somewhat lower than its overall market share of loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by the income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers is near to its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the St. Louis MSA 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.

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A substantial majority of the bank's loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the St. Louis MSA 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.

The bank had an adequate level of community development loans. During the evaluation period the bank made five qualified community development loans, totaling \$12.2 million, in the St. Louis MSA. One of the loans totaling \$60 thousand was affordable housing, two loans totaling \$505 thousand were to qualified community service organizations, and two loans totaling \$11.6 million were to revitalize or stabilize the area.

Product Innovation and Flexibility

UPBNA's use of flexible loan programs positively impacted its Lending Test performance. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers and permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from the borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in the St. Louis MSA is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the St. Louis MSA was adequate.

Refer to Table 14 in the St. Louis MSA section of appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The bank has an adequate level of qualified investments in the AA. The bank made 25 contributions totaling \$120 thousand to community development organizations that provide direct support services and activities that impact low- and moderate-income geographies and individuals in the AA. The bank made 6 equity investments to foster affordable housing totaling \$1.1 million. There were 23 qualified prior period investments totaling \$3.5 million. The bank has exhibited an adequate responsiveness to community development needs. The bank's investments support needs identified and discussed in the profile in Appendix C for the St. Louis MSA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the St. Louis MSA was rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the St. Louis MSA is adequate.

Retail Banking Services

Refer to Table 15 in the St. Louis MSA 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.

Service delivery systems are accessible to its AA. There are no UPBNA branches and only one ATM in low-income geographies. The percentage of branches and ATMs in moderate-income tracts is lower than the percentage of the population living in moderate-income tracts.

To the extent changes have been made, its opening and closing of branches had not improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals.

UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPBNA performance in providing community development services in the St. Louis MSA was good. Officers and staff contributed services to 17 community groups during the review period. They were responsive to needs identified and discussed in the profile found in Appendix C of the St. Louis MSA AA. The services consistently addressed community development needs such as technical assistance for organizations providing community development, housing and financial services to low- and moderate-income areas or individuals.

State Rating

State of Alabama

CRA Rating for Alabama: Satisfactory

The lending test is rated: High satisfactory

The investment test is rated: Low satisfactory

The service test is rated: Low satisfactory

Lending Test

- Good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage and small business loans in its AAs.
- A majority of the bank's loans in its AAs.
- An adequate geographic distribution of loans in its AAs.
- A good distribution of loans among individuals of different income levels and businesses of different sizes, given the product lines offered by the bank.
- An adequate level of community development loans.

Investment Test

- An adequate level of qualified investments.
- Adequate responsiveness to credit and community development needs.

Service Test

- Service delivery systems accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent changes have been made, opening and closing branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- Services do not inconvenience certain parts of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.
- An adequate level of community development services.

Description of Institution's Operations in Alabama

Refer to the Market Profiles for the State of Alabama in Appendix C for detailed demographics and other performance context information of assessment areas that receive full-scope reviews.

UPBNA has 19 branches in the Mobile, Decatur, Huntsville and Florence MSAs. The bank's presence in the state was reduced in 2001 with the sale of all branches located in the Montgomery MSA. Alabama represents the smallest of the bank's 12 states with just over \$355 million of deposits. Mobile represents the bank's largest AA in Alabama in terms of number of branches with eight. As of June 30, 2002 UPBNA ranked 10th in market share in deposits with approximately 2% of the deposits in the Mobile MSA.

Scope of Evaluation in Alabama

The Mobile MSA received a full-scope evaluation. Refer to the table in Appendix A for more information. The ratings for the state of Alabama are based on the results of the area receiving a full-scope review.

LENDING TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the lending test in Alabama is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Mobile MSA is good.

Lending Activity

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

The bank exhibited good responsiveness to credit needs in its assessment area (AA), taking into account the number and amount of home mortgage and small business loans originated in its AA. At June 30, 2002, the bank ranked 10th with a 2% market share of deposits among 18 financial institutions in the AA.

The bank ranked 5th among 370 HMDA reporters with a 4% overall market share of home mortgage loans; a 3% market share of home purchase loans, and a 5% market share of refinance loans. The bank ranked 13th with a 2% market share of loans originated in low-income geographies. The bank ranked 5th with a 4% market share of loans originated in moderate-income geographies. The bank ranked 7th with a 3% market share of loans to low-income borrowers. The bank ranked 8th with a 4% market share of loans to moderate-income borrowers.

The bank ranked 19th among 88 CRA reporters with a 0.27% market share in loans to businesses. The bank ranked 15th with a 0.4% market share of loans to businesses with less than \$1 million gross annual revenues. The bank ranked 20th with a 0.14% market share of loans originated in low-income geographies. The bank ranked 17th with a 0.34% market share of loans originated in moderate-income geographies.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. An adequate percentage of its loans were made in its AAs.

We considered the following factors in evaluating the bank's performance in lending in moderate-income geographies. Approximately 53% of families living in low-income tracts have incomes below the poverty level while approximately 28% of families living in moderate-income tracts have incomes below the poverty level. Families with these income levels have difficulty qualifying for loans.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was good. The bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of loans in low- and moderate-income geographies exceeded the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was poor. The bank's percent of refinance loans in low-income and moderate-income geographies was lower than the percent of owner-occupied units in low-income and moderate-income geographies. The percent of refinance loans in low-income geographies was lower than the bank's market share of refinance loans in low-income geographies. The bank's market share of refinance loans in low-income geographies was lower than the bank's market share of refinance loans. The bank's market share of loans in moderate-income geographies was near to the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Alabama 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* was good. The percent of small loans to businesses in low-income geographies was near the percent of businesses located in low-income geographies. The percent of small loans to businesses in moderate-income geographies was somewhat lower than the percent of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was somewhat lower than its overall market share of loans. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

This analysis was performed on the entire bank rather than by AA.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. A majority of small loans to businesses were for amounts less than \$100 thousand.

We considered the following factors in evaluating the bank's performance in lending to low-income borrowers. Seventy percent of low-income families in the AA had incomes below the poverty level. This makes it very difficult to qualify for loans.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Alabama 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.

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers was near the percent of moderate-income families in the AA. The bank's market share of loans to low-income and moderate-income borrowers was somewhat lower than its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was near its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near to its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Alabama 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.

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A majority of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Alabama 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.

The bank had an adequate level of community development loans. UPBNA made one community development loan in the AA during the period for a low-income multifamily housing project. This had a neutral impact on lending performance because opportunities to lend for community development purposes were limited. Refer to the Market Profile section for details on needs and opportunities.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Decatur MSA and Florence MSA is not inconsistent with the bank's overall High Satisfactory performance. In the Huntsville MSA, the bank's performance is stronger than the bank's overall performance in the state. Lending activity and geographic distribution were stronger in the Huntsville MSA. Refer to the Tables 1 through 12 in the state of Alabama section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the investment test in Alabama is rated Low Satisfactory. Based on a full-scope review, the bank's performance is adequate.

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

The bank has an adequate level of qualified investments in the AA. The bank showed adequate responsiveness to credit and community development needs. Refer to the Market Profile section for details on needs and opportunities.

The bank made eight contributions totaling \$23 thousand to community development organizations that provide direct support, services and activities that impact moderate-

income geographies and low- and moderate-income individuals in the AA. There was one qualified prior period investment totaling \$300 thousand.

The bank exhibited adequate responsiveness to credit and community development needs. The bank made investments that support needs identified and discussed in the profile found in Appendix C for the Mobile MSA AA.

Conclusions for Areas Receiving Limited-Scope Review(s)

Based on limited-scope reviews, the bank's performance under the investment test in the Decatur MSA, Huntsville MSA and Florence MSA is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in the Mobile MSA. Refer to the Table 14 in the state of Alabama section of appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the service test in Alabama is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Mobile MSA AA is adequate.

Retail Banking Services

Refer to Table 15 in the state of Alabama 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.

Service delivery systems are reasonably accessible to its AA particularly to low- or moderate-income geographies or to low- or moderate-income individuals. While no branches are located in low- and moderate-income tracts, branches are accessible.

To the extent changes have been made, its opening and closing of branches 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. There were no changes in low-income or moderate-income tracts during the evaluation period. All openings and closings in Mobile MSA were in middle-income and upper-income tracts.

The bank's services do not inconvenience certain parts of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.

Community Development Services

The bank provided an adequate level of community development services. Officers and staff contributed services to eight community development organizations in the AA during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Decatur, Huntsville, and Florence MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the services test in the Mobile MSA. Refer to Table 15 in the state of Alabama section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Arkansas

CRA Rating for Arkansas: Satisfactory

The lending test is rated: Low Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Low Satisfactory

Lending Test

- Adequate responsiveness to credit needs in its assessment areas, taking into account the number and amount of home mortgage and small loans to businesses.
- An adequate geographic distribution of loans in its assessment area.
- A good distribution, particularly in its AA(s), of loans among individuals of different income levels.
- An adequate level of community development loans within the assessment area.

Investment Test

- An adequate level of investments given the opportunities available in the AA.

Service Test

- Delivery systems are reasonably accessible to essentially all portions of the AA, particularly moderate-income geographies.
- UPBNA actively participates with organizations that provide community development services.

Description of Institution's Operations in Arkansas

Refer to the Market Profile for the state of Arkansas in Appendix C for detailed demographics and other performance context information. UPBNA has 30 branches and approximately \$587 million in deposits. This represents 3% of total UPBNA total deposits. UPBNA is the 9th largest institution in the state based on the June 30, 2002, FDIC Summary of Deposits with a market share of 1.8%.

LENDING TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the Lending Test in Arkansas is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the AR 01 - 11 Non-MSA Counties AA is adequate.

Lending Activity

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

The bank exhibited adequate responsiveness to credit needs in its assessment area, taking into account the number and amount of home mortgage and small loans to businesses originated in its AA. At June 30, 2002, UPBNA ranked first with a 9.69% market share of deposits among 37 financial institutions in the AA.

UPBNA ranked first among 175 HMDA reporters with a 10.71% overall market share of home mortgage loans; a 7.35% market share of home purchase loans; and an 11.51% market share of refinance loans. The bank ranked second with an 11.01% market share in moderate-income geographies. The bank ranked first with a 19.29% market share to low-income borrowers. UPBNA also ranked first with a 12.78% market share to moderate-income borrowers.

UPBNA ranked third among 50 CRA reporters with a 9.83% market share in small loans to businesses. The bank ranked second with a 16.31% market share of small loans to businesses with gross annual revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was adequate. There are no unexplained conspicuous gaps in the bank's lending patterns throughout the AA.

Our analysis was based on the geographic distribution of loans in moderate-income tracts. There were no low-income tracts in the AA.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase loans* was adequate. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in moderate-income geographies exceeded the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in moderate-income geographies was near to the bank's overall market share for refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Arkansas 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* was adequate. The percent of small loans to businesses in moderate-income geographies is somewhat lower than the percent of businesses located in moderate-income geographies. UPBNA's market share for small loans to businesses in moderate-income geographies was near to its overall market share of small loans to businesses.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was adequate. The

distribution of small loans to businesses was excellent. A substantial majority of small loans to businesses were to businesses with revenues of \$1 million or less.

We considered the following factors in evaluating the bank's performance in lending to low-income borrowers: the percent of low-income families below the poverty level, the availability of affordable housing in the AA, and competition from other lenders.

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in the state of Arkansas 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.

Home Purchase Loans

The distribution of home purchase loans by income level of the borrower in the AA was adequate. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. UPBNA's percent of home purchase loans to moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share for home purchase loans to low-income borrowers exceeded its overall market share for home purchase loans. UPBNA's market share for home purchase loans to moderate-income borrowers was somewhat lower than its overall market share.

Refinance Loans

The distribution of refinance loans by income level of the borrower in the AA was excellent. The bank's percent of refinance loans to low-income borrowers was poor. UPBNA's percent of refinance loans to moderate-income borrowers was excellent. The market share to low- and moderate-income borrowers exceeded its overall market share.

Small Loans to Businesses

Refer to Table 11 in the state of Arkansas 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.

The distribution of small loans to businesses in the AA was excellent. The bank's percentage of small loans to small businesses (business with revenues of \$1 million or less) exceeded the percent of small businesses in the AA. UPBNA's market share for businesses with revenues of \$1 million or less exceeds its overall market share for small loans to businesses. A substantial majority of the bank's small loans to businesses originated at \$100,000 or less.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Arkansas 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.

During the evaluation period, UPBNA originated two loans in the AA totaling \$252,255. These loans provided affordable housing to low- and moderate-income families. This level of community development lending had a positive impact on lending performance because opportunities to lend for community development purposes were limited. Refer to the Market Profile section for details on needs and opportunities.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permit minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97, which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the AR 02 – Jonesboro, AR MSA and AR 03 – 03 Non-MSA Counties is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in the AR 01 – 11 Non-MSA Counties. The performance of the AR 03 – 03 Non-MSA Counties AA was stronger than the full-scope area. Refer to Tables 1 through 12 in the state of Arkansas section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the investment test in Arkansas is rated Low Satisfactory. Based on a full-scope review, the bank's performance was adequate.

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

UPBNA has an adequate level of qualified investments in the AA.

During the evaluation period, UPBNA made 9 contributions totaling \$10 thousand to community development organizations that provide direct support, services and activities that impact moderate-income geographies and low- and moderate-income individuals in the AA. There were two prior period investments totaling \$260 thousand. None of the bank's investments are considered innovative or complex. Current investments in the form of grants or donations benefit low- and moderate-income individuals, but do not address the identified need for business development and jobs.

Conclusions for Areas Receiving Limited-Scope Review(s)

Based on limited-scope reviews, the bank's performance under the investment test in the AR 02 – Jonesboro, AR MSA and the AR 03 – 03 Non-MSA Counties is not inconsistent with the bank's overall Low Satisfactory performance under the investment test. Refer to Tables 14 in the state of Arkansas section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Area Receiving a Full-Scope Review(s)

The bank's performance under the service test in Arkansas is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the AR 01 – 11 Non-MSA Counties AA is adequate.

Retail Banking Services

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

Service delivery systems are reasonably accessible to essentially all portions of the AA. The percent of bank branches located in moderate-income geographies is somewhat lower than the percent of population that resides in moderate-income geographies.

There were a total of 16 branches in the AA of which 12 were full-service branches and 4 were limited-service branches. During the evaluation period, UPBNA closed 2 and sold 4 branches in middle-income geographies. No branches opened during the evaluation period. UPBNA had a total of 12 ATMs in which 1 was located in a moderate-income geography, 9 in middle-income geographies, and 2 in upper-income geographies. Business hours vary by branch location. Some offices and drive-through facilities had Saturday hours. UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPBNA actively participates with organizations that provide community development services. During the evaluation period, officers and staff contributed services to 13 community development organizations in the AA. The bank worked with organizations that provided affordable housing, community services to low- and moderate-income individuals, economic development, and revitalization/stabilization of low- and moderate-income geographies. Bank officers and staff served in the capacity as board members, officers, volunteers, and provided financial expertise to organizations in which they served.

Conclusions for Areas Receiving Limited-Scope Review(s)

Based on limited-scope reviews, the bank's performance under the service test in the AR 02 – Jonesboro, AR MSA and AR 03 – 03 Non-MSA Counties is not inconsistent with the bank's overall Low Satisfactory performance under the services test in the AR 01 –11 Non-MSA Counties AA. Refer to Tables 15 in the state of Arkansas section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Florida

CRA Rating for Florida: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: High Satisfactory

Lending Test

- Good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage and small business loans in its AAs.
- A majority of the bank's loans are made in its AAs.
- A good geographic distribution of loans in its AAs.
- A good distribution, particularly in its AAs, of loans among individuals of different income levels and businesses of different sizes given the product lines offered by the bank.
- A good record of serving the credit needs of highly economically disadvantaged areas in its assessment area(s), low-income individuals, or businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- An adequate level of community development loans.

Investment Test

- An adequate level of qualified investments.
- Adequate responsiveness to credit and community development needs.

Service Test

- Service delivery systems are accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent changes have been made, its opening and closing of branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- A good level of community development services.

Description of Institution's Operations in Florida

Refer to the Market Profile for the Miami MSA in Appendix C for detailed demographics and other performance context information for the AAs that received full-scope reviews.

UPBNA has \$3.0 billion of deposits and 73 branches in its operations in Florida. This represents 16% of bank deposits. UPBNA is the 10th largest financial institution in Florida based on the June 30, 2002 FDIC Summary of Deposits with a market share of 1.6%.

Scope of Evaluation in Florida

A full-scope review was performed for the Miami, Florida MSA. This assessment area, which represented 13% of the bank's total deposits and approximately 4% of the total reported loans, was weighted most heavily in assessing the bank's performance in Florida. Limited scope reviews were conducted for the Fort Lauderdale and West Palm Beach/Boca Raton MSAs. These assessment areas represented approximately 3% of UPBNA's total deposits and 3% of the reported loans. Refer to Table 1 in Appendix D for more information.

Several community contacts performed by the OCC prior to or during the evaluation period were reviewed. All of the contacts were in the Miami MSA assessment area. The contacts included small business development/economic development agencies and a community development corporation. These contacts were made to help determine the credit needs in the assessment areas. The needs identified through these contacts were partnering with Community Development Corporations for commercial projects and CD investments for operations and property development. No comments were received concerning the manner in which UPBNA provided needed credit, investments, and services in the communities.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Florida is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Miami MSA is good. Variations in performance among the assessment areas and among lending products are described below.

Lending Activity

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

The bank exhibited good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage small business loans originated in its AAs. At June 30, 2002, the bank ranked 7th with a 6% market share of deposits among 106 financial institutions in Miami MSA.

The bank ranked 16th among 631 HMDA reporters with a 1% overall market share of home mortgage loans; a .91% market share of home purchase loans; a 1.38% market

share of refinanced loans. The bank ranked 14th with a 1.5% market share of loans originated in low-income geographies. The bank ranked 17th with a 1.4% market share of loans originated in moderate-income geographies. The bank ranked 12th with a 2% market share of loans to low-income borrowers. The bank ranked 14th with a 1.7% market share of loans to moderate-income borrowers.

The bank ranked 14th among 143 CRA reporters with a .96% market share in loans to businesses. The bank ranked 16th with a 1% market share of loans originated in low-income geographies. The bank ranked 15th with a 1% market share of loans originated in moderate-income geographies. The bank ranked 15th with a 1% market share of loans to businesses with less than \$1 million gross annual revenues.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was good. The geographic distribution of home mortgage loans was good. The geographic distribution of small loans to businesses was excellent. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. An adequate percentage of its loans were made in the AA.

Home Mortgage Loans

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

UPBNA's mortgage related lending to individuals in low- and moderate-income census tracts in the Miami MSA was good.

Home Purchase Loans

The geographic distribution of home purchase loans in the AA was good. The bank's percent of home purchase loans in low-income geographies was somewhat lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was near to the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was somewhat lower than the bank's market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies exceeded the bank's overall market share of home purchase loans.

Refinanced Loans

The geographic distribution of refinanced loans in the AA was good. The bank's percent of refinanced loans in low-income geographies was somewhat lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinanced loans in moderate-income geographies was near to the percent of owner-

occupied units in moderate-income geography. The bank's market share of refinanced loans in low- and moderate-income geographies exceeded the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Florida section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's small business loan originations.

The geographic distribution of small loans to businesses was excellent. The percent of small businesses in low- and moderate-income geographies exceeded the percent of businesses located in low- and moderate-income geographies. The bank's market share of loans in the low- and moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in the AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. An adequate percentage of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Florida 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.

Home Purchase Loans

The distribution of home purchase loans by income level of the borrower in the AA was adequate. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of home

purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Refinance Loans

The distribution of refinanced loans by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers was near to the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Florida section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small business loan originations.

The distribution of small loans to businesses in the AA was good. The bank's percentage of small loans to small businesses (businesses with annual revenues of \$1 million or less) was near to the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. An adequate percentage of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Florida 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.

The bank had a low level of community development loans. The bank made seven CD loans totaling \$4.6 million in the Miami MSA. Four provided affordable housing, one provided community services, and two provided community services and helped revitalize or stabilize the affected area. This had a neutral impact on lending performance. Refer to market profile section for details on needs and opportunities.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers. This product permits minimum down payments, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down

payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 that permits sources of funds in addition to borrower funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Ft. Lauderdale and West Palm Beach-Boca Raton MSAs is not inconsistent with the bank's overall High Satisfactory performance under the lending test in Florida. Refer to Tables 1 through 12 in the state of Florida section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Florida is rated Low Satisfactory. Based on the full-scope review for the Miami MSA, the bank's level of qualified investments is adequate. Refer to Table 14 in the state of Florida section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The bank had an adequate level of qualified investments in the AA. UPBNA's performance in the Miami MSA is adequate. The bank made 54 qualified investments in the Miami MSA assessment area totaling \$7 million. The investments were responsive to credit needs. Approximately 72% of the investments supported community services (this includes some investments that benefit more than one CD purpose. Approximately 91% of the qualified investments were made in the prior period. These investments consist of mortgage-backed securities backed by affordable housing mortgages. None of the investments were innovative or complex.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Fort Lauderdale and West Palm Beach-Boca Raton MSAs was not inconsistent with the bank's overall Low Satisfactory performance under the Investment Test in Florida. See Table 14 in the state of Florida section of Appendix D for the facts and data that support these conclusions.

SERVICES TEST

Conclusions for Area Receiving Full-Scope Reviews

The bank's performance under the Service Test for Florida is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Miami MSA was good.

Retail Banking Services

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

Service delivery systems are accessible to its AAs, particularly low- and moderate-income geographies or low- or moderate-income individuals. In the Miami MSA, the percentage of branches in low-income tracts exceeded the percentage of tracts in the AA and the percentage of the population living in low-income tracts. Then percentage of branches in moderate-income tracts was near to the percentage of tracts in the AA and the percentage of the population.

To the extent changes have been made, its opening and closing of branches 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. A branch was opened in a low-income geography.

UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPBNA's performance in providing community development services in the Miami MSA was good. Officers and staff contributed services to 16 community groups during the review period. They were responsive to needs identified as discussed in the profile in Appendix C of the Miami MSA.

The services were provided in conjunction with organizations that address employment creation and readiness, schools in low- and moderate-income areas, a community college, an Enterprise Community, a merchants alliance, Chamber of Commerce small business or empowerment zone committees, and the City of Miami.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews and the performance contexts, the bank's performance under the Service Test in the Fort Lauderdale and West Palm Beach/Boca Raton MSAs is not inconsistent with the bank's overall High Satisfactory performance under the Service Test in the state of Florida. Refer to Table 15 in the state of Florida section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Illinois

CRA Rating for Illinois: Satisfactory

The Lending Test is rated: High Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: Low Satisfactory

Lending Test

- Good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage and small business loans in its AAs.
- A majority of the bank's loans are made in its AAs.
- An adequate geographic distribution of loans in its AAs.
- A good distribution, particularly in its AAs, of loans among individuals of different income levels and businesses of different sizes given the product lines offered by the bank.

Investment Test

- UPBNA provided an adequate level of qualified investments in its Illinois assessment areas. The investments showed no notable innovation or complexity.

Service Test

- Service delivery systems are reasonably accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent changes have been made, its opening and closing branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- An adequate level of community development services.

Description of Institution's Operations in Illinois

Refer to the Market Profile for the Illinois 05 AA in Appendix C for detailed demographics and other performance context information for assessment areas that received full scope reviews.

UPBNA has over \$1.4 billion of deposits and 40 branches in its operations in Illinois. The Illinois 05 AA has 11 branches. This represents 5% of the bank's total deposits. The Illinois 05 AA represents 35% of deposits and 24% of the loans in the state.

UPBNA is the 16th largest financial institution in Illinois based on the FDIC's Summary of Deposits with a market share of .95%.

Scope of Evaluation in Illinois

A full-scope review was performed for the AA designated by the bank as IL 05, containing eight contiguous non-MSA counties in southwestern Illinois. It was weighted most heavily in assessing the bank's performance in Illinois. Limited scope reviews were conducted for the remaining nine Illinois AAs.

LENDING TEST

The bank's performance under the Lending Test in Illinois is rated High Satisfactory. Based on a full-scope review, the bank's performance in the IL 05 AA is good.

Lending Activity

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

The bank exhibited good responsiveness to credit needs in the AA, taking into account then number and amount of home mortgage, refinance and small business loans originated in its AA. At June 30, 2002, the bank ranked 1st with a 9% market share of deposits among 74 financial institutions in the AA.

The bank ranked 3rd among 251 HMDA reporters with a 6.6% overall market share of loans originated in moderate-income geographies. The bank ranked 5th with a 5% market share of loans to low-income borrowers. The bank ranked 3rd with a 7.5% market share of loans to moderate-income borrowers.

The bank ranked 15th among 67 CRA reporters with a 1.6% market share in loans to businesses. The bank ranked 9th with a 3% market share of loans to businesses with revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was good. The geographic distribution of home mortgage loans was good. The geographic distribution of small loans to businesses was excellent. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A majority of the bank's loans were made in its AA.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of home purchase loans in the AA was adequate. The bank's percent of home purchase loans in low-income geographies was near to the percent of owner-occupied units in low-income geographies. The bank's percentage of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was significantly lower than the bank's overall market share. The bank's market share of home purchase loans in moderate-income geographies was near to the bank's overall market share of home purchase loans.

Refinanced Loans

The geographic distribution of refinanced loans in the AA was adequate. The bank's percent of refinanced loans in low-income geographies exceeded the percent of owner-occupied units in low-income geographies. The bank's percent of refinanced loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinanced loans in low-income geographies was significantly lower than the bank's overall market share of refinanced loans. The bank's market share of refinanced loans in moderate-income geographies was near to the bank's overall market share of refinanced loans.

Small Business Loans

Refer to Table 6 in the state of Illinois section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's small business loan originations.

The geographic distribution of small loans to businesses was good. The percentage of small loans to businesses in low-income geographies was near to the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses in

moderate-income geographies. The bank's market share of loans to small businesses in low-income geographies exceeded its market share of loans. The bank's market share of loans in moderate-income geographies was near to its overall market share.

Lending Gap Analysis

We evaluated the lending distribution in the AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was adequate. The distribution of small loans to businesses was excellent. A majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

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

Home Purchase Loans

The distribution of home purchase loans by the income of the borrower in the AA was good. The percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was somewhat lower than its market share of loans. The bank's market share of loans to moderate-income borrowers was near to its overall market share of loans.

Refinanced Loans

The distribution of refinanced loans by the income level of the borrower in the AA was adequate. The bank's percent of refinanced loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinanced loans to moderate-income borrowers was near to the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Illinois section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small business loan originations.

The distribution of small loans to businesses in the AA was good. The bank's percentage of small loans to small businesses (businesses with revenues \$1 million or less) was near to the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A majority of the bank's loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

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

The bank did not make any CD loans in this AA during the evaluation period.

Product Innovation and Flexibility

UPBNA's uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers. This product permits minimum down payments, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from the borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 that permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test was not inconsistent with the bank's overall High Satisfactory performance under the lending test in Illinois for the following AAs: IL 02, IL 04, IL 06, IL 08 and IL 09. In the IL 03 AA the bank's performance was stronger than the bank's overall performance in the state. In the IL 01, IL 07, and IL 10 AAs the bank's performance was weaker than the bank's overall performance in the state. Refer to Tables 1 through 12 in the state of Illinois section of Appendix D for the facts and data that support these conclusions.

Performance in the IL 03 AA was stronger. In this AA, the bank's lending exceeded relevant percentages for loans to individuals in low-income census tracts for home purchase, home refinance, and small loans to businesses; for loans to individuals in moderate-income tracts for home mortgage refinance and multifamily loans; for loans to low-income and moderate-income borrowers for home purchase loans; and for loans to moderate-income borrowers for home mortgage refinance loans.

Performance in the IL 01 AA was weaker. Bank lending was lower than relevant percentages for home purchase loans in low-income census tracts; for home refinance loans in low- and moderate-income tracts; and for home purchase and home refinance loans to low-income borrowers.

Performance in the IL 07 AA was weaker, because of low levels of lending in moderate-income census tracts and low levels of lending to low-income borrowers.

Performance in the IL 10 AA was weaker, because of low levels of lending in the moderate income census tracts.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Illinois is rated Low Satisfactory. Based on the full-scope review, the bank's performance is adequate.

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

The bank has an adequate level of qualified investments in the AA. The bank made 29 qualified investments in the IL 05 AA totaling \$439 thousand. Twenty-five of the qualified investments consisted of donations and grants for the current period. The investments were responsive to one of the five types of credit needs identified through community contacts. Approximately half of the investments supported community services. None of the investments were innovative or complex.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the IL 01, IL 02, IL 03, IL 04, IL 06, IL 07, IL 08, IL 09, and IL 10 AAs was not inconsistent with the bank's overall Low Satisfactory performance under the Investment Test in Illinois. Refer to Table 14 in the state of Illinois section of Appendix D for the facts and data that support these conclusions.

SERVICES TEST

The bank's performance under the Service Test for Illinois is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Illinois 05 AA was adequate.

Conclusions for Area Receiving Full-Scope Reviews

Retail Banking Services

Refer to Table 15 in the state of Illinois section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch system and the distribution of branches opened and closed during the review period.

Service delivery systems were reasonably accessible to geographies and individuals of different income levels in the Illinois AAs during the evaluation period.

For the Illinois 05 AA there were no branches in the two low-income census tracts. The percentage of branches in moderate-income tracts was near the percentage of the population. The bank's record of opening and closing branches in its Illinois 05 AA resulted in the closure of the only branch in a low-income census tract.

UPBNA's hours and services offered did not vary in a way that inconvenienced the AAs.

Community Development Services

UPBNA provided few community development services in IL 05. Qualified community development services included financial education to consumers or small businesses; financially related technical assistance for CD organizations, including some that develop affordable housing; and fundraising assistance for neighborhood development corporation.

UPBNA conducted five qualified community development services in the IL 05 AA. They included financial education for consumers or small businesses and fundraising assistance for CD efforts. The services were provided in conjunction with organizations that address employment creation and readiness and affordable housing.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews and the performance contexts, the bank's performance under the Service Test in the IL 01, IL 02, IL 03, IL 04, IL 06, IL 07, IL 08, IL 09, and IL 10 AAs is not inconsistent with the bank's overall Low Satisfactory performance under the Service Test in the state of Illinois. Refer to Table 15 in the state of Illinois section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Indiana

CRA Rating for Indiana: Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: High Satisfactory

The Service Test is rated: Low Satisfactory

Lending Test

- UPBNA has demonstrated an adequate responsiveness to credit needs in the Indianapolis MSA assessment area (AA).
- The geographic distribution of reportable loans is good and the borrower distribution is adequate with no unexplained gaps in lending.
- The level of community development lending reflects a good responsiveness to identified needs and has a positive effect on the overall lending rating.

Investment Test

- The level of Investments reflects a good responsiveness to the needs of the AA.

Service Test

- Service delivery systems are accessible to limited portions of the bank's AA.
- Community development services support the bank's other community development efforts and address identified needs in the community. These services had a positive impact on the Service Test rating.

Description of Institution's Operations in Indiana

Refer to the Market Profile for the Memphis MSA in Appendix C for detailed demographics and other performance context information. UPBNA has 74 branches, and \$1.9 million in deposits in the state of Indiana. This represents 8% of total UPBNA deposits. UPBNA is the 6th largest financial institution in the state of Indiana based on the June 30, 2002, FDIC Summary of Deposits with a market share of 2.4%.

LENDING TEST

Conclusions for Area Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Indiana is Low Satisfactory. Based on a full-scope review of the Indianapolis MSA AA, the bank's performance is adequate.

Lending Activity

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

UPBNA's lending activity demonstrates an adequate responsiveness to the credit needs of its AA. UPBNA's deposit market share of 3% (\$858 million) ranks 6th among 544 financial institutions with offices in the Indianapolis MSA. Those institutions with a greater market share include National City Bank, Bank One, Fifth Third and Union FB of Indianapolis, which captured 15%, 12%, 7%, and 7% of the market, respectively, and are significantly larger than UPBNA in total assets.

Approximately 69% of the number and 62% of the dollar amount of UPBNA's reported loans were home mortgage-related loans in the Indianapolis AA. Approximately 30% of the number and 38% of the dollar amount were loans to small businesses. Among the home mortgage loans originated in the Indianapolis AA, approximately 54% were home mortgage refinances and 36% were for home purchase.

Business lending activity is good. UPBNA reported 8,118 business loans totaling \$622 thousand over the evaluation period. Fifty-seven percent of all reported small loans to businesses and 9% of all reported 2002 small loans to businesses were originated in the Indianapolis MSA. Sixty-six percent of the small business loans were made to businesses with revenues less than \$1 million. UPBNA ranked 16th in small business market share among 142 lenders in the Indianapolis MSA.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

Refer to Tables 2 and 4 in the state of Indiana section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations.

The overall geographic distribution of home mortgage loans was adequate. The bank's ability to lend in low-income areas is affected by a low percentage of owner-occupied units. More than half of the housing units in low-income tracts are rental and multifamily. Additionally, there is a high level of vacant housing units in both low- and moderate-income tracts.

Home Purchase Loans

UPBNA's geographic distribution of *home purchase* loans was adequate. The percent of home purchased loans in the low- and moderate-income geographies is somewhat lower than the percent of owner-occupied housing units in those geographies. Its market share in both geographies was lower than its overall market share.

Refinance Loans

UPBNA's geographic distribution of *refinance loans* was adequate. The percent of refinanced loans in low-income geographies was near to the percent of owner-occupied housing units in those geographies. UPBNA's percent of refinanced loans in moderate-income geographies was somewhat lower than the percent of owner-occupied housing units in those geographies. The bank's market share in the low-income geographies exceeds its overall market share, while its market share in moderate-income geographies was near to its overall market share.

Small Business Loans

Refer to Table 6 in the state of Indiana section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's small business loan originations.

The bank's overall geographic distribution of small loans to businesses was good.

The bank's *small loans to businesses* lending in low- and moderate-income census tracts was good. The percentage of loans in both the low- and moderate-income geographies was near to or equals the percentage of businesses located in these tracts.

UPBNA's market share of loans to small businesses in low-income and moderate-income tracts exceeds its overall market share. The market is dominated by a small group of lenders. The top five lenders account for 56% of the loans in low-income tracts and 64% of the loans in moderate-income tracts.

Lending Gap Analysis

Our review included an evaluation of UPBNA's geographic distribution of home mortgage loans and small loans to businesses. This was done using maps and reports showing the bank's lending in each census tract. No unexplained conspicuous gaps in lending were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was adequate. The distribution of home mortgage loans by borrower income level was adequate. The

distribution of small loans to businesses was excellent. A majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

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

Home Purchase Loans

The percentage of *home purchase loans* to low-income individuals was poor. The percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA, as is the bank's market share to low-income borrowers. There are limited opportunities for low-income individuals to qualify for home ownership; approximately 36% of the area's population is below the poverty level. The percent of home purchase loans to moderate-income individuals was good. This percentage was near to or equals the percentage of moderate-income families in the AA, as is the bank's overall market share.

Refinance Loans

The percentage of *refinance loans* to low-income individuals was adequate. The percent of refinance loans to low-income borrowers was somewhat lower than the percentage of low-income families in the AA, as was the bank's market share to low-income borrowers. The percentage of refinance loans to moderate-income individuals was good. This percentage is near to or equals the percentage of moderate-income families in the AA, as was the bank's overall market share.

Small Business Loans

Refer to Table 11 in the state of Indiana section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small business loan originations.

UPBNA's lending to businesses with revenues of \$1 million or less was excellent. The bank's percentage of reportable loans made to businesses of this revenue size exceeds the percentage of businesses with revenues of \$1 million or less. The percent of loans of \$100,000 or less exceeds the bank's overall market share for small loans to all businesses in the MSA. Market share data reflects UPBNA ranks 10th among 142 lenders in the number of loans made to businesses with revenues of \$1 million or less.

Community Development Lending

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

Community development (CD) lending had a positive impact on the Lending Test conclusions. Bank management and community contacts identified affordable housing, small business loans and technical assistance as pressing needs in the Indianapolis MSA. UPBNA demonstrated a good level of responsiveness to the needs of the Indianapolis MSA AA. For example, UPBNA originated 2 loans totaling \$1.035 million, which consisted of a \$1 million loan to an Indiana based CDFI in its efforts to assist small and medium-sized businesses in obtaining bank loans, and a \$35 thousand loan to a housing and homeless coalition for affordable housing issues and supportive services.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permit minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97, which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and pre-paid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, we determined the performance in these areas is not always consistent with the bank's overall Low Satisfactory lending test performance in Indiana. Overall, these limited scope reviews indicate there are some portions of the lending test that are stronger and/or weaker than the overall state performance.

The performance in the AAs of Bloomington MSA (IN 01), Lafayette MSA (IN 04), and parts of Terre Haute MSA, (IN 10) and parts of Louisville, KY non-MSA counties (IN 05) is not inconsistent with the bank's overall Low Satisfactory state performance under the lending test. There are no low- and moderate-income geographies in the two of the non-MSA counties (IN 06 & IN 07).

The ratings in the AAs of part of Kokomo MSA (IN 03), one non-MSA county (IN 08) and 8 non-MSA contiguous counties (IN 09 & IN 12) are stronger when compared to the overall state performance. The stronger ratings are attributed to no low-income tracts in geographies IN 08, IN 09 & IN 12, the excellent home purchase activity in the low-income geography IN 03, and the excellent small loans to business lending in all of the geographies stated above with stronger performance. The rating in the AA of part of Evansville, IN-Henderson, KY MSA (IN 11) is weaker when compared to the overall state performance given the limited opportunities for home purchase and refinanced loans.

Refer to the Tables 1-12 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Indianapolis MSA AA is excellent. Refer to Table 14 in Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

Qualified investments are investments, deposits, membership shares or grants that have as their primary purpose "Community Development, as defined in the CRA regulation. UPBNA does not have any complex or innovative investments. There were six qualified investments purchased during this evaluation period totaling \$933 thousand, which consist of four Low Income Housing Investment Tax Credits (\$425 thousand) and two equity investments (\$508 thousand) in two CDFIs focusing on small business development. Additionally, there were 199 grants/donations amounting to \$531 thousand made to organizations providing affordable housing and other social services targeting low- and moderate-income individuals and families.

Prior period investments include nine mortgage-backed securities (MBS) with a current amortized book value of \$2.1 million. The MBSs consist of loans originated to low- and moderate-income individuals for housing.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews of the bank's performance under the Investment Test in the Lafayette MSA (IN 04), part of Louisville, KY-IN (IN 05), part of Terre Haute MSA (IN 10), one non-MSA county (IN 08) and 8 non-MSA contiguous counties (IN 09 & IN 12) is weaker than the bank's overall High Satisfactory performance rating for the state of Missouri. The bank's performance in the AAs of the Bloomington MSA (IN 01), part of the Kokomo MSA (IN 03), part of the Evansville, IN-Henderson, KY MSA (IN 11) and 2 non-MSAs (IN 06 and IN 07) is weaker than the bank's overall High Satisfactory state

performance. The weaker ratings are attributed to the bank's limited opportunities for investments, grants and donations in these geographies.

Refer to Table 14 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

SERVICES TEST

The bank's performance under the Service Test for Indiana is Low Satisfactory. Based on full-scope review of the Indianapolis MSA AA, the bank's performance is adequate.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services

Refer to Table 15 in the state of Indiana section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery systems and branches opened and closed during the review period.

UPBNA's delivery systems are accessible to limited portions of its AA. The bank operates a total of 28 full service branches, three limited service branches, and 37 ATM's in the full-scope AA. The distribution of branches is poor in both the low- and moderate-income geographies. The low-income tracts in the full-scope AA have 7% of the population and 3% of the bank's branches, while the moderate-income tracts have 23% of the population and only 3% of the bank's branches.

UPBNA's record of opening and closing branches has generally not adversely affected the provision of financial services. There were two branches opened and two closed during this evaluation period. The branches closed were located in low-income census tracts, while the branches opened were located in middle- and upper-income census tracts.

UPBNA's hours and services offered do not vary in a way that inconveniences the assessment area.

Community Development Services

Overall, UPBNA provides an adequate level of services in its assessment areas related to the provision of financial services whose purpose is community development.

Community development services include providing technical assistance on financial matters to nonprofit organizations who serve low- and moderate-income individuals/families and to other groups or small businesses, which promote community revitalization, community development, or affordable housing. Officers and employees of UPBNA provide financial planning and expertise to community organizations and provide homeownership counseling to individuals and groups, primarily focusing on

those in low- and moderate-income categories. All of these services benefit the bank's assessment area.

Services provided include Homebuyer Education Programs, Banking Basics financial education presentations, Small Business Seminars, Credit and Financial Counseling, and Technical Assistance to Non-Profit Organizations through board or committee participation.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews of the bank's performance under the Service Test, the ratings performance in the Evansville, IN-Henderson, KY MSA (IN 11) and one non-MSA AA (IN 08) is not inconsistent with the bank's overall Low Satisfactory performance under the service test.

The bank's ratings in the remaining limited-scope areas are stronger than the bank's overall Low Satisfactory state performance. The stronger performances are due to the number of banks/branches being near to, equaling, or exceeding the geography's population in the low- and moderate-income tracts.

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

State Rating

State of Iowa

CRA Rating for Iowa: Satisfactory

The Lending Test is rated: Low Satisfactory

The Investment Test is rated: Low Satisfactory

The Service Test is rated: High Satisfactory

Lending Test

- UPBNA has demonstrated an adequate responsiveness to credit needs in the Waterloo-Cedar Falls MSA assessment area (AA).
- The geographic distribution of reportable loans was adequate and the borrower distribution is good with no unexplained gaps in lending.
- The level of community development lending reflects a good responsiveness to identified needs and has a positive effect on the overall lending rating.

Investment Test

- The level of Investments reflects an adequate responsiveness to the needs of the AA.

Service Test

- Service delivery systems are accessible to essentially all portions of the bank's AAs.
- Community development services support the bank's other community development efforts and address identified needs in the community.

Description of Institution's Operations in Iowa

Refer to the Market Profile for the Waterloo-Cedar Falls MSA in Appendix C for detailed demographics and other performance context information. UPBNA has 22 branches, and \$519 thousand in deposits in the state of Iowa. This represents 2% of total UPBNA deposits. UPBNA is the 4th largest financial institution in the state of Iowa based on the June 30, 2002, FDIC Summary of Deposits with a market share of 1.0%.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Iowa is Low Satisfactory. Based on a full-scope review of the Waterloo-Cedar Falls MSA AA, the bank's performance is adequate.

Lending Activity

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

UPBNA's lending activity demonstrates an adequate responsiveness to the credit needs of its AA. UPBNA's deposit market share of 20% (\$249 million) ranks 3rd among 11 financial institutions with offices in the Waterloo-Cedar Falls MSA. Those institutions with a greater market share include U.S. Bank and Wells Fargo Bank, which captured 22% and 21%, respectively, and are significantly larger than UPBNA in total assets.

Approximately 46% of the number and 48% of the dollar amount of UPBNA's reported loans were home mortgage-related loans in the Waterloo-Cedar Falls AA.

Approximately 29% of the number and 30% of the dollar amount were small loans to businesses. Among the home mortgage loans originated in the Waterloo-Cedar Falls AA, approximately 50% were home mortgage refinances and 40% were for home purchase loans.

Business lending activity is good. UPBNA reported 974 business loans totaling \$100 thousand over the evaluation period. Forty-five percent of all reported small loans to businesses and 97% of all reported 2002 small loans to businesses were originated in the Waterloo-Cedar Falls AA. Seventy-one of the small business loans were made to businesses with revenues less than \$1 million. UPBNA ranked 5th in small business market share among 3,284 lenders in the Waterloo-Cedar Falls MSA.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was adequate. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A majority of its loans were made in its AA.

Home Mortgage Loans

Refer to Tables 2 and 4 in the state of Iowa section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations.

Home Purchase Loans

UPBNA's geographic distribution of *home purchase loans* was adequate. The percent of home purchase loans originated in the low-income geographies is significantly lower than the percent of owner-occupied housing units in those geographies. The percent of home purchase loans originated in the moderate-income geographies exceeded the percent of owner-occupied housing units in those geographies. UPBNA's market share of home purchase loans in low-income census tracts was significantly lower than its overall market share, while the market share of loans in moderate-income census tracts exceeded its overall market share.

Refinance Loans

UPBNA's geographic distribution of *refinance loans* was poor. The percent of refinance loans in both low- and moderate-income geographies was lower than the percent of owner-occupied housing units in those geographies. UPBNA's market share of refinance loans in low-income tracts was lower than its overall market share, while the market share of loans in moderate-income tracts was somewhat lower than its overall market share.

Small Business Loans

Refer to Table 6 in the state of Iowa section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's small business loan originations.

The bank's overall geographic distribution of small loans to businesses was adequate.

The bank's small loans to business in low-income census tracts was adequate. The percent of small loans to businesses in low-income census tracts is somewhat lower than the percentage of businesses located within these designated tracts. Small business lending in moderate-income census tracts was good. The percentage of small loans to businesses in moderate-income census tracts was near to or equals the percentage of businesses located in these tracts. UPBNA's market share of loans to small businesses in low-income census tracts was somewhat lower than its overall market share while the market share of loans to small businesses in moderate-income census tracts exceeds its overall market share.

Lending Gap Analysis

Our review included evaluation of UPBNA's geographic distribution of home mortgage loans and small loans to businesses. This was done using maps and reports showing the bank's lending in each census tract. No unexplained conspicuous gaps in lending were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The bank's overall borrower distribution of home mortgage loans was good. The distribution of home mortgage loans by borrower income level was adequate. The distribution of small loans to businesses was excellent. A majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

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

Home Purchase Loans

The percent of home purchase loans to low- and moderate-income individuals was excellent. The percent of home purchase loans to low- and moderate-income borrowers exceeded the percent of low-income families in the AA. Market share data shows home purchase loans to low- and moderate-income borrowers exceeded its overall market share.

Refinance Loans

The percent of refinance loans to low-income individuals was adequate. The percent of home purchased refinance loans to low- and moderate-income borrowers was somewhat lower than the percent of low-income families in the AA. Market share data shows home purchased refinance loans to low- and moderate-income borrowers was somewhat lower than its overall market share.

Small Business Loans

Refer to Table 11 in the state of Iowa section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small business loan originations.

UPBNA's lending to businesses with revenues of \$1 million or less is excellent. The bank's percentage of reportable loans made to businesses with this revenue size exceeds the percentage of businesses with revenues of \$1 million or less. The percent of loans of \$100,000 or less exceeds the bank's overall market share for small loans to all businesses in the MSA. Market share data reflects UPBNA ranks 5th among 1,062 lenders in the number of loans made to businesses with revenues of \$1 million or less.

This market share of loans to small businesses with revenues less than \$1 million exceeds the bank's overall market share for small business loans.

Community Development Lending

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

Community development (CD) lending had a positive impact on the Lending Test conclusions. Community contacts identified affordable housing as the primary need in the area. UPBNA demonstrated a good level of responsiveness to the needs of the Iowa MSA AA. For example, UPBNA originated two loans totaling \$915 thousand to ACN Southern Hills Partners. This company provides affordable multifamily housing for low- and moderate-income individuals and families. In addition, these projects can qualify for Federal Low Income Housing Tax credits.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permit minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97, which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, we determined the performance is not always consistent with the bank's overall Low Satisfactory lending test performance in Iowa. Overall, limited scope reviews indicate there are some portions of the lending test that are stronger than the overall state performance.

The performance in the AAs of Cedar Rapids MSA (IA 01), Des Moines MSA (IA 02) and 3 contiguous non-MSA counties (IA 07) is not inconsistent with the bank's overall Low Satisfactory performance under the Lending Test in the Waterloo-Cedar Falls MSA AA. The ratings in the AAs of Iowa City MSA (IA 03) and the 3 contiguous non-MSA counties (IA 05 and IA 06) are stronger when compared to the overall state

performance. The stronger ratings are attributed to the bank's excellent small loans to business' lending opportunities in these geographies.

Refer to the Tables 1-12 in the state of Indiana section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Reviews

The bank's performance under the Investment Test is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the Waterloo-Cedar Falls MSA AA is excellent. Refer to Table 14 in Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

Qualified investments are investments, deposits, membership shares or grants that have as their primary purpose "Community Development, as defined in the CRA regulation. UPBNA does not have any complex or innovative investments. All of the investments consist of grants/donations amounting to \$33 thousand made to organizations providing social services and assistance targeting low- and moderate-income individuals and families.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews of the bank's performance under the Investment Test, the ratings in the AAs of Des Moines MSA (IA 02) and 4 non-MSA counties (IA 06 and IA 07) are not inconsistent with the bank's overall Low Satisfactory state performance under the Investment Test. The ratings in the AAs of the Iowa City MSA (IA 03) and the 2 non-MSA counties (IA 05) are weaker than the overall state performance. The weaker ratings are attributed to the bank's limited opportunities for investments, grants and donations in these geographies. Refer to Table 14 in the state of Iowa section of Appendix D for the facts and data that support these conclusions.

SERVICES TEST

The bank's performance under the Service Test for Iowa is High Satisfactory. Based on the full-scope review of the Waterloo-Cedar Falls MSA AA, the bank's performance is adequate.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services

Refer to Table 15 in the state of Iowa section of appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery systems and branches opened and closed during the review period.

UPBNA's delivery systems are accessible to essentially all portions of the institution's AAs. The bank operates a total of 8 full service branches and 1 limited service branch in the full-scope AA. The distribution of branches is good in the low-income geographies and adequate in the moderate-income geographies. The low-income tracts in the full-scope AA have 4% of the population and 33% of the bank's branches, while the moderate-income tracts have 17% of the population and 11% of the bank's branches.

Fourteen ATMs supplement UPBNA's Waterloo-Cedar Falls AA delivery system. The dispersion of the ATMs represents a good distribution across the AA, particularly in the low- and moderate-income CTs. Three ATMs, 21% of the total, are situated in low-income geographies where 4% of the population resides. Two ATMs, 14% of the total, are located in moderate-income geographies where 17% of the population resides. All ATMs are available 24-hours a day, seven days a week.

UPBNA's record of opening and closing branches has not adversely affected the provision of financial services. There were no branch opening or closings during this evaluation period.

UPBNA's hours and services offered do not vary in a way that inconveniences the assessment area.

Community Development Services

Overall, UPBNA provides an adequate level of services in its assessment areas related to the provision of financial services whose purpose is community development.

Community development services include providing technical assistance on financial matters to nonprofit organizations who serve low- and moderate-income individuals/families and to other groups or small businesses, which promote community revitalization, community development, or affordable housing. Officers and employees of UPBNA provide financial planning and expertise to community organizations and provide homeownership counseling to individuals and groups, primarily focusing on those in low- and moderate-income categories. All of these services benefit the bank's assessment area.

Services provided include Homebuyer Education Programs, Banking Basics financial education presentations, Small Business Seminars, Credit and Financial Counseling,

and Technical Assistance to Non-Profit Organizations through board or committee participation.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews of the bank's performance under the Service Test, the bank's performance in all of the limited-scope areas are stronger or weaker than the overall good performance in the state of Iowa.

The stronger performances in the Des Moines MSA AA was due to the number of branches exceeding the geography's population in both low- and moderate-income census tracts. The weaker performances in the AAs of Cedar Rapids MSA (IA 01), Iowa City MSA (IA 03), and 3 non-MSA counties (IA 07) was due to limited to no branches in these geographies when compared to the population in the low- and moderate-income geographies. The performance in IA 01 and IA 07 were significantly lower than the geography's populations in both the low- and moderate-income census tracts. The performance in IA 03 was significantly lower than the geography's population in the low-income census tracts, while it exceeded the geography's population in the moderate-income census tracts.

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

State Rating

State of Kentucky

CRA Rating for Kentucky:	<u>Satisfactory</u>
The lending test is rated:	<u>Low Satisfactory</u>
The investment test is rated:	<u>Low Satisfactory</u>
The service test is rated:	<u>High Satisfactory</u>

Lending Test

- Good responsiveness to credit needs in its assessment areas, taking into account the number and amount of home mortgage and small loans to businesses.
- An adequate geographic distribution of loans in its assessment area.
- A good distribution, particularly in its AA(s), of loans among individuals of different income levels.
- An excellent record of serving the credit needs of businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- An adequate level of community development loans within the assessment area.

Investment Test

- An adequate level of investments given the opportunities available in the AA.

Service Test

- Delivery systems are readily accessible to all portions of the AA, particularly moderate-income geographies.
- UPBNA actively participates with organizations that provide community development services.

Description of Institution's Operations in Kentucky

Refer to the Market Profile for the state of Kentucky in Appendix C for detailed demographics and other performance context information. UPBNA has 29 branches and \$1 billion in deposits. This represents 4.4% of total UPBNA deposits. UPBNA is the 10th largest financial institution in the state of Kentucky based on the June 30, 2002, FDIC Summary of Deposits with a 1.8% market share.

LENDING TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the Lending Test in Kentucky is rated Low Satisfactory. Based on a full-scope review, the bank's performance in the KY 05 - 06 Non-MSA Counties AA is adequate.

Lending Activity

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

The bank exhibited adequate responsiveness to credit needs in its assessment area, taking into account the number and amount of home mortgage and small loans to businesses originated in its AA. At June 30, 2002, UPBNA ranked first with a 27.59% market share of deposits among 15 financial institutions in the AA.

UPBNA adequately serves the credit needs of economically disadvantaged areas in its AA. There are no low-income geographies in the AA, and there are only five moderate-income geographies. The percent of owner-occupied housing units in moderate-income geographies is low; therefore, opportunities are limited for home mortgage loans in these geographies.

UPBNA ranked second among 176 HMDA reporters with a 14.71% overall market share of home mortgage loans. For home purchase loans, the bank ranked second with an 11.95% market share. And for refinance loans, UPBNA ranked first with a 15.95% market share. The bank ranked second with an 11.5% market share in moderate-income geographies. The bank ranked second with a 13.68% market share to low-income borrowers. UPBNA also ranked second with a 16.07% market share to moderate-income borrowers.

UPBNA ranked eighth among 54 CRA reporters with a 4.15% market share in small loans to businesses. The bank ranked fifth with a 9.87% market share of small loans to businesses with gross annual revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was good. There are no unexplained conspicuous gaps in the bank's lending patterns throughout the AA.

Our analysis was based on the geographic distribution of home mortgage (home purchase and refinance loans) and small loans to businesses in moderate-income tracts. There were no low-income tracts in the AA.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase* loans was adequate. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The percent of owner-occupied housing units in moderate-income geographies was low; therefore, there was little opportunity to originate home mortgage loans. The bank's market share of home purchase loans in moderate-income geographies was somewhat lower than the bank's overall market share of home purchase.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share for the percent of refinance loans in moderate-income geographies was near to the overall market share for refinance loans.

Small Loans to Businesses

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

The geographic distribution of *small loans to businesses* was good. The percent of small loans to businesses in moderate-income geographies was near to the percent of businesses located in moderate-income geographies. UPBNAs market share for small loans to businesses in moderate-income geographies exceeded its overall market share of small loans to businesses.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified. All geographies were penetrated throughout the AA.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. A majority of small loans to businesses were to businesses with revenues of \$1 million or less.

We considered the following factors in evaluating the bank's performance in lending to borrowers of different incomes and businesses of different sizes: the percent of low-income families below the poverty level, the availability of affordable housing in the AA, the number of businesses located in the AA, and competition from other lenders.

Home Mortgage Loans

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

Home Purchase Loans

The distribution of *home purchase* loans by income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. UPBNA's percent of home purchase loans to moderate-income borrowers was near to the percent of moderate-income families in the AA. The bank's market share for home purchase loans to low- and moderate-income borrowers is near to its overall market share for home purchase loans.

Refinance Loans

The distribution of refinance loans by income level of the borrower in the AA was adequate. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers was near to the percent of moderate-income families in the AA. The market share to low-income borrowers was near to the bank's overall market share for refinance loans. The market share for moderate-income borrowers exceeded the bank's overall market share for refinance loans.

Small Loans to Businesses

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

The distribution of small loans to businesses in the AA was excellent. The bank's percentage of small loans to small businesses (business with revenues of \$1 million or less) exceeded the percent of small businesses in the AA. UPBNA's market share for businesses with revenues of \$1 million or less exceeded its overall market share for small loans to businesses. A substantial majority of the bank's small loans to businesses originated at \$100,000 or less.

Community Development Lending

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

During the evaluation period, UPBNA originated seven loans in the AA totaling \$95 thousand. These loans helped to revitalize and stabilize an economically depressed business center and provided affordable housing to low- and moderate-income families. This level of community development lending had a positive impact on lending performance. Refer to the Market Profile section for details on needs and opportunities.

Product Innovation and Flexibility

UPBNA's use of flexible loan programs positively impacted its Lending Test performance. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permit minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97, which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the KY 01 – 02 Non-MSA Counties and KY 03 - 04 Non-MSA Counties is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in the KY 05 – 06 Non-MSA Counties. Refer to the Tables 1-12 in the state of Kentucky section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the investment test in Kentucky is rated Low Satisfactory. Based on a full-scope review, the bank's performance is adequate.

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

UPBNA has an adequate level of qualified investments in the AA.

During the evaluation period, UPBNA made twenty-six contributions totaling \$95 thousand to community development organizations that provided affordable housing, direct support, services and other activities that impact moderate-income geographies and low- and moderate-income individuals in the AA. The majority of the investments were in the form of grants or donations to various non-profit organizations described above. UPBNA made an equity investment in a limited partnership that constructs and operates multifamily rental housing to low- and moderate-income individuals in rural areas. None of the bank's investments are considered innovative or complex.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the KY 01 – 02 Non-MSA Counties and the KY 03 - 04 Non-MSA Counties is not inconsistent with the bank's overall Low Satisfactory performance under the investment test. Refer to Table 14 in the state of Kentucky section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

Conclusions for Area Receiving a Full-Scope Review(s)

The bank's performance under the service test in Kentucky is rated High Satisfactory. Based on a full-scope review, the bank's performance in the KY 05 - 06 Non-MSA Counties AA is good.

Retail Banking Services

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

Service delivery systems are readily accessible to all portions of the AA, particularly in moderate-income geographies or to low- or moderate-income individuals. The percent of bank branches located in moderate-income geographies exceeds the percent of population that resides in moderate-income geographies. During the evaluation period, UPBNA closed one branch in a moderate-income geography and one branch in an upper-income geography. No branches were opened during the evaluation period.

There were a total of 16 branches in the AA of which 14 were full-service branches and two were limited-service branches. Business hours vary by branch location. Some offices and drive-through facilities had Saturday hours. UPBNA had a total of 15 ATMs in which one was located in a moderate-income geography, eight in middle-income geographies, and six in upper-income geographies. The ATM distribution matches the percent of population within each income level of geography. The bank's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPBNA actively participated with organizations that provided community development services. During the evaluation period, officers and staff contributed services to 25 community development organizations in the AA. Bank employees worked with organizations that provided affordable housing, community service and health care to low- and moderate-income individuals, economic development, and revitalization/stabilization of low- and moderate-income geographies. Bank officers and staff served in the capacity as board members, officers, and provided financial expertise. Bank employees have an ongoing relationship with many of these organizations.

Conclusions for Areas Receiving Limited-Scope Review(s)

Based on limited-scope reviews, the bank's performance under the service test in the KY 01 – 02 Non-MSA Counties and the KY 03 - 04 Non-MSA Counties is not inconsistent with the bank's overall High Satisfactory performance under the services test in the KY 05 – 06 Non-MSA Counties AA. Refer to the Table 15 in the state of Kentucky section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Louisiana

CRA Rating for Louisiana: Satisfactory

The lending test is rated: Low Satisfactory

The investment test is rated: Low Satisfactory

The Service Test is rated: Low Satisfactory

Lending Test

- Adequate responsiveness to credit needs in its assessment areas, taking into consideration the number and amount of home mortgage, small business and small farm loans in its AA(s).
- A majority of the bank's loans are made in its AAs.
- An adequate geographic distribution of loans in its AAs.
- A good distribution of loans among individuals of different income levels.
- An excellent distribution of loans among businesses of different sizes, given the product lines offered by the bank.
- An excellent record of serving the credit needs of businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- An adequate level of community development loans within the AA.

Investment Test

- An adequate level of qualified investments given the available opportunities in the AA.

Service Test

- Service delivery systems reasonably accessible to its AA, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent that changes have been made, UPBNAs opening and closing branches has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- Adequate participation with organizations that provide community development services to the AA.

Description of Institution's Operations in Louisiana

Refer to the Market Profiles for the State of Louisiana in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

UPBNA has defined 3 assessment areas (AAs) in Louisiana. Assessment areas are delineated by the political boundaries of the parishes where the bank has its branch locations. The AAs consist of portions of the following metropolitan areas (MA): LA 01 – Baton Rouge MSA, LA 02 - Houma MSA, and LA 03 - New Orleans MSA. The AAs that received a full-scope review are described in detail in the market profile section of this evaluation (Appendix C). All AAs consist of whole geographies, do not reflect illegal discrimination, and do not arbitrarily exclude low- or moderate-income geographies and overall meet the requirements of the CRA regulation.

UPBNA operates 23 branches within the State with deposits totaling \$705 million. This represents 3% of total UBPNA deposits. Based on the June 30, 2002, FDIC Summary of Deposits, UPBNA ranked 4th in the State with a 9% deposit market share.

Scope of Evaluation in Louisiana

UPBNA's overall rating is based primarily on those areas that received a full-scope review. We selected the LA 01 - Baton Rouge MSA AA for full-scope review. This area contained 83% of UPBNA's \$23 million in deposits within the State. Also, approximately 70% of total loan originations and purchases were in this area. Additionally, 78% (18) of the total branches in the State were located in the AA. All other AAs received limited-scope reviews. Refer to Table 1 Lending Volume in Appendix D for more information.

In evaluating performance under the Lending Test and determining how each loan type would be weighted, we considered the bank's business strategy and financial condition, the number and types of loans sampled, and community credit needs identified through discussions with community contacts. Home mortgage and small business lending were given equal weight under the Lending Test. We gave equal weight to the bank's performance in home purchase and home refinance loans. Management indicated that home improvement loan performance was understated because most home improvement loans were originated as home equity lines of credit and were not HMDA reportable. Therefore, an analysis of the geographic and borrower distribution of home improvement loans was eliminated from the Public Evaluation.

We noted during the conducting and review of one community contact made in the AA that many opportunities existed in the bank's market to participate in community development lending, investment, and service activities. The Baton Rouge MSA AA had very high levels of opportunities and capacity for community development. The primary needs identified by the community contact were affordable housing, housing rehabilitation loans and credit education.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Review

The bank's performance under the lending test in Louisiana is rated Low Satisfactory. Based on a full-scope review, UPBNA's performance in the LA 01 - Baton Rouge MSA AA was adequate.

UPBNA's rating was based primarily on performance in HMDA lending along with performance in small business loan products. HMDA lending was adequate. Small business lending also contributes to lending test performance and was excellent. Community development lending and innovative/flexible loan products targeted towards affordable housing enhanced performance.

Lending Activity

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

UPBNA exhibited adequate responsiveness to the credit needs in its AA taking into consideration the number and amount of home mortgage, small business and small farm loans originated in its AA. At June 30, 2002, UPBNA ranked 4th with a 9% deposit market share among 27 financial institutions in the AA.

The bank ranked 6th among 300 HMDA reporters with a 4% overall market share of home mortgage loans; a 4% market share of home purchase loans, a 3% market share of home improvement loans, and a 4% market share of refinance loans. The bank ranked 7th with a 6% market share of loans originated in low-income geographies. UPBNA ranked 11th with a 3% market share of loans originated in moderate-income geographies. The bank ranked 7th with a 3% market share of loans to low- and moderate-income borrowers.

UPBNA ranked 12th among 72 CRA reporters with a 9% overall market share in small loans to businesses. The bank ranked 9th with a market share of 10% of loans to businesses with annual revenues \$1 million or less. UPBNA ranked 13th among 14 CRA reporters with a 1% market share in loans to farms. The bank ranked 13th with a 1% market share of loans to farms with annual revenues \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was poor. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A majority of its loans were made in the AA.

Our analysis was based on the geographic distribution of loans in low- and moderate-income geographies.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was poor. The bank's percent of home purchase loans in low- and moderate-income geographies was lower than the percent of owner-occupied units in low- and moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was lower than the bank's overall market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies was somewhat lower than the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was poor. The bank's percent of refinance loans in low- and moderate-income geographies was lower than the percent of owner-occupied units in low- and moderate-income geographies. The bank's market share of refinance loans in low- and moderate-income geographies was somewhat lower than the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the State of Louisiana 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* was good. The percent of small loans to businesses in low-income geographies was somewhat lower than the percent of businesses located in low-income geographies. The percent of small loans to businesses in moderate-income geographies was lower than the percent of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies exceeded its overall market share of loans. The

bank's market share of loans in the moderate-income geographies was somewhat lower than its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54% of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of the CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans to borrowers of different income levels in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. A significant majority of small loans to businesses were for amounts less than \$100 thousand.

We considered the following factors in evaluating the bank's performance in lending to low- and moderate-income borrowers: the percent of low- and moderate-income families below the poverty level, the availability of affordable housing in the AA, and competition from other lenders.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the State of Louisiana 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.

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was excellent. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was near to or equal to its overall market share of loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was adequate. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was somewhat lower than its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near to or equal to its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the State of Louisiana 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.

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A significant majority of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the State of Louisiana 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.

UPBNA's level of CD lending is good and enhances the overall adequate level of lending in the AA. During the evaluation, UPBNA made a total of 8 CD loans totaling \$6.1 million. The bank originated 5 loans totaling \$807 thousand to construct affordable housing. UPBNA also originated 3 loans totaling \$5.3 million that support non-profit providers of community services targeted to low- and moderate-income individuals and families and promote economic development through the financing of small businesses.

Product Innovation and Flexibility

UPBNA's uses of flexible loan programs. For example, UPBNA established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers and permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment

from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 that permits other sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the LA 02 - Houma MSA AA is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in Louisiana. In the LA 03 - New Orleans MSA AA the bank's performance is stronger than the bank's overall performance in the state. Stronger performance in the New Orleans MSA AA is attributed to an excellent geographic distribution of home mortgage loans in moderate-income geographies. Additionally, in the New Orleans MSA AA the distribution of home purchase loans to borrowers of different income levels was excellent and the distribution of refinance loans was good, especially to moderate-income borrowers. Refer to the Tables 1 through 12 in the State of Louisiana section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Louisiana is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the LA 01 - Baton Rouge MSA AA is adequate.

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

The bank has an adequate level of qualified investments in the AA. UPBNA exhibited adequate responsiveness to credit and community economic development needs. Refer to the Market Profile section for details on needs and opportunities.

The bank made 44 investments totaling \$1.3 million to community development organizations that provide support, services and activities that impact low- and moderate-income individuals and seek to promote economic development and revitalize low- and moderate-income geographies. None of the investments were innovative or complex. There were 2 qualified prior period investments totaling \$1.1 million. All of the current period investments were grants and contributions; many of these had a good impact on the AA and provided funding that would not be available otherwise and were responsive to available opportunities.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the LA 02 - Houma MSA and the LA 03 - New Orleans MSA AAs is weaker than the bank's overall Low Satisfactory performance in the state. The weaker level of performance in these AAs was attributed to the lack of opportunity for community development investments. Refer to the Tables 14 in the State of Louisiana section of Appendix D for the facts and data that support these conclusions. The weaker level of performance did not impact the overall conclusions under the Investment Test for the State.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Reviews

The bank's performance under the Service Test in Louisiana is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the LA 01 - Baton Rouge MSA AA was adequate.

Retail Banking Services

Refer to Table 15 in the State of Louisiana 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.

Service delivery systems are reasonably accessible to essentially all portions of the institution's AA, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. UPBNA operates 18 branches in the AA, which accounts for approximately 83% of the Louisiana deposits and 78% of the total branch network in the State. The distribution of branches in the AA is adequate. The percentage of branches in low-income geographies is near to or equal to the percentage of the population residing in those geographies. In moderate-income geographies, the percentage of branches is somewhat lower than the percentage of the population residing in those geographies.

To the extent changes have been made, its opening and closing of branches 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, UPBNA opened two branches, one each, in a middle- and upper-income geography. No branches were closed.

The bank's services are tailored to the convenience and needs of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals. UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

The effectiveness of alternative delivery mechanisms in providing retail banking services in low- and moderate-income geographies and to low- and moderate-income

individuals within the AA was good. An analysis of ATM placement indicates that they are accessible to essentially all geographies and individuals of different income levels. UPBNA had a total of 17 ATMs, of which, three were located in a low-income geography, one was in a moderate-income geography, two were in middle-income geographies, and 11 were in upper-income geographies. The percentage of ATMs in low-income geographies exceeds the percentage of the population residing in those geographies. In moderate-income geographies, the percentage of ATMs is lower than the percentage of the population residing in those geographies.

Community Development Services

UPBNA provides an adequate level of community development services. During the evaluation period officers and staff contributed services to 15 community development organizations in the AA. The bank worked with organizations that provided affordable housing, community services targeted to low- and moderate-income individuals, and revitalization/stabilization of low- and moderate-income geographies within the AA. Bank officers and staff served in the capacity of directors, committee members, volunteered their time, and provided technical expertise.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in LA 02 – Houma MSA AA and the LA 03 – New Orleans MSA AA is weaker than the bank's overall Low Satisfactory performance in the state. Weaker performance is attributed to the limited accessibility of branches in moderate-income geographies. Refer to Table 15 in the State of Louisiana section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Mississippi

CRA Rating for Mississippi: Satisfactory

The lending test is rated: High Satisfactory

The investment test is rated: Low Satisfactory

The Service Test is rated: Low Satisfactory

Lending Test

- Excellent responsiveness to credit needs in its assessment areas (AAs), taking into consideration the number and amount of home mortgage, small business and small farm loans in its AAs.
- A majority of the bank's loans are made in its AAs.
- A good geographic distribution of loans in its AAs.
- A good distribution of loans among individuals of different income levels.
- A good distribution of loans among businesses of different sizes.
- An adequate record of serving the credit needs of businesses with gross annual revenues of \$1 million or less, consistent with safe and sound operations.
- An excellent level of community development loans within the AA.

Investment Test

- A good level of qualified investments given the available opportunities in the AAs.

Service Test

- Service delivery systems are reasonably accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent that changes have been made, UPBNA's opening and closing of branches has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.

Description of Institution's Operations in Mississippi

Refer to the Market Profiles for the State of Mississippi in Appendix C for detailed demographics and other performance context information for AAs that received full-scope reviews.

UPBNA has defined nine AAs in Mississippi. Assessment areas are delineated by the political boundaries of the counties where the bank has its branch locations. The AAs consist of portions of the following metropolitan areas (MA): MS 01 – 9 Non MSA Counties AA, MS 02 – Jackson MSA AA, MS 04 – 3 Non MSA Counties AA, MS 06 – 6 Non MSA Counties AA, MS 07 – Hattiesburg MSA AA, MS 09 – Biloxi-Gulfport-Pascagoula MSA AA, MS 10 – 6 Non MSA Counties AA, MS 11 – 4 Non MSA Counties AA, and MS 12 – 11 Non MSA Counties AA. The AAs that received a full-scope review are described in detail in the market profile section of this evaluation (Appendix C). All AAs consist of whole geographies, do not reflect illegal discrimination, and do not arbitrarily exclude low- or moderate-income geographies and overall meet the requirements of the CRA regulation.

UPBNA operates 109 branches and 103 ATM sites within the State with deposits totaling \$2.5 million. This represents 10% of total UPBNA deposits. Based on the June 30, 2002, FDIC Summary of Deposits, UPBNA ranked 4th in the State of Mississippi among 114 financial institutions with an 8% deposit market share.

Scope of Evaluation in Mississippi

UPBNA's overall rating is based primarily on those areas that received a full-scope review. We selected MS 01 – 9 Non MSA Counties AA, and MS 02 – Jackson MSA AA for a full-scope review. These areas contained 33% of UPBNA's \$23 million in deposits within the State. Also, approximately 31% of total loan originations and purchases were in these areas. All other AAs received limited-scope reviews. Refer to Table 1 Lending Volume in Appendix D for more information.

We noted during the conducting and review of two community contacts made in the AAs that many opportunities existed in the bank's market to participate in community development lending, investment, and service activities. In the MS 01 – 9 Non MSA Counties AA, the contact identified SBA lending as a specific credit need for the AA. In the MS 02 – Jackson MSA AA, loans for affordable housing and flexible small business lending were identified as pressing credit needs.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Mississippi is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the MS 01 – 9 Non MSA Counties AA and the MS 02 – Jackson MSA AA is good.

UPBNA's rating was based primarily on performance in HMDA lending along with performance in small business loan products. HMDA lending was good. Small business lending was good. Community development lending and innovative/flexible loan products targeted towards affordable housing, economic development, revitalization and stabilization of low- and moderate-income geographies had a positive impact on the Lending Test conclusion.

Lending Activity

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

MS 01 – 9 Non MSA Counties AA

UPBNA exhibited good responsiveness to the credit needs in its assessment areas (AAs) taking into consideration the number and amount of home mortgage, small business and small farm loans originated in its AA. At June 30, 2002, UPBNA ranked 1st with a 15% deposit market share among 26 financial institutions in the AA.

The bank ranked 1st among 192 HMDA reporters with a 15% overall market share of home mortgage loans; a 14% market share of home purchase loans, an 8% market share of home improvement loans, and a 16% market share of refinance loans. The bank ranked 1st with a 16% market share of loans originated in low-income geographies. The bank also ranked 1st with a 13% market share of loans in moderate-income geographies. UPBNA ranked 2nd with an 11% market share of loans to low-income borrowers. The bank ranked 1st with a 14% market share of loans to moderate-income borrowers.

UPBNA ranked 4th among 45 CRA reporters with a 19% overall market share in small loans to businesses. The bank ranked 3rd with a market share of 15% of loans to businesses with annual revenues \$1 million or less. UPBNA ranked 2nd among 21 CRA reporters with a 26% market share of loans to farms with annual revenues \$1 million or less.

MS 02 – Jackson MSA AA

UPBNA exhibited good responsiveness to the credit needs in its AA taking into consideration the number and amount of home mortgage, small business and small farm loans originated in its AA. At June 30, 2002, UPBNA ranked 5th with a 7% deposit market share among 18 financial institutions in the AA.

The bank ranked 3rd among 274 HMDA reporters with a 6% overall market share of home mortgage loans; a 6% market share of home purchase loans, a 1% market share of home improvement loans, and a 6% market share of refinance loans. The bank ranked 3rd with a 7% market share of loans originated in low-income geographies. UPBNA also ranked 3rd with a 5% market share of loans originated in moderate-income geographies. The bank ranked 4th with a 7% market share of loans originated to low-

income borrowers and 3rd with a 7% market share of loans originated to moderate-income borrowers.

UPBNA ranked 14th among 70 CRA reporters with a 5% overall market share in small loans to businesses. The bank ranked 11th with a market share of 4% of loans to businesses with annual revenues \$1 million or less. UPBNA ranked 6th among 22 CRA reporters with a 4% market share of loans to farms with annual revenues \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was good. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AAs. A majority of its loans were made in the AAs.

Our analysis was based on the geographic distribution of loans in low- and moderate-income geographies.

Home Mortgage Loans

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

MS 01 – 9 Non MSA Counties AA

Home Purchase Loans

The geographic distribution of *home purchase* loans in the AA was good. The bank's percent of home purchase loans in low- and moderate-income geographies was lower than the percent of owner-occupied units in low- and moderate-income geographies. The bank's market share of home purchase loans in low-income geographies exceeded the bank's overall market share. The market share of home purchase loans in moderate-income geographies was somewhat lower than the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was good. The bank's percent of refinance loans in low-income geographies was near to or equal to the percent of owner-occupied units in low-income geographies. The percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in low-income geographies exceeded the bank's overall market share of refinance loans. The bank's market share of refinance loans in moderate-income geographies was near to or equal to the bank's overall market share of refinance loans.

MS 02 – Jackson MSA AA

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was adequate. The bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies exceeded the bank's overall market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies was near to or equal to the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in low-income geographies was near to or equal to the bank's overall market share of refinance loans. The bank's market share of refinance loans in moderate-income geographies exceeded the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Mississippi 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.

MS 01 – 9 Non MSA Counties AA

The geographic distribution of *small loans to businesses* was excellent. The percent of small loans to businesses in low-income geographies exceeded the percent of businesses located in low-income geographies. The percent of small loans to businesses in moderate-income geographies was somewhat lower than the percent of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was near to or equal to its overall market share of loans. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

MS 02 – Jackson MSA AA

The geographic distribution of *small loans to businesses* was adequate. The percent of small loans to businesses in low- and moderate-income geographies was lower than the

percent of businesses located in low- and moderate-income geographies. The bank's market share of loans in the low-income geographies exceeded its overall market share of loans. The bank's market share of loans in the moderate-income geographies was somewhat lower than its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in the full-scope AAs to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AAs. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54% of the loans originated and purchase by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of the CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans to borrowers of different income levels was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was excellent. A significant majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Mississippi 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.

MS 01 – 9 Non MSA Counties AA

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was adequate. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers was near to or equal to the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was somewhat lower than its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near to or equal to its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was poor. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers was somewhat lower than the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers was somewhat lower than its overall market share of loans.

MS 02 – Jackson MSA AA

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was excellent. The bank's percent of home purchase loans to low- and moderate-income borrowers exceeded the percent of low- and moderate-income families in the AA. The bank's market share of loans to low- and moderate-income families exceeded its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income families was somewhat lower than its overall market share of loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the State of Mississippi 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.

MS 01 – 9 Non MSA Counties AA

The distribution of *small loans to businesses* was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues of \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A substantial majority of the bank's small loans to businesses were for amounts less than \$100 thousand.

MS 02 – Jackson MSA AA

The distribution of *small loans to businesses* was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues of \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A majority of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the State of Mississippi 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.

UPBNA's level of CD lending is excellent and enhances its overall good level of lending. CD lending has a positive impact on the Lending Test conclusions. During the evaluation period, UPBNA originated 47 loans totaling \$34 million in the areas receiving a full-scope review.

MS 01 – 9 Non MSA Counties AA

UPBNA's level of CD lending is excellent and enhances the overall adequate level of lending in the AA. During the evaluation, UPBNA made a total of 25 CD loans totaling \$18 million. The bank originated 24 loans totaling \$17.2 million to construct affordable housing in the AA. UPBNA also originated one loan totaling \$738 million to finance the construction of a water system in Carroll County, MS. This area is located in the Mississippi Delta Region and is one of the poorest geographical areas in the United States. In Carroll County, approximately 16% of the population and 14% of the families are below the poverty line. Of the total people living in poverty, 17% are under the age of 18 and 24% are 65 or older. The water system revitalizes and stabilizes the AA.

MS 02 – Jackson MSA AA

UPBNA's level of CD lending is excellent and enhances the overall good level of lending in the AA. During the evaluation, UPBNA made a total of 22 CD loans totaling \$16 million. UPBNA originated one loan totaling \$12 million that supports the revitalization and stabilization of the town of Canton, MS and four loans totaling \$4 million to construct affordable housing in the low income AA.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income

homebuyers and permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 that permits other sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the MS 10 – 6 Non MSA Counties AA, In the MS 04 – 3 Non MSA Counties AA, MS 06 – 6 Non MSA Counties AA, MS 07 – Hattiesburg MSA AA, MS 09 – Biloxi-Gulfport-Pascagoula MSA AA, MS 11 – 4 Non MSA Counties AA, and the MS 12 – 11 Non MSA Counties AA is not inconsistent with the bank's overall High Satisfactory performance under the lending test in Mississippi. Refer to the Tables 1 through 12 in the State of Mississippi section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Mississippi is Low Satisfactory. Based on full-scope reviews, the bank's performance in the MS 01 – 9 Non MSA Counties AA and MS 02 – Jackson MSA AA the bank's performance is adequate.

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

MS 01 – 9 Non MSA Counties AA

The bank has an adequate level of qualified investments in the AA. UPBNA exhibited adequate responsiveness to credit and community economic development needs. Refer to the Market Profile section for details on needs and opportunities.

UPBNA made 23 investments totaling \$1.2 million to community development organizations that support affordable housing initiatives, provide services and activities that impact low- and moderate-income individuals, and seek to promote economic development by financing small businesses. None of the investments were innovative or complex. There were five prior period equity investments totaling \$206 thousand. The majority of the current period investments were grants and contributions; many of these had good impact on the AA and provided funding that would not be available otherwise and were responsive to available opportunities.

MS 02 – Jackson MSA AA

The bank has an adequate level of qualified investments in the AA. UPBNA exhibited adequate responsiveness to credit and community economic development needs. Refer to the Market Profile section for details on needs and opportunities.

UPBNA made 62 investments totaling \$2.3 million to community development organizations that support affordable housing initiatives, provide services and activities that impact low- and moderate-income individuals, promote economic development, and seek to revitalize and stabilize low- and moderate-income geographies. None of the investments were innovative or complex. There were eight prior period equity investments totaling \$2 million were prior period investments. All of the current period investments were grants and contributions; many of these had good impact on the AA and provided funding that would not be available otherwise and were responsive to available opportunities.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the MS 10 – 6 Non MSA Counties AA is stronger than the bank's overall Low Satisfactory performance under the Investment Test in Mississippi. The strong level of performance is principally due to the bank's current period investment in an affordable housing project in the AA totaling \$4.5 million. In the MS 04 – 3 Non MSA Counties AA, MS 06 – 6 Non MSA Counties AA, MS 07 – Hattiesburg MSA AA, MS 09 – Biloxi-Gulfport-Pascagoula MSA AA, MS 11 – 4 Non MSA Counties AA, and the MS 12 – 11 Non MSA Counties AA the bank's performance is weaker than the bank's overall performance in the state. The weaker level of performance in these AAs was attributed to the lack of opportunity for community development investments. Based on the lack of opportunities for CD investments, the overall rating was not affected by this weaker performance. Refer to Table 14 in the State of Mississippi section of Appendix D for the facts and data that support these conclusions.

SERVICE TEST

The bank's performance under the Service Test in Louisiana is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the MS 01 – 9 Non MSA Counties AA was good and in the MS 02 – Jackson MSA AA the bank's performance was adequate.

Retail Banking Services

Refer to Table 15 in the state of Mississippi 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.

MS 01 – 9 Non MSA Counties AA

Service delivery systems are accessible, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. UPBNA operates 22 branches in the AA, which accounts for approximately 18% of the Mississippi deposits and 20% of the branch network in the State. The distribution of branches in the AA is good. The percentage of branches in low-income geographies is near to or equal to the percentage of the population residing in those geographies. In moderate-income geographies, the percentage of the branches is also near to or equal to the percentage of the population residing in those geographies.

To the extent changes have been made, its opening and closing of branches has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income individuals. During the evaluation period, UPBNA closed six branches. One branch was closed in a low-income geography, three were closed in a moderate-income geography, and two were closed middle-income geographies. No branches were opened during the same time period. The remaining branches adequately provide services in the AA.

MS 02 – Jackson MSA AA

Service delivery systems are reasonably accessible to the institution's AA, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. UPBNA operates 19 branches in the AA, which accounts for approximately 16% of the Mississippi deposits and 17% of the branch network in the State. The distribution of branches in the AA is adequate. The percentage of branches in low-income geographies exceeds the percentage of the population residing in those geographies. In moderate-income geographies, the percentage of the branches is lower than the percentage of the population residing in those geographies.

To the extent changes have been made, its opening and closing of branches 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, UPBNA opened one branch and closed two branches in moderate-income geographies. The remaining branches adequately provide services in the AA.

Bank-wide the bank's services are tailored to the convenience and needs of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals. UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

MS 01 – 9 Non MSA Counties AA

UPBNA provides an adequate level of community development services. During the evaluation period officers and staff contributed services to 12 community development organizations in the AA. The bank worked with organizations that provided affordable housing and community services targeted to low- and moderate-income individuals, seek to promote economic development by financing small businesses and revitalization/stabilization of low- and moderate-income geographies within the AA. Bank officers and staff served in the capacity of directors, committee members, volunteered their time, and provided technical expertise.

MS 02 – Jackson MSA AA

UPBNA provides a good level of community development services. During the evaluation period officers and staff contributed services to 39 community development organizations in the AA. The bank worked with organizations that provided affordable housing and community services targeted to low- and moderate-income individuals, seek to promote economic development by financing small businesses and revitalization/stabilization of low- and moderate-income geographies within the AA. Bank officers and staff served in the capacity of directors, committee members, volunteered their time, and provided technical expertise.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the MS 07 – Hattiesburg MSA AA, MS 11 – 4 Non MSA Counties AA, MS 04 – 3 Non MSA Counties AA, MS 06 – 6 Non MSA Counties AA, MS 09 – Biloxi-Gulfport-Pascagoula MSA AA, and the MS 10 – 6 Non MSA Counties AA is not inconsistent with the bank's overall Low Satisfactory performance under the Service Test in Mississippi. The strong level of performance is attributed to the fact that the percentage of branches in low- and moderate-income geographies exceeds the percentage of the population residing in those geographies. In the MS 12 – 11 Non MSA Counties AA, the bank's performance is weaker than the bank's overall performance in the state. The weak level of performance in this AA is attributed to the fact that the percentage of branches in the moderate-income geographies is lower than the percentage of the population residing in those geographies. Refer to Table 15 in the State of Mississippi section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Missouri

CRA Rating for Missouri: Satisfactory

The lending test is rated: Low Satisfactory

The investment test is rated: Low Satisfactory

The service test is rated: Low Satisfactory

Lending Test

- An adequate geographic distribution of loans in its assessment area (AA).
- A good distribution of loans among individuals of different income levels and businesses of different sizes.
- An adequate level of community development loans.

Investment Test

- An adequate level of community development investments.
- An adequate responsiveness to community development needs.

Service Test

- Service delivery systems are reasonably accessible to its AA.
- A poor level community development services.

Description of Institution's Operations in Missouri

Refer to the market profiles for the Columbia MSA and Springfield MSA in the state of Missouri in appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

UPBNA has over \$789.3 million of deposits and 41 branches in its operations in Missouri. This represents 3% of the bank's total deposits. UPBNA is the 5th largest financial institution in Missouri. The St. Louis, MO-II MSA is not included in the figures as it is a separate multi-state MSA. Based on the June 30,2002 FDIC Summary of Deposits, UPBNA ranked 5th in the state with a 2.8% deposit market share.

Scope of Evaluation in Missouri

The Columbia MSA and the Springfield MSA were selected for a full-scope evaluation. The Columbia MSA and the Springfield MSA represent 18% of total deposits and 24% of loans in Missouri. Refer to the table in Appendix A for more information. The ratings for the state of Missouri are primarily based on the results of the areas receiving full-scope reviews. The remaining non-MSA AAs were reviewed on a limited scope basis.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Missouri is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Columbia MSA and the Springfield MSA is adequate.

Lending Activity

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

The bank exhibited adequate responsiveness to credit needs in the assessment areas (AAs), taking account the number and amount of home mortgage, refinanced and small business loans originated in its AAs. At June 30, 2002, the bank ranked 7th with 3.61% market share of deposits among 14 financial institutions in the Columbia MSA and 13th with 1.88% market share of deposits among 34 financial institutions in Springfield MSA.

Columbia MSA

The bank ranked 4th among 212 HMDA reporters with a 5.86% overall market share of home mortgage loans; a 5.62% market share of home purchase loans and a 5.98% market share of refinance loans. The bank is not ranked with less than a 10th of a percent of market share of loans originated in low-income geographies. While low-income census tracts (CTs) represent 17.24% of CTs the owner occupancy rate is 2.42% of the geography. The rental occupancy rate is 92% and the families below the poverty level represents 51%. This limits the opportunities to make home mortgage loans in the geography.

The bank ranked 4th with a 7.33% market share of loans originated in moderate-income geographies. The bank ranked 5th with a 6.05% market share of loans to low-income borrowers. The bank ranked 4th with 7.91% market share of loans to moderate-income borrowers.

The bank ranked 12th among 54 CRA Reporters with a 1.05% market share in loans to businesses. The bank ranked 10th with a 1.46% market share of loans to businesses with revenues of \$1 million or less.

Springfield MSA

The bank ranked 16th among 285 HMDA reporters with a 1.76% overall market share of home mortgage loans; a 1.22% market share of home purchase loans and a 2.00% market share of refinance loans. The bank ranked 19th with a 1.24% market share of

loans originated in low-income geographies. While low-income census tracts (CTs) represent 3.23% of CTs the owner occupancy rate is 3.60% of the geography. The rental occupancy rate is 85% and the families below the poverty level represents 43%. This limits the opportunities to make home mortgage loans in the geography. The bank ranked 19th with a 1.24% market share of loans originated in moderate-income geographies. The bank ranked 13th with a 1.68 % market share of loans to low-income borrowers. The bank ranked 18th with a 1.59 % market share of loans to moderate-income borrowers.

The bank ranked 16th among 60 CRA Reporters with a 1.18% market share in loans to businesses. The bank ranked 9th with a 2.74% market share of loans to businesses with revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A substantial majority of its loans were made in its AA.

Home Mortgage Loans

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

Columbia MSA

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was adequate. The bank's percent of home purchase loans in low-income geographies is somewhat lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies exceeded the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was significantly lower than the bank's overall market share of home purchase. The bank's market share of home purchase loans in moderate-income geographies exceeded the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low- income geographies is lower that the percent of owner-occupied units in low- income geographies. The bank's percent of refinance

loans in moderate-income geographies is somewhat lower than the percent of owner-occupied units in low- and moderate-income geographies.

The bank's market share of refinance loans in low-income geographies is significantly lower than the bank's overall market share of refinance loans. The bank's market share of refinanced loans in moderate-income geographies exceeded the bank's overall market share of refinanced loans.

Springfield MSA

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was adequate. The bank's percent of home purchase loans in low-income geographies exceeded the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was significantly lower than the bank's overall market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies was near to the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was poor. The bank's percent of refinance loans in low-income geographies was significantly lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinance loans in moderate-income geographies was lower than the percent of owner-occupied units in low- and moderate-income geographies. The bank's market share of refinance loans in low-income geographies was significantly lower than the bank's overall market share of refinance loans. The bank's market share of refinance loans in moderate-income geographies was somewhat lower than the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Missouri 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.

Columbia MSA

The geographic distribution of *small loans to businesses* was good. The percentage of small loans to businesses in low-income geographies exceeded the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies was lower than the percentage of businesses located in moderate-income geographies. The bank's market share of

loans in the low-income geographies exceeded its market share of loans. The bank's market share of loans in the moderate-income geographies was significantly lower than its overall market share of loans.

Springfield MSA

The geographic distribution of *small loans to businesses* was adequate. The percentage small loans to businesses in low-income geographies are somewhat lower than the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies was lower than the percentage of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was somewhat lower than its overall market share of loans. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in the AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was good. A substantial majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Missouri 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.

Columbia MSA

Home Purchase Loans

The distribution of *home purchase* loans by the income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by the income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was near to its overall market share of loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of loans.

Springfield MSA

Home Purchase Loans

The distribution of *home purchase* loans by the income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers was near to its overall market share of loans. The bank's market share of loans to moderate-income borrowers was somewhat lower than its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by the income level of the borrower in the AA was adequate. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance home purchase loans to moderate-income borrowers was near to the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers was near to its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Missouri 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.

Columbia MSA

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A substantial majority of the bank's loans to businesses were for amounts less than \$100 thousand.

Springfield MSA

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A substantial majority of the bank's loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Missouri 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.

Columbia MSA

The bank had an adequate level of community development loans. During the evaluation period the bank made four qualified community development loans, totaling \$3.2 million, in the Columbia MSA. Four of the loans were affordable housing projects. This had a positive impact on lending performance.

Springfield MSA

The bank did not have any community development loans in the Springfield MSA. This had a neutral impact on the lending performance.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyer that permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the MO 02, MO 06, MO 07, MO 08 and MO 09 non-MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in Missouri. Refer to the Tables 1 through 12 in the state of Missouri section of appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Missouri is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Columbia MSA and the Springfield MSA is adequate.

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

Columbia MSA

The bank has an adequate level of qualified investments in the AA. The bank made \$11.8 thousand in grants and donations to community groups. There were seven qualified prior period investments totaling \$314 thousand. The bank has exhibited an adequate responsiveness to community development needs. The bank's investments support needs identified and discussed in the profile in Appendix C for the Columbia MSA.

Springfield MSA

The bank has an adequate level of qualified investments in the AA. The bank made \$35 thousand in grants and donations to community groups. The bank has one affordable housing tax credit for \$2.1 million. There were seven qualified prior period investments totaling \$1.2 million. The bank has exhibited an adequate responsiveness to community development needs. The bank investments support needs identified and discussed in the profile in Appendix C for the Columbia MSA.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in MO 02, MO 07, MO 08 and MO 09 non-MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the investment test in Missouri. The MO 06 non-MSA did not any investments. Refer to the Table 14 in the state of Missouri 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 Missouri is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Columbia MSA and the Springfield MSA is adequate.

Retail Banking Services

Refer to Table 15 in the state of Missouri 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.

Columbia MSA

Service delivery systems are reasonably accessible to its AA. There are no UPBNA branches or ATMs in low-income geographies. The percentage of branches and ATMs in moderate-income tracts exceeds the percentage of the population living in moderate-income tracts.

There were no openings or closings of offices in the Columbia MSA during the evaluation period.

UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Springfield MSA

Service delivery systems are reasonably accessible to its AA. There are no UPBNA branches or ATMs in low-income geographies. The percentage of branches and ATMs in moderate-income tracts exceeds the percentage of the population living in moderate-income tracts.

One branch in a moderate-income tract and one branch in an upper-income tract were closed during the review period. The branch closings did not appear to an adverse impact.

UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

Columbia MSA

UPBNA performance in providing community development services in the Columbia is poor. Officers and staff contributed services to two community groups during the review period.

Springfield MSA

UPBNA performance in providing community development services in the Springfield MSA is poor. Officers and staff contributed services to three community groups during the review period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the MO 02, MO 06, MO 07, MO 08 and MO 09 non-MSAs is not inconsistent with the bank's overall Low Satisfactory performance under the service test in Missouri. Refer to Table 15 in the state of Missouri section of Appendix D for the facts and data that support these conclusions.

State Rating

State of Tennessee

CRA Rating for Tennessee: Satisfactory

The lending test is rated: High satisfactory

The investment test is rated: Outstanding

The service test is rated: High satisfactory

Lending Test

- Good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage and small business in its AAs.
- A good geographic distribution of loans in its AAs.
- An excellent distribution, particularly in its AAs, of loans among individuals of different income levels and businesses of different sizes, given the product lines offered by the bank.
- A high level of community development loans.

Investment Test

- An excellent level of qualified investments.
- Excellent responsiveness to credit and community development needs.

Service Test

- Service delivery systems are accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals.
- To the extent changes have been made, its opening and closing branches has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies or to low- and moderate-income individuals.
- Services do not inconvenience certain parts of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.
- A leadership position in providing community development services.

Description of Institution's Operations in Tennessee

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

UPBNA has over \$3.4 billion of deposits and 141 branches in its operations in Tennessee. This represents 15% of bank deposits, ranking number two slightly behind Florida. UPBNA is the 3rd largest financial institution in Tennessee and the 4th largest

in Nashville. Based on the June 30, 2002, FDIC Summary of Deposits with a market share of 8%. The Memphis MSA is not included in these figures as it is a separate multi-state MSA.

Scope of Evaluation in Tennessee

As the largest AA, the Nashville MSA was selected for full scope review. In addition, the AA the bank named TN 15 – Four Non-MSA Counties received a full-scope evaluation. These two AAs represent 43% of bank's deposits and 40% of loans in Tennessee. Refer to the table in Appendix A for more information. The ratings for the state of Tennessee are based primarily on the results of the areas receiving full-scope reviews. The remaining MSAs and Non-MSA AAs were reviewed on a limited scope basis.

LENDING TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the lending test in Tennessee is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Nashville MSA and the TN 15 – Non-MSA Counties AA was good.

Lending Activity

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

The bank exhibited good responsiveness to credit needs in its assessment areas (AAs), taking into account the number and amount of home mortgage and small business loans originated in its AAs. At June 30, 2002, the bank ranked 4th with a 6% market share of deposits among 41 financial institutions in Nashville MSA and 1st with a 22.9% market share of deposits among 18 financial institutions in the TN 15 – Non-MSA Counties.

Nashville MSA

The bank ranked 8th among 538 HMDA reporters with a 3% overall market share of home mortgage loans; a 3% market share of home purchase loans, and a 3% market share of refinance loans. The bank ranked 9th with a 2% market share of loans originated in low-income geographies. The bank ranked 9th with a 3% market share of loans originated in moderate-income geographies. The bank ranked 5th with a 3% market share of loans to low-income borrowers. The bank ranked 8th with a 3% market share of loans to moderate-income borrowers.

The bank ranked 18th among 138 CRA reporters with a 1% market share in loans to businesses. The bank ranked 20th with a 1% market share of loans originated in low-

income geographies. The bank ranked 20th with a 1% market share of loans originated in moderate-income geographies. The bank ranked 11th with a 2% market share of loans to businesses with less than \$1 million gross annual revenues.

TN 15 – Four Non-MSA Counties

The bank ranked 1st among 193 HMDA reporters with a 9% overall market share of home mortgage loans; a 8% market share of home purchase loans, and a 10% market share of refinance loans. There were no low-income geographies. The bank ranked 1st with a 13% market share of loans originated in moderate-income geographies. The bank ranked 1st with a 13% market share of loans to low-income borrowers. The bank ranked 1st with an 11% market share of loans to moderate-income borrowers.

The bank ranked 8th among 44 CRA reporters with a 1% market share in loans to businesses. There were no low-income geographies. The bank ranked 9th with a 4% market share of loans originated in moderate-income geographies. The bank ranked 5th with an 8% market share of loans to businesses with less than \$1 million gross annual revenues.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was good. The geographic distribution of home mortgage loans was good. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA.

We considered the following factors in evaluating the bank's performance in lending in low- and moderate-income geographies. Borrowers with very low incomes (defined here as below poverty level) have a very difficult time qualifying for loans. In the Nashville MSA 67% of families in low-income tracts have income below poverty; 31% of families in moderate-income tracts have income below poverty. While less of a factor in the TN 15 – Four Non-MSA Counties, there were 22% of families in moderate income tracts were below poverty.

Home Mortgage Loans

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

Nashville MSA

UPBNA's mortgage related lending to individuals in low- and moderate-income census tracts in the Nashville MSA was good.

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was good. The bank's percent of home purchase loans in low-income geographies was somewhat lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was near to the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was near to the bank's overall market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies exceeded the bank's market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of refinance loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in low-income geographies was somewhat lower than the bank's overall market share. The bank's market share of refinance loans in moderate-income geographies was somewhat lower than the bank's market share of refinance loans.

TN 15 – Four Non-MSA Counties

UPBNA's mortgage related lending to individuals in moderate-income census tracts in the TN – Four Non-MSA Counties was excellent. There were no low-income geographies.

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was good. The bank's percent of home purchase loans in moderate-income geographies was near the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in moderate-income geographies exceeded the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was excellent. The bank's percent of refinance loans in moderate-income geographies exceeded the percent of owner-occupied units in moderate-income geographies. The bank's market share of refinance loans in moderate-income geographies exceeded the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Tennessee 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.

Nashville MSA

The geographic distribution of *small loans to businesses* was adequate. The percentage of small loans to businesses in low-income geographies was lower than the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies was somewhat lower than the percentage of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was somewhat lower than its overall market share of loans. The bank's market share of loans in the moderate-income geographies was near its overall market share of loans.

TN 15 – Four Non-MSA Counties

The geographic distribution of *small loans to businesses* was good. There were no low-income geographies. The percentage of small loans to businesses in moderate-income geographies was near the percent of businesses located in moderate-income geographies. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in this AA to determine if any unexplained conspicuous gaps existed. We used reports and maps to compare the geographies where loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions, and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was excellent. The distribution of home mortgage loans by borrower income level was excellent. The distribution of small loans to businesses was excellent. An adequate percentage of small loans to businesses were for amounts less than \$100 thousand.

We considered the following factors in evaluating the bank's performance in lending to low-income borrowers. Borrowers with very low income (defined here as below poverty) were much less likely to qualify for loans. In Nashville MSA 43% of low-income families were below poverty level, while in TN 15 – Four Non-MSA Counties 68% of low-income families were below poverty.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Tennessee 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.

Nashville MSA

UPBNA's mortgage related lending to borrowers with low- and moderate-income levels in the Nashville MSA was excellent.

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers exceeded its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers exceeded its overall market share of loans. The bank's market share of loans to moderate-income borrowers near to its overall market share of loans.

TN 15 – Four Non-MSA Counties

UPBNA's mortgage related lending to borrowers with low- and moderate-income levels in the TN15 – Four Non-MSA Counties was good.

Home Purchase Loans

The distribution of *home purchase loans* by income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of home

purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers exceeded its overall market share of loans. The bank's market share of loans to moderate-income borrowers was near its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was somewhat lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low-income borrowers exceeded its overall market share of loans. The bank's market share of loans to moderate-income borrowers exceeded its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Tennessee 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.

Nashville MSA

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. An adequate percentage of the bank's small loans to businesses were for amounts less than \$100 thousand.

TN 15 – Four Non-MSA Counties

The distribution of *small loans to businesses* in the AA was excellent. The bank's percentage of small loans to small businesses (businesses with annual revenues \$1 million or less) exceeded the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. An adequate percentage of the bank's small loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the State of Tennessee 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.

The bank had a high level of community development loans. This had a positive impact on lending performance but not enough to raise the overall lending test rating. Refer to the Market Profile section for details on needs and opportunities.

Nashville MSA

UPBNA made 33 qualified community development loans totaling over \$4.7 million. Thirty of the loans (\$4.5 million) were for affordable housing projects that benefited low- and moderate-income individuals. An additional three loans (\$ 200 thousand) promoted economic development in the AA. These loans were responsive to identified needs.

TN 15 – Four Non-MSA Counties

The bank made eight qualified community development loans totaling over \$3.7 million. These loans supported affordable housing and were very responsive to community needs.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product is designed for low- and moderate-income homebuyers that permits minimum down payment, low monthly payments, and flexible underwriting criteria. There is no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There is no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Area(s) Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the TN 02, TN 04, TN 08, and TN 09 assessment areas was not inconsistent with the bank's overall High Satisfactory performance under the lending test in the Nashville MSA and TN 15 – Four Non-MSA Counties. The performance in TN 03, TN 06, TN 07, TN 10, TN 11, TN 12, TN 13, and TN 14 was weaker than the full scope areas but was still considered satisfactory. The lending opportunities are more limited in the AAs. Refer to Tables 1 through 12 in the state of Tennessee in Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the investment test in Tennessee is rated Outstanding. Based on a full-scope review, the bank's performance was excellent.

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

Nashville MSA

The bank had an excellent level of qualified investments in the AA. The bank showed excellent responsiveness to credit and community development needs. Refer to the Market Profile section for details on needs and opportunities.

The bank made 15 investments in qualified securities totaling \$2.984 million and 94 contributions totaling \$219 thousand to community development organizations that provide direct support, services and activities that impact moderate-income geographies and low- and moderate-income individuals in the AA. There were 18 qualified prior period investments totaling \$4.2 million.

The bank exhibited excellent responsiveness to credit and community development needs. The bank made investments that support needs identified and discussed in the profile found in Appendix C for the Nashville MSA AA.

TN 15 – Four Non-MSA Counties

The bank had an adequate level of qualified investments in the AA, but was seldom in a leadership position. The bank showed good responsiveness to credit and community development needs. Refer to the Market Profile section for details on needs and opportunities.

The bank made 16 contributions totaling \$18 thousand to community development organizations that provide direct support, services and activities that impact moderate-income geographies and low- and moderate-income individuals in the AA. There were no qualified prior period investments. This level was considered adequate because of the limited opportunities in the AA.

The bank exhibited excellent responsiveness to credit and community development needs. The bank made investments that support needs identified and discussed in the profile found in Appendix C for the TN 15 – Four Non-MSA Counties AA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the TN 03, TN 04, TN 07, TN 09, TN 11, TN 12, TN 13, and TN 14 was not inconsistent

with the bank's overall outstanding performance under the lending test in the Nashville MSA. The bank's performance in TN 02, TN 06, TN 08, and TN 10 was weaker than the overall state rating performance. There are fewer opportunities to make qualified investments in these AAs. Refer to Table 14 in the state of Tennessee section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

SERVICE TEST

Conclusions for Area Receiving a Full-Scope Review

The bank's performance under the service test in Tennessee is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the AAs is good.

Retail Banking Services

Refer to Table 15 in the state of Tennessee 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.

Service delivery systems are accessible to its AAs, particularly to low- or moderate-income geographies or to low- or moderate-income individuals. In the *Nashville MSA* there no branches in low-income tracts in the AA. The percentage of branches in moderate-income tracts exceeded the percentage of such tracts in the AA and the percentage of the population living in moderate-income tracts. In the *TN 15 – Four Non-MSA Counties AA* there are no low-income tracts. The number of branches in moderate-income tracts exceeded the percentage of such tracts in the AA and the percentage of the population living in moderate-income tracts.

To the extent changes have been made, its opening and closing branches has improved the accessibility of its delivery systems in low- and moderate-income geographies and to low- and moderate-income individuals. No branches were closed in low-or moderate- geographies during the evaluation period. In the *Nashville MSA* one branches were opened in moderate-income census and no branches were opened in *TN 15 Four Non-MSA Counties AA*.

The bank's services do not inconvenience certain parts of its AA, particularly low- and moderate-income geographies and low- and moderate-income individuals.

Community Development Services

The bank provides a good level of community development services.

In the *Nashville MSA*, officers and staff contributed services to 85 community development organizations in the AA during the evaluation period. The services include serving on boards of directors and committees and other financial consulting. The organizations provide a broad range of community development services, including

affordable housing, small business development, and community services for low- and moderate-income individuals and geographies. The level is considered excellent because they were very responsive to the identified needs, particularly affordable housing.

In the *TN 15 – Four Non-MSA Counties* AA officers and staff contributed services to 30 community development organizations during the evaluation period. The services include serving on boards of directors and committees and other financial consulting. The organizations provide a broad range of community development services, including affordable housing, small business development, and community services for low- and moderate-income individuals and geographies. The level is considered good because they were responsive to identified needs of affordable housing and other technical assistance while the opportunities were limited.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the limited scope AAs is not inconsistent with the bank's overall High Satisfactory performance under the services test in Tennessee. The performance in TN 12 and TN 14 appears to be stronger than the high satisfactory rating. In both AAs, the bank's percentage of branches in LMI geographies exceeds the population.

State Rating

State of Texas

CRA Rating for Texas: Satisfactory

The lending test was rated: Low Satisfactory

The investment test was rated: Low Satisfactory

The service test was rated: Low Satisfactory

Lending Test

- An adequate geographic distribution of loans in its assessment area (AA).
- A good distribution of loans among individuals of different income levels and businesses of different sizes.
- An adequate level of community development loans.

Investment Test

- An adequate level of community development investments.
- An adequate responsiveness to community development needs.

Service Test

- Service delivery systems are reasonably accessible to its AA.
- A poor level community development services.

Description of Institution's Operations in Texas

Refer to the market profiles for the Houston PMSA in the state of Texas in Appendix C for detailed demographics and other performance context information for assessment areas that received full-scope reviews.

UPBNA has over \$551.8 million of deposits and 15 branches in its operations in Texas. The Houston PMSA has six branches. This represents 2% of the bank's deposits of the total deposits. The Houston PMSA represents 54% of the deposits and 75% of the loans in the state. UPBNA was the 53rd largest financial institution in Texas. Based on June 30, 2002 FDIC Summary of Deposits UPBNA ranked 53 in the state with .2% deposit market share.

Scope of Evaluation in Texas

As the largest AA, the Houston PMSA received a full-scope evaluation. Refer to the table in Appendix A for more information. The ratings for the state of Texas are primarily based on the results of AA receiving a full-scope review. The remaining AA received a limited scope review.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Texas was rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Houston PMSA was adequate.

Lending Activity

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

The bank exhibited adequate responsiveness to credit needs in the assessment area (AA), taking account the number and amount of home mortgage, refinanced and small business loans originated in its AA. At June 30, 2002, the bank ranked 25th with .48% market share of deposits among 75 financial institutions in the AA.

The bank ranked 48th among 574 HMDA reporters with a .44% overall market share of home mortgage loans; a .61% market share of home purchase loans and a .25% market share of refinance loans. The bank ranked 63rd with a .32% market share of loans originated in low-income geographies. The bank ranked 56th with a .38% market share of loans originated in moderate-income geographies. The bank ranked with a .47% market share of loans to low-income borrowers. The bank ranked 40th with a .60% market share of loans to moderate-income borrowers.

The bank ranked 33rd among 198 CRA Reporters with a .17% market share in loans to businesses. The bank ranked 30th with a .34% market share of loans to businesses with revenues of \$1 million or less.

Distribution of Loans by Income Level of the Geography

The overall geographic distribution of loans was adequate. The geographic distribution of home mortgage loans was adequate. The geographic distribution of small loans to businesses was good. There were no unexplained conspicuous gaps in the bank's lending patterns throughout its AA. A substantial majority of its loans were made in its AA.

Home Mortgage Loans

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

Home Purchase Loans

The geographic distribution of *home purchase loans* in the AA was adequate. The bank's percent of home purchase loans in low-income geographies was lower than the percent of owner-occupied units in low-income geographies. The bank's percent of home purchase loans in moderate-income geographies was somewhat lower than the percent of owner-occupied units in moderate-income geographies. The bank's market share of home purchase loans in low-income geographies was near to the bank's overall market share of home purchase loans. The bank's market share of home purchase loans in moderate-income geographies was somewhat lower than the bank's overall market share of home purchase loans.

Refinance Loans

The geographic distribution of *refinance loans* in the AA was adequate. The bank's percent of refinance loans in low- and moderate-income geographies was lower than the percent of owner-occupied units in low- and moderate-income geographies. The bank's market share of refinance loans in low-income geographies was lower than the bank's overall market share of refinance loans. The bank's market share of refinance loans in moderate-income geographies was near to the bank's overall market share of refinance loans.

Small Loans to Businesses

Refer to Table 6 in the state of Texas 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* was good. The percentage of small loans to businesses in low-income geographies are somewhat lower than the percentage of businesses located in low-income geographies. The percentage of small loans to businesses in moderate-income geographies exceeded the percentage of businesses located in moderate-income geographies. The bank's market share of loans in the low-income geographies was somewhat lower than its market share of loans. The bank's market share of loans in the moderate-income geographies exceeded its overall market share of loans.

Lending Gap Analysis

We evaluated the lending distribution in the AA to determine if any unexplained conspicuous gaps exist. We used reports and maps to compare the geographies where

loans were made to the geographies in the AA. We considered loan distributions, branch locations, competition, market conditions and demographic information. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A majority, 54%, of the loans originated and purchased by UPBNA over the evaluation period were within the bank's AAs. Forty-four percent of the bank's home mortgage loans, 90% of the small loans to businesses and 100% of CD loans were within its AAs.

Distribution of Loans by Income Level of the Borrower

The overall distribution of loans by borrower income level in the AA was good. The distribution of home mortgage loans by borrower income level was good. The distribution of small loans to businesses was good. A substantial majority of small loans to businesses were for amounts less than \$100 thousand.

Home Mortgage Loans

Refer to Tables 8, 9 and 10 in the state of Texas 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.

Home Purchase Loans

The distribution of *home purchase loans* by the income level of the borrower in the AA was good. The bank's percent of home purchase loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of home purchase loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Refinance Loans

The distribution of *refinance loans* by the income level of the borrower in the AA was good. The bank's percent of refinance loans to low-income borrowers was lower than the percent of low-income families in the AA. The bank's percent of refinance loans to moderate-income borrowers exceeded the percent of moderate-income families in the AA. The bank's market share of loans to low- and moderate-income borrowers exceeded its overall market share of loans.

Small Loans to Businesses

Refer to Table 11 in the state of Texas 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.

The distribution of *small loans to businesses* in the AA was good. The bank's percentage of small loans to small businesses (businesses with revenues \$1 million or less) was somewhat lower than the percentage of small businesses in the AA. The bank's market share of small loans to small businesses exceeded its overall market share of small loans to all businesses. A substantial majority of the bank's loans to businesses were for amounts less than \$100 thousand.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Texas 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.

The bank had an adequate level of community development loans. During the evaluation period the bank made nine qualified community development loans, totaling \$2.4 million, in the Houston PMSA. Four of the loans totaling \$1.8 million were affordable housing, two loans were to qualified community service organizations, and three loans totaling \$538 thousand were to revitalize or stabilize the area. This had a positively impact on lending performance.

Product Innovation and Flexibility

UPBNA uses flexible loan programs. For example, UPBNA has established the Self Help Affordable Housing Product to address affordable housing needs in its AAs. The Self Help Affordable Housing Product was designed for low- and moderate-income homebuyer that permits minimum down payment, low monthly payments, and flexible underwriting criteria. There was no private mortgage insurance. UPBNA also offers a variety of Fannie Mae Homebuyer programs that permit a 1%, 3% or 5% down payment from the borrower's own funds or 3% from borrower and 2% from other sources. The bank also has Freddie Mac Affordable Gold Alt 97 which permits sources of funds in addition to borrower's funds for the entire down payment, closing costs and prepaid/escrows. There was no minimum down payment required from the borrower's personal funds. These products are made available to all of the bank's assessment areas and they are all targeted to LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Brazoria PMSA and Galveston-Texas City PMSA was not inconsistent with the bank's overall Low Satisfactory performance under the lending test in Texas. Refer to the Tables 1 through 13 in the state of Texas section of Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Texas was rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Houston PMSA was adequate.

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

The bank has an adequate level of qualified investments in the AA. The bank made nine contributions totaling \$34 thousand to community development organizations that provide direct support services and activities that impact low- and moderate-income geographies and individuals in the AA. One investment for \$304 thousand was in healthcare fund for the elderly. There were three qualified prior period investments totaling \$3 million. The bank has exhibited an adequate responsiveness to community development needs. The bank investments support needs identified and discussed in the profile in Appendix C for the Houston PMSA.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Brazoria PMSA and Galveston-Texas City PMSA was not inconsistent with the bank's overall Low Satisfactory performance under the investment test in Texas. Refer to the Table 14 in the state of Texas 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 Texas was rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Houston PMSA was adequate.

Retail Banking Services

Refer to Table 15 in the state of Texas 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.

Service delivery systems are reasonably accessible to its AA. There are no UPBNA branches or ATMs in low-income geographies. The percentage of branches and ATMs in moderate-income tracts exceeds the percentage of the population living in moderate-income tracts.

There were no openings or closings of offices in the Houston PMSA during the evaluation period.

UPBNA's hours and services offered do not vary in a way that inconveniences the AA.

Community Development Services

UPBNA performance in providing community development services in the Houston PMSA was poor. Officers and staff contributed services to one community group during the review period. Bank financing advice was provided for completing a proposed project targeted to revitalizing the community.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Brazoria PMSA and Galveston-Texas City MSA was not inconsistent with the bank's overall Low Satisfactory performance under the service test in Texas. Refer to Table 15 in the state of Texas section of Appendix D for the facts and data that support these conclusions.

LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure (APPENDIX SECTION)

March 29, 2004

Community Reinvestment Act Performance Evaluation

**Union Planters Bank, National Association
Charter Number: 13349**

**7130 Goodlett Farms Parkway
Memphis, Tennessee 38018**

Office of the Comptroller of the Currency

**Large Bank Supervision
250 E Street, SW, Mailstop 6-1
Washington, D. C. 20219-0001**

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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Appendix A: Scope of Examination

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

Time Period Reviewed	Lending Test (excludes CD loans): (01/02 /2000 to 12/31/2002) Investment and Service Tests and CD Loans: (01/02/2000 to 12/31/2003)	
Financial Institution		Products Reviewed
Union Planters Bank, National Association (UPBNA) Memphis, Tennessee		Residential mortgage loans—originated & purchased and refinanced, small loans to businesses, community development loans, community development investments and services.
Affiliate(s)	Affiliate Relationship	Products Reviewed
None		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Please refer to the tables on the following pages.		

List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Multistate MSAs		
Memphis, TN-AR-MS, MSA 4920	Full scope	
Part of St. Louis, MO-IL, MSA 7040	Full scope	Clinton, Madison, Monroe and St. Clair counties in Illinois, Jefferson St. Charles, St. Louis County and St. Louis City in Missouri
ALABAMA		
Mobile, AL MSA 5160	Full scope	
Decatur, AL MSA 2030	Limited scope	
Huntsville, AL MSA 3440	Limited scope	
Florence, AL MSA 2650	Limited scope	
ARKANSAS		
AR 01 Eleven Non-MSA Counties	Full scope	Clay, Fulton, Greene, Jackson, Lawrence, Mississippi, Poinsett, Prairie, Randolph, Sharp, St. Francis, Woodruff counties
Jonesboro, AR MSA 3700	Limited scope	
AR 03 Three Non-MSA Counties	Limited scope	Searcy, Stone, Van Buren counties
FLORIDA		
Miami, FL MSA 5000	Full scope	
Fort Lauderdale, FL MSA 2880	Limited scope	
West Palm Beach-Boca Raton, FL MSA 8960	Limited scope	
ILLINOIS		
IL 05 Ten Non-MSA Counties	Full Scope	Franklin, Jackson, Jefferson, Johnson, Marion, Perry, Randolph, Union, Willington, Williams counties
Decatur, IL MSA 2040	Limited scope	
Peoria-Pekin, IL MSA 6120	Limited scope	
Part of Springfield, IL MSA 7880	Limited scope	Sangamon county
Bloomington-Normal, IL MSA 1040	Limited scope	
IL 06 Two Non-MSA Counties	Limited scope	Dewitt, Logan counties
IL 07 Eight Non-MSA Counties	Limited scope	Clark, Crawford, Cumberland, Edwards, Jasper, Lawrence, Richland, Wabash counties
Part of Champaign, IL MSA 1400	Limited scope	Twenty-seven census tracts in Champaign county

IL 09 One Non-MSA County	Limited scope	Livingston county
IL 10 Two Non-MSA Counties	Limited scope	Christian, Shelby counties
INDIANA		
Part of Indianapolis, IN MSA 3480	Full scope	Hamilton, Johnson, Marion, Morgan counties
Bloomington, IN MSA 1020	Limited scope	
Part of Kokomo, IN MSA 3850	Limited scope	Howard county
Lafayette, IN MSA 3920	Limited scope	
Part of Louisville, KY-IN MSA 4520	Limited scope	Clark, Floyd, Harris counties in IN
IN 06 One Non-MSA County	Limited scope	Jasper county
IN 07 One Non-MSA County	Limited scope	Carrol county
IN 08 One Non-MSA County	Limited scope	Grant county
IN 09 Two Non-MSA Counties	Limited scope	Lawrence, Washington counties
Part of Terre Haute, IN MSA 8320	Limited scope	Vigo county
Part of Evansville-Henderson, IN-KY MSA 2440	Limited scope	Vanderburg county IN
IN 12 Six Non-MSA Counties	Limited scope	Daviess, Gibson, Greene, Knox, Martin, Sullivan counties
IOWA		
Waterloo-Cedar Falls, IA MSA 8920	Full scope	
Cedar Rapids, IA MSA 1360	Limited scope	
Des Moines, IA MSA 2120	Limited scope	
Iowa City, IA MSA 3500	Limited scope	
IA 05 Two Non-MSA Counties	Limited scope	Benton, Tama counties
IA 06 One Non-MSA County	Limited scope	Jones county
KENTUCKY		
KY 05 Six Non-MSA Counties	Full scope	Ballard, Calloway, Graves, Livingston, McCracken and Marshall counties
KY 01 Two Non-MSA Counties	Limited scope	Two census tracts in Logan county and Simpson county
KY 03 Four Non-MSA Counties	Limited scope	Three census tracts in Knox county, two tracts in Laurel county, Pulaski and Whitley counties
LOUISIANA		
Part of Baton Rouge, LA MSA 0760	Full scope	East Baton Rouge and Livingston parishes
Part of Houma LA MSA 3350	Limited scope	Lafourche parishes
Part of New Orleans LA MSA 5560	Limited scope	St. John the Baptist and St Tammany parishes

MISSISSIPPI		
MS 01 Nine Non-MSA Counties	Full scope	Bolivar, Coahoma, Leflore, Panola, Quitman, Sunflower, Tallahatchie, Washington and Tate counties
Jackson MS MSA 3560	Full scope	
MS 04 Three Non-MSA Counties	Limited scope	Copian, Lincoln and Pike counties
MS 06 Six Non-MSA Counties	Limited scope	Covington, Jefferson Davis, Jones, Marion, Pearl River, Wayne counties
Hattiesburg, MS MSA 3285	Limited scope	
Biloxi-Gulfport-Pascagoula MS MSA 0920	Limited scope	
MS 10 Six Non-MSA Counties	Limited scope	Benton, Lafayette, Lee, Prentiss, Tippah and Union counties
MS 11 Four Non-MSA Counties	Limited scope	Lauderdale, Meshoba, Newton and Scott counties
MS 12 Eleven Non-MSA Counties	Limited scope	Attala, Calhoun, Chickasaw, Choctaw, Clay, Grenada, Lowndes, Montgomery, Oktibbeha, Webster, Winston and Yalobusha counties
MISSOURI		
Columbia MO MSA 1740	Full scope	
Part of Springfield Ms MSA 7920	Full scope	Christian and Greene counties
MO 02 Nine Non-MSA Counties	Limited scope	Billinger, Butler, Cape Girardeau, Mississippi, New Madrid, Perry, St Genevieve, Scott and Stoddard counties
MO 06 Three Non-MSA counties	Limited scope	Cedar, Polk and Vernon counties
MO 07 One Non-MSA county	Limited scope	Lawrence county
MO 08 One Non-MSA county	Limited scope	Taney county
MO 09 Nine Non-MSA counties	Limited scope	Callaway, Cole, Gasconade, Maries, Miller, Moniteau, Osage, Phelps and Pulaski counties
TENNESSEE		
Nashville TN MSA (5360)	Full scope	
TN 15 Four Non-MSA Counties	Full scope	Cumberland, Morgan, Putnam and Roane counties
TN 02 Nine Non-MSA Counties	Limited scope	Dyer, Gibson, Hardeman, Haywood, Lake, Lauderdale, McNairy, Obion, Weakly counties
Jackson TN MSA (3580)	Limited scope	
TN 04 One Non-MSA County	Limited scope	Henderson county
TN 06 Two Non-MSA Counties	Limited scope	Houston and Stewart counties
TN 07 Two Non-MSA Counties	Limited scope	Lewis and Maury counties
TN 08 Eight Non-MSA Counties	Limited scope	Bedford, Cannon, Coffee, DeKalb, Franklin, Grundy, Lincoln and Warren counties
Part of Chattanooga TN MSA (1560)	Limited scope	Hamilton and Marion counties in TN

TN 10 One Non-MSA County	Limited scope	Bradley county
TN 11 Two Non-MSA Counties	Limited scope	Clay and Pickett counties
Part of Knoxville TN MSA (3840)	Limited scope	Anderson, Blount, Knox counties and one census tract in Loudon county
Part of Clarksville TN-Hopkinsville KY MSA (1660)	Limited scope	Montgomery county in TN
TN 14 One Non-MSA County	Limited scope	Campbell county
TEXAS		
Part of Houston TX PMSA (3360)	Full scope	Harris county
Part of Brazoria TX PMSA (1145)	Limited scope	Fourteen census tracts Brazoria county
Galveston-Texas City TX PMSA (2020)	Limited scope	Galveston county

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS		Union Planters Bank N.A.		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/ Multistate Rating
Union Planters Bank N.A.	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
Memphis, TN-AR-MS MSA 4920	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Part of St. Louis, MO-IL, MSA 7040	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
ALABAMA	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
ARKANSAS	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
FLORIDA	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
ILLINOIS	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
INDIANA	Low Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory
IOWA	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
KENTUCKY	Low Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
LOUISIANA	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
MISSISSIPPI	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
MISSOURI	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
TENNESSEE	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
TEXAS	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory

(*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

Appendix C: Market Profiles for Full-Scope Areas

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Market Profiles for Areas Receiving Full-Scope Reviews

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TN 01 - Memphis, TN-AR-MS MSA

Demographic Information for Full-Scope Area: Memphis, TN-AR-MS MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	229	20	22	29	26	3
Population by Geography	1,007,306	13	22	34	30	1
Owner-Occupied Housing by Geography	225,565	7	18	37	38	0
Businesses by Geography	56,940	8	12	33	46	1
Farms by Geography	1,379	3	16	42	39	0
Family Distribution by Income Level	263,590	24	16	20	40	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	103,784	24	30	34	12	0
Median Family Income	= \$ 31,990	Median Housing Value				= \$ 68,706
HUD Adjusted Median Family Income for 2002	= \$ 57,300	Unemployment Rate (2002)				= 5.2%
Households Below the Poverty Level	= 17%					

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

Sources: 1990 U.S. Census and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003 this assessment area consisted of the entire Memphis MSA. As of April 1, 2003 UPBNA had 49 branches, 167 automated teller machines (ATMs), and one loan production office (LPO) in the Memphis MSA. The Memphis MSA consisted of the counties of Fayette, Shelby and Tipton in Tennessee; Desoto County in Mississippi; and Crittenden County in Arkansas. Per the 1990 census, the MSA had a total population of 1,007,306. It had a total of 229 census tracts of which 46 were low-income tracts and 51 were moderate-income tracts.

The bank's deposits in this assessment area as of June 30, 2002 totaled approximately \$2.8 billion, amounting to 12% of the total deposits of the bank at that time. UPB was ranked third in deposit market share with approximately 14% of the total MSA deposit market. Two other large multi-state commercial banks had the top two deposit market shares with 36% and 17%. These two banks had 52 and 40 offices within the MSA, respectively. Overall, the bank's competition in the MSA included a diverse group of financial institutions with a total of 287 offices in the MSA.

The Memphis MSA had a diversified economy with employment concentrations primarily in services along with wholesale and retail trade. Federal Express, headquartered in Memphis, had a large number of employees within the Memphis MSA. While farms comprise only 2.4% of area businesses, cotton production

remains a significant crop in several counties in the MSA, with Tipton and Fayette Counties listed in the Top 5 Cotton Producing Counties in Tennessee for 2002 and Fayette County listed as the State's top producer of sorghum. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate was 5.2% (not seasonally adjusted).

We used information from community contacts performed by OCC personnel prior to and during this examination. These contacts provided us with information in developing our assessment area profile. The credit needs obtained from these contacts were: technical assistance and financial partners for community development corporations. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area:

- participating in City of Memphis programs for downpayment assistance for first time homebuyers, small business development, and new Section 8 homeownership.
- providing construction and term financing for community development organizations that are constructing affordable housing or providing small business development.
- providing credit counseling for affordable housing applicants and residents.
- providing technical assistance and/or affordable financing to small businesses through the City and local CDCs.

MO 03 - Part of St. Louis, Missouri-Illinois MSA

Demographic Information for Full-Scope Area: St. Louis, Missouri MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	444	12.6	20.3	45.0	20.7	1.4
Population by Geography	2,342,957	7.2	15.5	49.1	28.1	0.0
Owner-Occupied Housing by Geography	605,769	3.6	12.7	52.7	31.0	0.0
Businesses by Geography	116,477	4.6	11.0	50.0	34.4	0.0
Farms by Geography	3,807	0.7	6.0	70.4	22.9	0.0
Family Distribution by Income Level	622,374	19.1	17.4	24.4	39.0	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	227,363	13.3	23.6	49.9	13.1	0.0
Median Family Income	= \$ 37,995	Median Housing Value		= \$ 75,646		
HUD Adjusted Median Family Income for 2002	= \$ 61,400	Unemployment Rate (2002 Average)		= 5.7%		
Households Below the Poverty Level	= 10.0%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis included calendar years 2000 through 2002. The bank has chosen a portion of the St. Louis MSA as its assessment area, which is a multi-state MSA in the states of Illinois and Missouri. The assessment area includes the following counties in Illinois: Clinton, Madison, Monroe, and St. Clair; and the following counties in Missouri: Jefferson, St. Charles, St. Louis, and St. Louis City. Per the 1990 Census, the assessment area had a population of 2,342,957. The assessment area had a total of 444 census tracts with 56 low-income census tracts and 90 moderate-income census tracts.

UPBNA has numerous offices within the St. Louis assessment area consisting of the following: 38 full service branches and 2 limited service branches. All branches have ATMs with the exception of one limited service branch. In addition to branch ATMs, there were 26 stand-alone ATM's. The bank's deposits in this assessment area as of June 30, 2002 totaled \$3.2 billion or approximately 14% of the bank's total deposit base. UPBNA was ranked fourth in deposit market share in the assessment area with an 8.4% market share. Two large multi-state banks have larger deposit shares with approximately 22% and 14% respectively. In addition, these institutions have 95 and 84 offices within the assessment area, respectively.

The St. Louis MSA has a diversified economy. The greater St. Louis area is home to fifteen Fortune 1000 companies such as Anheuser-Busch Companies, Inc., Emerson, May Department Stores and Graybar Electric. The area ranks seventh in the U.S. as a headquarters location for Fortune 500 companies. The region's main

industries include aviation, biotechnology, chemicals, electrical utilities, food and beverage, manufacturing, refining, research, telecommunications, and transportation. In addition, there are strong concentrations in the services, retail trade and government sectors that provide for a well-balanced economy. Because of its location within the region and the nation, St. Louis will remain a focal point of economy activity. St. Louis' land area (61 square miles) is among the smallest of all significant cities in the nation and its inability to grow beyond its current boundaries will continue to hinder its ability to improve economically. Still, because of the Central Business District (CBD), the presence of several Fortune 500 companies, and its natural location advantages within the nation, the prospects for improvement remain. In the short term, St. Louis might take advantage of its remaining strengths.

According to the Bureau of Labor Statistics, the average unemployment rate in the St. Louis MSA for 2002 was 5.7%. Unemployment among City residents averages nearly twice the national rate.

There is a significant shortage of affordable housing units to meet the needs of all citizens, especially low and moderate-income residents. The shortage of low income housing units is caused by the demolition of several public housing and other subsidized projects and the lack of landlords interested in participating in the Section 8 program. An aging infrastructure will require substantial resources for repairs and replacement, resources for which the City must compete with suburban and exurban areas. The city captures only a tiny fraction of the region's new housing market. A large percentage of the city's housing units are substandard, although the city lacks any definitive data as to exactly how many. Public housing is being completely reformed in the city, with previous high rises demolished in favor of garden apartments and town homes. In the process, the total number of units available for public housing residents has dropped, creating longer waiting lists and more low-income families searching for affordable housing. At the other end of the income scale, the city has few homes, which compete effectively for homebuyers in the \$100,000+ category.

We used information from our own contacts and from contacts conducted by the other bank regulatory agencies. These contacts provided us with information in developing our assessment area profile. These contacts revealed that the most pressing credit needs are redevelopment funds for downtown St. Louis and rehabilitation of aging housing stock. Opportunities for participation by local financial institutions to aid in meeting the community's credit needs are numerous. There are several CDCs in the area whose main purpose is to develop and/or rehabilitate affordable housing. There are also opportunities to help obtain tax credits to aid developers in constructing affordable housing.

AL 04 - Mobile, Alabama MSA

Demographic Information for Full-Scope Area: Mobile, Alabama MA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	144	14.6	15.3	45.1	22.2	2.8
Population by Geography	476,923	10.6	11.5	52.7	24.6	0.5
Owner-Occupied Housing by Geography	120,538	6.2	9.6	57.4	26.8	0.0
Businesses by Geography	26,740	5.7	8.2	57.2	24.4	0.0
Farms by Geography	706	3.0	3.7	73.4	19.4	0.0
Family Distribution by Income Level	130,249	23.0	16.6	20.0	40.4	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	51,604	19.2	16.2	51.8	12.8	0.0
Median Family Income	= \$28,192	Median Housing Value		= \$55,329		
HUD Adjusted Median Family Income for 1999	= \$45,100	Unemployment Rate (2002 Average)		= 6.1%		
Households Below the Poverty Level	= 19.0%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The Mobile, Alabama assessment area consists of the entire Mobile, AL MSA. Per the 1990 Census, the Mobile, AL MSA had a total population of 476,923. The AA had 144 census tracts of which 21 were low-income census tracts and 22 were moderate-income census tracts.

The bank's deposits in this assessment area as of June 30, 2002 totaled \$103 million amounting to 0.45% of the total deposits of the bank. As of June 30, 2002, UPBNA was ranked 10th in market share in deposits with approximately 1.74% of the deposits in the Mobile, AL MSA. Major competitors include several large multi-state institutions. The two top competitors ranked 1st and 2nd had deposit market shares of 33.05 and 19.02, respectively. These two banks had 35 and 24 branches in the MSA.

UPBNA has seven full-service branches and 7 ATMs in the AA.

The economy in the Mobile MSA is well diversified. Primary employers were in the following sectors: education, medical, retail, government, aerospace, and telecommunications. The top employers in the MSA were the Mobile County School System and the University of South Alabama and USA Medical facilities. According to the Bureau of Labor Statistics, the average unemployment rate for 2002 in the Mobile MSA was 6.1%.

We used information from our own community contacts to determine credit needs in the assessment area. These contacts revealed that loans for affordable housing and flexibility in qualifying individuals that have cleaned up prior credit problems are the most immediate needs within the community. In addition, assistance with financial literacy programs was also identified as a need in the assessment area. Opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area include working with organizations that develop affordable housing.

AR 01 – Eleven Contiguous Non-MSA Arkansas Counties

Demographic Information for Full-Scope Area: AR 01						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	61	0.0	19.7	73.8	6.6	0.0
Population by Geography	240,182	0.0	20.6	71.5	7.9	0.0
Owner-Occupied Housing by Geography	61,088	0.0	16.4	75.1	8.5	0.0
Businesses by Geography	11,021	0.0	18.5	71.2	10.3	0.0
Farms by Geography	1,461	0.0	10.5	85.3	4.2	0.0
Family Distribution by Income Level	68,345	24.7	18.1	21.6	35.6	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	29,254	0.0	24.6	70.8	4.6	0.0
Median Family Income	= \$22,208	Median Housing Value		= \$36,563		
HUD Adjusted Median Family Income for 2002	= \$34,200	Unemployment Rate (2002 average)		= 8.45%		
Households Below the Poverty Level	= 26.0%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The AR 01 assessment area consists of the following non-MSA counties: Clay, Fulton, Greene, Jackson, Lawrence, Mississippi, Poinsett, Prairie, Sharp, St. Francis, and Woodruff. These counties are contiguous and located in the northeast quadrant of the state. The AA consists of 61 block numbering areas of which 12 are low-income tracts, 45 are moderate-income tracts, and 4 are upper-income tracts. There are no low-income tracts in the AA. Per the 1990 Census, The AA had a total population of 240,182.

UPBNA has 16 banking offices in these counties. There are 12 full service branches and 4 limited service branches. The bank's deposits in this assessment area as of June 30, 2002 totaled \$280 million amounting to 1.23% of the bank's total deposits. UPBNA had the number one market share in deposits with 9.69% of the area's deposits. Major competitors include two community banks ranked second and third with a market share of 8.35% and 7.80%, respectively.

The economy in the AA is stable, but unemployment rates for the AA are higher than the U.S. average. The average unemployment percentages in 2002 for the AA ranged from a low of 5.5% to a high of 13.7%. The economy in the AA is primarily agriculture and light manufacturing. There is some tourism in the northern counties and a growing retirement community.

We used information from our own community contacts to develop a profile of the assessment area. These contacts revealed that the most pressing community credit needs were business development and jobs. These contacts also stated that there were limited opportunities for financial institutions to participate in helping to meet the credit needs of the community.

FL 02 - Miami, Florida MSA

Demographic Information for Full-Scope Area: Miami, Florida MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	267	14	21	36	28	1
Population by Geography	1,937,094	9	20	39	32	0
Owner-Occupied Housing by Geography	376,006	3	13	41	43	0
Businesses by Geography	200,697	9	17	31	42	0
Farms by Geography	2,196	4	12	36	48	0
Family Distribution by Income Level	485,213	23	17	19	41	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	192,734	15	28	40	17	0
Median Family Income	= \$ 31,113	Median Housing Value		= \$ 100,570		
HUD Adjusted Median Family Income for 2002	= \$ 48,200	Unemployment Rate (2002)		= 7.7%		
Households Below the Poverty Level	= 17					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003, the Miami, Florida MSA and the bank's assessment area consisted solely of Dade County, Florida. As of the 1990 Census, the area had a total population of 1,937,094, with 267 census tracts of which 36 were low-income tracts and 57 were moderate-income tracts. UPB had 50 branches, 55 ATM's, and one loan production office in the Miami MSA.

The bank's deposits in the assessment area as of June 30, 2002 totaled \$3.0 billion or about 13% of the total deposits of the bank. As of June 30, 2002 the bank was ranked seventh in deposit market share in the Miami MSA with a 5.9% of the MSA's deposits. Major competitors included three large multi-state banks that had deposit market shares of 17.0%, 13.2%, and 8.0%. These three banks had 76, 70, and 17 offices, respectively, within the MSA. Overall, the bank's competition in the MSA included a diverse group of financial institutions with a total of 499 offices in the MSA.

The Miami MSA had a diversified economy with a heavy employment concentration in the services sector. Additional employment concentrations consisted of retail trade and government. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate for the Miami MSA was 7.7% (not seasonally adjusted). The area suffered a decline in the tourism and travel during 2002 and 2003. A Federal Reserve Bank (FRB) study released in April 2003

stated that hotel occupancy rates for south Florida were up in the first quarter of 2003 from 2002 levels but still lagged those of 2001.

We used information from a community contact performed by OCC personnel during this examination. The contact provided us with information in developing our assessment area profile. The credit needs and opportunities obtained from the contact were partnering with CDCs for commercial projects and CD investments for operations and property development.

IL 05 - Eight Contiguous Non-MSA Illinois Counties

Demographic Information for Full-Scope Area: Indianapolis, Indiana MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	65	3%	20%	71%	6%	0%
Population by Geography	247,318	4%	19%	70%	7%	0%
Owner-Occupied Housing by Geography	67,552	1%	16%	76%	7%	0%
Businesses by Geography	11,931	3%	20%	70%	7%	0%
Farms by Geography	1,566	0%	4%	91%	5%	0%
Family Distribution by Income Level	64,547	23%	18%	22%	37%	0%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	26,669	3%	23%	70%	4%	0%
Median Family Income	= \$ 29,693	Median Housing Value		= \$ 41,218		
HUD Adjusted Median Family Income for 2002	= \$ 46,700	Unemployment Rate (2002)		= 4.3-10.4%		
Households Below the Poverty Level	= 19%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003, the bank's assessment area consisted of the following Counties in Illinois: Jackson, Marion, Perry, Randolph, Washington and Williamson and portions of Franklin and Johnson. As of the 1990 Census, the area had a total population of 247,318, with 65 census tracts of which two were low-income tracts, thirteen were moderate-income tracts, forty-six were middle-income tracts, and four were upper-income tracts. UPB had eleven branches and fourteen ATM's in the area.

The bank's deposits in the assessment area as of June 30, 2002 totaled \$409 million or about 13% of the total deposits of the bank. As of June 30, 2002 the bank was ranked number one in deposit market share in the area with 10.98% of the area's deposits. The major competitor was a much smaller state-chartered bank that had 10.79% market share and twelve offices in the area. Overall, the bank's competition in the assessment area included a diverse group of 48 financial institutions with a total of 124 offices in the assessment area.

The southern Illinois area of which these counties are a part is largely rural and agricultural. The area includes Southern Illinois University at Carbondale (SIUC). According to Bureau of Labor Statistics data, the 2002 annual unemployment rate for the counties ranged from 4.3% to 10.4% (not seasonally adjusted).

In November 2003 the Governor of Illinois released a report regarding an area designated as the "Southern Region" that included nineteen counties, including five of the eight in this assessment area (Franklin, Jackson, Johnson, Perry, and Williamson). According to the report, unemployment in the "Southern Region" has historically been relatively high and employment during the boom years of the late 1990's did not rebound as quickly as in other Illinois regions. The report also states that small businesses, defined as those with fewer than 100 employees, account for more than 90% of all regional business establishments and in Johnson County 100% of private establishments are small businesses. A report for the "Southwestern Region" including Randolph and Washington Counties along with five others indicates that in Randolph and Washington Counties manufacturing is the top employer. In Randolph county health care/social assistance ranks second in employment and in Washington County retail trade ranks second.

We used information from five community contacts performed by OCC personnel during this examination. The contacts provided us with information in developing our assessment area profile. The credit needs obtained from the contacts were:

- affordable rental housing;
- rehabilitation of older homes;
- social services for low- and moderate-income individuals, such as homeless shelters, food banks, and affordable childcare.
- In Marion County, small business startup financing and job creation; and
- CD investments in a venture capital fund that will serve a region that includes Illinois.

Community development opportunities in the area are numerous and varied.

IN 02 - Part of Indianapolis, Indiana MSA

Demographic Information for Full-Scope Area: Indianapolis, Indiana MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	254	9.4	25.2	40.2	24.8	0.4
Population by Geography	1,050,124	6.5	23.2	40.9	29.4	0.0
Owner-Occupied Housing by Geography	250,547	4.0	19.3	41.6	35.2	0.0
Businesses by Geography	62,020	8.2	16.2	35.2	40.2	0.0
Farms by Geography	1,261	0.9	6.5	55.0	37.5	0.0
Family Distribution by Income Level	279,184	19.1	18.7	23.8	38.4	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	105,489	11.4	34.9	40.4	13.3	0.0
Median Family Income	= \$ 37,198	Median Housing Value		= \$ 68,065		
HUD Adjusted Median Family Income for 2002	= \$ 64,100	Unemployment Rate (Average 2002)		= 4.6%		
Households Below the Poverty Level	= 10.0%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The bank's assessment area consists of a portion of the Indianapolis MSA and includes the counties of Hamilton, Johnson, Marion and Morgan. Per the 1990 census, the assessment area had a total population of 1,050,124.

UPBNA has 31 banking offices, which consist of 28 full service branches and 3 limited service branches. All the full service branches have at least one ATM. Located throughout the AA are 4 stand-alone ATMs. There are no ATMs at limited service branches. As of June 30, 2002, the bank's deposits in this assessment area totaled \$828 million comprising 3.61% of the total deposits of the bank. UPB was ranked sixth in deposit market share with 4.72% of the total assessment area's deposits. The top five financial institutions have a combined deposit market share of 74.5% with 206 offices.

The Indianapolis MSA has a well-diversified economy. Major employment sectors include services, education, medical, wholesale and retail trade as well as government, manufacturing, and tourism. According to the Bureau of Labor Statistics, the average unemployment rate for 2002 in the Indianapolis MSA was 4.6%, which was below the national average.

We used information from our own community contacts to provide us with information in developing our assessment area profile. These contacts revealed that the most pressing credit needs in the community are affordable housing for low-

and moderate-income residents, social services, small loans including debt consolidation, small car loans, and small unsecured loans. There are numerous opportunities for financial institutions to participate in to serve the credit needs of the community. These opportunities include but are not limited to mortgage bonds for affordable housing, CDCs that assist in providing affordable housing, and low-income housing tax credits.

IA 04 - Waterloo-Cedar Falls, Iowa MSA

Demographic Information for Full-Scope Area: Waterloo-Cedar Falls, Iowa MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	36	8.3	25.0	41.7	25.0	0.0
Population by Geography	123,798	4.3	17.3	50.5	27.9	0.0
Owner-Occupied Housing by Geography	31,593	2.4	16.9	50.6	30.1	0.0
Businesses by Geography	7,219	15.5	14.2	44.9	25.4	0.0
Farms by Geography	656	1.8	3.3	60.5	34.3	0.0
Family Distribution by Income Level	32,489	21.0	17.8	21.4	39.8	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	12,606	7.3	28.4	48.3	16.0	0.0
Median Family Income	= \$ 32,438	Median Housing Value		= \$ 46,270		
HUD Adjusted Median Family Income for 2002	= \$ 48,700	Unemployment Rate (Average 2002)		= 2.7%		
Households Below the Poverty Level	= 15.5%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The bank's AA is the Waterloo-Cedar Falls, Iowa MSA, which consists of Blackhawk County. Per the 1990 Census, the MSA had a total population of 123,798. Blackhawk County has 36 census tracts of which 3 are low-income and 9 are moderate-income.

UPB has nine offices in the AA consisting of eight full-service branches and one limited service branch. All banking offices have ATMs. In addition, there are five stand-alone ATMs throughout the AA. As of June 30, 2002, the bank's deposits in this assessment area totaled \$249 million comprising 1.08% of the total deposits of the bank. UPB was ranked third in deposit market share with approximately 20% of the deposits in the MSA. The bank's major competitors are large multi-state banks with 22% and 21% of the MSA's deposit base. These banks have a combined eleven offices in the MSA and have the number one and two deposit market shares, respectively.

The Waterloo-Cedar Falls MSA has a growing diversified economy. Major employers in the MSA include John Deere and the University of Northern Iowa. Employment sector concentrations consist of manufacturing, services, retail and wholesale trade and government. According to the Bureau of Labor Statistics, the average unemployment rate in Blackhawk County for 2002 was 4.3%.

We used information from our community contacts in developing our assessment area profile. These contacts stated that the most pressing credit need is affordable housing. The following are opportunities for participation by local financial institutions to aid in meeting the credit needs of the assessment area working with:

- State housing agencies that issue bonds for affordable housing. Financial institutions can invest in various bonds.
- Local organizations that provide loans for affordable housing. Financial institutions can become a participating lender and provide loans to these organizations for syndication.

KY 05 - Six Contiguous Non-MSA Counties

Demographic Information for Full-Scope Area: Six Contiguous Non-MSA Kentucky Counties						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	44	0	11	48	41	0
Population by Geography	171,333	0	6	49	45	0
Owner-Occupied Housing by Geography	50,905	0	4	47	49	0
Businesses by Geography	10,544	0	15	45	40	0
Farms by Geography	909	0	1	50	49	0
Family Distribution by Income Level	49,471	17	15	18	50	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	15,645	0	9	55	36	0
Median Family Income	= \$ 22,542	Median Housing Value		= \$ 44,315		
HUD Adjusted Median Family Income for 2002	= \$ 36,300	Unemployment Rate (2002)		= 5.4 - 8.2%		
Households Below the Poverty Level	= 18%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003 this assessment area consisted of the six contiguous non-MSA counties of Ballard, Calloway, Graves, Livingston, McCracken, and Marshall. Within this area, UPB had 16 branches and 19 ATMs. Per the 1990 census, this area has a total population of 171,333. It had a total of 44 census tracts, of which none were low-income tracts and five were moderate-income tracts. UPB had 16 branches and 19 ATMs in the area.

The bank's deposits in this assessment area as of June 30, 2002 totaled approximately \$1,020 million, amounting to 4.4% of the bank's total deposits at that time. The bank was ranked first in deposit market share with approximately 28% of the area's total deposits. Overall the bank's competition in the area included 14 other financial institutions with 50 offices in the area.

The area's employment was concentrated in the service and retail trade industries. While farms comprised only 8% of local area businesses, farming remained an important industry, with livestock and corn as the major commodities in 2002. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate for these counties ranged from 5.4% to 8.2% (not seasonally adjusted).

We used information from a community contact performed by OCC personnel during this examination. The contact provided us with information in developing our assessment area profile. The credit need identified was affordable rental housing, with an indication that there were ample opportunities for banks to participate in meeting this need.

LA 01 - Part of Baton Rouge, Louisiana MSA

Demographic Information for Full-Scope Area: Baton Rouge, Louisiana MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	96	16.7	20.8	31.3	30.2	1.0
Population by Geography	450,631	12.3	17.7	37.7	32.4	0.0
Owner-Occupied Housing by Geography	102,753	7.1	16.9	38.0	38.0	0.0
Businesses by Geography	31,761	8.8	13.1	38.3	39.7	0.0
Farms by Geography	287	3.2	9.4	36.6	50.7	0.0
Family Distribution by Income Level	116,091	23.4	15.6	19.7	41.3	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	45,201	19.8	25.5	38.5	16.1	0.0
Median Family Income	= \$ 32,467	Median Housing Value		= \$ 68,236		
HUD Adjusted Median Family Income for 2002	= \$ 49,200	Unemployment Rate (Average 2002)		= 5.6%		
Households Below the Poverty Level	= 18.5%					

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The bank's AA consists of a portion of the Baton Rouge MSA #0760 that includes the parishes of East Baton Rouge and Livingston. There were a total of 96 census tracts in the AA, of which 16 were low-income and 20 were moderate-income. Per the 1990 Census, the AA had a total population of 450,631.

UPBNA has 17 full-service and one limited-service branch in the AA. There are 15 onsite ATMs and one stand-alone ATM. The bank's deposits in the assessment area as of June 30, 2002 totaled \$586 million amounting to 2.55% of the total deposits of the bank. UPBNA has the number four market share in deposits at 8.78% of the total AA deposits. Two large multi-state banks have a dominant market share of the deposits with 36% and 25%. These two banks have 37 and 24 offices, respectively.

The Baton Rouge MSA has a diversified economy. The four-parish Baton Rouge MSA has had a difficult time recently because of layoffs in its large chemical-and-industrial construction sectors. The MSA has lost jobs for three straight years. The MSA should expand over the next two years with 1,900 new jobs but at the slowest growth rate among the state's eight MSAs. Major industries in the Baton Rouge MSA include oil and gas, chemical utilities, government, medical, education, services, retail trade, manufacturing, and construction. The average unemployment rate in 2002 was at 5.6%. The fastest growth is occurring in the retail and

services sectors. In addition, growth is centered geographically around Southern University and Louisiana State University.

We used information derived from our community contact in developing our assessment area profile. The individual we contacted revealed that the most pressing credit needs within the community are credit education and permanent working capital loans for small businesses. Opportunities for local financial institutions to aid in meeting the credit needs of the community include affordable housing credit, housing rehabilitation loans and credit education efforts through local CDC's, Community Housing Development Organizations, and departments of the local government.

MS 01 - Nine Contiguous Non-MSA Mississippi Counties

Demographic Information for Full-Scope Area: Nine Contiguous Non-MSA Mississippi Counties						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	68	6	44	31	18	1
Population by Geography	288,811	5	41	34	20	0
Owner-Occupied Housing by Geography	58,726	3	35	38	24	0
Businesses by Geography	13,956	8	36	29	27	0
Farms by Geography	1,395	1	48	33	18	0
Family Distribution by Income Level	69,957	30	16	16	38	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	31,958	7	50	32	11	0
Median Family Income HUD Adjusted Median Family Income for 2002 Households Below the Poverty Level	= \$ 21,994 = \$ 36,000 = 34%	Median Housing Value Unemployment Rate (2002)				= \$ 38,403 =6.6-13.2%

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003 this assessment area consisted of the nine contiguous non-MSA counties of Bolivar, Coahoma, Leflore, Panola, Quitman, Sunflower, Tallahatchie, Tate, and Washington. As of the 1990 Census, the area had a total population of 288,811, with 68 census tracts of which 4 were low-income tracts and 30 were moderate-income tracts. As of April 1, 2003, UPB had 22 branches and 14 ATMs in this area.

The bank's deposits in this assessment area as of June 30, 2002 totaled \$419 million or 2% of the bank's total deposits. UPB was ranked 4th in deposit market share with 7.9% of the area's deposits. The bank's competition included a diverse group of 25 other banks with 91 offices in the area.

The area's employment was concentrated in the service and retail trade industries. Farms comprised 10% of the areas businesses, with catfish, cotton, and grain crops the major commodities. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate ranged from 6.6% to 13.2% in these counties (not seasonally adjusted).

We used information from a community contact performed by OCC personnel during this examination. The contact provided us with information in developing our assessment area profile. It identified SBA lending as a credit need for the area.

MS 02 - Jackson, Mississippi MSA

Demographic Information for Full-Scope Area: Jackson, Mississippi MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	89	22	20	32	26	0
Population by Geography	395,396	15	19	34	32	0
Owner-Occupied Housing by Geography	92,120	9	16	38	37	0
Businesses by Geography	17,021	18	12	34	35	0
Farms by Geography	500	9	22	39	30	0
Family Distribution by Income Level	102,077	24	15	20	41	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	40,154	25	26	34	15	0
Median Family Income	= \$ 31,575	Median Housing Value				= \$ 59,491
HUD Adjusted Median Family Income for 1999	= \$ 46,600	Unemployment Rate (2002)				= 4.5%
Households Below the Poverty Level	= 18%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. The Jackson, Mississippi MSA consisted of Hinds, Rankin and Madison counties and the bank chose the entire MSA as an assessment area. The MSA had a total of 89 census tracts of which 20 were low-income tracts and 18 were moderate-income tracts. Per the 1990 census, the MSA had a total population of 395,396. As of April 1, 2003 UPB had 19 branches, 26 ATMs and two loan production offices within this area.

The bank's deposits in the assessment area as of June 30, 2002 totaled \$365 million, or 1.6% of the total deposits of the bank. As of June 30, 2002, UPB was ranked fifth in deposit market share with 6.55% of the total MSA deposits (a decline from fourth with a 6.9% share in 1999). As of June 30, 2002, four large multi-state banks had greater market share at 38%, 26%, 11%, and 6.6%. These banks had 43, 23, 17, and 17 offices in the area, respectively. Twelve small banks had a combined total of 37 offices and one large multi-state bank with three offices held the remainder of the MSA's deposits.

The Jackson MSA had a diversified economy with services, government, retail trade and manufacturing being the primary industries. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate was 4.5% (not seasonally adjusted).

We used information from a community contact performed by OCC personnel during this examination. The contact provided us with information in developing our assessment area profile. The credit needs obtained from the contact were flexible small business lending and loans for affordable housing. The contact indicated that there are many loan programs in which banks can participate with financial intermediaries to meet these needs.

MO 04 Columbia, MO MSA

Demographic Information for Full Scope Area: MO 04 Columbia MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	29	17.24	17.24	51.72	13.79	0.00
Population by Geography	112,379	14.07	15.57	52.82	17.54	0.00
Owner-Occupied Housing by Geography	23,081	2.42	10.30	63.43	23.85	0.00
Business by Geography	7,389	24.25	13.80	48.71	13.24	0.00
Farms by Geography	416	3.37	5.53	76.44	14.66	0.00
Family Distribution by Income Level	25,939	19.20	18.49	23.20	39.11	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	9,776	12.41	18.63	58.88	10.09	0.00
Median Family Income HUD Adjusted Median Family Income for 2002 Households Below Poverty Level		34,123 57,000 17.31%	Median Housing Value Unemployment Rate (1990 US Census)		66,805 2.49%	

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

Source: 1990 US Census and 2002 HUD updated MFI

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The assessment area consists of Boone County which is the Columbia, Missouri MSA. Per the 1990 Census the MSA had a population of 112,379.

UPBNA has four full service branches in the assessment area. Each branch has an onsite ATM. UPBNA is ranked sixth in market share in Boone with 3.61%. The top three banks are community banks and they have combined deposit market share of 66.28%.

The Columbia MSA has a diversified, stable economy with medical, education, and retail trade being the heaviest employment sectors. According to the Bureau of Labor Statistics, the average unemployment rate for the Columbia, MO MSA in 2002 was 1.8%.

We used information from our own community contacts to develop our assessment area profile. These contacts revealed that more flexibility is needed when banks extended loans and "A" paper loans. Small businesses need flexible loan programs and start-up businesses need venture capital. The contacts stated the area is in need of business incubators. Opportunities for bank involvement are limited since the Columbia MSA is a small metropolitan area.

MO 05 - Part of Springfield, Missouri MSA

Demographic Information for Full-Scope Area: Springfield, Missouri MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	62	3.2	30.6	50.0	16.1	0.0
Population by Geography	240,593	1.2	22.8	57.4	18.6	0.0
Owner-Occupied Housing by Geography	61,108	0.0	16.7	60.9	22.3	0.0
Businesses by Geography	16,963	3.7	14.0	63.5	18.8	0.0
Farms by Geography	597	0.3	6.0	75.5	18.1	0.0
Family Distribution by Income Level	64,429	17.6	18.3	24.5	39.5	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	23,159	0.5	33.5	56.2	9.8	0.0
Median Family Income	= \$ 29,389	Median Housing Value		= \$ 60,738		
HUD Adjusted Median Family Income for 2002	= \$ 49,200	Unemployment Rate (Avg 2002)		= 4.4%		
Households Below the Poverty Level	= 14.5%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The assessment area consists of the counties of Christian and Greene, which are a portion of the Springfield, Missouri MSA. Per the 1990 Census, Christian and Green counties had a combined total population of 240,593.

UPBNA has seven full service branches in its assessment area. Each branch has an onsite ATM. UPBNA has the number thirteen-deposit market share in Christian and Greene Counties with 0.37% of the combined counties' deposits. The top three banks are community banks headquartered in Missouri and have a combined deposit market share of 40.52%.

The Springfield MSA has a diversified, stable economy with medical, education, and retail trade being the heaviest employment sectors. According to the Bureau of Labor Statistics, the average unemployment rate for the Springfield, MO MSA in 2002 was 4.4%.

We used information from our own community contacts to develop our assessment area profile. These contacts revealed that more flexibility is needed when banks extend loans and "A" paper loans. Small businesses need flexible loan programs and start-up businesses need venture capital. The contacts stated the area is in need of business incubators. Opportunities for bank involvement are limited since the Springfield MSA is a small metropolitan area.

TN 05 - Nashville, Tennessee MSA

Demographic Information for Full-Scope Area: Nashville, Tennessee MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	206	8	23	50	18	1
Population by Geography	985,026	5	19	56	20	0
Owner-Occupied Housing by Geography	237,606	2	16	58	24	0
Businesses by Geography	78,910	4	22	48	25	1
Farms by Geography	1,904	1	18	60	21	0
Family Distribution by Income Level	266,208	20	18	24	38	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	99,892	9	28	54	9	0
Median Family Income	= \$ 35,797	Median Housing Value		= \$ 80,287		
HUD Adjusted Median Family Income for 2002	= \$ 61,600	Unemployment Rate (December 2002)		= 4.0%		
Households Below the Poverty Level	= 12%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. UPB had chosen the entire Nashville, Tennessee MSA as its assessment area. The MSA consisted of the following Tennessee counties: Cheatham, Davidson, Dickson, Robertson, Rutherford, Sumner, Williamson, and Wilson. Per the 1990 Census the MSA had a total population of 985,026. The MSA had 206 census tracts of which 17 were low-income and 47 were moderate-income. As of April 1, 2003 UPB had 29 branches, 35 ATMs, and one loan production office in this area.

The bank's deposits in the assessment area as of June 30, 2002 totaled \$1 billion or 5% of the bank's total deposits. The bank was ranked fourth in deposit market share with 6% of the area's deposits. Three other large multi-state banks had the top three market shares with 18.6%, 18.2% and 16%. These banks had 49, 39 and 43 offices in the area, respectively. A diverse group of 41 other banks with 254 offices in the area held the remaining deposits.

The Nashville economy is a thriving, diversified economy with a heavy employment concentration in the services sector. Retail trade and manufacturing also make up a large portion of the economy. According to Bureau of Labor Statistics data, the 2002 annual unemployment rate for the Nashville MSA was 4.0% (not seasonally adjusted).

We used information from community contacts performed by OCC personnel prior to and during this examination. These contacts provided us with information in

developing our assessment area profile. They revealed that affordable housing remains a significant credit need. There are numerous opportunities for local financial institutions to work with local non-profit organizations to meet this need.

TN 15 - Four Contiguous Non-MSA Tennessee Counties

Demographic Information for Full-Scope Area: Four Contiguous Non-MSA Tennessee Counties						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	46	0	9	54	17	20
Population by Geography	150,636	0	10	70	20	0
Owner-Occupied Housing by Geography	63,993	0	7	72	21	0
Businesses by Geography	8,600	0	15	59	26	0
Farms by Geography	276	0	13	72	15	0
Family Distribution by Income Level	43,304	20	16	22	42	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	15,592	0	12	76	12	0
Median Family Income	= \$ 24,935	Median Housing Value		= \$ 50,929		
HUD Adjusted Median Family Income for 2002	= \$ 42,600	Unemployment Rate (2002)		= 5.3-12.1%		
Households Below the Poverty Level	= 18.%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the Lending Test was calendar years 2000 through 2002. As of April 1, 2003 this assessment area consisted of Cumberland, Morgan, Putnam, and Roane Counties. Per the 1990 Census, the area had a total population of 150,636. It included 46 census tracts of which none were low-income tracts and four were moderate-income tracts. UPB had 16 branches and 15 ATMs in the area.

The bank's deposits in this assessment area as of June 30, 2002 totaled approximately \$448 million, or 2% of its total deposits. UPB was ranked first in deposit market share in the four county area with 22.9% of the deposits. The bank's competition included 18 other institutions with 48 offices throughout the area.

The area economy was diversified with a heavy concentration in the service and retail trade industries. According to Bureau of Labor Statistics data, the 2002 annual employment rate ranged from 5.3% to 12.1% in these counties (not seasonally adjusted).

We used information from community contacts performed by OCC personnel prior to and during this examination. These contacts provided us with information in developing our assessment area profile. They indicated that there is a need for affordable housing and an opportunity for banks to assist by providing grants, technical assistance, and financing.

TX 03 - Part of Houston, Texas MSA

Demographic Information for Full-Scope Area: Houston, Texas MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	582	12.5	30.8	29.0	25.3	2.4
Population by Geography	2,818,199	9.1	28.7	32.4	29.9	0.0
Owner-Occupied Housing by Geography	533,891	5.8	22.6	32.4	39.3	0.0
Businesses by Geography	235,410	5.9	25.1	29.9	38.8	0.0
Farms by Geography	3,024	3.8	19.4	35.4	41.3	0.0
Family Distribution by Income Level	708,831	23.2	16.8	20.1	39.9	0.0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	283,494	17.3	41.0	30.2	12.9	0.0
Median Family Income	= \$ 36,886	Median Housing Value				= \$ 75,454
HUD Adjusted Median Family Income for 2002	= \$ 59,600	Unemployment Rate (2002 Average)				= 6.1%
Households Below the Poverty Level	= 13.7%					

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

Source: 1990 U.S. Census, and 2002 HUD updated MFI.

Our evaluation period for the loan analysis was calendar years 2000 through 2002. The bank has chosen its assessment area to be Harris County, Texas. Harris County is part of the Houston, Texas MSA. Per the 1990 Census, Harris County had a population of 2,818,199. Harris County has a total of 582 census tracts of which 73 are low-income tracts, and 179 are moderate-income census tracts. The bank's deposits in this assessment area as of June 30, 2002 totaled \$298 million amounting to 1.3% of the total deposits of the bank.

UPB has six full service branches within Harris County. All of the offices have ATM's and there is one stand alone ATM. The bank is ranked 25th in deposit market share within Harris County with 0.48% of the total deposits within the county. Two multi-state institutions have 48% of the deposits in Harris County with a total of 130 banking offices.

Harris County is a widely diversified economy with employment concentrations primarily in the service sector as well as in retail trade and in government. According to the Bureau of Labor Statistics, the 2002 average unemployment rate for the Houston MSA was 6.1%. Among the 10 largest cities, Houston ranked second in the rate of job growth. It is forecasted that Houston will have an additional 81,000 new jobs by the end of this year. It is important to note that 90% of those new jobs are in the non-energy dependent sectors, thereby adding to the City's economy and economic diversity.

The need for affordable housing and housing rehabilitation has continued to increase as well as the need to address housing deficiencies and overcrowding. The City's first priority is to provide housing and supportive services to its low-income population, including renters and homeowners. The City's endeavors in the area of homeownership include the rehabilitation of owner-occupied housing units. It plans to use CDBG and HOME funds and to leverage private sector resources. The City also makes available to these first-time home purchasers direct homebuyers assistance, such as mortgage assistance, down payment and closing cost assistance, and financial counseling. AA housing priorities include the acquisition, rehabilitation and new construction of housing units for its elderly low-income residents by selecting projects that demonstrate an effective use of Federal funds and represent the best effort at leveraging private and nonfederal resources.

Despite the fact that Houston has the second lowest cost of living among major American cities, the barriers to affordable housing in the MSA include the lack of sufficient down payment for many first-time homeowners. To overcome this obstacle, the City's Homebuyers Assistance Program commits resources to assist low and moderate-income persons with down payment and closing cost assistance. Other barriers of particular concern include building codes, tax policies affecting land use controls, fees and charges, growth limits, and policies that affect the return on residential investment.

We used information from our own contacts in developing our assessment area profile. Organizations contacted included several governmental agencies and entities involved in economic development as well as several non-profit organizations that provide services to the community. The contacts indicated a high level of community development opportunities and that the banks in the areas have been responsive in meeting community credit needs. The primary needs identified by the community contacts are affordable housing, small business loans and technical assistance (financial education).

Appendix D: Tables of Performance Data

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Table 1. Lending Volume

LENDING VOLUME		Geography: MEMPHIS MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
TN 01 - Memphis, TN-AR MS MSA 4920	100.00	9,717	1,091,890	2,051	205,364	359	27,983	21	18,176	12,148	1,343,413	100.00

* Loan Data as of December 31, 2002. Rated area refers to either the state or multi-state MA rating area.
 ** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.
 *** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MEMPHIS MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
TN 01 - Memphis, TN-AR-MS MSA 4920	4,760	100.00	7.44	2.61	18.34	10.67	36.73	32.69	37.49	53.99	4.14	4.86	4.37	4.07	4.12	

* Based on 2002 Peer Mortgage Data: MSA 4920.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MEMPHIS MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
Full Review:															
TN 01 - Memphis, TN-AR-MS MSA 4920	732	100.00	7.44	7.92	18.34	16.94	36.73	44.81	37.49	30.33	3.73	7.84	3.94	4.80	1.78

* Based on 2002 Peer Mortgage Data: MSA 4920.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: MEMPHIS MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
TN 01 - Memphis, TN-AR-MS MSA 4920	4,211	100.00	7.44	2.47	18.34	9.33	36.73	31.39	37.49	56.76	5.10	2.46	4.00	4.92	5.48

* Based on 2002 Peer Mortgage Data: MSA 4920.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MEMPHIS MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
TN 01 - Memphis, TN-AR-MS MSA 4920	14	100.00	19.00	28.57	21.20	28.57	28.29	42.86	31.51	0.00	5.26	5.26	16.67	5.26	0.00	

* Based on 2002 Peer Mortgage Data: MSA 4920.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MEMPHIS MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TN 01 - Memphis, TN-AR-MS MSA 4920	2,051	100.00	12.36	5.63	18.42	18.31	29.51	40.19	39.06	35.88	1.60	1.22	2.27	2.09	1.33									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: MEMPHIS MSA															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
TN 01 - Memphis, TN-AR-MS MSA 4920	359	100.00	4.71	0.28	26.71	44.01	38.27	42.34	29.85	13.37	22.15	0.00	30.53	19.27	17.28

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MEMPHIS MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
TN 01 - Memphis, TN-AR-MS MSA 4920	4,760	100.00	23.45	15.41	15.93	24.29	20.22	23.12	40.40	37.18	4.40	5.22	4.24	3.67	4.82	

* Based on 2002 Peer Mortgage Data: MSA 4920.

** As a percentage of loans with borrower income information available. No information was available for 10.15% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MEMPHIS MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
TN 01 - Memphis, TN-AR-MS MSA 4920	732	100.00	23.45	16.64	15.93	22.14	20.22	23.88	40.40	37.34	3.43	6.14	3.36	2.82	2.59	

* Based on 2002 Peer Mortgage Data: MSA 4920.

** As a percentage of loans with borrower income information available. No information was available for 5.60% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MEMPHIS MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
TN 01 - Memphis, TN-AR-MS MSA 4920	4,211	100.00	23.45	8.24	15.93	17.31	20.22	23.80	40.40	50.65	6.00	5.09	5.37	5.89	6.45	

* Based on 2002 Peer Mortgage Data: MSA 4920.

** As a percentage of loans with borrower income information available. No information was available for 11.80% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MEMPHIS MSA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
TN 01 - Memphis, TN-AR-MS MSA 4920	2,051	100.00	60.67	73.82	76.30	12.82	10.87	1.60	3.29

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.95% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MEMPHIS MSA		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
TN 01 - Memphis, TN-AR-MS MSA 4920	359	100.00	87.54	88.86	76.60	13.93	9.47	22.15	24.22

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 5.57% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: MEMPHIS MSA		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
TN 01 - Memphis, TN-AR-MS MSA 4920	19	2,422	104	3,220	123	5,642	100	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MEMPHIS MSA																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
TN 01 - Memphis, TN-AR-MS MSA 4920	100.00	49	100	6.12	12.24	32.65	48.98	4	7	0	1	-1	-3	13.12	21.86	33.97	30.60

Table 1. Lending Volume

LENDING VOLUME		Geography: ST. LOUIS, MO-IL MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
MO 03 - Multistate MO-IL MSA 7040	100.00	9,151	894,234	2,753	388,787	130	10,762	5	12,248	12,038	1,305,821	100.00

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: ST. LOUIS, MO-IL MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	3,722	100.00	3.55	1.48	12.70	7.42	52.72	56.37	31.02	34.74	1.04	0.56	0.83	1.47	0.50	

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: ST. LOUIS, MO-IL MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
Full Review:															
MO 03 - Multistate MO-IL MSA 7040	939	100.00	3.55	3.73	12.70	13.84	52.72	61.34	31.02	21.09	0.98	2.88	1.12	1.13	0.49

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	4,402	100.00	3.55	0.89	12.70	7.16	52.72	55.82	31.02	36.14	1.00	0.44	0.86	1.35	0.69	

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	88	100.00	11.48	2.27	13.46	19.32	48.24	68.18	26.83	10.23	9.31	0.00	10.98	9.36	8.11	

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: ST. LOUIS, MO-IL MSA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans					
Full Review:															
MO 03 - Multistate MO-IL MSA 7040	2,753	100.00	5.71	4.22	13.83	12.68	52.39	57.19	27.82	25.91	1.28	1.42	1.57	1.48	1.00

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	130	100.00	0.90	0.00	8.67	4.62	76.13	90.77	14.23	4.62	4.27	0.00	5.13	4.60	1.56	

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	3,722	100.00	19.13	11.88	17.40	25.93	24.44	26.19	39.02	36.00	1.20	0.88	1.30	1.16	1.28	

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

** As a percentage of loans with borrower income information available. No information was available for 47.98% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	939	100.00	19.13	20.76	17.40	24.56	24.44	29.37	39.02	25.32	0.94	1.86	1.25	0.54	0.67	

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

** As a percentage of loans with borrower income information available. No information was available for 15.87% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: ST. LOUIS, MO-IL MSA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
MO 03 - Multistate MO-IL MSA 7040	4,402	100.00	19.13	9.02	17.40	20.27	24.44	27.01	39.02	43.70	1.18	1.13	1.17	1.08	1.26	

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

** As a percentage of loans with borrower income information available. No information was available for 26.49% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: ST. LOUIS, MO-IL MSA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MO 03 - Multistate MO-IL MSA 7040	2,753	100.00	61.90	62.80	66.15	16.89	16.96	1.28	2.50

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.87% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: ST. LOUIS, MO-IL MSA		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MO 03 - Multistate MO-IL MSA 7040	130	100.00	91.84	93.85	72.31	21.54	6.15	4.27	4.70

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.54% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: ST. LOUIS, MO-IL MSA		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
MO 03 - Multistate MO-IL MSA 7040	23	3,503	31	1,222	53	4,725	100.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS				Geography: ST. LOUIS MSA				Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
MO 03 - Multistate MO-IL MSA 7040	100.00	80	100	0.00	2.50	57.50	40.00	0	10	0	0	- 6	- 4	7.24	15.53	49.13	28.09

Table 1. Lending Volume

LENDING VOLUME		Geography: ALABAMA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
AL 04 - Mobile, AL MSA 5160	39.52	2,900	285,064	226	28,531	1	220	1	203	3,128	314,018	28.95
Limited Review:												
AL 01 - Decatur, AL MSA 2030	14.53	912	77,130	228	21,050	10	570	0	0	1,150	98,750	35.21
AL 02 - Huntsville, AL MSA 3440	23.52	1,366	137,803	452	57,884	30	2,919	14	3,339	1,862	201,945	27.88
AL 03 - Florence, AL MSA 2650	22.43	1,481	129,320	290	20,422	3	72	1	203	1,775	150,017	17.96

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AL 04 - Mobile, AL MSA 5160	1,133	45.45	6.22	1.41	9.56	4.85	57.42	63.90	26.80	29.83	2.90	5.95	3.28	2.99	2.63									
Limited Review:																								
AL 01 - Decatur, AL MSA 2030	316	12.68	0.51	0.00	15.63	10.76	59.51	50.32	24.35	38.92	4.07	0.00	5.26	3.34	4.79									
AL 02 - Huntsville, AL MSA 3440	525	21.06	1.35	1.14	16.93	16.76	53.24	58.29	28.48	23.81	1.76	5.77	2.58	1.97	1.08									
AL 03 - Florence, AL MSA 2650	519	20.82	2.31	0.77	6.37	4.43	71.90	71.68	19.42	23.12	8.10	10.00	10.84	8.74	5.93									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: ALABAMA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans					
Full Review:															
AL 04 - Mobile, AL MSA 5160	81	45.00	6.22	3.70	9.56	6.17	57.42	54.32	26.80	35.80	1.17	0.00	1.11	0.96	1.85
Limited Review:															
AL 01 - Decatur, AL MSA 2030	35	19.44	0.51	2.86	15.63	20.00	59.51	62.86	24.35	14.29	0.59	0.00	0.00	1.03	0.00
AL 02 - Huntsville, AL MSA 3440	38	21.11	1.35	0.00	16.93	31.58	53.24	55.26	28.48	13.16	1.18	0.00	2.53	0.92	1.09
AL 03 - Florence, AL MSA 2650	26	14.44	2.31	0.00	6.37	3.85	71.90	65.38	19.42	30.77	0.95	0.00	0.00	1.21	0.00

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AL 04 - Mobile, AL MSA 5160	1,683	42.37	6.22	1.01	9.56	3.74	57.42	61.62	26.80	33.63	4.94	1.64	3.95	4.88	5.34									
Limited Review:																								
AL 01 - Decatur, AL MSA 2030	558	14.05	0.51	0.00	15.63	12.01	59.51	56.99	24.35	31.00	5.33	0.00	3.98	5.48	5.42									
AL 02 - Huntsville, AL MSA 3440	797	20.07	1.35	1.13	16.93	16.56	53.24	57.59	28.48	24.72	3.33	11.11	5.98	3.15	2.85									
AL 03 - Florence, AL MSA 2650	934	23.51	2.31	1.28	6.37	3.10	71.90	76.66	19.42	18.95	11.20	12.96	8.92	11.97	9.33									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
AL 04 - Mobile, AL MSA 5160	3	21.43	7.44	0.00	11.73	0.00	51.72	66.67	29.11	33.33	5.56	0.00	0.00	4.35	16.67	
Limited Review:																
AL 01 - Decatur, AL MSA 2030	3	21.43	1.71	0.00	9.70	0.00	57.95	33.33	30.65	66.67	0.00	0.00	0.00	0.00	0.00	
AL 02 - Huntsville, AL MSA 3440	6	42.86	4.67	0.00	36.42	50.00	34.91	33.33	24.00	16.67	4.00	0.00	0.00	14.29	0.00	
AL 03 - Florence, AL MSA 2650	2	14.29	1.17	0.00	27.47	50.00	39.45	50.00	31.91	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
AL 04 - Mobile, AL MSA 5160	226	18.90	5.40	4.87	8.45	6.64	58.07	39.82	27.88	48.67	0.27	0.14	0.34	0.19	0.51	
Limited Review:																
AL 01 - Decatur, AL MSA 2030	228	19.06	0.00	2.19	15.58	13.16	70.91	50.44	13.51	34.21	1.06	9.52	1.54	0.85	1.40	
AL 02 - Huntsville, AL MSA 3440	452	37.79	10.23	7.74	20.77	14.16	38.95	46.46	30.05	31.64	0.89	0.88	1.00	0.96	0.84	
AL 03 - Florence, AL MSA 2650	290	24.25	2.42	0.00	26.91	18.97	49.48	55.52	21.19	25.52	0.98	0.00	1.05	1.16	0.74	

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp							
Full Review:																								
AL 04 - Mobile, AL MSA 5160	1	2.27	3.35	0.00	4.22	0.00	72.49	100.00	19.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Limited Review:																								
AL 01 - Decatur, AL MSA 2030	10	22.73	0.00	0.00	18.89	40.00	67.43	30.00	13.68	30.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
AL 02 - Huntsville, AL MSA 3440	30	68.18	4.29	3.33	22.24	13.33	54.69	73.33	18.78	10.00	1.54	0.00	0.00	1.90	0.00	0.00	0.00							
AL 03 - Florence, AL MSA 2650	3	6.82	0.54	0.00	9.73	0.00	76.76	100.00	12.97	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: ALABAMA																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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
Full Review:																
AL 04 - Mobile, AL MSA 5160	1,133	45.45	22.99	4.41	16.63	15.03	19.98	24.03	40.40	56.53	3.08	1.85	2.37	2.77	3.72	
Limited Review:																
AL 01 - Decatur, AL MSA 2030	316	12.68	21.35	12.10	17.05	22.61	22.18	29.94	39.43	35.35	4.51	3.92	3.63	6.29	4.27	
AL 02 - Huntsville, AL MSA 3440	525	21.06	21.12	17.33	16.80	22.51	23.07	25.90	39.01	34.26	1.87	1.84	1.84	2.07	1.75	
AL 03 - Florence, AL MSA 2650	519	20.82	21.13	9.34	18.32	21.79	20.67	28.99	39.88	39.88	9.28	8.25	9.80	11.00	8.02	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 2.09% of loans originated and purchased by UPBNA.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
AL 04 - Mobile, AL MSA 5160	81	45.00	22.99	11.76	16.63	26.47	19.98	20.59	40.40	41.18	1.02	1.00	0.00	1.29	1.38	
Limited Review:																
AL 01 - Decatur, AL MSA 2030	35	19.44	21.35	22.86	17.05	34.29	22.18	17.14	39.43	25.71	0.61	0.00	2.53	0.00	0.00	
AL 02 - Huntsville, AL MSA 3440	38	21.11	21.12	19.44	16.80	36.11	23.07	27.78	39.01	16.67	1.05	2.94	1.92	0.00	0.42	
AL 03 - Florence, AL MSA 2650	26	14.44	21.13	15.38	18.32	23.08	20.67	11.54	39.88	50.00	0.97	3.33	0.00	0.00	1.03	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 8.33% of loans originated and purchased by UPBNA.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
AL 04 - Mobile, AL MSA 5160	1,683	42.37	22.99	6.64	16.63	17.65	19.98	28.60	40.40	47.11	5.60	4.91	5.57	6.36	5.35	
Limited Review:																
AL 01 - Decatur, AL MSA 2030	558	14.05	21.35	8.89	17.05	31.22	22.18	26.86	39.43	33.03	6.16	6.05	9.46	5.49	4.77	
AL 02 - Huntsville, AL MSA 3440	797	20.07	21.12	11.86	16.80	18.90	23.07	25.68	39.01	43.55	3.97	4.43	3.77	3.53	4.19	
AL 03 - Florence, AL MSA 2650	934	23.51	21.13	8.19	18.32	18.32	20.67	28.99	39.88	44.50	13.03	14.81	13.18	14.93	11.77	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 2.52% of loans originated and purchased by UPBNA.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: ALABAMA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
AL 04 - Mobile, AL MSA 5160	226	18.90	63.21	72.12	68.58	18.14	13.27	0.27	0.40
Limited Review:									
AL 01 - Decatur, AL MSA 2030	228	19.06	64.89	82.02	77.19	14.91	7.89	1.06	1.70
AL 02 - Huntsville, AL MSA 3440	452	37.79	65.16	69.25	70.58	13.72	15.71	0.89	1.06
AL 03 - Florence, AL MSA 2650	290	24.25	65.93	85.52	81.72	13.10	5.17	0.98	1.65

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 4.43% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: ALABAMA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
AL 04 - Mobile, AL MSA 5160	1	2.27	83.84	100.00	0.00	100.00	0.00	0.00	0.00
Limited Review:									
AL 01 - Decatur, AL MSA 2030	10	22.73	91.86	90.00	90.00	10.00	0.00	0.00	0.00
AL 02 - Huntsville, AL MSA 3440	30	68.18	88.98	76.67	63.33	26.67	10.00	1.54	1.03
AL 03 - Florence, AL MSA 2650	3	6.82	94.05	66.67	100.00	0.00	0.00	0.00	0.00

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 2.27% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: ALABAMA		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
AL 04 - Mobile, AL MSA 5160	1	300	8	23	9	323	92.27	0	0
Limited Review:									
AL 01 - Decatur, AL MSA 2030	0	0	2	8	2	8	1.71	0	0
AL 02 - Huntsville, AL MSA 3440	0	0	4	11	4	11	3.22		0
AL 03 - Florence, AL MSA 2650	0	0	20	6	2	6	2.29	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: ALABAMA																	
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
AL 04 - Mobile, AL MSA 5160	28.95	7	37	0.00	0.00	57.14	42.86	2	2	0	0	0	0	10.66	11.53	52.75	24.59
Limited Review:																	
AL 01 - Decatur, AL MSA 2030	35.21	5	26	0.00	20.00	60.00	20.00	0	0	0	0	0	0	0.79	16.95	58.20	24.06
AL 02 - Huntsville, AL MSA 3440	27.88	5	26	0.00	60.00	20.00	20.00	0	3	0	-1	-1	-1	3.61	21.96	49.14	25.30
AL 03 - Florence, AL MSA 2650	7.96	2	11	0.00	50.00	50.00	0.00	0	2	0	0	-2	0	3.42	9.08	68.75	18.75

Table 1. Lending Volume

LENDING VOLUME												
Geography: ARKANSAS												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
AR 01 - 11 Non-MSA Counties	52.38	1,813	85,304	1,737	98,107	1,681	130,708	2	252	5,233	314,371	47.60
Limited Review:												
AR 02 - Jonesboro, AR MSA 3700	27.58	844	61,866	1,175	76,350	736	65,303	1	67	2,756	203,586	38.67
AR 03 - 03 Non-MSA Counties	20.04	569	23,875	721	19,793	712	18,918	0	0	2,002	62,586	13.73

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AR 01 - 11 Non-MSA Counties	491	51.41	0.00	0.00	16.36	11.81	75.13	75.97	8.50	12.22	7.35	0.00	8.26	8.09	3.76									
Limited Review:																								
AR 02 - Jonesboro, AR MSA 3700	293	30.68	0.00	0.00	14.76	9.90	64.72	72.35	20.52	17.75	3.76	0.00	2.42	4.20	3.20									
AR 03 - 03 Non-MSA Counties	171	17.91	0.00	0.00	33.83	45.61	66.17	54.39	0.00	0.00	9.30	0.00	12.38	8.00	0.00									

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: ARKANSAS				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
AR 01 - 11 Non-MSA Counties	379	64.13	0.00	0.00	16.36	20.32	75.13	65.44	8.50	14.25	20.16	0.00	30.51	19.66	13.51	
Limited Review:																
AR 02 - Jonesboro, AR MSA 3700	110	18.61	0.00	0.00	14.76	11.82	64.72	71.82	20.52	16.36	4.53	0.00	10.26	3.57	3.13	
AR 03 - 03 Non-MSA Counties	102	17.26	0.00	0.00	33.83	68.63	66.17	31.37	0.00	0.00	13.18	0.00	18.00	10.13	0.00	

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AR 01 - 11 Non-MSA Counties	939	56.19	0.00	0.00	16.36	8.95	75.13	74.97	8.50	16.08	11.51	0.00	9.66	11.52	12.81									
Limited Review:																								
AR 02 - Jonesboro, AR MSA 3700	436	26.09	0.00	0.00	14.76	8.94	64.72	66.06	20.52	25.00	4.61	0.00	3.89	4.97	4.14									
AR 03 - 03 Non-MSA Counties	296	17.71	0.00	0.00	33.83	51.35	66.17	48.65	0.00	0.00	15.68	0.00	20.76	13.07	0.00									

* Based on 2002 Peer Mortgage Data: US & PR.
 ** Home mortgage refinance loans originated and purchased in the MA/AA as a percentage of all home mortgage refinance loans originated and purchased in the rated area.
 *** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 1990 Census information.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans						
Full Review:																
AR 01 - 11 Non-MSA Counties	4	44.44	0.00	0.00	29.75	50.00	56.22	50.00	14.04	0.00	28.57	0.00	0.00	33.33	0.00	
Limited Review:																
AR 02 - Jonesboro, AR MSA 3700	5	55.56	0.00	0.00	34.04	20.00	60.12	60.00	5.84	20.00	7.14	0.00	0.00	12.50	0.00	
AR 03 - 03 Non-MSA Counties	0	0.00	0.00	0.00	8.38	0.00	91.62	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AR 01 - 11 Non-MSA Counties	1,737	47.81	0.00	0.00	18.45	10.42	71.21	79.50	10.34	10.07	9.83	0.00	6.77	12.27	9.27									
Limited Review:																								
AR 02 - Jonesboro, AR MSA 3700	1,175	32.34	0.00	0.00	12.24	7.40	71.57	73.19	16.19	19.40	9.13	0.00	9.66	9.19	11.27									
AR 03 - 03 Non-MSA Counties	721	19.85	0.00	0.00	22.76	61.17	77.24	38.83	0.00	0.00	16.44	0.00	18.92	21.63	0.00									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans						
Full Review:																
AR 01 - 11 Non-MSA Counties	1,681	53.72	0.00	0.00	10.47	2.80	85.28	94.82	4.24	2.38	26.91	0.00	4.44	29.66	11.27	
Limited Review:																
AR 02 - Jonesboro, AR MSA 3700	736	23.52	0.00	0.00	20.27	4.48	56.08	75.82	23.65	19.70	36.01	0.00	10.53	42.30	31.39	
AR 03 - 03 Non-MSA Counties	712	22.75	0.00	0.00	35.71	60.81	64.29	39.19	0.00	0.00	37.58	0.00	24.85	74.17	0.00	

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families** *	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
AR 01 - 11 Non-MSA Counties	491	51.41	24.71	5.74	18.09	14.13	21.61	25.61	35.59	54.53	8.11	11.11	6.56	7.96	8.53	
Limited Review:																
AR 02 - Jonesboro, AR MSA 3700	293	30.68	21.32	13.12	16.93	20.21	23.63	30.50	38.12	36.17	4.23	2.50	3.58	5.88	3.91	
AR 03 - 03 Non-MSA Counties	171	17.91	26.29	8.48	20.86	18.18	23.20	18.79	29.65	54.55	8.82	18.18	6.25	9.41	8.28	

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

** As a percentage of loans with borrower income information available. No information was available for 5.76% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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									
Full Review:																								
AR 01 - 11 Non-MSA Counties	379	64.13	24.71	14.07	18.09	19.76	21.61	21.86	35.59	44.31	20.00	40.00	21.57	14.63	18.72									
Limited Review:																								
AR 02 - Jonesboro, AR MSA 3700	110	18.61	21.32	22.00	16.93	19.00	23.63	19.00	38.12	40.00	3.83	11.76	10.34	3.45	1.53									
AR 03 - 03 Non-MSA Counties	102	17.26	26.29	9.00	20.86	29.00	23.20	26.00	29.65	36.00	13.39	9.09	12.90	15.15	14.63									

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

** As a percentage of loans with borrower income information available. No information was available for 9.64% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families** *	% BANK Loans*** *	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
AR 01 - 11 Non-MSA Counties	939	56.19	24.71	6.91	18.09	18.20	21.61	23.25	35.59	51.64	13.93	18.95	16.95	17.26	11.75									
Limited Review:																								
AR 02 - Jonesboro, AR MSA 3700	436	26.09	21.32	11.95	16.93	13.17	23.63	25.12	38.12	49.76	5.62	11.63	5.40	5.31	5.24									
AR 03 - 03 Non-MSA Counties	296	17.71	26.29	8.45	20.86	21.83	23.20	26.41	29.65	43.31	16.07	25.93	15.60	16.97	14.11									

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

** As a percentage of loans with borrower income information available. No information was available for 3.89% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: ARKANSAS			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
AR 01 - 11 Non-MSA Counties	1,737	47.81	76.96	84.86	87.22	8.06	4.72	9.83	16.31
Limited Review:									
AR 02 - Jonesboro, AR MSA 3700	1,175	32.34	79.39	73.36	86.64	7.32	6.04	9.13	12.48
AR 03 - 03 Non-MSA Counties	721	19.85	74.29	92.09	95.15	3.05	1.80	16.44	25.13

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 7.90% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: ARKANSAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
AR 01 - 11 Non-MSA Counties	1,681	53.72	93.09	95.12	73.47	19.39	7.14	26.91	27.54
Limited Review:									
AR 02 - Jonesboro, AR MSA 3700	736	23.52	92.23	97.15	69.57	22.55	7.88	36.01	36.95
AR 03 - 03 Non-MSA Counties	712	22.75	90.48	96.35	95.51	3.93	0.56	37.58	36.97

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 2.14% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: ARKANSAS		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
AR 01 - 11 Non-MSA Counties	2	260	9	10	11	270	23.48	0	0
Limited Review:									
AR 02 - Jonesboro, AR MSA 3700	1	50	9	25	10	75	6.52	0	0
AR 03 - 03 Non-MSA Counties	1	800	3	5	4	805	70.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: ARKANSAS																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
AR 01 - 11 Non-MSA Counties	47.60	16	53	0.00	12.50	75.00	12.50	0	6	0	0	- 6	0	0.00	20.63	71.51	7.85
Limited Review:																	
AR 02 - Jonesboro, AR MSA 3700	38.67	8	27	0.00	0.00	75.00	25.00	0	1	0	0	- 1	0	0.00	21.13	61.97	16.90
AR 03 - 03 Non-MSA Counties	13.73	6	20	0.00	0.00	33.33	66.67	0	6	0	0	- 2	- 4	0.00	34.66	65.34	0.00

Table 1. Lending Volume

LENDING VOLUME		Geography: FLORIDA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
FL 02 - Miami, FL MSA 5000	52.82	4,262	568,799	2,265	332,389	2	550	7	4,577	6,529	901,738	80.94
Limited Review:												
FL 01 - Fort Lauderdale, FL MSA 2680	30.18	2,779	335,881	947	127,436	3	206	6	1,918	3,729	463,523	13.82
FL 03 - West Palm Beach Boca Raton, FL MSA 8960	17.00	1,758	214,213	342	39,684	0	0	4	842	2,100	253,897	5.24

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. 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: FLORIDA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
FL 02 - Miami, FL MSA 5000	2,071	53.67	3.26	2.46	12.86	11.59	40.83	36.75	43.05	49.20	0.92	0.58	1.09	0.85	0.94	
Limited Review:																
FL 01 - Fort Lauderdale, FL MSA 2680	1,141	29.57	1.11	0.79	14.39	12.88	58.85	64.07	25.64	22.26	0.57	0.45	0.67	0.60	0.49	
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	647	16.77	0.94	0.31	20.87	14.06	46.30	54.40	31.90	31.22	0.56	0.43	0.59	0.62	0.46	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
FL 02 - Miami, FL MSA 5000	285	61.29	3.26	2.11	12.86	9.82	40.83	41.05	43.05	47.02	2.19	0.84	1.07	2.40	2.39									
Limited Review:																								
FL 01 - Fort Lauderdale, FL MSA 2680	131	28.17	1.11	0.00	14.39	9.16	58.85	57.25	25.64	33.59	0.99	0.00	0.66	1.16	0.81									
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	49	10.54	0.94	0.00	20.87	12.24	46.30	55.10	31.90	32.65	0.42	0.00	0.85	0.56	0.19									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
FL 02 - Miami, FL MSA 5000	1,797	41.49	3.26	2.56	12.86	12.80	40.83	37.67	43.05	46.97	1.38	1.61	1.51	1.58	1.22									
Limited Review:																								
FL 01 - Fort Lauderdale, FL MSA 2680	1,481	34.20	1.11	0.88	14.39	9.86	58.85	57.93	25.64	31.33	1.02	2.01	1.12	1.04	0.95									
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	1,053	24.31	0.94	0.66	20.87	11.59	46.30	53.28	31.90	34.47	0.95	1.52	1.06	1.07	0.79									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
FL 02 - Miami, FL MSA 5000	109	75.69	13.42	30.28	21.25	34.86	36.01	27.52	29.33	7.34	9.83	13.25	9.60	6.78	11.11									
Limited Review:																								
FL 01- Fort Lauderdale, FL MSA 2680	26	18.06	1.36	3.85	15.78	46.15	58.91	38.46	23.95	11.54	2.40	6.25	4.72	1.37	0.00									
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	9	6.25	2.23	11.11	24.05	11.11	36.34	77.78	37.37	0.00	6.61	0.00	2.44	10.77	0.00									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
FL 02 - Miami, FL MSA 5000	2,265	63.73	8.82	10.11	17.32	21.02	31.73	27.55	42.14	41.32	0.96	1.23	1.24	1.03	0.85									
Limited Review:																								
FL 01 - Fort Lauderdale, FL MSA 2680	947	26.65	9.38	5.81	18.21	16.37	48.25	50.58	24.15	27.24	0.48	0.78	0.68	0.44	0.47									
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	342	9.62	3.14	2.98	20.08	22.92	40.46	33.93	36.12	40.18	0.33	0.33	0.24	0.29	0.43									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans						
Full Review:																
FL 02 - Miami, FL MSA 5000	2	40.00	3.51	0.00	11.79	0.00	36.29	0.00	48.41	100.00	0.86	0.00	0.00	0.00	1.43	
Limited Review:																
FL 01 - Fort Lauderdale, FL MSA 2680	3	60.00	6.72	0.00	22.16	0.00	54.17	33.33	16.95	66.67	5.08	0.00	0.00	5.56	6.06	
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	0	0.00	3.37	0.00	19.14	0.00	49.84	0.00	27.65	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: FLORIDA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
FL 02 - Miami, FL MSA 5000	2,071	53.67	23.32	3.73	16.40	19.09	19.19	29.76	41.09	47.41	1.10	1.74	1.42	1.01	1.01	
Limited Review:																
FL 01- Fort Lauderdale, FL MSA 2680	1,141	29.57	19.63	9.28	18.27	26.75	22.51	27.66	39.59	36.31	0.66	0.74	0.68	0.61	0.67	
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	647	16.77	18.84	12.11	19.04	25.47	22.59	26.26	39.53	36.16	0.64	0.89	0.76	0.72	0.46	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 6.45% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
FL 02 - Miami, FL MSA 5000	285	61.29	23.32	11.03	16.40	16.37	19.19	22.42	41.09	50.18	2.26	1.57	2.82	2.12	2.28	
Limited Review:																
FL 01- Fort Lauderdale, FL MSA 2680	131	28.17	19.63	7.26	18.27	16.94	22.51	27.42	39.59	48.39	0.97	1.74	1.54	0.81	0.64	
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	49	10.54	18.84	4.26	19.04	10.64	22.59	40.43	39.53	44.68	0.40	1.08	0.24	0.34	0.38	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 2.80% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: FLORIDA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
FL 02 - Miami, FL MSA 5000	1,797	41.49	23.32	6.19	16.40	16.33	19.19	27.93	41.09	49.54	1.51	2.37	1.86	1.57	1.33									
Limited Review:																								
FL 01- Fort Lauderdale, FL MSA 2680	1,481	34.20	19.63	8.41	18.27	22.79	22.51	32.14	39.59	36.66	1.11	1.24	1.07	1.42	0.92									
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	1,053	24.31	18.84	10.56	19.04	24.19	22.59	31.59	39.53	33.66	1.04	1.18	1.18	1.29	0.79									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 6.47% of loans originated and purchased by BANK.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: FLORIDA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
FL 02 - Miami, FL MSA 5000	2,265	63.73	54.92	52.63	66.49	17.79	15.72	0.96	2.19
Limited Review:									
FL 01 - Fort Lauderdale, FL MSA 2680	947	26.65	62.43	58.29	69.59	17.00	13.41	0.48	1.20
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	342	9.62	62.74	72.51	76.02	13.16	10.82	0.33	0.95

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 9.74% 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: FLORIDA		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
FL 02 - Miami, FL MSA 5000	2	40.00	90.71	50.00	0.00	50.00	50.00	0.86	1.37
Limited Review:									
FL 01 - Fort Lauderdale, FL MSA 2680	3	60.00	89.49	100.00	66.67	33.33	0.00	5.08	9.09
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	0	0.00	83.58	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 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 - 2003).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: FLORIDA		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
FL 02 - Miami, FL MSA 5000	11	6,425	43	622	54	7,047	51.43	0	0
Limited Review:									
FL 01 - Fort Lauderdale, FL MSA 2680	15	5,717	21	114	36	5,831	34.29	0	0
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	11	2,083	4	20	15	2103	14.29	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: FLORIDA																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
FL 02 - Miami, FL MSA 5000	80.94	51	70	13.73	15.69	35.29	35.29	2	4	1	0	- 1	- 2	9.18	19.43	39.47	31.91
Limited Review:																	
FL 01 - Fort Lauderdale, FL MSA 2680	13.82	15	21	6.67	0.00	53.33	40.00	0	2	0	- 1	- 1	0	3.25	18.55	54.95	23.17
FL 03 - West Palm Beach-Boca Raton, FL MSA 8960	5.24	7	10	0.00	28.57	42.86	28.57	1	0	0	0	0	1	3.05	21.73	46.83	28.15

Table 1. Lending Volume

LENDING VOLUME												
Geography: ILLINOIS												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
IL 05 - 08 Non-MSA Counties	23.88	1,397	94,887	573	62,500	124	8,504	0	0	2,094	165,891	35.64
Limited Review:												
IL 01 - Decatur, IL MSA 2040	16.97	1,103	82,628	377	43,879	7	608	1	20	1,488	127,135	17.80
IL 02 - Peoria-Pekin, IL MSA 6120	5.76	314	30,356	189	31,719	2	255	0	0	505	62,330	8.78
IL 03 - Part of Springfield, IL MSA	4.78	335	33,220	78	10,856	5	122	1	85	419	44,283	6.62
IL 04 - Bloomington-Normal, IL MSA	5.19	301	34,383	129	19,236	23	1,039	2	2,707	455	57,365	5.71
IL 06 - 02 Non-MSA Counties	4.89	304	19,451	67	4,629	58	3,574	0	0	429	27,654	6.76
IL 07 - 08 Non-Counties	28.48	966	45,362	847	40,557	684	43,365	0	0	2,497	129,284	10.85
IL 08 - Part Champaign, IL MSA 1400	3.17	221	20,618	57	6,578	0	0	0	0	278	27,196	1.10
IL 09 - 01 Non-MSA County	1.03	80	4,929	10	663	0	0	0	0	90	5,592	3.06
IL 10 - 02 Non-MSA Counties	5.86	463	27,468	43	908	8	233	0	0	514	28,609	3.69

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. 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 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL 05 - 08 Non-MSA Counties	544	32.85	0.62	0.55	16.21	10.48	75.89	77.39	7.28	11.58	9.92	0.00	8.45	10.25	10.11									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	289	17.45	4.29	2.08	16.58	13.15	49.36	45.67	29.78	39.10	4.24	5.13	3.87	3.97	4.73									
IL 02 - Peoria-Pekin, IL MSA 6120	114	6.88	1.91	1.75	13.20	20.18	66.11	53.51	18.78	24.56	0.32	0.00	0.20	0.39	0.23									
IL 03 - Part of Springfield, IL MSA	105	6.34	3.30	3.81	12.06	9.52	51.72	42.86	32.92	43.81	0.74	0.94	0.52	0.69	0.85									
IL 04 - Bloomington-Normal, IL MSA	70	4.23	0.65	0.00	17.61	18.57	62.16	61.43	19.58	20.00	0.40	0.00	0.39	0.44	0.34									
IL 06 - 02 Non-MSA Counties	63	3.80	0.00	0.00	0.00	0.00	83.84	92.06	16.16	7.94	6.15	0.00	0.00	7.41	1.92									
IL 07 - 08 Non-Counties	244	14.73	0.00	0.00	11.89	4.92	84.97	90.57	3.14	4.51	17.16	0.00	4.76	19.11	21.05									
IL 08 - Part Champaign, IL MSA 1400	45	2.72	1.78	0.00	8.49	4.44	49.88	51.11	39.85	44.44	0.66	0.00	0.00	0.94	0.48									
IL 09 - 01 Non-MSA County	12	0.72	0.00	0.00	0.00	0.00	48.22	66.67	51.78	33.33	1.15	0.00	0.00	1.77	0.68									
IL 10 - 02 Non-MSA Counties	170	10.27	0.00	0.00	14.73	4.71	85.27	95.29	0.00	0.00	10.69	0.00	4.41	11.74	0.00									

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: ILLINOIS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL 05 - 08 Non-MSA Counties	240	32.56	0.62	1.67	16.21	16.25	75.89	75.83	7.28	6.25	4.76	9.09	7.69	4.45	3.33									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	95	12.89	4.29	8.42	16.58	21.05	49.36	45.26	29.78	25.26	4.83	18.18	6.38	4.67	2.44									
IL 02 - Peoria-Pekin, IL MSA 6120	33	4.48	1.91	0.00	13.20	21.21	66.11	63.64	18.78	15.15	0.17	0.00	0.00	0.24	0.00									
IL 03 - Part of Springfield, IL MSA	48	6.51	3.30	4.17	12.06	31.25	51.72	45.83	32.92	18.75	1.53	5.56	2.99	1.72	0.69									
IL 04 - Bloomington-Normal, IL MSA	22	2.99	0.65	0.00	17.61	22.73	62.16	40.91	19.58	36.36	0.87	0.00	1.39	0.46	1.85									
IL 06 - 02 Non-MSA Counties	32	4.34	0.00	0.00	0.00	0.00	83.84	96.88	16.16	3.13	5.26	0.00	0.00	6.25	0.00									
IL 07 - 08 Non-Counties	215	29.17	0.00	0.00	11.89	6.05	84.97	88.84	3.14	5.12	6.93	0.00	6.67	6.34	13.33									
IL 08 - Part Champaign, IL MSA 1400	7	0.95	1.78	0.00	8.49	0.00	49.88	85.71	39.85	14.29	0.00	0.00	0.00	0.00	0.00									
IL 09 - 01 Non-MSA County	6	0.81	0.00	0.00	0.00	0.00	48.22	50.00	51.78	50.00	0.00	0.00	0.00	0.00	0.00									
IL 10 - 02 Non-MSA Counties	39	5.29	0.00	0.00	14.73	10.26	85.27	89.74	0.00	0.00	6.25	0.00	10.00	5.56	0.00									

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: ILLINOIS		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
IL 05 - 08 Non-MSA Counties	603	19.88	0.62	0.66	16.21	9.29	75.89	79.60	7.28	10.45	7.77	0.00	6.27	8.54	5.31						
Limited Review:																					
IL 01 - Decatur, IL MSA 2040	709	23.38	4.29	0.99	16.58	6.63	49.36	53.03	29.78	39.35	8.42	9.38	7.49	8.95	7.97						
IL 02 - Peoria-Pekin, IL MSA 6120	161	5.31	1.91	2.48	13.20	16.77	66.11	56.52	18.78	24.22	0.43	1.18	0.86	0.35	0.43						
IL 03 - Part of Springfield, IL MSA	172	5.67	3.30	5.23	12.06	12.21	51.72	43.60	32.92	38.95	0.62	5.15	1.47	0.58	0.51						
IL 04 - Bloomington-Normal, IL MSA	200	6.59	0.65	0.50	17.61	17.50	62.16	68.00	19.58	14.00	0.96	0.00	1.31	0.94	0.76						
IL 06 - 02 Non-MSA Counties	208	6.86	0.00	0.00	0.00	0.00	83.84	78.85	16.16	21.15	11.10	0.00	0.00	10.86	12.12						
IL 07 - 08 Non-Counties	503	16.58	0.00	0.00	11.89	5.37	84.97	89.07	3.14	5.57	17.70	0.00	7.78	18.66	31.71						
IL 08 - Part Champaign, IL MSA 1400	161	5.31	1.78	0.62	8.49	3.11	49.88	48.45	39.85	47.83	1.24	0.00	0.00	1.46	1.20						
IL 09 - 01 Non-MSA County	62	2.04	0.00	0.00	0.00	0.00	48.22	37.10	51.78	62.90	6.88	0.00	0.00	5.66	7.78						
IL 10 - 02 Non-MSA Counties	254	8.37	0.00	0.00	14.73	10.24	85.27	89.76	0.00	0.00	11.13	0.00	14.68	10.75	0.00						

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: ILLINOIS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL 05 - 08 Non-MSA Counties	10	17.24	9.51	0.00	55.02	40.00	29.74	50.00	5.73	10.00	45.45	0.00	0.00	80.00	100.00									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	10	17.24	11.94	0.00	37.59	10.00	33.98	70.00	16.49	20.00	25.00	0.00	0.00	33.33	0.00									
IL 02 - Peoria-Pekin, IL MSA 6120	6	10.34	15.41	0.00	10.48	0.00	46.28	83.33	27.83	16.67	1.89	0.00	0.00	2.94	0.00									
IL 03 - Part of Springfield, IL MSA	10	17.24	9.69	0.00	26.48	50.00	40.59	10.00	23.24	40.00	14.29	0.00	27.78	5.88	0.00									
IL 04 - Bloomington-Normal, IL MSA	9	15.52	8.27	11.11	21.31	0.00	52.32	77.78	18.10	11.11	4.55	16.67	0.00	2.56	7.69									
IL 06 - 02 Non-MSA Counties	1	1.72	0.00	0.00	0.00	0.00	84.04	100.00	15.96	0.00	0.00	0.00	0.00	0.00	0.00									
IL 07 - 08 Non-Counties	4	6.90	0.00	0.00	28.26	0.00	49.68	100.00	22.05	0.00	66.67	0.00	0.00	100.00	0.00									
IL 08 - Part Champaign, IL MSA 1400	8	13.79	37.63	37.50	18.45	12.50	29.74	0.00	14.18	50.00	0.00	0.00	0.00	0.00	0.00									
IL 09 - 01 Non-MSA County	0	0.00	0.00	0.00	0.00	0.00	51.92	0.00	48.08	0.00	0.00	0.00	0.00	0.00	0.00									
IL 10 - 02 Non-MSA Counties	0	0.00	0.00	0.00	19.89	0.00	80.11	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: ILLINOIS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL 05 - 08 Non-MSA Counties	573	24.18	3.21	2.97	19.66	21.29	69.95	67.36	7.17	8.38	1.82	1.83	1.51	2.13	2.03									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	377	15.91	16.06	17.24	22.99	21.75	36.57	33.16	24.38	27.85	3.68	2.68	4.23	3.33	5.37									
IL 02 - Peoria-Pekin, IL MSA 6120	189	7.97	4.61	1.06	15.64	22.75	57.25	41.80	22.49	34.39	0.40	0.00	0.51	0.40	0.55									
IL 03 - Part of Springfield, IL MSA	78	3.29	3.14	14.10	19.21	12.82	44.25	32.05	33.40	41.03	0.42	3.82	0.43	0.24	0.44									
IL 04 - Bloomington-Normal, IL MSA	129	5.44	9.33	13.18	15.93	20.16	48.56	45.74	26.18	20.93	0.95	2.02	0.90	0.86	1.05									
IL 06 - 02 Non-MSA Counties	67	2.83	0.00	0.00	0.00	0.00	84.97	88.06	15.03	11.94	3.39	0.00	0.00	3.82	4.35									
IL 07 - 08 Non-Counties	847	35.74	0.00	0.00	16.91	10.04	79.45	84.65	3.64	5.31	12.63	0.00	9.67	15.10	16.05									
IL 08 - Part Champaign, IL MSA 1400	57	2.41	10.49	5.26	23.94	33.33	35.23	38.60	30.33	22.81	0.40	0.00	0.41	0.45	0.52									
IL 09 - 01 Non-MSA County	10	0.42	0.00	0.00	0.00	0.00	52.22	70.00	47.78	30.00	0.00	0.00	0.00	0.00	0.00									
IL 10 - 02 Non-MSA Counties	43	1.81	0.00	0.00	14.64	2.33	85.36	97.67	0.00	0.00	0.69	0.00	0.96	0.77	0.00									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: ILLINOIS															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
IL 05 - 08 Non-MSA Counties	124	13.61	0.38	0.00	4.15	1.61	90.87	93.55	4.60	4.84	3.24	0.00	0.00	3.52	2.90
Limited Review:															
IL 01 - Decatur, IL MSA 2040	7	0.77	1.23	0.00	6.14	28.57	64.62	71.43	28.01	0.00	4.08	0.00	0.00	5.71	0.00
IL 02 - Peoria-Pekin, IL MSA 6120	2	0.22	0.19	50.00	3.22	50.00	86.55	0.00	10.04	0.00	0.00	0.00	0.00	0.00	0.00
IL 03 - Part of Springfield, IL MSA	5	0.55	0.90	0.00	3.28	0.00	61.19	100.00	34.63	0.00	0.00	0.00	0.00	0.00	0.00
IL 04 - Bloomington-Normal, IL MSA	23	2.52	0.31	0.00	4.82	8.70	85.32	78.26	9.54	13.04	1.54	0.00	12.50	1.15	5.00
IL 06 - 02 Non-MSA Counties	58	6.37	0.00	0.00	0.00	0.00	86.65	89.66	13.35	10.34	21.05	0.00	0.00	29.63	0.00
IL 07 - 08 Non-Counties	684	75.08	0.00	0.00	7.06	0.73	89.99	98.83	2.95	0.44	38.57	0.00	4.00	41.37	0.00
IL 08 - Part Champaign, IL MSA 1400	0	0.00	2.86	0.00	4.76	0.00	65.00	0.00	27.38	0.00	1.12	0.00	0.00	1.33	0.00
IL 09 - 01 Non-MSA County	0	0.00	0.00	0.00	0.00	0.00	46.68	0.00	53.32	0.00	0.00	0.00	0.00	0.00	0.00
IL 10 - 02 Non-MSA Counties	8	0.88	0.00	0.00	16.54	0.00	83.46	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: ILLINOIS																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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
Full Review:																
IL 05 - 08 Non-MSA Counties	544	32.85	22.78	7.65	18.54	21.08	22.05	26.68	36.64	44.59	11.13	8.50	10.91	11.64	11.66	
Limited Review:																
IL 01 - Decatur, IL MSA 2040	289	17.45	20.73	9.03	17.51	22.22	23.72	28.82	38.04	39.93	6.18	3.08	5.85	7.35	7.09	
IL 02 - Peoria-Pekin, IL MSA 6120	114	6.88	20.30	13.46	17.67	23.08	24.00	27.88	38.03	35.58	0.40	0.67	0.36	0.55	0.16	
IL 03 - Part of Springfield, IL MSA	105	6.34	18.41	21.15	17.95	25.00	26.36	20.19	37.28	33.65	0.91	1.03	0.76	0.64	1.24	
IL 04 - Bloomington-Normal, IL MSA	70	4.23	16.99	13.24	19.28	26.47	27.14	32.35	36.60	27.94	0.55	0.60	0.37	0.61	0.67	
IL 06 - 02 Non-MSA Counties	63	3.80	14.72	9.68	16.52	25.81	24.71	27.42	44.05	37.10	8.92	10.00	9.52	12.35	5.88	
IL 07 - 08 Non-Counties	244	14.73	20.59	9.96	20.90	23.24	24.05	29.88	34.46	36.93	20.05	24.19	22.64	17.92	17.14	
IL 08 - Part Champaign, IL MSA 1400	45	2.72	19.84	6.82	16.35	29.55	23.49	18.18	40.32	45.45	0.73	0.67	1.04	0.52	0.71	
IL 09 - 01 Non-MSA County	12	0.72	13.79	8.33	15.22	25.00	23.39	25.00	47.59	41.67	1.42	12.50	0.00	1.15	1.33	
IL 10 - 02 Non-MSA Counties	170	10.27	18.36	14.88	18.26	16.67	24.57	38.69	38.81	29.76	13.40	13.51	8.04	16.92	14.89	

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

** As a percentage of loans with borrower income information available. No information was available for 1.75% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: ILLINOIS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
IL 05 - 08 Non-MSA Counties	240	32.56	22.78	13.76	18.54	22.02	22.05	32.11	36.64	32.11	4.53	3.70	8.33	2.50	4.55									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	95	12.89	20.73	32.18	17.51	27.59	23.72	21.84	38.04	18.39	4.81	8.70	4.76	4.76	0.00									
IL 02 - Peoria-Pekin, IL MSA 6120	33	4.48	20.30	19.35	17.67	29.03	24.00	35.48	38.03	16.13	0.09	0.00	0.00	0.28	0.00									
IL 03 - Part of Springfield, IL MSA	48	6.51	18.41	40.00	17.95	30.00	26.36	17.50	37.28	12.50	1.62	3.51	2.06	0.97	0.89									
IL 04 - Bloomington-Normal, IL MSA	22	2.99	16.99	15.00	19.28	40.00	27.14	20.00	36.60	25.00	0.61	0.00	2.25	0.00	0.00									
IL 06 - 02 Non-MSA Counties	32	4.34	14.72	13.79	16.52	24.14	24.71	37.93	44.05	24.14	5.71	0.00	0.00	18.18	0.00									
IL 07 - 08 Non-Counties	215	29.17	20.59	10.29	20.90	19.12	24.05	36.76	34.46	33.82	7.26	9.52	2.44	4.69	13.21									
IL 08 - Part Champaign, IL MSA 1400	7	0.95	19.84	0.00	16.35	57.14	23.49	42.86	40.32	0.00	0.00	0.00	0.00	0.00	0.00									
IL 09 - 01 Non-MSA County	6	0.81	13.79	0.00	15.22	0.00	23.39	50.00	47.59	50.00	0.00	0.00	0.00	0.00	0.00									
IL 10 - 02 Non-MSA Counties	39	5.29	18.36	8.82	18.26	29.41	24.57	35.29	38.81	26.47	5.00	12.50	0.00	12.50	0.00									

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

** As a percentage of loans with borrower income information available. No information was available for 8.28% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: ILLINOIS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IL 05 - 08 Non-MSA Counties	603	19.88	22.78	6.57	18.54	14.98	22.05	29.80	36.64	48.65	8.97	9.76	9.00	10.27	8.11									
Limited Review:																								
IL 01 - Decatur, IL MSA 2040	709	23.38	20.73	8.01	17.51	17.03	23.72	28.68	38.04	46.29	10.72	11.28	9.71	10.84	10.91									
IL 02 - Peoria-Pekin, IL MSA 6120	161	5.31	20.30	8.92	17.67	19.11	24.00	33.12	38.03	38.85	0.50	1.08	0.46	0.49	0.42									
IL 03 - Part of Springfield, IL MSA	172	5.67	18.41	14.20	17.95	24.07	26.36	30.25	37.28	31.48	0.64	1.06	0.73	0.60	0.52									
IL 04 - Bloomington-Normal, IL MSA	200	6.59	16.99	7.61	19.28	19.80	27.14	28.93	36.60	43.65	1.23	1.52	1.00	1.27	1.27									
IL 06 - 02 Non-MSA Counties	208	6.86	14.72	4.95	16.52	11.88	24.71	23.76	44.05	59.41	13.64	16.13	13.54	13.48	13.53									
IL 07 - 08 Non-Counties	503	16.58	20.59	7.43	20.90	20.28	24.05	28.71	34.46	43.57	19.38	19.75	18.22	16.62	22.15									
IL 08 - Part Champaign, IL MSA 1400	161	5.31	19.84	10.06	16.35	19.50	23.49	28.30	40.32	42.14	1.40	2.15	1.27	1.36	1.38									
IL 09 - 01 Non-MSA County	62	2.04	13.79	3.23	15.22	12.90	23.39	20.97	47.59	62.90	8.07	9.09	8.11	6.71	8.79									
IL 10 - 02 Non-MSA Counties	254	8.37	18.36	2.78	18.26	17.46	24.57	31.75	38.81	48.02	12.77	11.11	14.67	10.86	13.47									

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

** As a percentage of loans with borrower income information available. No information was available for 2.08% of loans originated and purchased by BANK.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: ILLINOIS									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share *	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IL 05 - 08 Non-MSA Counties	573	24.18	81.73	73.12	74.17	14.49	11.34	1.82	3.49
Limited Review:									
IL 01 - Decatur, IL MSA 2040	377	15.91	81.44	69.76	72.94	13.00	14.06	3.68	9.50
IL 02 - Peoria-Pekin, IL MSA 6120	189	7.97	80.79	69.84	59.26	20.11	20.63	0.40	0.86
IL 03 - Part of Springfield, IL MSA	78	3.29	76.66	67.95	62.82	23.08	14.10	0.42	0.77
IL 04 - Bloomington-Normal, IL MSA	129	5.44	81.52	69.77	62.02	17.83	20.16	0.95	1.54
IL 06 - 02 Non-MSA Counties	67	2.83	81.31	91.04	86.57	7.46	5.97	3.39	10.77
IL 07 - 08 Non-Counties	847	35.74	79.82	82.76	90.55	5.79	3.66	12.63	24.69
IL 08 - Part Champaign, IL MSA 1400	57	2.41	80.75	68.42	71.93	19.30	8.77	0.40	0.63
IL 09 - 01 Non-MSA County	10	0.42	83.05	90.00	80.00	20.00	0.00	0.00	0.00
IL 10 - 02 Non-MSA Counties	43	1.81	79.45	69.77	100.00	0.00	0.00	0.69	1.01

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.61% 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: ILLINOIS				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IL 05 - 08 Non-MSA Counties	124	13.61	97.70	95.16	78.23	18.55	3.23	3.24	3.40
Limited Review:									
IL 01 - Decatur, IL MSA 2040	7	0.77	98.03	85.71	57.14	42.86	0.00	4.08	6.90
IL 02 - Peoria-Pekin, IL MSA 6120	2	0.22	97.54	50.00	50.00	50.00	0.00	0.00	0.00
IL 03 - Part of Springfield, IL MSA	5	0.55	96.87	100.00	100.00	0.00	0.00	0.00	0.00
IL 04 - Bloomington-Normal, IL MSA	23	2.52	96.65	100.00	95.65	4.35	0.00	1.54	1.67
IL 06 - 02 Non-MSA Counties	58	6.37	98.29	98.28	81.03	18.97	0.00	21.05	25.81
IL 07 - 08 Non-Counties	684	75.08	97.69	94.88	81.73	15.50	2.78	38.57	38.59
IL 08 - Part Champaign, IL MSA 1400	0	0.00	98.10	0.00	0.00	0.00	0.00	1.12	1.28
IL 09 - 01 Non-MSA County	0	0.00	97.97	0.00	0.00	0.00	0.00	0.00	0.00
IL 10 - 02 Non-MSA Counties	8	0.88	98.78	100.00	100.00	0.00	0.00	0.00	0.00

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.65% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: ILLINOIS									
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
IL 05 - 08 Non-MSA Counties	4	209	25	230	29	439	25.73	0	0
Limited Review:									
IL 01 - Decatur, IL MSA 2040	1	17	15	32	16	49	2.87	0	0
IL 02 - Peoria-Pekin, IL MSA 6120	6	388	16	125	22	513	30.07	0	0
IL 03 - Part of Springfield, IL MSA 7880	6	191	19	85	25	276	16.18	0	0
IL 04 - Bloomington-Normal, IL MSA 1040	0	0	15	23	15	23	1.35	0	0
IL 06 - 02 Non-MSA Counties	0	0	0	0	0	0	0.00	0	0
IL 07 - 08 Non-Counties	0	0	1	4	1	4	0.23	0	0
IL 08 - Part Champaign, IL MSA 1400	0	0	3	1	3	1	0.06	0	0
IL 09 - 01 Non-MSA County	0	0	0	0	0	0	0.00	0	0
IL 10 - 02 Non-MSA Counties	3	186	5	215	8	401	23.51	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: ILLINOIS																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
IL 05 - 08 Non-MSA Counties	35.64	11	28	0.00	18.18	81.82	0.00	0	5	- 1	0	- 3	- 1	3.54	19.29	70.45	6.72
Limited Review:																	
IL 01 - Decatur, IL MSA 2040	17.80	6	15	33.33	16.67	33.33	16.67	1	1	0	1	0	- 1	6.93	20.35	46.59	26.13
IL 02 - Peoria-Pekin, IL MSA 6120	8.78	6	15	0.00	33.33	16.67	50.00	0	3	0	- 1	- 1	- 1	4.08	15.16	62.06	18.71
IL 03 - Part of Springfield, IL MSA 7880	6.62	2	5	0.00	0.00	50.00	50.00	0	1	0	0	- 1	0	5.04	15.58	49.15	30.23
IL 04 - Bloomington-Normal, IL MSA 1040	5.71	1	3	0.00	0.00	0.00	100.00	0	2	0	0	- 2	0	1.91	17.46	64.68	15.94
IL 06 - 02 Non-MSA Counties	6.76	3	8	0.00	0.00	66.67	33.33	0	1	0	0	- 1	0	0.00	0.00	84.78	15.22
IL 07 - 08 Non-Counties	10.85	6	15	0.00	0.00	100.00	0.00	0	3	0	0	- 3	0	0.00	12.22	84.38	3.40
IL 08 - Part Champaign, IL MSA 1400	1.10	2	5	0.00	50.00	50.00	0.00	0	0	0	0	0	0	20.17	13.11	39.27	27.45
IL 09 - 01 Non-MSA County	3.06	1	3	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	44.56	55.44
IL 10 - 02 Non-MSA Counties	3.69	2	5	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	16.10	83.90	0.00

Table 1. Lending Volume

LENDING VOLUME												
Geography: INDIANA												
Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	#	\$(000's)	
Full Review:												
IN 02 - Indianapolis, IN MSA 3480	30.32	3,624	424,940	1,568	256,115	24	1,417	2	1,035	5,218	683,507	44.48
Limited Review:												
IN 01 - Bloomington, IN MSA 1020	6.37	841	95,489	250	38,360	5	1,094	0	0	1,096	134,943	3.43
IN 03 - Part of Kokomo, IN MSA 3850	2.69	366	28,446	43	6,310	54	3,352	0	0	463	38,108	0.91
IN 04 - Lafayette, IN MSA 3920	18.35	2,197	241,254	619	83,357	341	24,995	1	100	3,158	349,706	16.97
IN 05 - Part of Louisville, KY-IN MSA 4520	5.95	755	65,428	224	38,690	44	3,488	0	0	1,023	107,606	5.38
IN 06 - 01 Non-MSA County	0.20	22	1,574	8	391	4	382	0	0	34	2,347	1.28
IN 07 - 01 Non-MSA County	2.50	258	19,701	56	4,942	116	11,220	0	0	430	35,863	2.92
IN 08 - 01 Non-MSA County	3.25	358	19,078	196	23,321	5	437	0	0	559	42,836	3.66
IN 09 - 02 Non-MSA Counties	4.07	464	32,272	134	9,201	102	5,785	0	0	700	47,258	4.79
IN 10 - Part of Terre Haute, IN MSA 8320	2.42	263	15,432	147	12,616	7	462	0	0	417	28,510	0.84
IN 11 - Part of Evansville-Henderson, IN-KY MSA 2440	3.72	447	37,722	191	18,992	2	71	0	0	640	56,785	1.25
IN 12 - 06 Non-MSA Counties	20.17	1,892	107,416	1,219	67,845	360	22,911	1	100	3,472	198,272	14.10

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: INDIANA					Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IN 02 - Indianapolis, IN MSA 3480	1,312	35.88	4.04	2.06	19.26	8.00	41.56	34.38	35.15	55.56	0.97	0.36	0.66	0.90	1.13									
Limited Review:																								
IN 01 - Bloomington, IN MSA 1020	315	8.61	0.03	0.00	20.41	18.73	50.84	34.92	28.72	46.35	5.25	0.00	4.43	3.93	7.65									
IN 03 - Part of Kokomo, IN MSA 3850	147	4.02	0.12	0.68	22.57	19.73	50.13	54.42	27.17	25.17	2.43	0.00	1.28	3.33	1.47									
IN 04 - Lafayette, IN MSA 3920	821	22.45	0.08	0.00	16.35	19.98	65.53	60.05	18.03	19.98	8.02	0.00	13.92	7.81	5.94									
IN 05 - Part of Louisville, KY-IN MSA 4520	170	4.65	0.91	1.76	14.11	5.88	64.61	70.00	20.37	22.35	0.94	0.00	0.50	1.07	0.85									
IN 06 - 01 Non-MSA County	8	0.22	0.00	0.00	0.00	0.00	75.51	100.00	24.49	0.00	0.24	0.00	0.00	0.36	0.00									
IN 07 - 01 Non-MSA County	68	1.86	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	6.79	0.00	0.00	6.79	0.00									
IN 08 - 01 Non-MSA County	61	1.67	0.00	0.00	12.17	13.11	61.20	54.10	26.63	32.79	2.27	0.00	0.00	2.20	2.99									
IN 09 - 02 Non-MSA Counties	142	3.88	0.00	0.00	17.08	19.01	82.92	80.99	0.00	0.00	5.66	0.00	3.50	6.25	0.00									
IN 10 - Part of Terre Haute, IN MSA 8320	81	2.21	0.02	1.23	26.87	44.44	43.19	30.86	29.92	23.46	1.26	0.00	1.44	1.39	0.94									
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	163	4.46	1.23	1.23	27.49	25.77	30.98	24.54	40.30	48.47	1.01	0.00	0.40	0.70	1.44									
IN 12 - 06 Non-MSA Counties	369	10.09	0.00	0.00	11.92	14.36	84.80	79.95	3.28	5.69	10.39	0.00	15.32	9.58	16.67									

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: INDIANA					Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IN 02 - Indianapolis, IN MSA 3480	359	24.31	4.04	3.62	19.26	16.16	41.56	43.18	35.15	37.05	1.08	1.27	1.20	1.14	0.94									
Limited Review:																								
IN 01 - Bloomington, IN MSA 1020	77	5.21	0.03	0.00	20.41	12.99	50.84	63.64	28.72	23.38	2.44	0.00	0.00	2.92	3.06									
IN 03 - Part of Kokomo, IN MSA 3850	36	2.44	0.12	0.00	22.57	11.11	50.13	58.33	27.17	30.56	2.61	0.00	1.52	3.64	1.89									
IN 04 - Lafayette, IN MSA 3920	172	11.65	0.08	0.58	16.35	20.93	65.53	63.37	18.03	15.12	4.21	0.00	2.27	7.64	0.00									
IN 05 - Part of Louisville, KY-IN MSA 4520	125	8.46	0.91	0.00	14.11	4.00	64.61	86.40	20.37	9.60	0.62	0.00	1.12	0.46	0.81									
IN 06 - 01 Non-MSA County	2	0.14	0.00	0.00	0.00	0.00	75.51	100.00	24.49	0.00	0.00	0.00	0.00	0.00	0.00									
IN 07 - 01 Non-MSA County	30	2.03	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.03	0.00	0.00	3.03	0.00									
IN 08 - 01 Non-MSA County	102	6.91	0.00	0.00	12.17	19.61	61.20	58.82	26.63	21.57	5.91	0.00	14.29	5.19	2.63									
IN 09 - 02 Non-MSA Counties	93	6.30	0.00	0.00	17.08	19.35	82.92	80.65	0.00	0.00	4.76	0.00	2.04	5.59	0.00									
IN 10 - Part of Terre Haute, IN MSA 8320	42	2.84	0.02	0.00	26.87	35.71	43.19	40.48	29.92	23.81	0.61	0.00	1.76	0.00	0.50									
IN 11 - Part of Evansville-Henderson, IN-KY MSA 2440	66	4.47	1.23	6.06	27.49	50.00	30.98	28.79	40.30	15.15	0.14	7.69	0.00	0.00	0.00									
IN 12 - 06 Non-MSA Counties	373	25.25	0.00	0.00	11.92	16.09	84.80	74.53	3.28	9.38	10.14	0.00	17.50	9.18	16.67									

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: INDIANA		Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
IN 02 - Indianapolis, IN MSA 3480	1,946	30.93	4.04	2.72	19.26	9.51	41.56	37.26	35.15	50.51	1.20	1.48	1.19	1.25	1.15						
Limited Review:																					
IN 01 - Bloomington, IN MSA 1020	447	7.10	0.03	0.00	20.41	14.54	50.84	49.89	28.72	35.57	3.49	0.00	2.68	3.36	4.07						
IN 03 - Part of Kokomo, IN MSA 3850	183	2.91	0.12	0.00	22.57	14.75	50.13	58.47	27.17	26.78	2.21	0.00	1.49	2.74	1.83						
IN 04 - Lafayette, IN MSA 3920	1,174	18.66	0.08	0.00	16.35	16.95	65.53	61.50	18.03	21.55	6.75	0.00	9.14	6.65	6.06						
IN 05 - Part of Louisville, KY-IN MSA 4520	457	7.26	0.91	0.44	14.11	5.69	64.61	82.28	20.37	11.60	1.53	1.01	0.99	1.98	0.68						
IN 06 - 01 Non-MSA County	12	0.19	0.00	0.00	0.00	0.00	75.51	91.67	24.49	8.33	0.38	0.00	0.00	0.59	0.00						
IN 07 - 01 Non-MSA County	160	2.54	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	7.78	0.00	0.00	7.78	0.00						
IN 08 - 01 Non-MSA County	194	3.08	0.00	0.00	12.17	8.25	61.20	53.09	26.63	38.66	4.12	0.00	4.15	4.27	3.85						
IN 09 - 02 Non-MSA Counties	227	3.61	0.00	0.00	17.08	16.74	82.92	83.26	0.00	0.00	4.16	0.00	2.84	4.48	0.00						
IN 10 - Part of Terre Haute, IN MSA 8320	131	2.08	0.02	0.00	26.87	19.08	43.19	48.09	29.92	32.82	1.59	0.00	1.53	1.82	1.39						
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	213	3.39	1.23	0.00	27.49	10.80	30.98	20.19	40.30	69.01	1.59	0.00	1.24	0.96	2.02						
IN 12 - 06 Non-MSA Counties	1,148	18.25	0.00	0.00	11.92	12.54	84.80	81.18	3.28	6.27	12.94	0.00	13.35	12.51	21.77						

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															
Geography: INDIANA															
Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
IN 02 - Indianapolis, IN MSA 3480	7	11.48	8.16	28.57	23.73	42.86	46.44	28.57	21.67	0.00	8.16	11.11	13.33	5.56	0.00
Limited Review:															
IN 01 - Bloomington, IN MSA 1020	2	3.28	10.80	0.00	48.07	50.00	11.70	0.00	29.44	50.00	5.00	0.00	0.00	0.00	50.00
IN 03 - Part of Kokomo, IN MSA 3850	0	0.00	4.12	0.00	20.89	0.00	57.60	0.00	17.39	0.00	0.00	0.00	0.00	0.00	0.00
IN 04 - Lafayette, IN MSA 3920	30	49.18	10.27	0.00	43.58	70.00	16.97	16.67	28.62	13.33	10.34	0.00	9.68	0.00	42.86
IN 05 - Part of Louisville, KY-IN MSA 4520	3	4.92	7.08	0.00	26.01	0.00	51.01	100.00	15.90	0.00	33.33	0.00	0.00	50.00	0.00
IN 06 - 01 Non-MSA County	0	0.00	0.00	0.00	0.00	0.00	67.43	0.00	32.57	0.00	0.00	0.00	0.00	0.00	0.00
IN 07 - 01 Non-MSA County	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
IN 08 - 01 Non-MSA County	1	1.64	0.00	0.00	3.08	100.00	69.53	0.00	27.38	0.00	0.00	0.00	0.00	0.00	0.00
IN 09 - 02 Non-MSA Counties	2	3.28	0.00	0.00	18.63	50.00	81.37	50.00	0.00	0.00	100.00	0.00	0.00	100.00	0.00
IN 10 - Part of Terre Haute, IN MSA 8320	9	14.75	4.37	0.00	43.11	33.33	36.44	55.56	16.08	11.11	25.00	0.00	16.67	50.00	0.00
IN 11 - Part of Evansville-Henderson, IN-KY MSA 2440	5	8.20	3.40	0.00	32.62	40.00	34.19	60.00	29.78	0.00	0.00	0.00	0.00	0.00	0.00
IN 12 - 06 Non-MSA Counties	2	3.28	0.00	0.00	22.07	50.00	76.96	50.00	0.97	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: INDIANA		Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
IN 02 - Indianapolis, IN MSA 3480	1,568	33.68	8.60	6.77	17.87	14.75	35.28	40.23	38.25	38.25	1.23	1.29	1.29	1.42	1.16						
Limited Review:																					
IN 01 - Bloomington, IN MSA 1020	250	5.37	5.22	0.40	49.97	37.20	25.16	27.60	19.65	34.80	1.57	0.00	1.32	1.44	2.66						
IN 03 - Part of Kokomo, IN MSA 3850	43	0.92	0.00	9.30	34.93	60.47	41.34	27.91	23.73	2.33	0.85	1.98	2.74	0.28	0.00						
IN 04 - Lafayette, IN MSA 3920	619	13.30	6.26	4.04	36.15	35.06	39.92	46.37	17.49	14.54	3.70	2.11	5.06	3.96	2.80						
IN 05 - Part of Louisville, KY-IN MSA 4520	224	4.81	1.25	1.79	27.27	20.09	54.43	59.38	17.04	18.75	1.14	0.00	1.13	1.16	1.40						
IN 06 - 01 Non-MSA County	8	0.17	0.00	0.00	0.00	0.00	67.99	100.00	32.01	0.00	0.15	0.00	0.00	0.25	0.00						
IN 07 - 01 Non-MSA County	56	1.20	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.14	0.00	0.00	2.28	0.00						
IN 08 - 01 Non-MSA County	196	4.21	0.00	0.00	10.33	15.31	62.84	55.61	26.83	29.08	4.48	0.00	4.00	4.20	6.02						
IN 09 - 02 Non-MSA Counties	134	2.88	0.00	0.00	22.54	36.57	77.46	63.43	0.00	0.00	4.04	0.00	6.98	3.83	0.00						
IN 10 - Part of Terre Haute, IN MSA 8320	147	3.16	10.71	6.12	29.28	41.50	42.31	24.49	17.70	27.89	1.64	0.00	2.82	1.39	1.49						
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	191	4.10	1.72	1.57	26.80	15.18	43.33	40.31	28.14	42.93	0.87	0.00	0.54	0.71	1.46						
IN 12 - 06 Non-MSA Counties	1,219	26.19	0.00	0.00	13.78	11.81	82.95	82.94	3.27	5.25	8.82	0.00	10.36	9.80	14.52						

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: INDIANA					Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/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	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp							
Full Review:																								
IN 02 - Indianapolis, IN MSA 3480	24	2.26	1.39	0.00	8.12	4.17	57.03	62.50	33.47	33.33	2.13	0.00	0.00	1.01	5.13									
Limited Review:																								
IN 01 - Bloomington, IN MSA 1020	5	0.47	2.97	0.00	8.91	0.00	67.33	80.00	20.79	20.00	5.26	0.00	0.00	0.00	20.00									
IN 03 - Part of Kokomo, IN MSA 3850	54	5.08	0.00	1.85	3.46	0.00	47.40	33.33	49.13	64.81	7.34	0.00	0.00	8.70	6.84									
IN 04 - Lafayette, IN MSA 3920	341	32.05	0.28	0.00	6.14	2.35	80.06	89.74	13.53	7.92	22.41	0.00	33.33	23.19	12.50									
IN 05 - Part of Louisville, KY-IN MSA 4520	44	4.14	0.64	0.00	6.17	0.00	79.36	100.00	13.83	0.00	44.19	0.00	0.00	55.88	0.00									
IN 06 - 01 Non-MSA County	4	0.38	0.00	0.00	0.00	0.00	83.52	100.00	16.48	0.00	0.85	0.00	0.00	0.95	0.00									
IN 07 - 01 Non-MSA County	116	10.90	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	7.28	0.00	0.00	7.30	0.00									
IN 08 - 01 Non-MSA County	5	0.47	0.00	0.00	1.87	20.00	43.93	0.00	54.21	80.00	1.56	0.00	100.00	0.00	0.00									
IN 09 - 02 Non-MSA Counties	102	9.59	0.00	0.00	25.23	43.14	74.77	56.86	0.00	0.00	27.27	0.00	36.96	23.16	0.00									
IN 10 - Part of Terre Haute, IN MSA 8320	7	0.66	1.72	0.00	10.34	0.00	47.70	0.00	40.23	100.00	4.76	0.00	0.00	0.00	9.52									
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	2	0.19	0.74	0.00	7.78	0.00	20.37	0.00	71.11	100.00	0.00	0.00	0.00	0.00	0.00									
IN 12 - 06 Non-MSA Counties	360	33.83	0.00	0.00	7.98	5.28	90.78	93.61	1.24	1.11	19.94	0.00	50.00	19.94	9.09									

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: INDIANA					Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
IN 02 - Indianapolis, IN MSA 3480	1,312	35.88	19.13	6.75	18.66	19.18	23.81	24.22	38.40	49.84	1.16	0.42	0.93	1.13	1.81	
Limited Review:																
IN 01 - Bloomington, IN MSA 1020	315	8.61	19.78	5.79	16.85	18.97	24.35	22.19	39.03	53.05	5.75	4.02	4.42	4.33	7.90	
IN 03 - Part of Kokomo, IN MSA 3850	147	4.02	20.64	15.75	16.31	30.14	24.40	33.56	38.65	20.55	2.82	2.80	3.96	2.98	1.32	
IN 04 - Lafayette, IN MSA 3920	821	22.45	17.82	13.31	19.80	25.25	25.28	24.88	37.10	36.57	9.41	9.95	8.46	9.39	10.06	
IN 05 - Part of Louisville, KY-IN MSA 4520	170	4.65	19.17	8.75	19.50	24.38	24.40	28.13	36.94	38.75	1.07	1.11	0.77	1.33	1.14	
IN 06 - 01 Non-MSA County	8	0.22	15.09	25.00	16.95	37.50	26.42	12.50	41.54	25.00	0.29	0.00	1.32	0.00	0.00	
IN 07 - 01 Non-MSA County	68	1.86	13.16	4.41	19.96	32.35	25.90	27.94	40.98	35.29	8.98	6.90	13.85	4.82	10.29	
IN 08 - 01 Non-MSA County	61	1.67	18.75	11.48	18.88	24.59	22.48	26.23	39.89	37.70	2.53	1.23	0.85	3.90	3.70	
IN 09 - 02 Non-MSA Counties	142	3.88	19.38	9.86	21.67	19.01	23.89	33.80	35.07	37.32	7.20	4.55	7.22	8.15	8.00	
IN 10 - Part of Terre Haute, IN MSA 8320	81	2.21	19.37	5.13	18.92	21.79	22.54	26.92	39.16	46.15	1.44	0.00	2.03	1.39	1.54	
IN 11 - Part of Evansville-Henderson, IN-KY MSA 2440	163	4.46	19.97	4.44	19.21	15.56	23.60	34.07	37.23	45.93	1.14	0.37	0.68	1.13	2.04	
IN 12 - 06 Non-MSA Counties	369	10.09	21.01	11.11	20.47	23.61	24.76	30.00	33.76	35.28	11.20	8.29	9.80	10.48	15.65	

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

** As a percentage of loans with borrower income information available. No information was available for 2.63% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT																
Geography: INDIANA																
Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002																
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid
Full Review:																
IN 02 - Indianapolis, IN MSA 3480	359	24.31	19.13	17.99	18.66	19.82	23.81	24.39	38.40	37.80	1.09	2.29	0.86	0.85	0.68	
Limited Review:																
IN 01 - Bloomington, IN MSA 1020	77	5.21	19.78	2.63	16.85	21.05	24.35	23.68	39.03	52.63	2.57	2.44	2.80	2.68	2.33	
IN 03 - Part of Kokomo, IN MSA 3850	36	2.44	20.64	2.78	16.31	22.22	24.40	30.56	38.65	44.44	2.94	2.50	0.00	1.75	6.90	
IN 04 - Lafayette, IN MSA 3920	172	11.65	17.82	16.97	19.80	27.27	25.28	27.88	37.10	27.88	4.60	5.63	6.56	3.41	1.49	
IN 05 - Part of Louisville, KY-IN MSA 4520	125	8.46	19.17	20.34	19.50	22.03	24.40	29.66	36.94	27.97	0.65	1.74	1.16	0.00	0.00	
IN 06 - 01 Non-MSA County	2	0.14	15.09	0.00	16.95	100.00	26.42	0.00	41.54	0.00	0.00	0.00	0.00	0.00	0.00	
IN 07 - 01 Non-MSA County	30	2.03	13.16	3.45	19.96	24.14	25.90	24.14	40.98	48.28	3.23	0.00	0.00	11.76	0.00	
IN 08 - 01 Non-MSA County	102	6.91	18.75	13.86	18.88	28.71	22.48	25.74	39.89	31.68	6.44	5.26	6.67	7.41	6.00	
IN 09 - 02 Non-MSA Counties	93	6.30	19.38	17.05	21.67	28.41	23.89	22.73	35.07	31.82	5.05	7.89	8.33	1.67	2.50	
IN 10 - Part of Terre Haute, IN MSA 8320	42	2.84	19.37	0.00	18.92	7.69	22.54	38.46	39.16	53.85	0.64	0.00	0.59	0.59	1.06	
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	66	4.47	19.97	0.00	19.21	11.11	23.60	27.78	37.23	61.11	0.14	0.00	0.65	0.00	0.00	
IN 12 - 06 Non-MSA Counties	373	25.25	21.01	16.19	20.47	22.73	24.76	30.97	33.76	30.11	10.71	11.59	13.33	14.29	4.69	

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

** As a percentage of loans with borrower income information available. No information was available for 8.46% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: INDIANA					Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IN 02 - Indianapolis, IN MSA 3480	1,946	30.93	19.13	8.09	18.66	18.22	23.81	25.28	38.40	48.41	1.45	1.07	1.26	1.28	1.75									
Limited Review:																								
IN 01 - Bloomington, IN MSA 1020	447	7.10	19.78	7.18	16.85	15.74	24.35	25.23	39.03	51.85	3.70	2.56	2.92	3.38	4.38									
IN 03 - Part of Kokomo, IN MSA 3850	183	2.91	20.64	10.56	16.31	23.33	24.40	29.44	38.65	36.67	2.60	2.38	2.88	2.59	2.51									
IN 04 - Lafayette, IN MSA 3920	1,174	18.66	17.82	9.27	19.80	19.51	25.28	28.35	37.10	42.87	7.81	8.74	7.40	7.96	7.71									
IN 05 - Part of Louisville, KY-IN MSA 4520	457	7.26	19.17	11.27	19.50	23.24	24.40	30.99	36.94	34.51	1.71	2.31	1.42	1.74	1.70									
IN 06 - 01 Non-MSA County	12	0.19	15.09	16.67	16.95	25.00	26.42	41.67	41.54	16.67	0.50	1.85	1.15	0.26	0.25									
IN 07 - 01 Non-MSA County	160	2.54	13.16	3.87	19.96	18.71	25.90	30.97	40.98	46.45	8.72	11.11	8.14	7.07	10.33									
IN 08 - 01 Non-MSA County	194	3.08	18.75	8.99	18.88	21.16	22.48	33.86	39.89	35.98	4.76	3.64	4.55	6.48	3.78									
IN 09 - 02 Non-MSA Counties	227	3.61	19.38	13.00	21.67	27.80	23.89	27.80	35.07	31.39	4.89	4.70	4.14	4.68	5.90									
IN 10 - Part of Terre Haute, IN MSA 8320	131	2.08	19.37	6.25	18.92	18.75	22.54	27.34	39.16	47.66	1.70	1.22	1.60	1.63	1.91									
IN 11 - Part of Evansville-Henderson, IN-KY MSA 2440	213	3.39	19.97	6.19	19.21	18.10	23.60	27.62	37.23	48.10	1.81	1.04	1.29	1.67	2.49									
IN 12 - 06 Non-MSA Counties	1,148	18.25	21.01	8.38	20.47	20.86	24.76	28.61	33.76	42.16	14.15	8.47	12.42	14.27	17.35									

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

** As a percentage of loans with borrower income information available. No information was available for 3.45% of loans originated and purchased by BANK.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: INDIANA			Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IN 02 - Indianapolis, IN MSA 3480	1,568	33.68	59.43	55.74	58.55	21.88	19.58	1.23	2.70
Limited Review:									
IN 01 - Bloomington, IN MSA 1020	250	5.37	64.05	70.80	63.60	16.40	20.00	1.57	3.15
IN 03 - Part of Kokomo, IN MSA 3850	43	0.92	63.29	81.40	53.49	30.23	16.28	0.85	1.41
IN 04 - Lafayette, IN MSA 3920	619	13.30	63.57	66.56	67.53	16.96	15.51	3.70	5.98
IN 05 - Part of Louisville, KY- IN MSA 4520	224	4.81	63.31	65.18	58.93	22.77	18.30	1.14	2.58
IN 06 - 01 Non-MSA County	8	0.17	66.62	75.00	100.00	0.00	0.00	0.15	0.00
IN 07 - 01 Non-MSA County	56	1.20	70.42	80.36	83.93	8.93	7.14	2.14	3.53
IN 08 - 01 Non-MSA County	196	4.21	65.87	72.96	73.47	12.76	13.78	4.48	9.34
IN 09 - 02 Non-MSA Counties	134	2.88	71.60	85.07	85.07	8.96	5.97	4.04	11.11
IN 10 - Part of Terre Haute, IN MSA 8320	147	3.16	62.21	73.47	78.23	14.97	6.80	1.64	2.93
In 11 - Part of Evansville-Henderson, IN-KY MSA 2440	191	4.10	57.29	82.72	74.35	14.14	11.52	0.87	2.20
IN 12 - 06 Non-MSA Counties	1,219	26.19	66.46	68.74	87.78	8.37	3.86	8.82	16.23

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 7.37% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: INDIANA			Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IN 02 - Indianapolis, IN MSA 3480	24	2.26	91.62	91.67	91.67	4.17	4.17	2.13	2.65
Limited Review:									
IN 01 - Bloomington, IN MSA 1020	5	0.47	95.05	100.00	40.00	20.00	40.00	5.26	6.25
IN 03 - Part of Kokomo, IN MSA 3850	54	5.08	97.23	98.15	83.33	14.81	1.85	7.34	7.73
IN 04 - Lafayette, IN MSA 3920	341	32.05	94.56	97.07	77.42	18.77	3.81	22.41	22.42
IN 05 - Part of Louisville, KY- IN MSA 4520	44	4.14	94.47	97.73	68.18	27.27	4.55	44.19	50.00
IN 06 - 01 Non-MSA County	4	0.38	94.60	100.00	50.00	50.00	0.00	0.85	0.88
IN 07 - 01 Non-MSA County	116	10.90	96.19	88.79	68.97	22.41	8.62	7.28	7.57
IN 08 - 01 Non-MSA County	5	0.47	97.51	100.00	60.00	40.00	0.00	1.56	1.75
IN 09 - 02 Non-MSA Counties	102	9.59	96.10	95.10	83.33	13.73	2.94	27.27	30.33
IN 10 - Part of Terre Haute, IN MSA 8320	7	0.66	94.83	71.43	71.43	28.57	0.00	4.76	3.80
In 11 - Part of Evansville- Henderson, IN-KY MSA 2440	2	0.19	92.22	50.00	100.00	0.00	0.00	0.00	0.00
IN 12 - 06 Non-MSA Counties	360	33.83	95.35	92.78	84.44	11.11	4.44	19.94	19.94

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.50% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: INDIANA									
Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
IN 02 - Indianapolis, IN MSA 3480	9	2,129	205	1,463	214	3,592	92.20	0	0
Limited Review:									
IN 01 - Bloomington, IN MSA 1020	0	0	5	4	5	4	0.10	0	0
IN 03 - Part of Kokomo, IN MSA 3850	0	0	2	1	2	1	0.03	0	0
IN 04 - Lafayette, IN MSA 3920	1	81	7	37	8	118	3.03	0	0
IN 05 - Part of Louisville, KY- IN MSA 4520	0	0	30	42	30	42	1.08	0	0
IN 06 - 01 Non-MSA County	0	0	0	0	0	0	0.00	0	0
IN 07 - 01 Non-MSA County	0	0	4	4	4	4	0.10	0	0
IN 08 - 01 Non-MSA County	0	0	15	6	15	6	0.15	0	0
IN 09 - 02 Non-MSA Counties	1	38	2	2	3	40	1.03	0	0
IN 10 - Part of Terre Haute, IN MSA 8320	1	19	1	1	2	20	0.51	0	0
In 11 - Part of Evansville- Henderson, IN-KY MSA 2440	0	0	4	2	4	2	0.05	0	0
IN 12 - 06 Non-MSA Counties	0	0	27	67	27	67	1.72	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: INDIANA								Evaluation Period: JANUARY 1, 2000 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
IN 02 - Indianapolis, IN MSA 3480	44.48	31	42	3.23	3.23	45.16	48.39	1	1	-1	0	0	+1	6.54	23.19	40.91	29.35
Limited Review:																	
IN 01 - Bloomington, IN MSA 1020	3.43	5	7	0.00	60.00	20.00	20.00	0	0	0	0	0	0	13.89	28.15	34.09	23.88
IN 03 - Part of Kokomo, IN MSA 3850	0.91	2	3	50.00	0.00	50.00	0.00	0	0	0	0	0	0	0.38	25.77	48.82	25.03
IN 04 - Lafayette, IN MSA 3920	16.97	10	14	0.00	40.00	40.00	20.00	1	0	0	0	0	+1	2.49	26.75	50.20	16.27
IN 05 - Part of Louisville, KY- IN MSA 4520	5.38	6	8	0.00	50.00	50.00	0.00	1	1	0	+1	- 1	0	1.99	17.02	62.11	18.88
IN 06 - 01 Non-MSA County	1.28	1	1	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	77.05	22.95
IN 07 - 01 Non-MSA County	2.92	1	1	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00
IN 08 - 01 Non-MSA County	3.66	3	4	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	13.22	62.63	24.14
IN 09 - 02 Non-MSA Counties	4.79	4	5	0.00	25.00	75.00	0.00	0	0	0	0	0	0	0.00	17.97	82.03	0.00
IN 10 - Part of Terre Haute, IN MSA 8320	0.84	1	1	100.00	0.00	0.00	0.00	0	0	0	0	0	0	0.34	30.24	38.21	31.21
In 11 - Part of Evansville- Henderson, IN-KY MSA 2440	1.25	1	1	0.00	0.00	0.00	100.00	0	1	0	0	- 1	0	2.29	31.61	31.00	35.10
IN 12 - 06 Non-MSA Counties	14.10	9	12	0.00	44.44	55.56	0.00	0	2	0	-1	-1	0	0.00	13.96	83.15	2.89

Table 1. Lending Volume

LENDING VOLUME												
Geography: IOWA												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
IA 04 - Waterloo-Cedar Falls MSA 89	33.27	699	65,305	436	40,973	383	29,113	2	912	1,520	136,303	47.99
Limited Review:												
IA 01 - Cedar Rapids, IA MSA 1360	4.78	164	18,841	36	5,821	18	2,097	0	0	218	26,759	1.63
IA 02 - Des Moines, IA MSA 2120	31.05	1,020	124,844	276	36,611	121	6,271	0	0	1,417	167,726	19.59
IA 03 - Iowa City, IA MSA 3500	8.31	341	38,078	38	4,398	0	0	0	0	379	42,476	2.25
IA 05 - 02 Non MSA Counties	7.45	91	6,986	29	2,996	220	17,983	0	0	340	27,965	6.08
IA 06 - 01 Non MSA County	6.73	49	2,234	104	5,119	154	9,076	0	0	307	16,429	9.71
IA 07 - 03 Non MSA Counties	8.42	73	2,859	55	4,437	256	17,973	1	2,500	385	27,769	12.74

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: IOWA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IA 04 - Waterloo-Cedar Falls MSA 89	278	28.34	2.39	1.80	16.90	16.19	50.65	48.20	30.06	33.81	4.21	0.00	4.52	3.87	4.66									
Limited Review:																								
IA 01 - Cedar Rapids, IA MSA 1360	66	6.73	1.10	0.00	6.88	7.58	72.68	57.58	19.34	34.85	0.33	0.00	0.66	0.23	0.53									
IA 02 - Des Moines, IA MSA 2120	408	41.59	1.56	0.98	11.53	3.68	64.40	50.98	22.51	44.36	0.39	0.72	0.12	0.39	0.43									
IA 03 - Iowa City, IA MSA 3500	158	16.11	1.57	0.00	7.81	6.33	66.58	78.48	24.03	15.19	1.50	0.00	2.07	1.56	1.57									
IA 05 - 02 Non MSA Counties	34	3.47	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.85	0.00	0.00	2.85	0.00									
IA 06 - 01 Non MSA County	13	1.33	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.08	0.00	0.00	2.08	0.00									
IA 07 - 03 Non MSA Counties	24	2.45	0.00	0.00	7.40	4.17	92.60	95.83	0.00	0.00	2.75	0.00	0.00	2.96	0.00									

* Based on 2002 Peer Mortgage Data: Midwest Region.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: IOWA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IA 04 - Waterloo-Cedar Falls MSA 89	55	29.26	2.39	0.00	16.90	18.18	50.65	58.18	30.06	23.64	0.58	0.00	2.04	0.56	0.00									
Limited Review:																								
IA 01 - Cedar Rapids, IA MSA 1360	9	4.79	1.10	11.11	6.88	0.00	72.68	77.78	19.34	11.11	0.09	0.00	0.00	0.11	0.00									
IA 02 - Des Moines, IA MSA 2120	59	31.38	1.56	1.69	11.53	16.95	64.40	64.41	22.51	16.95	0.28	0.00	0.43	0.31	0.17									
IA 03 - Iowa City, IA MSA 3500	14	7.45	1.57	7.14	7.81	0.00	66.58	78.57	24.03	14.29	0.31	0.00	0.00	0.45	0.00									
IA 05 - 02 Non MSA Counties	9	4.79	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
IA 06 - 01 Non MSA County	21	11.17	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	4.88	0.00	0.00	4.88	0.00									
IA 07 - 03 Non MSA Counties	21	11.17	0.00	0.00	7.40	19.05	92.60	80.95	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Midwest Region.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: IOWA		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
IA 04 - Waterloo-Cedar Falls MSA 89	351	28.56	2.39	0.57	16.90	7.69	50.65	43.59	30.06	48.15	5.34	2.08	2.63	4.98	6.66						
Limited Review:																					
IA 01 - Cedar Rapids, IA MSA 1360	86	7.00	1.10	2.33	6.88	1.16	72.68	68.60	19.34	27.91	0.42	1.69	0.00	0.43	0.45						
IA 02 - Des Moines, IA MSA 2120	539	43.86	1.56	0.19	11.53	4.27	64.40	58.26	22.51	37.29	0.90	0.00	0.35	0.91	1.02						
IA 03 - Iowa City, IA MSA 3500	162	13.18	1.57	0.62	7.81	4.94	66.58	83.33	24.03	11.11	1.46	0.34	2.25	1.67	0.92						
IA 05 - 02 Non MSA Counties	48	3.91	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.58	0.00	0.00	2.58	0.00						
IA 06 - 01 Non MSA County	15	1.22	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.34	0.00	0.00	1.34	0.00						
IA 07 - 03 Non MSA Counties	28	2.28	0.00	0.00	7.40	0.00	92.60	100.00	0.00	0.00	2.07	0.00	0.00	2.34	0.00						

* Based on 2002 Peer Mortgage Data: Midwest Region.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: IOWA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
IA 04 - Waterloo-Cedar Falls MSA 89	15	38.46	17.06	6.67	11.84	13.33	34.65	40.00	36.46	40.00	23.33	0.00	25.00	14.29	36.36									
Limited Review:																								
IA 01 - Cedar Rapids, IA MSA 1360	3	7.69	9.76	0.00	6.65	0.00	69.07	100.00	14.52	0.00	2.38	0.00	0.00	2.78	0.00									
IA 02 - Des Moines, IA MSA 2120	14	35.90	14.11	14.29	11.00	14.29	47.77	71.43	27.12	0.00	6.12	0.00	4.76	9.09	0.00									
IA 03 - Iowa City, IA MSA 3500	7	17.95	14.33	0.00	46.39	85.71	25.32	14.29	13.95	0.00	7.14	0.00	25.00	0.00	0.00									
IA 05 - 02 Non MSA Counties	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
IA 06 - 01 Non MSA County	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
IA 07 - 03 Non MSA Counties	0	0.00	0.00	0.00	1.48	0.00	98.52	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Midwest Region.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: IOWA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
IA 04 - Waterloo-Cedar Falls MSA 89	436	44.76	17.07	11.01	15.18	12.39	40.56	43.35	27.19	33.26	4.51	2.68	4.71	3.59	7.71	
Limited Review:																
IA 01 - Cedar Rapids, IA MSA 1360	36	3.70	17.00	2.78	6.31	11.11	72.63	61.11	4.07	25.00	0.07	0.00	0.00	0.07	0.16	
IA 02 - Des Moines, IA MSA 2120	276	28.34	14.17	4.71	10.41	9.78	45.82	54.35	29.60	31.16	0.51	0.64	0.30	0.61	0.43	
IA 03 - Iowa City, IA MSA 3500	38	3.90	2.38	7.89	21.41	13.16	64.89	63.16	11.32	15.79	0.28	0.30	0.74	0.25	0.00	
IA 05 - 02 Non MSA Counties	29	2.98	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.42	0.00	0.00	0.46	0.00	
IA 06 - 01 Non MSA County	104	10.68	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	5.90	0.00	0.00	6.50	0.00	
IA 07 - 03 Non MSA Counties	55	5.65	0.00	0.00	6.10	3.64	93.90	96.36	0.00	0.00	0.85	0.00	0.00	0.95	0.00	

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: IOWA															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
IA 04 - Waterloo-Cedar Falls MSA 89	383	33.25	2.29	0.00	2.74	0.78	57.47	85.12	37.50	14.10	29.75	0.00	33.33	46.30	9.94
Limited Review:															
IA 01 - Cedar Rapids, IA MSA 1360	18	1.56	1.34	0.00	2.42	0.00	95.03	100.00	1.21	0.00	1.05	0.00	0.00	1.08	0.00
IA 02 - Des Moines, IA MSA 2120	121	10.50	1.54	0.83	4.10	0.00	80.71	98.35	13.66	0.83	12.90	50.00	0.00	14.90	2.78
IA 03 - Iowa City, IA MSA 3500	0	0.00	1.76	0.00	3.52	0.00	89.43	0.00	5.28	0.00	0.00	0.00	0.00	0.00	0.00
IA 05 - 02 Non MSA Counties	220	19.10	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	7.37	0.00	0.00	7.37	0.00
IA 06 - 01 Non MSA County	154	13.37	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	34.04	0.00	0.00	34.22	0.00
IA 07 - 03 Non MSA Counties	256	22.22	0.00	0.00	5.38	3.13	94.62	96.88	0.00	0.00	7.17	0.00	0.42	8.52	0.00

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: IOWA																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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
Full Review:																
IA 04 - Waterloo-Cedar Falls MSA 89	278	28.34	20.99	18.91	17.81	21.09	21.45	21.45	39.75	38.55	4.47	5.14	5.02	3.19	5.04	
Limited Review:																
IA 01 - Cedar Rapids, IA MSA 1360	66	6.73	16.11	10.94	19.05	26.56	28.61	35.94	36.23	26.56	0.37	0.22	0.28	0.23	0.86	
IA 02 - Des Moines, IA MSA 2120	408	41.59	16.96	9.57	18.79	19.15	27.01	34.04	37.25	37.23	0.38	0.27	0.29	0.34	0.64	
IA 03 - Iowa City, IA MSA 3500	158	16.11	18.49	9.93	18.79	33.77	24.07	33.11	38.65	23.18	1.60	1.82	2.32	1.56	0.89	
IA 05 - 02 Non MSA Counties	34	3.47	17.41	8.82	18.36	17.65	25.40	32.35	38.83	41.18	3.23	0.00	1.67	3.65	5.34	
IA 06 - 01 Non MSA County	13	1.33	16.47	0.00	22.64	18.18	25.38	54.55	35.52	27.27	2.42	0.00	0.00	6.98	0.00	
IA 07 - 03 Non MSA Counties	24	2.45	20.45	4.17	20.85	50.00	25.32	16.67	33.38	29.17	3.16	0.00	6.90	0.00	4.88	

* Based on 2002 Peer Mortgage Data: Midwest Region.

** As a percentage of loans with borrower income information available. No information was available for 4.69% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: IOWA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
IA 04 - Waterloo-Cedar Falls MSA 89	55	29.26	20.99	18.00	17.81	26.00	21.45	24.00	39.75	32.00	0.60	0.00	3.33	0.00	0.00									
Limited Review:																								
IA 01 - Cedar Rapids, IA MSA 1360	9	4.79	16.11	0.00	19.05	50.00	28.61	37.50	36.23	12.50	0.09	0.00	0.31	0.00	0.00									
IA 02 - Des Moines, IA MSA 2120	59	31.38	16.96	17.86	18.79	23.21	27.01	41.07	37.25	17.86	0.30	0.52	0.00	0.67	0.00									
IA 03 - Iowa City, IA MSA 3500	14	7.45	18.49	14.29	18.79	42.86	24.07	14.29	38.65	28.57	0.33	0.00	1.35	0.00	0.00									
IA 05 - 02 Non MSA Counties	9	4.79	17.41	0.00	18.36	37.50	25.40	37.50	38.83	25.00	0.00	0.00	0.00	0.00	0.00									
IA 06 - 01 Non MSA County	21	11.17	16.47	23.53	22.64	29.41	25.38	17.65	35.52	29.41	5.26	0.00	18.18	0.00	0.00									
IA 07 - 03 Non MSA Counties	21	11.17	20.45	30.00	20.85	20.00	25.32	40.00	33.38	10.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Midwest Region.

** As a percentage of loans with borrower income information available. No information was available for 7.98% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE																
Geography: IOWA																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid
Full Review:																
IA 04 - Waterloo-Cedar Falls MSA 89	351	28.56	20.99	7.65	17.81	12.06	21.45	22.06	39.75	58.24	5.75	3.73	4.47	4.47	7.22	
Limited Review:																
IA 01 - Cedar Rapids, IA MSA 1360	86	7.00	16.11	15.19	19.05	27.85	28.61	34.18	36.23	22.78	0.46	0.32	0.43	0.50	0.48	
IA 02 - Des Moines, IA MSA 2120	539	43.86	16.96	10.83	18.79	21.86	27.01	28.43	37.25	38.88	1.04	1.08	0.97	0.91	1.19	
IA 03 - Iowa City, IA MSA 3500	162	13.18	18.49	14.06	18.79	26.56	24.07	32.81	38.65	26.56	1.55	4.53	1.69	1.89	0.92	
IA 05 - 02 Non MSA Counties	48	3.91	17.41	6.25	18.36	16.67	25.40	43.75	38.83	33.33	3.18	1.79	2.30	3.77	3.30	
IA 06 - 01 Non MSA County	15	1.22	16.47	7.14	22.64	21.43	25.38	42.86	35.52	28.57	1.33	0.00	1.85	1.01	1.59	
IA 07 - 03 Non MSA Counties	28	2.28	20.45	10.71	20.85	7.14	25.32	53.57	33.38	28.57	2.37	4.76	0.91	4.48	0.51	

* Based on 2002 Peer Mortgage Data: Midwest Region.

** As a percentage of loans with borrower income information available. No information was available for 6.10% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: IOWA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IA 04 - Waterloo-Cedar Falls MSA 89	436	44.76	61.92	71.33	76.61	13.53	9.86	4.51	9.98
Limited Review:									
IA 01 - Cedar Rapids, IA MSA 1360	36	3.70	61.32	80.56	55.56	25.00	19.44	0.07	0.16
IA 02 - Des Moines, IA MSA 2120	276	28.34	60.02	74.28	64.13	21.38	14.49	0.51	0.92
IA 03 - Iowa City, IA MSA 3500	38	3.90	64.94	89.47	76.32	13.16	10.53	0.28	0.43
IA 05 - 02 Non MSA Counties	29	2.98	65.28	51.72	79.31	6.90	13.79	0.42	0.80
IA 06 - 01 Non MSA County	104	10.68	66.30	90.38	91.35	7.69	0.96	5.90	15.94
IA 07 - 03 Non MSA Counties	55	5.65	62.66	80.00	80.00	9.09	10.91	0.85	1.44

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.26% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: IOWA			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
IA 04 - Waterloo-Cedar Falls MSA 89	383	33.25	95.58	93.99	76.50	19.32	4.18	29.75	29.19
Limited Review:									
IA 01 - Cedar Rapids, IA MSA 1360	18	1.56	96.78	72.22	55.56	38.89	5.56	1.05	1.14
IA 02 - Des Moines, IA MSA 2120	121	10.50	94.71	94.21	85.12	13.22	1.65	12.90	14.29
IA 03 - Iowa City, IA MSA 3500	0	0.00	96.28	0.00	0.00	0.00	0.00	0.00	0.00
IA 05 - 02 Non MSA Counties	220	19.10	98.39	96.36	73.18	21.82	5.00	7.37	7.12
IA 06 - 01 Non MSA County	154	13.37	97.95	100.00	87.66	9.09	3.25	34.04	53.33
IA 07 - 03 Non MSA Counties	256	22.22	98.42	92.19	79.69	16.80	3.52	7.17	7.06

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.04% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: IOWA									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
IA 04 - Waterloo-Cedar Falls MSA 8920	0	0	10	33	10	33	22.92	0	0
Limited Review:									
IA 01 - Cedar Rapids, IA MSA 1360	0	0	1	1	1	1	0.69	0	0
IA 02 - Des Moines, IA MSA 2120	0	0	17	92	17	92	63.89	0	0
IA 03 - Iowa City, IA MSA 3500	0	0	0	0	0	0	0.00	0	0
IA 05 - 02 Non MSA Counties	0	0	1	1	1	1	0.69	0	0
IA 06 - 01 Non MSA County	0	0	5	4	5	4	2.78	0	0
IA 07 - 03 Non MSA Counties	0	0	11	13	11	13	9.03	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: IOWA																	
Evaluation Period JANUARY 2, 2000 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
IA 04 - Waterloo-Cedar Falls MSA 8920	47.99	9	41	33.33	11.11	11.11	44.44	0	0	0	0	0	0	4.28	17.30	50.53	27.88
Limited Review:																	
IA 01 - Cedar Rapids, IA MSA 1360	1.63	1	5	0.00	0.00	0.00	100.00	0	0	0	0	0	0	2.93	7.62	72.12	17.33
IA 02 - Des Moines, IA MSA 2120	19.59	6	27	16.67	16.67	33.33	33.33	0	0	0	0	0	0	3.79	13.48	61.49	21.24
IA 03 - Iowa City, IA MSA 3500	2.25	1	5	0.00	100.00	0.00	0.00	1	1	0	+1	- 1	0	8.47	20.43	50.73	20.20
IA 05 - 02 Non MSA Counties	6.08	2	9	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00
IA 06 - 01 Non MSA County	9.71	1	5	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00
IA 07 - 03 Non MSA Counties	12.74	2	9	0.00	0.00	100.00	0.00	0	1	0	0	-1	0	0.00	7.89	92.11	0.00

Table 1. Lending Volume

LENDING VOLUME		Geography: KENTUCKY				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2003):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
KY 05 - 06 Non-MSA Counties	58.49	2,861	205,914	1,131	114,365	536	28,450	7	95	4,535	348,824	68.22
Limited Review:												
KY 01 - 02 Non-MSA Counties	19.27	324	18,606	608	24,436	562	14,895	0	0	1,494	57,937	6.49
KY 03 - 04 Non-MSA Counties	22.25	841	56,226	732	46,510	146	2,902	6	2,885	1,725	108,523	25.29

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: KENTUCKY				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
KY 05 - 06 Non-MSA Counties	885	75.13	0.00	0.00	4.06	2.26	46.76	44.63	49.17	53.11	11.95	0.00	7.50	12.30	11.87
Limited Review:															
KY 01 - 02 Non-MSA Counties	64	5.43	0.00	0.00	0.00	0.00	62.24	65.63	37.76	34.38	6.33	0.00	0.00	4.93	8.42
KY 03 - 04 Non-MSA Counties	229	19.44	1.73	0.87	26.76	20.52	62.50	69.43	9.01	9.17	5.62	0.00	5.05	6.18	4.71

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
KY 05 - 06 Non-MSA Counties	455	75.46	0.00	0.00	4.06	2.86	46.76	54.95	49.17	42.20	18.60	0.00	7.14	19.30	19.30									
Limited Review:																								
KY 01 - 02 Non-MSA Counties	70	11.61	0.00	0.00	0.00	0.00	62.24	68.57	37.76	31.43	29.79	0.00	0.00	31.25	26.67									
KY 03 - 04 Non-MSA Counties	78	12.94	1.73	0.00	26.76	17.95	62.50	74.36	9.01	7.69	3.28	0.00	1.89	4.50	6.25									

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
KY 05 - 06 Non-MSA Counties	1,515	67.72	0.00	0.00	4.06	1.78	46.76	41.52	49.17	56.70	15.95	0.00	13.70	15.31	16.41									
Limited Review:																								
KY 01 - 02 Non-MSA Counties	189	8.45	0.00	0.00	0.00	0.00	62.24	76.19	37.76	23.81	13.05	0.00	0.00	15.84	8.85									
KY 03 - 04 Non-MSA Counties	533	23.83	1.73	0.94	26.76	23.08	62.50	66.23	9.01	9.76	6.74	11.76	6.78	7.20	4.50									

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
KY 05 - 06 Non-MSA Counties	6	75.00	0.00	0.00	20.79	33.33	57.38	16.67	21.83	50.00	66.67	0.00	0.00	50.00	100.00									
Limited Review:																								
KY 01 - 02 Non-MSA Counties	1	12.50	0.00	0.00	0.00	0.00	68.94	100.00	31.06	0.00	0.00	0.00	0.00	0.00	0.00									
KY 03 - 04 Non-MSA Counties	1	12.50	0.00	0.00	15.41	0.00	72.49	100.00	12.10	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
KY 05 - 06 Non-MSA Counties	1,131	45.77	0.00	0.00	14.94	14.68	44.92	45.62	40.15	39.70	4.15	0.00	4.47	4.48	4.35	
Limited Review:																
KY 01 - 02 Non-MSA Counties	608	24.61	0.00	0.00	0.00	0.00	65.84	75.66	34.16	24.34	9.72	0.00	0.00	11.78	7.69	
KY 03 - 04 Non-MSA Counties	732	29.62	0.57	0.27	20.29	16.12	61.62	66.80	17.52	16.80	3.52	10.00	2.87	4.02	3.63	

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans						
Full Review:																
KY 05 - 06 Non-MSA Counties	536	43.09	0.00	0.00	1.10	0.19	49.50	58.58	49.39	41.23	41.81	0.00	0.00	33.48	57.98	
Limited Review:																
KY 01 - 02 Non-MSA Counties	562	45.18	0.00	0.00	0.00	0.00	67.31	91.10	32.69	8.90	43.58	0.00	0.00	44.32	43.59	
KY 03 - 04 Non-MSA Counties	146	11.74	0.87	0.00	18.61	13.70	71.86	82.19	8.66	4.11	4.38	0.00	2.38	4.76	5.00	

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
KY 05 - 06 Non-MSA Counties	885	75.13	16.85	4.38	14.77	12.79	18.61	24.31	49.77	58.53	12.95	10.71	12.21	12.76	13.41									
Limited Review:																								
KY 01 - 02 Non-MSA Counties	64	5.43	18.13	3.39	14.45	11.86	19.56	28.81	47.86	55.93	7.03	0.00	9.09	5.56	7.61									
KY 03 - 04 Non-MSA Counties	229	19.44	27.36	7.59	17.75	12.50	19.45	24.11	35.43	55.80	6.13	4.41	3.92	4.66	7.96									

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

** As a percentage of loans with borrower income information available. No information was available for 2.29% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
KY 05 - 06 Non-MSA Counties	455	75.46	16.85	7.92	14.77	21.53	18.61	27.23	49.77	43.32	17.62	10.71	14.58	27.08	16.50	
Limited Review:																
KY 01 - 02 Non-MSA Counties	70	11.61	18.13	9.09	14.45	30.30	19.56	27.27	47.86	33.33	27.91	40.00	50.00	30.00	18.18	
KY 03 - 04 Non-MSA Counties	78	12.94	27.36	28.38	17.75	18.92	19.45	27.03	35.43	25.68	2.99	6.00	0.00	3.85	2.90	

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

** As a percentage of loans with borrower income information available. No information was available for 9.78% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
KY 05 - 06 Non-MSA Counties	1,515	67.72	16.85	4.01	14.77	10.88	18.61	19.17	49.77	65.94	17.68	15.63	18.28	16.17	18.13									
Limited Review:																								
KY 01 - 02 Non-MSA Counties	189	8.45	18.13	3.98	14.45	10.23	19.56	25.00	47.86	60.80	13.49	0.00	10.42	13.08	14.67									
KY 03 - 04 Non-MSA Counties	533	23.83	27.36	9.34	17.75	17.90	19.45	24.71	35.43	48.05	7.41	6.67	6.81	8.80	7.11									

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

** As a percentage of loans with borrower income information available. No information was available for 3.40% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: KENTUCKY					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share *	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
KY 05 - 06 Non-MSA Counties	1,131	45.77	75.19	71.53	75.33	13.88	10.79	4.15	9.87
Limited Review:									
KY 01 - 02 Non-MSA Counties	608	24.61	76.75	94.24	90.95	5.92	3.13	9.72	20.54
KY 03 - 04 Non-MSA Counties	732	29.62	72.17	85.11	84.15	9.97	5.87	3.52	6.71

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 4.65% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: KENTUCKY									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
KY 05 - 06 Non-MSA Counties	536	43.09	94.94	94.59	85.82	11.57	2.61	41.81	42.20
Limited Review:									
KY 01 - 02 Non-MSA Counties	562	45.18	91.83	98.04	94.48	4.09	1.42	43.58	43.75
KY 03 - 04 Non-MSA Counties	146	11.74	97.40	96.58	97.26	2.05	0.68	4.38	4.53

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.85% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: KENTUCKY									
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
KY 05 - 06 Non-MSA Counties	0	0	26	95	26	95	10.93	0	0
Limited Review:									
KY 01 - 02 Non-MSA Counties	0	0	20	27	20	27	3.11	0	0
KY 03 - 04 Non-MSA Counties	0	0	25	747	25	747	85.96	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: KENTUCKY																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
KY 05 - 06 Non-MSA Counties	68.22	16	55	0.00	18.75	43.75	37.50	0	2	0	- 1	0	- 1	0.00	5.95	48.58	45.47
Limited Review:																	
KY 01 - 02 Non-MSA Counties	6.49	3	10	0.00	0.00	66.67	33.33	0	1	0	0	- 1	0	0.00	0.00	62.45	37.55
KY 03 - 04 Non-MSA Counties	25.29	10	34	0.00	20.00	70.00	10.00	0	2	0	0	- 2	0	1.97	27.14	61.63	9.27

Table 1. Lending Volume

LENDING VOLUME												
Geography: LOUISIANA												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
LA 01 - Part of Baton Rouge, LA MSA 0760	70.01	2,560	270,627	987	115,520	2	22	8	6,166	3,557	392,335	83.11
Limited Review:												
LA 02 - Part of Houma, LA MSA 3350	7.36	314	23,313	59	5,885	1	36	0	0	374	29,234	7.06
LA 03 - Part of New Orleans, LA MSA 5560	22.63	988	106,001	157	22,503	3	401	2	496	1,150	129,401	9.83

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	1,114	64.65	7.11	1.71	16.90	8.08	37.97	42.82	38.03	47.40	3.25	0.88	1.77	3.25	3.66									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	100	5.80	0.00	0.00	2.08	4.00	90.80	73.00	7.12	23.00	2.39	0.00	14.29	2.10	2.11									
LA 03 - Part of New Orleans, LA MSA 5560	509	29.54	0.00	0.00	11.72	5.70	48.23	45.58	40.05	48.72	2.43	0.00	4.84	2.57	2.16									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	335	80.34	7.11	4.48	16.90	10.45	37.97	33.73	38.03	51.34	4.22	4.62	3.30	3.01	5.89									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	47	11.27	0.00	0.00	2.08	4.26	90.80	82.98	7.12	12.77	1.53	0.00	25.00	1.45	0.00									
LA 03 - Part of New Orleans, LA MSA 5560	35	8.39	0.00	0.00	11.72	17.14	48.23	40.00	40.05	42.86	0.61	0.00	0.00	0.84	0.42									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	1,100	64.29	7.11	1.64	16.90	6.00	37.97	32.64	38.03	59.73	3.84	2.13	2.52	3.28	4.60									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	167	9.76	0.00	0.00	2.08	1.80	90.80	86.23	7.12	11.98	3.76	0.00	0.00	3.61	5.42									
LA 03 - Part of New Orleans, LA MSA 5560	444	25.95	0.00	0.00	11.72	6.53	48.23	39.86	40.05	53.60	1.92	0.00	2.67	1.84	1.93									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	11	100.00	19.53	81.82	17.49	9.09	37.07	9.09	25.92	0.00	16.18	40.91	20.00	3.23	0.00									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	0	0.00	0.00	0.00	4.35	0.00	77.21	0.00	18.44	0.00	0.00	0.00	0.00	0.00	0.00									
LA 03 - Part of New Orleans, LA MSA 5560	0	0.00	0.00	0.00	15.54	0.00	18.92	0.00	65.54	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	987	82.04	10.50	7.90	15.80	6.59	37.30	29.89	36.41	55.62	2.54	4.92	1.86	1.98	3.16									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	59	4.90	0.00	0.00	6.02	5.36	83.58	78.57	9.09	16.07	0.80	0.00	0.00	0.75	1.09									
LA 03 - Part of New Orleans, LA MSA 5560	157	13.05	0.00	0.00	17.41	14.01	41.28	26.11	41.31	59.87	0.75	0.00	0.74	0.54	1.03									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: LOUISIANA															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
LA 01 - Part of Baton Rouge, LA MSA 0760	2	33.33	4.97	0.00	12.57	0.00	34.82	50.00	47.64	50.00	4.35	0.00	0.00	0.00	11.11
Limited Review:															
LA 02 - Part of Houma, LA MSA 3350	1	16.67	0.00	0.00	3.31	0.00	88.43	100.00	7.44	0.00	0.00	0.00	0.00	0.00	0.00
LA 03 - Part of New Orleans, LA MSA	3	50.00	0.00	0.00	13.67	0.00	55.40	33.33	30.94	66.67	5.56	0.00	0.00	0.00	14.29

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	1,114	64.65	23.38	11.89	15.56	27.26	19.73	21.96	41.33	38.88	3.90	3.79	4.19	3.22	4.20									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	100	5.80	24.52	3.03	15.49	9.09	20.02	24.24	39.97	63.64	2.58	0.00	2.11	2.00	3.26									
LA 03 - Part of New Orleans, LA MSA 5560	509	29.54	18.35	12.07	13.56	23.14	18.93	21.93	49.17	42.86	2.70	7.31	4.51	2.72	1.79									

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 1.97% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
LA 01 - Part of Baton Rouge, LA MSA 0760	335	80.34	23.38	6.73	15.56	22.76	19.73	25.96	41.33	44.55	4.24	4.44	5.05	4.39	3.80	
Limited Review:																
LA 02 - Part of Houma, LA MSA 3350	47	11.27	24.52	7.14	15.49	4.76	20.02	30.95	39.97	57.14	1.59	0.00	0.00	2.26	1.86	
LA 03 - Part of New Orleans, LA MSA 5560	35	8.39	18.35	2.94	13.56	17.65	18.93	35.29	49.17	44.12	0.63	0.00	1.22	1.19	0.31	

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 6.95% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: LOUISIANA					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
LA 01 - Part of Baton Rouge, LA MSA 0760	1,100	64.29	23.38	4.89	15.56	11.01	19.73	22.01	41.33	62.09	4.38	2.59	3.62	3.85	5.01									
Limited Review:																								
LA 02 - Part of Houma, LA MSA 3350	167	9.76	24.52	5.06	15.49	9.49	20.02	27.85	39.97	57.59	3.74	4.05	3.43	4.34	3.59									
LA 03 - Part of New Orleans, LA MSA 5560	444	25.95	18.35	3.68	13.56	13.56	18.93	23.45	49.17	59.31	2.31	2.68	2.55	2.90	2.08									

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 3.21% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: LOUISIANA				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share *	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
LA 01 - Part of Baton Rouge, LA MSA 0760	987	82.04	57.25	68.79	73.25	13.58	13.17	2.54	4.61
Limited Review:									
LA 02 - Part of Houma, LA MSA 3350	59	4.90	60.25	77.97	76.27	10.17	13.56	0.80	1.73
LA 03 - Part of New Orleans, LA MSA 5560	157	13.05	62.41	66.88	61.78	17.20	21.02	0.75	1.59

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 7.48% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: LOUISIANA									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
LA 01 - Part of Baton Rouge, LA MSA 0760	2	33.33	87.96	100.00	100.00	0.00	0.00	4.35	5.00
Limited Review:									
LA 02 - Part of Houma, LA MSA 3350	1	16.67	92.56	100.00	100.00	0.00	0.00	0.00	0.00
LA 03 - Part of New Orleans, LA MSA 5560	3	50.00	88.49	100.00	33.33	66.67	0.00	5.56	6.25

* Based on 2002 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 - 2003).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: LOUISIANA		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
LA 01 - Part of Baton Rouge, LA MSA 0760	2	1,148	42	157	44	1,305	99.16	0	0
Limited Review:									
LA 02 - Part of Houma, LA MSA 3350	0	0	10	4	10	4	0.30	0	0
LA 03 - Part of New Orleans, LA MSA 5560	0	0	9	7	9	7	0.53	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: LOUISIANA																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
LA 01 - Part of Baton Rouge, LA MSA 0760	83.11	18	78	11.11	11.11	11.11	66.67	2	0	0	0	1	1	12.28	17.66	37.68	32.38
Limited Review:																	
LA 02 - Part of Houma, LA MSA 3350	7.06	2	9	0.00	0.00	100.00	0.00	0	2	0	0	-2	0	0.00	2.92	88.85	7.50
LA 03 - Part of New Orleans, LA MSA 5560	9.83	3	13	0.00	0.00	33.33	66.67	0	0	0	0	0	0	0.00	13.69	44.88	41.43

Table 1. Lending Volume

LENDING VOLUME												
Geography: MISSISSIPPI												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
MS 01 - 09 Non-MSA Counties	15.53	2,003	119,790	3,061	131,168	1,088	85,428	25	17,993	6,177	354,379	17.88
MS 02 - Jackson, MS MSA 3560	15.05	4,618	394,067	1,230	125,103	119	7,996	22	16,246	5,989	543,412	15.59
Limited Review:												
MS 04 - 03 Non-MSA Counties	3.21	929	62,961	281	10,877	68	1,911	0	0	1,278	75,749	3.84
MS 06 - 06 Non-MSA Counties	9.58	2,059	127,024	917	38,055	833	34,432	2	29	3,811	199,540	8.85
MS 07 - Hattiesburg, MS MSA 3285	4.05	1,200	100,612	373	35,178	35	1,310	5	4,316	1,613	141,416	7.87
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	15.58	5,230	442,218	942	46,847	23	1,399	2	1,028	6,197	491,492	9.18
MS 10 - 06 Non-MSA Counties	9.47	2,217	166,425	1,211	66,393	332	10,868	6	3,436	3,766	247,122	10.69
MS 11 - 04 Non-MSA Counties	7.80	1,405	91,267	1,054	25,897	640	10,885	3	749	3,102	128,798	6.86
MS 12 - 11 Non-MSA Counties	19.73	3,575	243,709	2,960	115,611	1,307	59,070	7	3,440	7,849	421,830	19.25

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MS 01 - 09 Non-MSA Counties	619	7.20	3.41	1.62	35.11	17.29	37.50	35.38	23.98	45.72	13.12	23.81	9.98	12.00	15.65									
MS 02 - Jackson, MS MSA 3560	2,613	30.39	9.07	2.41	16.09	10.79	37.70	42.98	37.14	43.82	7.01	10.63	6.53	6.80	7.07									
Limited Review:																								
MS 04 - 03 Non-MSA Counties	307	3.57	0.00	0.00	22.67	13.03	74.29	78.18	3.04	8.79	13.02	0.00	11.38	12.04	28.57									
MS 06 - 06 Non-MSA Counties	648	7.54	0.00	0.00	7.80	2.93	80.51	68.52	11.69	28.55	12.83	0.00	5.93	12.41	15.89									
MS 07 - Hattiesburg, MS MSA 3285	373	4.34	9.36	3.22	7.21	4.02	58.82	46.38	24.62	46.38	6.33	4.62	5.06	5.58	7.53									
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	1,857	21.60	1.68	0.48	13.54	7.97	66.51	68.87	18.27	22.67	8.84	3.92	11.58	9.00	8.02									
MS 10 - 06 Non-MSA Counties	507	5.90	0.00	0.00	1.11	1.78	68.51	55.23	30.39	43.00	8.85	0.00	2.33	9.74	8.09									
MS 11 - 04 Non-MSA Counties	538	6.26	1.20	0.19	11.55	4.65	55.86	39.22	31.40	55.95	12.96	0.00	8.47	13.57	13.43									
MS 12 - 11 Non-MSA Counties	1,135	13.20	0.00	0.00	8.71	5.81	62.08	58.24	29.21	35.95	16.14	0.00	13.87	19.35	13.09									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total*	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MS 01 - 09 Non-MSA Counties	457	16.67	3.41	6.56	35.11	33.04	37.50	34.35	23.98	26.04	15.35	20.00	13.04	14.51	20.51									
MS 02 - Jackson, MS MSA 3560	347	12.66	9.07	6.63	16.09	15.85	37.70	40.35	37.14	37.18	2.76	2.53	0.67	3.45	2.90									
Limited Review:																								
MS 04 - 03 Non-MSA Counties	158	5.76	0.00	0.00	22.67	23.42	74.29	72.78	3.04	3.80	9.77	0.00	26.19	7.03	11.11									
MS 06 - 06 Non-MSA Counties	301	10.98	0.00	0.00	7.80	4.32	80.51	93.02	11.69	2.66	5.60	0.00	1.72	6.92	0.93									
MS 07 - Hattiesburg, MS MSA 3285	98	3.58	9.36	7.14	7.21	6.12	58.82	54.08	24.62	32.65	3.10	10.53	5.26	1.47	4.94									
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	332	12.11	1.68	1.51	13.54	14.46	66.51	68.67	18.27	15.36	2.62	10.00	2.49	2.80	1.40									
MS 10 - 06 Non-MSA Counties	269	9.81	0.00	0.00	1.11	2.23	68.51	66.54	30.39	31.23	5.34	0.00	10.00	6.60	3.48									
MS 11 - 04 Non-MSA Counties	260	9.49	1.20	0.00	11.55	1.15	55.86	73.08	31.40	25.77	12.59	0.00	6.45	15.94	10.10									
MS 12 - 11 Non-MSA Counties	519	18.93	0.00	0.00	8.71	5.39	62.08	70.13	29.21	24.47	8.46	0.00	3.57	9.03	8.44									

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MISSISSIPPI				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*												
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp								
Full Review:																							
MS 01 - 09 Non-MSA Counties	922	7.77	3.41	3.15	35.11	21.91	37.50	34.27	23.98	40.67	16.50	27.08	15.62	12.50	22.02								
MS 02 - Jackson, MS MSA 3560	1,656	13.96	9.07	2.66	16.09	9.42	37.70	33.88	37.14	54.05	6.70	6.12	8.21	6.83	6.41								
Limited Review:																							
MS 04 - 03 Non-MSA Counties	464	3.91	0.00	0.00	22.67	14.66	74.29	81.68	3.04	3.66	18.90	0.00	14.62	19.92	17.24								
MS 06 - 06 Non-MSA Counties	1,109	9.35	0.00	0.00	7.80	4.96	80.51	78.81	11.69	16.23	14.95	0.00	16.57	15.60	12.06								
MS 07 - Hattiesburg, MS MSA 3285	722	6.09	9.36	2.49	7.21	4.02	58.82	54.29	24.62	39.20	11.19	2.11	8.72	11.87	11.19								
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	3,036	25.60	1.68	0.30	13.54	7.08	66.51	70.62	18.27	21.97	13.45	1.85	11.19	14.17	12.35								
MS 10 - 06 Non-MSA Counties	1,436	12.11	0.00	0.00	1.11	2.79	68.51	71.03	30.39	26.18	13.74	0.00	16.50	16.77	9.25								
MS 11 - 04 Non-MSA Counties	607	5.12	1.20	0.00	11.55	3.29	55.86	45.47	31.40	51.24	13.24	0.00	4.10	13.47	14.30								
MS 12 - 11 Non-MSA Counties	1,909	16.09	0.00	0.00	8.71	5.03	62.08	61.50	29.21	33.47	17.96	0.00	16.95	20.87	14.63								

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															
Geography: MISSISSIPPI															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
MS 01 - 09 Non-MSA Counties	5	13.51	11.18	0.00	39.27	20.00	21.71	40.00	27.84	40.00	28.57	0.00	50.00	100.00	0.00
MS 02 - Jackson, MS MSA 3560	2	5.41	17.61	0.00	15.39	0.00	29.67	50.00	37.32	50.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
MS 04 - 03 Non-MSA Counties	0	0.00	0.00	0.00	22.56	0.00	61.03	0.00	16.41	0.00	0.00	0.00	0.00	0.00	0.00
MS 06 - 06 Non-MSA Counties	1	2.70	0.00	0.00	19.15	0.00	56.33	100.00	24.52	0.00	25.00	0.00	0.00	33.33	0.00
MS 07 - Hattiesburg, MS MSA 3285	7	18.92	32.00	0.00	3.10	0.00	41.19	57.14	23.71	42.86	15.38	0.00	0.00	16.67	14.29
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	5	13.51	4.61	0.00	14.38	0.00	67.27	80.00	13.74	20.00	5.77	0.00	0.00	5.00	25.00
MS 10 - 06 Non-MSA Counties	5	13.51	0.00	0.00	18.31	20.00	22.97	60.00	58.72	20.00	6.25	0.00	50.00	0.00	0.00
MS 11 - 04 Non-MSA Counties	0	0.00	1.26	0.00	31.88	0.00	27.61	0.00	39.24	0.00	0.00	0.00	0.00	0.00	0.00
MS 12 - 11 Non-MSA Counties	12	32.43	0.00	0.00	17.69	0.00	52.95	50.00	29.36	50.00	22.22	0.00	0.00	27.27	21.43

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
MS 01 - 09 Non-MSA Counties	3,061	25.45	3.70	5.23	39.99	27.51	26.70	32.05	29.61	35.22	10.16	9.95	10.74	7.24	16.61	
MS 02 - Jackson, MS MSA 3560	1,230	10.23	24.78	11.95	13.70	5.93	28.93	37.48	32.58	44.63	1.76	1.90	1.01	2.15	1.85	
Limited Review:																
MS 04 - 03 Non-MSA Counties	281	2.34	0.00	0.00	20.13	13.88	73.31	82.56	6.57	3.56	2.29	0.00	1.98	2.51	1.60	
MS 06 - 06 Non-MSA Counties	917	7.62	0.00	0.00	18.19	5.23	67.68	89.86	14.13	4.91	4.09	0.00	1.89	5.28	0.95	
MS 07 - Hattiesburg, MS MSA 3285	373	3.10	12.07	7.24	5.74	4.83	43.46	45.84	38.73	42.09	3.15	2.64	4.57	3.01	3.66	
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	942	7.83	6.00	0.85	21.18	18.26	54.10	67.20	18.73	13.69	2.01	0.27	3.99	1.99	1.83	
MS 10 - 06 Non-MSA Counties	1,211	10.07	0.00	0.00	2.32	1.82	48.71	71.59	48.97	26.59	3.46	0.00	6.17	5.64	1.66	
MS 11 - 04 Non-MSA Counties	1,054	8.76	4.42	0.28	41.03	5.50	19.34	63.47	35.22	30.74	4.44	0.00	3.09	4.42	7.25	
MS 12 - 11 Non-MSA Counties	2,960	24.61	0.00	0.00	12.55	5.37	55.93	69.29	31.52	25.34	8.33	0.00	3.90	11.61	5.66	

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: MISSISSIPPI															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
MS 01 - 09 Non-MSA Counties	1,088	24.48	0.24	0.64	45.27	42.92	34.53	42.56	19.95	13.88	20.20	0.00	28.61	14.33	22.76
MS 02 - Jackson, MS MSA 3560	119	2.68	12.41	5.04	23.72	12.61	36.13	44.54	27.74	37.82	3.20	2.63	6.52	1.10	5.93
Limited Review:															
MS 04 - 03 Non-MSA Counties	68	1.53	0.00	0.00	18.39	14.71	80.46	82.35	1.15	2.94	3.13	0.00	0.00	3.42	14.29
MS 06 - 06 Non-MSA Counties	833	18.74	0.00	0.00	8.29	0.24	85.37	99.40	6.34	0.36	22.43	0.00	5.00	22.94	0.00
MS 07 - Hattiesburg, MS MSA 3285	35	0.79	4.47	2.86	8.94	2.86	57.54	91.43	29.05	2.86	6.21	0.00	14.29	6.67	0.00
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	23	0.52	3.20	0.00	13.60	21.74	61.60	69.57	21.60	8.70	3.28	0.00	0.00	4.44	0.00
MS 10 - 06 Non-MSA Counties	332	7.47	0.00	0.00	0.74	0.30	70.12	86.45	29.14	13.25	10.48	0.00	0.00	12.21	3.54
MS 11 - 04 Non-MSA Counties	640	14.40	5.97	0.00	10.45	3.13	31.34	86.41	52.24	10.47	17.10	0.00	3.08	18.76	13.79
MS 12 - 11 Non-MSA Counties	1,307	29.40	0.00	0.00	6.67	1.22	69.72	83.47	23.61	15.30	20.55	0.00	4.81	23.94	15.14

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families** *	% BANK Loans*** *	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MS 01 - 09 Non-MSA Counties	619	7.20	30.16	4.19	15.53	14.43	15.95	26.01	38.37	55.37	14.72	10.74	13.61	15.13	15.57	
MS 02 - Jackson, MS MSA 3560	2,613	30.39	23.98	30.55	15.36	30.75	20.29	18.73	40.38	19.97	7.55	8.69	8.43	7.66	6.37	
Limited Review:																
MS 04 - 03 Non-MSA Counties	307	3.57	26.59	5.63	16.81	14.57	17.56	30.13	39.04	49.67	13.68	11.11	10.90	16.06	13.71	
MS 06 - 06 Non-MSA Counties	648	7.54	22.91	4.29	17.63	15.36	19.22	27.86	40.24	52.50	11.58	8.85	10.24	10.00	13.62	
MS 07 - Hattiesburg, MS MSA 3285	373	4.34	24.26	6.80	16.11	15.30	18.07	25.78	41.56	52.12	6.30	4.35	5.66	8.42	5.85	
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	1,857	21.60	22.09	5.65	17.19	18.04	21.07	26.94	39.65	49.37	9.67	7.69	10.39	8.86	10.15	
MS 10 - 06 Non-MSA Counties	507	5.90	17.40	2.42	15.15	9.88	19.41	21.77	48.04	65.93	9.68	11.29	7.14	10.91	9.73	
MS 11 - 04 Non-MSA Counties	538	6.26	22.19	5.48	14.70	12.67	18.60	23.82	44.51	58.03	14.72	7.58	8.22	14.14	18.12	
MS 12 - 11 Non-MSA Counties	1,135	13.20	22.07	3.89	15.09	16.47	18.03	25.34	44.81	54.30	18.18	20.59	20.30	20.31	16.40	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 4.65% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families** *	% BANK Loans*** *	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MS 01 - 09 Non-MSA Counties	457	16.67	30.16	10.62	15.53	20.94	15.95	25.96	38.37	42.48	12.19	9.52	12.31	8.60	14.91	
MS 02 - Jackson, MS MSA 3560	347	12.66	23.98	18.11	15.36	18.90	20.29	25.20	40.38	37.80	2.56	5.19	2.48	2.42	1.60	
Limited Review:																
MS 04 - 03 Non-MSA Counties	158	5.76	26.59	7.19	16.81	17.27	17.56	15.83	39.04	59.71	8.27	4.55	12.50	4.62	8.66	
MS 06 - 06 Non-MSA Counties	301	10.98	22.91	18.75	17.63	18.75	19.22	23.75	40.24	38.75	5.12	5.13	7.58	5.24	3.97	
MS 07 - Hattiesburg, MS MSA 3285	98	3.58	24.26	12.94	16.11	23.53	18.07	21.18	41.56	42.35	2.87	5.88	5.36	2.90	1.29	
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	332	12.11	22.09	9.72	17.19	17.36	21.07	29.86	39.65	43.06	2.25	1.88	2.62	2.15	2.24	
MS 10 - 06 Non-MSA Counties	269	9.81	17.40	6.61	15.15	13.22	19.41	15.70	48.04	64.46	5.32	4.55	8.33	7.29	4.18	
MS 11 - 04 Non-MSA Counties	260	9.49	22.19	11.76	14.70	19.00	18.60	23.98	44.51	45.25	9.77	8.82	16.28	8.93	8.13	
MS 12 - 11 Non-MSA Counties	519	18.93	22.07	9.68	15.09	17.74	18.03	28.34	44.81	44.24	7.60	4.04	8.13	13.69	5.48	

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 18.21% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: MISSISSIPPI															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
MS 01 - 09 Non-MSA Counties	922	7.77	30.16	3.60	15.53	9.57	15.95	26.69	38.37	60.14	18.30	10.08	13.04	24.96	17.43
MS 02 - Jackson, MS MSA 3560	1,656	13.96	23.98	6.45	15.36	19.21	20.29	25.06	40.38	49.28	6.08	4.59	7.15	6.47	5.75
Limited Review:															
MS 04 - 03 Non-MSA Counties	464	3.91	26.59	0.90	16.81	10.11	17.56	21.12	39.04	67.87	20.04	0.00	13.97	22.71	21.29
MS 06 - 06 Non-MSA Counties	1,109	9.35	22.91	5.58	17.63	12.92	19.22	23.51	40.24	57.99	16.16	15.52	14.64	16.69	16.36
MS 07 - Hattiesburg, MS MSA 3285	722	6.09	24.26	6.64	16.11	15.08	18.07	25.34	41.56	52.94	11.34	15.38	13.76	14.42	9.51
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	3,036	25.60	22.09	6.36	17.19	16.54	21.07	27.31	39.65	49.79	15.02	14.53	15.79	16.73	13.99
MS 10 - 06 Non-MSA Counties	1,436	12.11	17.40	2.85	15.15	11.18	19.41	20.37	48.04	65.60	15.98	14.89	20.41	17.41	15.04
MS 11 - 04 Non-MSA Counties	607	5.12	22.19	3.43	14.70	8.84	18.60	23.47	44.51	64.26	13.68	11.11	11.17	15.09	13.83
MS 12 - 11 Non-MSA Counties	1,909	16.09	22.07	3.26	15.09	12.57	18.03	23.01	44.81	61.15	20.13	15.43	25.51	22.45	18.76

* Based on 2002 Peer Mortgage Data: Southeast Region 1.

** As a percentage of loans with borrower income information available. No information was available for 6.32% of loans originated and purchased by BANK.

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MISSISSIPPI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MS 01 - 09 Non-MSA Counties	3,061	25.45	57.02	84.19	91.57	5.33	3.10	10.16	13.08
MS 02 - Jackson, MS MSA 3560	1,230	10.23	58.26	69.35	77.07	11.30	11.63	1.76	2.08
Limited Review:									
MS 04 - 03 Non-MSA Counties	281	2.34	60.20	81.14	91.81	5.69	2.49	2.29	3.30
MS 06 - 06 Non-MSA Counties	917	7.62	60.61	77.64	91.82	4.91	3.27	4.09	5.38
MS 07 - Hattiesburg, MS MSA 3285	373	3.10	59.36	80.16	79.89	7.77	12.33	3.15	5.09
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	942	7.83	61.34	85.56	88.96	6.79	4.25	2.01	3.39
MS 10 - 06 Non-MSA Counties	1,211	10.07	59.22	84.97	88.11	6.44	5.45	3.46	4.80
MS 11 - 04 Non-MSA Counties	1,054	8.76	58.84	88.99	96.30	2.18	1.52	4.44	6.45
MS 12 - 11 Non-MSA Counties	2,960	24.61	60.15	86.62	92.60	4.70	2.70	8.33	10.07

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.59% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: MISSISSIPPI									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share *	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MS 01 - 09 Non-MSA Counties	1,088	24.48	87.43	83.36	76.56	14.89	8.55	20.20	21.57
MS 02 - Jackson, MS MSA 3560	119	2.68	89.23	91.60	79.83	17.65	2.52	3.20	3.23
Limited Review:									
MS 04 - 03 Non-MSA Counties	68	1.53	91.57	91.18	94.12	5.88	0.00	3.13	3.65
MS 06 - 06 Non-MSA Counties	833	18.74	90.00	90.76	89.92	5.04	5.04	22.43	22.02
MS 07 - Hattiesburg, MS MSA 3285	35	0.79	84.36	100.00	97.14	2.86	0.00	6.21	6.92
MS 09 - Biloxi-Gulfport- Pascagoula, MS MSA 0920	23	0.52	89.60	91.30	82.61	13.04	4.35	3.28	4.08
MS 10 - 06 Non-MSA Counties	332	7.47	93.33	90.06	93.98	4.82	1.20	10.48	10.25
MS 11 - 04 Non-MSA Counties	640	14.40	89.55	95.31	97.19	2.19	0.63	17.10	16.69
MS 12 - 11 Non-MSA Counties	1,307	29.40	91.17	90.59	90.05	6.89	3.06	20.55	20.25

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 5.29% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: MISSISSIPPI									
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
MS 01 - 09 Non-MSA Counties	5	206	18	1,036	23	1,242	13.22	0	0
MS 02 - Jackson, MS MSA 3560	8	2,034	54	224	62	2,258	24.03	0	0
Limited Review:									
MS 04 - 03 Non-MSA Counties	2	1	1	2	3	3	0.03	0	0
MS 06 - 06 Non-MSA Counties	3	37	8	9	11	46	0.49	0	0
MS 07 - Hattiesburg, MS MSA 3285	3	47	15	100	18	147	1.56	0	0
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	3	26	8	16	11	42	0.45	0	0
MS 10 - 06 Non-MSA Counties	2	1	27	5,615	29	5,616	59.76	0	0
MS 11 - 04 Non-MSA Counties	2	1	5	4	7	5	0.05	0	0
MS 12 - 11 Non-MSA Counties	2	1	13	38	15	39	0.41	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MISSISSIPPI																	
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
MS 01 - 09 Non-MSA Counties	17.88	22	20	4.55	36.36	27.27	31.82	0	6	-1	-3	-2	0	5.20	41.12	34.10	19.58
MS 02 - Jackson, MS MSA 3560	15.59	19	17	15.79	5.26	36.84	42.11	1	2	0	-1	0	0	15.18	18.33	34.18	32.31
Limited Review:																	
MS 04 - 03 Non-MSA Contiguous Counties	3.84	4	4	0.00	25.00	50.00	25.00	0	1	0	0	-1	0	0.00	23.90	73.10	3.00
MS 06 - 06 Non-MSA Contiguous Counties	8.85	9	8	0.00	22.22	66.67	11.11	0	2	0	0	-2	0	0.00	9.57	78.90	11.52
MS 07 - Hattiesburg, MS MSA 3285	7.87	5	5	20.00	0.00	20.00	60.00	0	0	0	0	0	0	17.42	6.76	52.17	23.64
MS 09 - Biloxi-Gulfport-Pascagoula, MS MSA 0920	9.18	10	9	10.00	10.00	60.00	20.00	0	2	0	-1	0	-1	2.41	17.27	64.89	15.38
MS 10 - 06 Non-MSA Contiguous Counties	10.69	10	9	0.00	10.00	50.00	40.00	0	2	0	0	-1	-1	0.00	4.61	63.47	31.91
MS 11 - 04 Non-MSA Contiguous Counties	6.86	9	8	0.00	22.22	66.67	11.11	0	2	0	0	-2	0	2.19	15.35	53.06	29.41
MS 12 - 11 Non-MSA Contiguous Counties	19.25	21	19	0.00	4.76	71.43	23.81	1	3	0	-2	-1	1	0.00	11.27	60.59	28.15

Table 1. Lending Volume

LENDING VOLUME		Geography: MISSOURI				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
MO 04 - Columbia, MO MSA 1740	12.60	1,259	133,063	231	26,367	10	837	4	3,179	1,504	163,446	7.50
MO 05 - Part Springfield, MO MSA 7920	11.60	1,010	90,192	358	35,932	17	1,817	0	0	1,385	127,941	10.73
Limited Review:												
MO 02 - 09 Non-MSA Counties	50.93	1,600	112,684	2,298	100,413	2,178	112,887	3	1,194	6,079	327,178	52.72
MO 06 - 03 Non-MSA Counties	2.48	248	18,195	29	3,921	19	630	0	0	296	22,746	3.85
MO 07 - 01 Non-MSA County	2.03	145	9,492	79	3,839	18	646	0	0	242	13,977	4.21
MO 08 - 01 Non-MSA County	5.69	394	40,233	275	33,054	9	375	1	122	679	73,784	7.57
MO 09 - 09 Non-MSA Counties	14.66	1,666	134,539	77	12,444	7	484	0	0	1,750	147,467	13.41

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MO 04 - Columbia, MO MSA 1740	467	22.32	2.42	1.71	10.30	11.56	63.43	67.88	23.85	18.84	5.62	0.00	7.99	5.18	6.24									
MO 05 - Part of Springfield, MO MSA 7920	318	15.20	0.05	0.31	16.68	9.12	60.93	74.21	22.34	16.35	1.22	0.00	1.10	1.37	0.86									
Limited Review:																								
MO 02 - 09 Non-MSA Counties	429	20.51	0.00	0.00	11.06	6.53	55.78	57.11	33.17	36.36	5.69	0.00	9.29	7.04	4.09									
MO 06 - 03 Non-MSA Counties	101	4.83	0.00	0.00	10.28	12.87	89.72	87.13	0.00	0.00	2.52	0.00	5.38	2.11	0.00									
MO 07 - 01 Non-MSA County	51	2.44	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.83	0.00	0.00	1.83	0.00									
MO 08 - 01 Non-MSA County	172	8.22	0.00	0.00	12.37	5.81	59.99	38.37	27.64	55.81	4.82	0.00	3.90	4.28	5.57									
MO 09 - 09 Non-MSA Counties	554	26.48	0.46	0.18	0.00	0.00	55.58	34.12	43.96	65.70	8.42	0.00	0.00	5.22	12.91									

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

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MISSOURI				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002						Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
MO 04 - Columbia, MO MSA 1740	38	7.28	2.42	0.00	10.30	21.05	63.43	55.26	23.85	23.68	4.00	0.00	12.50	1.12	7.14	
MO 05 - Part of Springfield, MO MSA 7920	59	11.30	0.05	0.00	16.68	6.78	60.93	83.05	22.34	10.17	1.04	0.00	0.00	1.62	0.00	
Limited Review:																
MO 02 - 09 Non-MSA Counties	242	46.36	0.00	0.00	11.06	6.61	55.78	60.74	33.17	32.64	15.85	0.00	20.00	18.13	12.84	
MO 06 - 03 Non-MSA Counties	17	3.26	0.00	0.00	10.28	0.00	89.72	100.00	0.00	0.00	1.08	0.00	0.00	1.28	0.00	
MO 07 - 01 Non-MSA County	14	2.68	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MO 08 - 01 Non-MSA County	23	4.41	0.00	0.00	12.37	13.04	59.99	43.48	27.64	43.48	2.04	0.00	0.00	2.56	0.00	
MO 09 - 09 Non-MSA Counties	129	24.71	0.46	0.78	0.00	0.00	55.58	51.16	43.96	48.06	2.30	0.00	0.00	2.44	2.04	

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

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MO 04 - Columbia, MO MSA 1740	750	20.41	2.42	0.40	10.30	7.07	63.43	73.87	23.85	18.67	5.98	0.00	6.55	6.92	3.95									
MO 05 - Part of Springfield, MO MSA 7920	629	17.12	0.05	0.00	16.68	5.25	60.93	70.27	22.34	24.48	2.00	0.00	1.46	2.19	1.74									
Limited Review:																								
MO 02 - 09 Non-MSA Counties	912	24.82	0.00	0.00	11.06	2.63	55.78	50.44	33.17	46.93	10.18	0.00	3.32	11.74	9.41									
MO 06 - 03 Non-MSA Counties	130	3.54	0.00	0.00	10.28	7.69	89.72	92.31	0.00	0.00	2.83	0.00	2.07	2.93	0.00									
MO 07 - 01 Non-MSA County	79	2.15	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.42	0.00	0.00	3.42	0.00									
MO 08 - 01 Non-MSA County	196	5.33	0.00	0.00	12.37	8.16	59.99	42.86	27.64	48.98	6.77	0.00	9.17	5.28	8.41									
MO 09 - 09 Non-MSA Counties	979	26.64	0.46	0.41	0.00	0.00	55.58	41.27	43.96	58.32	10.29	22.22	0.00	7.28	13.87									

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

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MO 04 - Columbia, MO MSA 1740	4	12.12	24.73	0.00	37.73	25.00	27.90	50.00	9.64	25.00	12.50	0.00	16.67	0.00	100.00									
MO 05 - Part of Springfield, MO MSA 7920	4	12.12	5.75	0.00	28.02	50.00	56.39	50.00	9.84	0.00	2.22	0.00	0.00	4.00	0.00									
Limited Review:																								
MO 02 - 09 Non-MSA Counties	17	51.52	0.00	0.00	18.76	5.88	46.17	29.41	35.07	64.71	50.00	0.00	0.00	50.00	62.50									
MO 06 - 03 Non-MSA Counties	0	0.00	0.00	0.00	7.64	0.00	92.36	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
MO 07 - 01 Non-MSA County	1	3.03	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
MO 08 - 01 Non-MSA County	3	9.09	0.00	0.00	0.46	0.00	40.67	33.33	58.87	66.67	100.00	0.00	0.00	100.00	100.00									
MO 09 - 09 Non-MSA Counties	4	12.12	10.15	0.00	0.00	0.00	56.65	25.00	33.21	75.00	16.67	0.00	0.00	12.50	20.00									

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans						
Full Review:																
MO 04 - Columbia, MO MSA 1740	231	6.90	22.39	26.41	13.16	9.52	50.34	54.55	14.11	9.52	1.05	0.73	1.07	1.19	1.13	
MO 05 - Part of Springfield, MO MSA 7920	358	10.70	5.51	2.79	15.46	6.15	60.73	71.79	18.29	19.27	1.18	1.90	0.50	1.58	0.63	
Limited Review:																
MO 02 - 09 Non-MSA Counties	2,298	68.66	0.00	0.00	11.14	4.79	49.49	49.65	39.36	45.56	9.35	0.00	5.01	11.15	10.38	
MO 06 - 03 Non-MSA Counties	29	0.87	0.00	0.00	10.04	3.45	89.96	96.55	0.00	0.00	0.23	0.00	0.00	0.29	0.00	
MO 07 - 01 Non-MSA County	79	2.36	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.92	0.00	0.00	3.44	0.00	
MO 08 - 01 Non-MSA County	275	8.22	0.00	0.00	5.84	6.18	37.75	42.55	56.41	51.27	4.53	0.00	6.25	7.49	3.92	
MO 09 - 09 Non-MSA Counties	77	2.30	6.08	0.00	0.00	0.00	59.03	38.96	34.87	61.04	0.23	0.00	0.00	0.16	0.39	

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: MISSOURI															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
MO 04 - Columbia, MO MSA 1740	10	0.44	2.62	10.00	5.24	0.00	76.90	70.00	15.24	20.00	2.13	16.67	0.00	1.52	4.00
MO 05 - Part of Springfield, MO MSA 7920	17	0.75	0.56	0.00	7.06	0.00	70.34	82.35	22.03	17.65	0.70	0.00	0.00	0.80	0.00
Limited Review:															
MO 02 - 09 Non-MSA Counties	2,178	96.46	0.00	0.00	7.09	6.43	65.17	69.74	27.74	23.83	41.17	0.00	45.28	45.00	33.47
MO 06 - 03 Non-MSA Counties	19	0.84	0.00	0.00	13.16	0.00	86.84	100.00	0.00	0.00	0.65	0.00	0.00	0.69	0.00
MO 07 - 01 Non-MSA County	18	0.80	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MO 08 - 01 Non-MSA County	9	0.40	0.00	0.00	7.44	11.11	73.55	44.44	19.01	44.44	9.09	0.00	0.00	6.25	20.00
MO 09 - 09 Non-MSA Counties	7	0.31	0.39	0.00	0.00	0.00	60.09	71.43	39.52	28.57	0.24	0.00	0.00	0.18	0.40

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
MO 04 - Columbia, MO MSA 1740	467	22.32	19.20	11.89	18.49	27.97	23.20	30.84	39.11	29.30	6.06	6.71	7.59	4.98	5.53									
MO 05 - Part of Springfield, MO MSA 7920	318	15.20	17.63	10.40	18.31	19.13	24.54	28.19	39.51	42.28	1.46	1.22	1.00	1.77	1.71									
Limited Review:																								
MO 02 - 09 Non-MSA Counties	429	20.51	21.03	5.77	15.74	20.43	20.56	27.16	42.67	46.63	6.64	3.76	7.87	7.35	6.10									
MO 06 - 03 Non-MSA Counties	101	4.83	21.13	12.87	19.23	14.85	24.42	35.64	35.22	36.63	2.89	7.14	1.20	3.47	2.41									
MO 07 - 01 Non-MSA County	51	2.44	18.43	8.00	16.99	14.00	24.50	32.00	40.08	46.00	2.16	0.00	0.95	3.10	2.88									
MO 08 - 01 Non-MSA County	172	8.22	14.89	1.82	21.44	12.12	25.17	18.18	38.51	67.88	5.35	0.00	3.97	3.37	7.21									
MO 09 - 09 Non-MSA Counties	554	26.48	13.85	5.33	15.41	17.10	21.28	27.39	49.46	50.18	9.06	10.53	10.71	8.50	8.66									

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

** As a percentage of loans with borrower income information available. No information was available for 3.06% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families** *	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MO 04 - Columbia, MO MSA 1740	38	7.28	19.20	11.43	18.49	17.14	23.20	37.14	39.11	34.29	4.29	5.56	6.06	5.41	1.92	
MO 05 - Part of Springfield, MO MSA 7920	59	11.30	17.63	11.86	18.31	15.25	24.54	42.37	39.51	30.51	1.09	2.74	0.00	1.48	0.64	
Limited Review:																
MO 02 - 09 Non-MSA Counties	242	46.36	21.03	13.91	15.74	16.96	20.56	28.70	42.67	40.43	15.82	4.76	10.34	22.58	17.07	
MO 06 - 03 Non-MSA Counties	17	3.26	21.13	5.88	19.23	17.65	24.42	47.06	35.22	29.41	1.12	0.00	0.00	4.55	0.00	
MO 07 - 01 Non-MSA County	14	2.68	18.43	0.00	16.99	40.00	24.50	10.00	40.08	50.00	0.00	0.00	0.00	0.00	0.00	
MO 08 - 01 Non-MSA County	23	4.41	14.89	4.55	21.44	22.73	25.17	22.73	38.51	50.00	2.17	0.00	11.11	0.00	0.00	
MO 09 - 09 Non-MSA Counties	129	24.71	13.85	5.93	15.41	21.19	21.28	19.49	49.46	53.39	2.08	0.00	2.22	1.47	2.67	

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

** As a percentage of loans with borrower income information available. No information was available for 5.94% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MISSOURI					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families** *	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
MO 04 - Columbia, MO MSA 1740	750	20.41	19.20	7.98	18.49	19.61	23.20	31.93	39.11	40.48	6.49	5.56	8.19	6.98	5.74	
MO 05 - Part of Springfield, MO MSA 7920	629	17.12	17.63	6.10	18.31	17.80	24.54	29.32	39.51	46.78	2.43	2.07	2.21	2.29	2.67	
Limited Review:																
MO 02 - 09 Non-MSA Counties	912	24.82	21.03	3.46	15.74	13.84	20.56	27.46	42.67	55.25	12.32	9.05	12.63	13.59	11.94	
MO 06 - 03 Non-MSA Counties	130	3.54	21.13	3.15	19.23	14.96	24.42	29.13	35.22	52.76	3.46	1.68	3.08	4.29	3.46	
MO 07 - 01 Non-MSA County	79	2.15	18.43	12.00	16.99	10.67	24.50	20.00	40.08	57.33	4.01	6.67	1.46	2.07	5.83	
MO 08 - 01 Non-MSA County	196	5.33	14.89	5.52	21.44	12.71	25.17	27.62	38.51	54.14	7.44	9.21	6.63	8.33	7.07	
MO 09 - 09 Non-MSA Counties	979	26.64	13.85	2.44	15.41	13.68	21.28	22.80	49.46	61.08	12.81	7.69	11.62	12.46	13.52	

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

** As a percentage of loans with borrower income information available. No information was available for 4.05% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MISSOURI			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MO 04 - Columbia, MO MSA 1740	231	6.90	64.94	72.29	71.86	16.45	11.69	1.05	1.46
MO 05 - Part of Springfield, MO MSA 7920	358	10.70	63.42	80.45	73.74	15.36	10.89	1.18	2.74
Limited Review:									
MO 02 - 09 Non-MSA Counties	2,298	68.66	62.26	87.03	91.51	5.48	3.00	9.35	18.08
MO 06 - 03 Non-MSA Counties	29	0.87	67.83	75.86	68.97	13.79	17.24	0.23	0.55
MO 07 - 01 Non-MSA County	79	2.36	65.57	94.94	88.61	10.13	1.27	2.92	9.39
MO 08 - 01 Non-MSA County	275	8.22	66.04	85.09	70.91	15.27	13.82	4.53	9.57
MO 09 - 09 Non-MSA Counties	77	2.30	65.38	79.22	57.14	23.38	19.48	0.23	0.37

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.51% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: MISSOURI									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002									
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
MO 04 - Columbia, MO MSA 1740	10	0.44	95.71	80.00	70.00	20.00	10.00	2.13	2.23
MO 05 - Part of Springfield, MO MSA 7920	17	0.75	92.37	94.12	70.59	11.76	17.65	0.70	0.50
Limited Review:									
MO 02 - 09 Non-MSA Counties	2,178	96.46	95.31	95.73	84.71	11.71	3.58	41.17	43.64
MO 06 - 03 Non-MSA Counties	19	0.84	94.70	94.74	94.74	5.26	0.00	0.65	0.69
MO 07 - 01 Non-MSA County	18	0.80	94.84	100.00	94.44	5.56	0.00	0.00	0.00
MO 08 - 01 Non-MSA County	9	0.40	93.39	100.00	100.00	0.00	0.00	9.09	10.00
MO 09 - 09 Non-MSA Counties	7	0.31	97.36	85.71	71.43	28.57	0.00	0.24	0.25

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.90% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
			Geography: MISSOURI		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003				
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
MO 04 - Columbia, MO MSA 1740	7	316	6	12	13	328	6.74	0	0
MO 05 - Part Springfield, MO MSA 7920	7	1,281	7	2,128	14	3,409	70.09	0	0
Limited Review:									
MO 02 - 09 Non-MSA Counties	5	217	1	6	6	223	4.58	0	0
MO 06 - 03 Non-MSA Counties	0	0	0	0	0	0	0.00	0	0
MO 07 - 01 Non-MSA County	0	0	5	2	5	2	.04	0	0
MO 08 - 01 Non-MSA County	3	83	0	0	3	83	1.71	0	0
MO 09 - 09 Non-MSA Counties	4	812	3	8	7	819	16.84	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: MISSOURI																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
MO 04 - Columbia, MO MSA 1740	7.50	4	10	0.00	50.00	25.00	25.00	0	0	0	0	0	0	14.07	15.57	52.82	17.54
MO 05 - Part Springfield, MO MSA 7920	10.73	7	17	0.00	0.00	71.43	28.57	0	2	0	- 1	0	- 1	1.21	22.83	57.40	18.56
Limited Review:																	
MO 02 - 09 Non-MSA Contiguous Counties	52.72	17	41	0.00	11.76	41.18	47.06	0	5	0	0	- 5	0	0.00	12.83	56.23	30.94
MO 06 - 03 Non-Contiguous Counties	3.85	2	5	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	9.64	90.36	0.00
MO 07 - 01 Non-MSA County	4.21	2	5	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	0.00	100.00	0.00
MO 08 - 01 Non-MSA County	7.57	3	7	0.00	0.00	0.00	100.00	0	1	0	0	0	- 1	0.00	11.69	59.59	28.72
MO 09 - 09 Non-MSA Contiguous Counties	13.41	6	15	16.67	0.00	66.67	16.67	0	2	0	0	- 1	- 1	1.04	0.00	57.91	40.20

Table 1. Lending Volume

LENDING VOLUME												
Geography: TENNESSEE												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
TN 05 - Nashville, TN MSA 5360	29.52	6,550	806,094	1,778	183,867	162	7,024	33	4,759	8,490	996,985	30.88
TN 15 - 4 Non-MSA Counties	9.56	1,843	144,161	831	60,097	76	2,311	8	3,757	2,750	206,569	13.25
Limited Review:												
TN 02 - 09 Non-MSA Counties	17.08	2,709	172,603	1,524	90,656	688	43,130	3	922	4,921	306,389	14.06
TN 03 - Jackson, TN MSA 3580	7.31	1,311	105,959	648	58,309	145	11,039	4	950	2,104	175,307	7.84
TN 04 - 01 Non-MSA County	2.08	302	21,064	218	11,695	75	3,649	4	165	595	36,408	2.21
TN 06 - 02 Non-MSA Counties	1.40	141	6,210	123	4,584	140	3,685	0	0	404	14,479	1.36
TN 07 - 02 Non-MSA Counties	3.20	665	54,422	246	19,395	12	385	0	0	923	74,202	2.99
TN 08 - 08 Non-MSA Counties	11.51	1,435	102,061	1,441	82,339	440	14,966	2	1,256	3,316	199,366	12.77
TN 09 - Part of Chattanooga MSA 1560	4.61	1,029	98,040	288	38,416	7	1,406	5	2,749	1,324	137,862	2.09
TN 10 - 01 Non-MSA County	0.76	201	18,161	15	2,016	3	681	0	0	219	20,858	0.64
TN 11 - 02 Non-MSA Counties	0.86	104	7,288	97	3,389	45	598	1	50	246	11,275	0.58
TN 12 - Part of Knoxville MSA 3840	8.23	1,691	166,930	676	93,095	5	271	1	236	2,372	260,296	9.13
TN 13 - Part of TN-KY MSA 1660	2.50	390	36,615	269	27,310	61	2,678	2	290	720	66,603	0.72
TN 14 - 01 Non-MSA County	1.33	312	25,166	64	8,965	1	127	5	2,284	377	34,258	1.47

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TN 05 - Nashville, TN MSA 5360	2,813	40.49	1.79	0.96	16.01	13.33	57.68	56.13	24.52	29.58	2.81	2.54	3.64	2.49	3.21									
TN 15 - 4 Non-MSA Counties	619	8.91	0.00	0.00	7.46	6.30	71.84	73.51	20.70	20.19	8.07	0.00	10.28	7.94	7.97									
Limited Review:																								
TN 02 - 09 Non-MSA Counties	817	11.76	0.00	0.00	8.52	11.02	72.80	69.52	18.68	19.46	12.28	0.00	12.14	13.31	9.81									
TN 03 - Jackson, TN MSA 3580	426	6.13	4.82	2.11	12.43	4.93	44.06	29.58	38.69	63.38	6.99	5.56	8.00	7.95	6.57									
TN 04 - 01 Non-MSA County	75	1.08	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	10.61	0.00	0.00	10.61	0.00									
TN 06 - 02 Non-MSA Counties	41	0.59	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.37	0.00	0.00	3.43	0.00									
TN 07 - 02 Non-MSA Counties	303	4.36	0.00	0.00	0.00	0.00	58.20	57.76	41.80	42.24	6.40	0.00	0.00	10.94	4.19									
TN 08 - 08 Non-MSA Counties	475	6.84	0.00	0.00	5.88	2.95	71.23	87.58	22.88	9.47	6.45	0.00	10.26	7.91	2.06									
TN 09 - Part of Chattanooga MSA 1560	389	5.60	2.59	4.11	13.76	13.11	55.78	57.84	27.87	24.94	1.86	6.60	2.40	2.17	1.08									
TN 10 - 01 Non-MSA County	42	0.60	0.00	0.00	6.12	2.38	30.13	23.81	63.75	73.81	0.76	0.00	0.00	0.78	0.80									
TN 11 - 02 Non-MSA Counties	42	0.60	0.00	0.00	76.49	100.00	23.51	0.00	0.00	0.00	5.83	0.00	8.00	0.00	0.00									
TN 12 - Part of Knoxville MSA 3840	649	9.34	1.26	1.39	14.07	10.48	54.36	47.00	30.31	41.14	1.28	0.93	1.25	1.21	1.40									
TN 13 - Part of TN-KY MSA 1660	147	2.12	1.28	0.00	6.42	2.72	61.90	50.34	30.40	46.94	0.75	0.00	0.00	0.53	1.03									
TN 14 - 01 Non-MSA County	109	1.57	0.00	0.00	40.87	24.77	59.13	75.23	0.00	0.00	11.34	0.00	12.50	10.98	0.00									

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
TN 05 - Nashville, TN MSA 5360	306	19.79	1.79	1.63	16.01	13.73	57.68	66.34	24.52	17.97	1.50	5.00	0.86	1.76	0.64	
TN 15 - 4 Non-MSA Counties	174	11.25	0.00	0.00	7.46	6.90	71.84	79.89	20.70	13.22	8.99	0.00	9.09	10.24	4.84	
Limited Review:																
TN 02 - 09 Non-MSA Counties	363	23.48	0.00	0.00	8.52	9.09	72.80	76.03	18.68	14.88	9.51	0.00	13.33	9.12	9.00	
TN 03 - Jackson, TN MSA 3580	236	15.27	4.82	4.66	12.43	5.51	44.06	36.02	38.69	53.81	13.51	25.00	0.00	7.41	19.38	
TN 04 - 01 Non-MSA County	25	1.62	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.28	0.00	0.00	3.28	0.00	
TN 06 - 02 Non-MSA Counties	36	2.33	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	34.38	0.00	0.00	34.38	0.00	
TN 07 - 02 Non-MSA Counties	30	1.94	0.00	0.00	0.00	0.00	58.20	66.67	41.80	33.33	3.09	0.00	0.00	3.85	2.38	
TN 08 - 08 Non-MSA Counties	178	11.51	0.00	0.00	5.88	5.62	71.23	92.13	22.88	1.69	6.57	0.00	15.38	7.22	0.00	
TN 09 - Part of Chattanooga MSA 1560	36	2.33	2.59	5.56	13.76	33.33	55.78	47.22	27.87	13.89	0.50	0.00	0.60	0.45	0.65	
TN 10 - 01 Non-MSA County	8	0.52	0.00	0.00	6.12	12.50	30.13	12.50	63.75	75.00	0.00	0.00	0.00	0.00	0.00	
TN 11 - 02 Non-MSA Counties	9	0.58	0.00	0.00	76.49	66.67	23.51	33.33	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TN 12 - Part of Knoxville MSA 3840	118	7.63	1.26	0.00	14.07	14.41	54.36	59.32	30.31	26.27	0.91	0.00	1.47	0.76	0.92	
TN 13 - Part of TN-KY MSA 1660	20	1.29	1.28	0.00	6.42	0.00	61.90	65.00	30.40	35.00	0.85	0.00	0.00	1.04	0.68	
TN 14 - 01 Non-MSA County	7	0.45	0.00	0.00	40.87	14.29	59.13	85.71	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															
Geography: TENNESSEE															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
TN 05 - Nashville, TN MSA 5360	3,419	33.74	1.79	0.88	16.01	9.71	57.68	55.10	24.52	34.31	2.71	1.98	2.08	2.53	3.28
TN 15 - 4 Non-MSA Counties	1,039	10.25	0.00	0.00	7.46	7.60	71.84	76.90	20.70	15.50	10.01	0.00	13.42	10.91	6.36
Limited Review:															
TN 02 – 09 Non-MSA Counties	1,522	15.02	0.00	0.00	8.52	8.41	72.80	72.54	18.68	19.05	14.63	0.00	13.48	14.75	14.66
TN 03 – Jackson MSA 3580	649	6.40	4.82	1.85	12.43	6.63	44.06	35.75	38.69	55.78	10.18	2.00	7.84	10.91	10.23
TN 04 – 01 Non-MSA County	201	1.98	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	15.27	0.00	0.00	15.27	0.00
TN 06 – 02 Non-MSA Counties	64	0.63	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	5.48	0.00	0.00	5.51	0.00
TN 07 – 02 Non-MSA Counties	332	3.28	0.00	0.00	0.00	0.00	58.20	60.84	41.80	39.16	4.74	0.00	0.00	7.07	3.18
TN 08 – 08 Non-MSA Counties	779	7.69	0.00	0.00	5.88	4.88	71.23	88.06	22.88	6.93	5.68	0.00	11.11	6.92	1.64
TN 09 - Part of Chattanooga MSA 1560	602	5.94	2.59	1.66	13.76	11.63	55.78	56.48	27.87	30.23	2.16	2.87	2.38	2.39	1.73
TN 10 – 01 Non-MSA County	148	1.46	0.00	0.00	6.12	4.05	30.13	26.35	63.75	69.59	1.75	0.00	0.90	1.42	1.91
TN 11 – 02 Non-MSA Counties	53	0.52	0.00	0.00	76.49	92.45	23.51	7.55	0.00	0.00	6.47	0.00	9.73	0.00	0.00
TN 12 - Part of Knoxville MSA 3840	917	9.05	1.26	1.09	14.07	12.43	54.36	52.02	30.31	34.46	1.82	0.68	2.44	1.85	1.67
TN 13 - Part of TN-KY MSA 1660	213	2.10	1.28	0.94	6.42	3.29	61.90	48.83	30.40	46.95	1.82	0.00	1.43	1.59	2.15
TN 14 – 01 Non-MSA County	195	1.92	0.00	0.00	40.87	22.56	59.13	77.44	0.00	0.00	9.09	0.00	7.59	9.49	0.00

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TN 05 – Nashville MSA 5360	12	21.05	8.79	0.00	19.48	16.67	58.25	75.00	13.48	8.33	4.92	0.00	8.33	3.23	0.00									
TN 15 - 4 Non-MSA Counties	11	19.30	0.00	0.00	22.68	27.27	48.29	72.73	29.03	0.00	40.00	0.00	50.00	50.00	0.00									
Limited Review:																								
TN 02 – 09 Non-MSA Counties	7	12.28	0.00	0.00	5.89	0.00	58.40	71.43	35.71	28.57	33.33	0.00	0.00	0.00	100.00									
TN 03 – Jackson MSA 3580	0	0.00	23.60	0.00	7.67	0.00	39.67	0.00	29.07	0.00	0.00	0.00	0.00	0.00	0.00									
TN 04 – 01 Non-MSA County	1	1.75	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	100.00	0.00	0.00	100.00	0.00									
TN 06 – 02 Non-MSA Counties	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
TN 07 – 02 Non-MSA Counties	0	0.00	0.00	0.00	0.00	0.00	49.34	0.00	50.66	0.00	0.00	0.00	0.00	0.00	0.00									
TN 08 – 08 Non-MSA Counties	3	5.26	0.00	0.00	0.70	0.00	78.34	100.00	20.97	0.00	11.11	0.00	0.00	20.00	0.00									
TN 09 - Part of Chattanooga MSA 1560	2	3.51	21.03	0.00	9.54	0.00	53.93	100.00	15.50	0.00	5.56	0.00	0.00	8.33	0.00									
TN 10 – 01 Non-MSA County	3	5.26	0.00	0.00	23.14	33.33	21.88	0.00	54.98	66.67	0.00	0.00	0.00	0.00	0.00									
TN 11 – 02 Non-MSA Counties	0	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									
TN 12 - Part of Knoxville MSA 3840	7	12.28	17.14	0.00	23.03	28.57	35.91	57.14	23.92	14.29	8.33	0.00	14.29	10.00	0.00									
TN 13 - Part of TN-KY MSA 1660	10	17.54	3.81	10.00	19.07	20.00	67.03	40.00	10.08	30.00	6.67	0.00	0.00	20.00	0.00									
TN 14 – 01 Non-MSA County	1	1.75	0.00	0.00	63.49	0.00	36.51	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TN 05 – Nashville MSA 5360	1,778	21.64	5.88	1.81	28.03	21.56	50.82	58.75	14.71	17.89	1.19	0.74	0.98	1.58	0.90									
TN 15 - 4 Non-MSA Counties	831	10.11	0.00	0.00	13.11	11.07	58.43	67.87	28.46	21.06	4.23	0.00	4.42	5.54	2.65									
Limited Review:																								
TN 02 – 09 Non-MSA Counties	1,524	18.54	0.00	0.00	8.96	8.92	67.22	66.40	23.82	24.67	6.77	0.00	8.01	6.59	8.05									
TN 03 - Jackson MSA 3580	648	7.89	19.19	11.73	10.91	8.95	53.76	38.43	16.14	40.90	3.74	3.83	3.17	4.12	3.83									
TN 04 – 01 Non-MSA County	218	2.65	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	3.04	0.00	0.00	3.13	0.00									
TN 06 – 02 Non-MSA Counties	123	1.50	0.00	0.00	0.00	0.00	98.83	100.00	0.00	0.00	4.03	0.00	0.00	4.49	0.00									
TN 07 – 02 Non-MSA Counties	246	2.99	0.00	0.00	0.00	0.00	59.59	87.40	40.41	12.60	2.97	0.00	0.00	4.84	1.30									
TN 08 – 08 Non-MSA Counties	1,441	17.53	0.00	0.00	2.50	3.33	76.21	84.73	21.29	11.94	7.19	0.00	12.31	8.56	4.92									
TN 09 - Part of Chattanooga MSA 1560	288	3.50	15.34	17.36	17.04	31.25	55.32	33.33	12.31	18.06	0.59	1.16	1.40	0.32	0.61									
TN 10 – 01 Non-MSA County	15	0.18	0.00	0.00	9.65	13.33	29.78	20.00	60.58	66.67	0.13	0.00	0.72	0.00	0.13									
TN 11 – 02 Non-MSA Counties	97	1.18	0.00	0.00	73.47	90.72	26.53	9.28	0.00	0.00	11.84	0.00	15.38	0.00	0.00									
TN 12 - Part of Knoxville MSA 3840	676	8.23	8.02	4.88	20.24	12.28	43.11	47.93	28.60	34.91	0.79	0.09	0.51	0.92	1.08									
TN 13 - Part of TN-KY MSA 1660	269	3.27	7.09	7.81	15.97	5.20	45.02	50.19	31.92	36.80	0.69	0.45	0.00	0.79	0.92									
TN 14 – 01 Non-MSA County	64	0.78	0.00	0.00	43.24	15.63	56.76	84.38	0.00	0.00	1.88	0.00	0.93	2.52	0.00									

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid	Upp							
Full Review:																								
TN 05 - Nashville MSA 5360	162	8.71	1.46	0.62	23.53	34.57	61.50	58.64	13.32	6.17	7.83	0.00	4.05	10.68	8.89									
TN 15 - 4 Non-MSA Counties	76	4.09	0.00	0.00	11.97	10.53	71.48	86.84	16.55	2.63	10.58	0.00	9.09	13.25	0.00									
Limited Review:																								
TN 02 - 09 Non-MSA Counties	688	36.99	0.00	0.00	11.45	12.79	68.62	74.42	19.93	12.79	15.59	0.00	26.32	19.96	6.81									
TN 03 - Jackson MSA 3580	145	7.80	5.10	0.69	18.47	27.59	65.61	34.48	10.83	37.24	29.35	16.67	50.00	25.93	28.26									
TN 04 - 01 Non-MSA County	75	4.03	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	9.61	0.00	0.00	9.61	0.00									
TN 06 - 02 Non-MSA Counties	140	7.53	0.00	0.00	0.00	0.00	96.88	100.00	0.00	0.00	58.33	0.00	0.00	62.22	0.00									
TN 07 - 02 Non-MSA Counties	12	0.65	0.00	0.00	0.00	0.00	44.17	91.67	55.83	8.33	1.94	0.00	0.00	4.41	0.00									
TN 08 - 08 Non-MSA Counties	440	23.66	0.00	0.00	1.70	0.91	82.63	82.50	15.66	16.59	15.65	0.00	10.00	15.01	19.85									
TN 09 - Part of Chattanooga MSA 1560	7	0.38	3.72	14.29	9.12	42.86	69.59	28.57	17.57	14.29	3.70	0.00	50.00	0.00	0.00									
TN 10 - 01 Non-MSA County	3	0.16	0.00	0.00	3.60	0.00	33.09	100.00	63.31	0.00	5.56	0.00	0.00	12.50	0.00									
TN 11 - 02 Non-MSA Counties	45	2.42	0.00	0.00	24.00	82.22	76.00	17.78	0.00	0.00	60.00	0.00	66.67	0.00	0.00									
TN 12 - Part of Knoxville MSA 3840	5	0.27	3.04	0.00	13.43	0.00	59.19	60.00	24.33	40.00	2.27	0.00	0.00	2.94	0.00									
TN 13 - Part of TN-KY MSA 1660	61	3.28	2.82	0.00	5.08	1.64	58.19	80.33	33.90	18.03	4.30	0.00	0.00	9.76	0.00									
TN 14 - 01 Non-MSA County	1	0.05	0.00	0.00	24.00	0.00	76.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: TENNESSEE																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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
Full Review:																
TN 05 – Nashville MSA 5360	2,813	40.49	19.92	15.83	17.60	28.22	24.09	25.93	38.38	30.02	3.19	3.66	2.93	3.01	3.41	
TN 15 - 4 Non-MSA Counties	619	8.91	19.54	8.70	16.47	18.23	22.34	26.76	41.65	46.32	8.75	9.76	7.38	8.87	9.23	
Limited Review:																
TN 02 – 09 Non-MSA Counties	817	11.76	22.08	9.31	16.54	20.15	20.92	27.17	40.47	43.37	14.14	15.54	12.29	11.87	16.64	
TN 03 – Jackson MSA 3580	426	6.13	22.42	9.83	17.52	23.34	21.72	23.83	38.35	43.00	7.75	9.18	5.94	6.65	9.34	
TN 04 – 01 Non-MSA County	75	1.08	20.42	8.22	16.43	26.03	23.83	27.40	39.33	38.36	10.77	7.69	19.40	7.95	8.62	
TN 06 – 02 Non-MSA Counties	41	0.59	21.72	12.50	16.43	25.00	24.76	35.00	37.09	27.50	3.74	4.55	2.70	5.56	2.70	
TN 07 – 02 Non-MSA Counties	303	4.36	17.06	8.71	14.13	23.00	19.99	24.74	48.82	43.55	7.36	18.84	8.51	6.30	6.17	
TN 08 – 08 Non-MSA Counties	475	6.84	19.48	10.15	16.10	20.30	21.22	21.81	43.20	47.73	7.15	8.92	5.96	5.74	8.65	
TN 09 - Part of Chattanooga MSA 1560	389	5.60	20.25	6.52	17.03	24.64	21.47	31.52	41.25	37.32	1.32	0.80	1.03	1.67	1.35	
TN 10 – 01 Non-MSA County	42	0.60	16.33	4.88	13.17	12.20	19.52	24.39	50.98	58.54	1.17	0.00	0.88	0.82	1.98	
TN 11 – 02 Non-MSA Counties	42	0.60	28.59	2.38	21.52	23.81	19.53	23.81	30.35	50.00	5.88	0.00	2.70	3.85	16.00	
TN 12 - Part of Knoxville MSA 3840	649	9.34	19.98	10.06	16.97	24.35	21.51	24.51	41.54	41.07	1.37	1.14	1.26	1.51	1.43	
TN 13 - Part of TN-KY MSA 1660	147	2.12	16.49	3.45	18.18	22.07	23.48	33.79	41.84	40.69	0.79	0.68	0.59	0.54	1.18	
TN 14 – 01 Non-MSA County	109	1.57	30.67	12.15	18.82	20.56	20.93	28.97	29.58	38.32	13.24	17.24	12.50	15.79	10.91	

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

** As a percentage of loans with borrower income information available. No information was available for 5.80% of loans originated and purchased by UPBAN

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
TN 05 – Nashville MSA 5360	306	19.79	19.92	12.16	17.60	28.04	24.09	32.43	38.38	27.36	1.55	1.01	1.86	0.59	2.47									
TN 15 - 4 Non-MSA Counties	174	11.25	19.54	18.56	16.47	20.96	22.34	30.54	41.65	29.94	9.06	12.50	8.93	10.77	6.96									
Limited Review:																								
TN 02 – 09 Non-MSA Counties	363	23.48	22.08	15.41	16.54	21.80	20.92	27.91	40.47	34.88	9.68	10.94	11.90	10.19	7.87									
TN 03-Jackson, TN MSA 3580	236	15.27	22.42	12.66	17.52	19.65	21.72	30.57	38.35	37.12	14.06	8.51	11.63	20.69	13.86									
TN 04 – 01 Non-MSA County	25	1.62	20.42	21.74	16.43	34.78	23.83	26.09	39.33	17.39	3.39	0.00	5.88	0.00	5.56									
TN 06 – 02 Non-MSA Counties	36	2.33	21.72	32.35	16.43	32.35	24.76	20.59	37.09	14.71	44.00	60.00	40.00	66.67	22.22									
TN 07 – 02 Non-MSA Counties	30	1.94	17.06	23.08	14.13	23.08	19.99	23.08	48.82	30.77	2.56	0.00	3.13	3.13	2.78									
TN 08 – 08 Non-MSA Counties	178	11.51	19.48	18.93	16.10	22.49	21.22	25.44	43.20	33.14	6.44	14.29	8.05	6.80	1.98									
TN 09 - Part of Chattanooga MSA 1560	36	2.33	20.25	11.76	17.03	17.65	21.47	26.47	41.25	44.12	0.38	0.00	0.00	0.00	1.19									
TN 10 – 01 Non-MSA County	8	0.52	16.33	14.29	13.17	28.57	19.52	14.29	50.98	42.86	0.00	0.00	0.00	0.00	0.00									
TN 11 – 02 Non-MSA Counties	9	0.58	28.59	22.22	21.52	33.33	19.53	22.22	30.35	22.22	0.00	0.00	0.00	0.00	0.00									
TN 12-Part of Knoxville MSA 3840	118	7.63	19.98	13.39	16.97	25.89	21.51	30.36	41.54	30.36	0.79	0.44	1.40	1.10	0.23									
TN 13 - Part of TN-KY MSA 1660	20	1.29	16.49	10.00	18.18	0.00	23.48	65.00	41.84	25.00	1.29	9.09	0.00	1.43	0.87									
TN 14 – 01 Non-MSA County	7	0.45	30.67	16.67	18.82	50.00	20.93	0.00	29.58	33.33	0.00	0.00	0.00	0.00	0.00									

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

** As a percentage of loans with borrower income information available. No information was available for 4.53% of loans originated and purchased by UPBNA

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: TENNESSEE					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					Market Share*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
TN 05 - Nashville, TN MSA 5360	3,419	33.74	19.92	10.45	17.60	22.55	24.09	28.16	38.38	38.83	3.22	3.42	2.82	3.20	3.41	
TN 15 - 4 Non-MSA Counties	1,039	10.25	19.54	11.26	16.47	22.53	22.34	25.49	41.65	40.71	11.79	15.60	13.40	10.99	10.86	
Limited Review:																
TN 02 - 09 Non-MSA Counties	1,522	15.02	22.08	9.38	16.54	17.82	20.92	29.47	40.47	43.34	17.75	18.10	14.69	20.02	17.64	
TN 03 - Jackson MSA 3580	649	6.40	22.42	8.07	17.52	22.31	21.72	25.47	38.35	44.15	12.79	11.76	14.29	13.50	11.87	
TN 04 - 01 Non-MSA County	201	1.98	20.42	9.14	16.43	29.44	23.83	21.32	39.33	40.10	16.82	17.39	19.39	11.79	18.95	
TN 06 - 02 Non-MSA Counties	64	0.63	21.72	8.06	16.43	17.74	24.76	35.48	37.09	38.71	6.35	0.00	6.35	9.71	5.42	
TN 07 - 02 Non-MSA Counties	332	3.28	17.06	5.90	14.13	18.32	19.99	31.37	48.82	44.41	5.61	7.22	7.07	6.80	4.61	
TN 08 - 08 Non-MSA Counties	779	7.69	19.48	9.16	16.10	20.16	21.22	25.79	43.20	44.90	6.59	8.70	5.43	6.24	6.98	
TN 09 - Part of Chattanooga MSA 1560	602	5.94	20.25	9.13	17.03	21.86	21.47	25.48	41.25	43.54	2.29	3.24	2.35	2.23	2.13	
TN 10 - 01 Non-MSA County	148	1.46	16.33	4.90	13.17	19.58	19.52	27.97	50.98	47.55	2.59	2.92	2.02	1.69	3.23	
TN 11 - 02 Non-MSA Counties	53	0.52	28.59	7.55	21.52	22.64	19.53	35.85	30.35	33.96	6.96	4.00	2.94	8.70	9.43	
TN 12-Part of Knoxville MSA 3840	917	9.05	19.98	8.18	16.97	21.75	21.51	26.57	41.54	43.50	2.21	1.65	2.66	2.02	2.23	
TN 13-Part of TN-KY MSA 1660	213	2.10	16.49	2.81	18.18	15.17	23.48	25.28	41.84	56.74	2.57	1.71	2.13	1.73	3.23	
TN 14 - 01 Non-MSA County	195	1.92	30.67	14.43	18.82	19.59	20.93	31.44	29.58	34.54	10.08	11.43	13.33	8.72	9.09	

* Based on 2002 Peer Mortgage Data: Southeast Region 2.

** As a percentage of loans with borrower income information available. No information was available for 5.19% of loans originated and purchased by UPBAN

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TENNESSEE			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*		
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less	
Full Review:										
TN 05 – Nashville MSA 5360	1,778	21.64	61.51	75.25	74.75	13.16	12.09	1.19	2.42	
TN 15 - 4 Non-MSA Counties	831	10.11	66.79	78.10	80.87	12.27	6.86	4.23	7.53	
Limited Review:										
TN 02 – 09 Non-MSA Counties	1,524	18.54	63.38	84.97	86.15	9.06	4.79	6.77	12.25	
TN 03 - Jackson, TN MSA 3580	648	7.89	60.56	75.15	79.01	12.19	8.80	3.74	6.49	
TN 04 – 01 Non-MSA County	218	2.65	63.45	82.11	90.83	5.50	3.67	3.04	4.02	
TN 06 – 02 Non-MSA Counties	123	1.50	64.97	91.87	93.50	4.88	1.63	4.03	6.48	
TN 07 – 02 Non-MSA Counties	246	2.99	63.71	87.80	82.11	11.79	6.10	2.97	7.28	
TN 08 – 08 Non-MSA Counties	1,441	17.53	67.35	87.09	87.09	8.12	4.79	7.19	14.18	
TN 09 - Part of Chattanooga MSA 156	288	3.50	62.04	78.82	68.75	17.01	14.24	0.59	1.24	
TN 10 – 01 Non-MSA County	15	0.18	66.69	93.33	66.67	13.33	20.00	0.13	0.19	
TN 11 – 02 Non-MSA Counties	97	1.18	69.10	92.78	94.85	2.06	3.09	11.84	30.19	
TN 12 - Part of Knoxville MSA 3840	676	8.23	62.65	68.64	64.64	18.05	17.31	0.79	1.42	
TN 13 - Part of TN-KY MSA 1660	269	3.27	63.65	87.73	76.58	10.78	12.64	0.69	0.77	
TN 14 – 01 Non-MSA County	64	0.78	64.68	67.19	73.44	7.81	18.75	1.88	5.32	

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.22% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total*	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
TN 05 – Nashville MSA 5360	162	8.71	91.12	98.77	86.42	12.96	0.62	7.83	8.49
TN 15 - 4 Non-MSA Counties	76	4.09	92.25	97.37	92.11	7.89	0.00	10.58	10.89
Limited Review:									
TN 02 – 09 Non-MSA Counties	688	36.99	94.07	96.08	81.25	14.97	3.78	15.59	15.45
TN 03 - Jackson, TN MSA 3580	145	7.80	92.99	84.83	79.31	14.48	6.21	29.35	25.64
TN 04 – 01 Non-MSA County	75	4.03	98.96	97.33	89.33	8.00	2.67	9.61	9.42
TN 06 – 02 Non-MSA Counties	140	7.53	78.13	98.57	96.43	2.86	0.71	58.33	58.33
TN 07 – 02 Non-MSA Counties	12	0.65	95.09	83.33	100.00	0.00	0.00	1.94	3.53
TN 08 – 08 Non-MSA Counties	440	23.66	91.60	97.73	91.14	7.73	1.14	15.65	17.25
TN 09 - Part of Chattanooga MSA 1560	7	0.38	89.86	85.71	28.57	28.57	42.86	3.70	4.35
TN 10 – 01 Non-MSA County	3	0.16	96.40	100.00	33.33	0.00	66.67	5.56	6.25
TN 11 – 02 Non-MSA Counties	45	2.42	88.00	97.78	97.78	2.22	0.00	60.00	55.56
TN 12 - Part of Knoxville MSA 3840	5	0.27	89.10	100.00	100.00	0.00	0.00	2.27	2.44
TN 13 - Part of TN-KY MSA 1660	61	3.28	93.22	100.00	85.25	14.75	0.00	4.30	4.40
TN 14 – 01 Non-MSA County	1	0.05	96.00	0.00	0.00	100.00	0.00	0.00	0.00

* Based on 2002 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 - 2003).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.18% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: TENNESSEE									
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2003									
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
TN 05 - Nashville, TN MSA 5360	18	4,201	109	3,203	127	7,227	46.66	0	0
TN 15 - 4 Non-MSA Counties	0	0	16	18	16	18	.012	0	0
Limited Review:									
TN 02 – 09 Non-MSA Counties	20	78	8	278	10	356	2.30	0	0
TN 03 - Jackson, TN MSA 3580	5	2,578	9	595	14	3,173	20.49	0	0
TN 04 – 01 Non-MSA County	10	32	5	156	6	198	1.23	0	0
TN 06 – 02 Non-MSA Counties	0	0	5	2	5	2	.01	0	0
TN 07 – 02 Non-MSA Counties	6	415	4	1	10	416	2.69	0	0
TN 08 – 08 Non-MSA Counties	1	148	10	28	11	176	1.14	0	0
TN 09 - Part of Chattanooga MSA 1560	2	346	14	501	16	847	5.47	0	0
TN 10 – 01 Non-MSA County	1	37	1	2	2	39	.25	0	0
TN 11 – 02 Non-MSA Counties	1	891	0	0	1	891	0.00	0	0
TN 12 - Part of Knoxville MSA 3840	2	899	51	226	53	1,125	7.27	0	0
TN 13 - Part of TN-KY MSA 1660	3	115	3	20	6	135	.87	0	0
TN 14 – 01 Non-MSA County	1	891	0	0	1	891	5.75	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: TENNESSEE								Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2003									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
TN 05 – Nashville MSA 5360	30.88	29	21	0.00	20.69	55.17	24.14	1	1	0	0	0	0	4.85	18.93	55.68	20.54
TN 15 - 4 Non-MSA Counties	13.25	16	11	0.00	25.00	50.00	25.00	0	2	0	0	-2	0	0.00	10.12	70.39	19.49
Limited Review:																	
TN 02 - 09 Non-MSA Counties	14.06	35	25	0.00	11.43	65.71	22.86	-1	8	0	0	-4	-3	0.00	9.41	71.58	19.01
TN 03 – Jackson MSA 3580	7.84	10	7	20.00	10.00	30.00	40.00	0	0	0	0	0	0	8.62	14.79	41.34	35.25
TN 04 - 01 Non-MSA County	2.21	3	2	0.00	0.00	100.00	0.00	0	1	0	0	-1	0	0.00	0.00	100.00	0.00
TN 06 - 02 Non-MSA Counties	1.36	3	2	0.00	0.00	100.00	0.00	0	1	0	0	-1	0	0.00	0.00	99.42	0.00
TN 07 - 02 Non-MSA Counties	2.99	5	4	0.00	0.00	80.00	20.00	0	0	0	0	0	0	0.00	0.00	57.77	42.23
TN 08 - 08 Non-MSA Counties	12.77	16	11	0.00	0.00	100.00	0.00	0	5	0	-1	-4	0	0.00	5.64	72.64	21.72
TN 09 - Part of Chattanooga MSA 1560	2.09	5	4	40.00	0.00	40.00	20.00	2	2	1	0	-1	0	6.06	16.36	53.09	24.49
TN 10 - 01 Non-MSA County	0.64	1	1	0.00	0.00	100.00	0.00	0	1	0	0	0	-1	0.00	9.13	29.91	60.96
TN 11 - 02 Non-MSA Counties	0.58	1	1	0.00	100.00	0.00	0.00	0	1	0	-1	0	0	0.00	76.21	23.79	0.00
TN 12 - Part of Knoxville MSA 3840	9.13	13	9	7.69	23.08	38.46	30.77	1	1	0	0	0	0	5.40	16.50	50.64	27.37
TN 13 - Part of TN-KY MSA 1660	0.72	2	1	0.00	50.00	0.00	50.00	0	1	0	0	-1	0	3.03	8.97	65.59	22.40
TN 14 - 01 Non-MSA County	1.47	2	1	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	41.80	58.20	0.00

Table 1. Lending Volume

LENDING VOLUME												
Geography: TEXAS												
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002												
MA/Assessment Area (2002):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:												
TX 03 - Part of Houston, TX PMSA 3360	75.36	2,440	240,431	752	89,134	13	668	9	2,434	3,214	332,667	53.99
Limited Review:												
TX 01 - Part of Brazoria, TX PMSA 1145	10.50	191	15,128	244	12,307	11	179	2	6,404	448	34,018	22.18
TX 02 - Galveston-Texas City, TX PMSA 2920	14.14	313	23,858	281	18,741	8	395	1	3	603	42,997	23.83

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

** The evaluation period for Community Development Loans is From December 31, 1999 to December 31, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	1,945	89.06	5.76	1.54	22.64	13.37	32.26	48.79	39.34	36.30	0.61	0.52	0.44	0.88	0.45									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	97	4.44	0.00	0.00	9.53	6.19	80.52	88.66	9.95	5.15	0.84	0.00	0.00	0.94	0.21									
TX 02 - Galveston-Texas City, TX 2920	142	6.50	4.78	2.82	18.37	4.23	49.51	44.37	27.33	48.59	0.51	0.63	0.13	0.94	0.29									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	89	34.36	5.76	3.37	22.64	41.57	32.26	28.09	39.34	26.97	0.40	0.00	1.05	0.41	0.22									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	57	22.01	0.00	0.00	9.53	10.53	80.52	77.19	9.95	12.28	3.25	0.00	0.00	3.19	4.65									
TX 02 - Galveston-Texas City, TX PMSA 2920	113	43.63	4.78	3.54	18.37	15.04	49.51	62.83	27.33	18.58	3.59	6.25	0.87	7.38	1.43									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	402	81.21	5.76	1.49	22.64	10.95	32.26	39.80	39.34	47.76	0.25	0.08	0.24	0.37	0.19									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	37	7.47	0.00	0.00	9.53	2.70	80.52	78.38	9.95	18.92	0.44	0.00	0.00	0.44	0.54									
TX 02 - Galveston-Texas City, TX PMSA 2920	56	11.31	4.78	5.36	18.37	3.57	49.51	66.07	27.33	25.00	0.35	0.89	0.00	0.87	0.13									

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															
Geography: TEXAS															
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002															
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
TX 03 - Part of Houston, TX PMSA 3360	4	66.67	10.14	0.00	34.65	50.00	32.55	25.00	22.66	25.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
TX 01 - Part of Brazoria, TX PMSA 1145	0	0.00	0.00	0.00	5.28	0.00	81.54	0.00	13.18	0.00	0.00	0.00	0.00	0.00	0.00
TX 02 - Galveston-Texas City, TX PMSA 2920	2	33.33	14.17	0.00	17.57	0.00	56.63	50.00	11.63	50.00	0.00	0.00	0.00	0.00	0.00

* Based on 2002 Peer Mortgage Data: Southwest Region.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: TEXAS		Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
TX 03 - Part of Houston, TX PMSA 3360	752	58.89	5.94	3.99	25.11	37.10	29.88	28.59	38.80	30.32	0.17	0.13	0.18	0.19	0.18						
Limited Review:																					
TX 01 - Part of Brazoria, TX PMSA 1145	244	19.11	0.00	0.00	6.69	12.30	81.26	80.74	12.05	6.97	0.58	0.00	0.89	0.62	1.12						
TX 02 - Galveston-Texas City, TX PM 2920	281	22.00	12.15	3.56	13.90	9.25	41.25	50.89	32.69	36.30	0.78	0.00	0.74	1.43	0.84						

* Based on 2002 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 (2003).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS																
Geography: TEXAS																
Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002																
MA/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	% of Farms**	% BANK Loans	Overall	Low	Mod	Mid
Full Review:																
TX 03 - Part of Houston, TX PMSA 3360	13	40.63	3.84	0.00	19.38	18.18	35.45	27.27	41.30	54.55	2.94	0.00	6.06	0.00	3.85	
Limited Review:																
TX 01 - Part of Brazoria, TX PMSA 1145	11	34.38	0.00	0.00	4.71	36.36	88.24	54.55	7.06	9.09	5.80	0.00	0.00	6.90	0.00	
TX 02 - Galveston-Texas City, TX PM 2920	8	25.00	5.30	0.00	13.91	12.50	51.66	62.50	29.14	25.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2002 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 (2003).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	1,945	89.06	23.16	8.78	16.84	27.77	20.14	31.58	39.87	31.87	0.56	0.57	0.73	0.60	0.45									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	97	4.44	17.47	6.82	19.39	12.50	25.24	28.41	37.90	52.27	0.78	1.01	0.80	0.61	0.84									
TX 02 - Galveston-Texas City, TX PMSA 2920	142	6.50	23.46	0.81	16.77	16.13	19.77	24.19	39.99	58.87	0.37	0.00	0.48	0.41	0.35									

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 9.98% of loans originated and purchased by BANK.

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

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/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****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	89	34.36	23.16	20.51	16.84	24.36	20.14	20.51	39.87	34.62	0.39	0.64	0.92	0.43	0.21									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	57	22.01	17.47	16.28	19.39	13.95	25.24	18.60	37.90	51.16	2.98	3.85	4.44	1.72	2.90									
TX 02 - Galveston-Texas City, TX PMSA 2920	113	43.63	23.46	22.92	16.77	21.88	19.77	26.04	39.99	29.17	3.00	16.98	3.61	2.70	1.34									

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 16.22% of loans originated and purchased by BANK.

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

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: TEXAS					Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*													
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
Full Review:																								
TX 03 - Part of Houston, TX PMSA 3360	402	81.21	23.16	8.39	16.84	21.81	20.14	28.86	39.87	40.94	0.21	0.28	0.34	0.29	0.13									
Limited Review:																								
TX 01 - Part of Brazoria, TX PMSA 1145	37	7.47	17.47	2.86	19.39	20.00	25.24	20.00	37.90	57.14	0.45	0.00	2.30	0.28	0.29									
TX 02 - Galveston-Texas City, TX PMSA 2920	56	11.31	23.46	4.26	16.77	19.15	19.77	14.89	39.99	61.70	0.32	0.00	0.98	0.22	0.29									

* Based on 2002 Peer Mortgage Data: Southwest Region.

** As a percentage of loans with borrower income information available. No information was available for 23.23% of loans originated and purchased by BANK.

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

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

Table11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: TEXAS			Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
TX 03 - Part of Houston, TX PMSA 3360	752	58.89	66.68	57.85	72.34	13.56	14.10	0.17	0.34
Limited Review:									
TX 01 - Part of Brazoria, TX PMSA 1145	244	19.11	69.93	78.69	89.75	6.97	3.28	0.58	1.85
TX 02 - Galveston-Texas City, TX PM 2920	281	22.00	72.37	72.24	87.19	7.12	5.69	0.78	2.04

* Based on 2002 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 - 2003).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 9.08% of small loans to businesses originated and purchased by the bank.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: TEXAS				Evaluation Period: JANUARY 2, 2000 TO DECEMBER 31, 2002					
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
TX 03 - Part of Houston, TX PMSA 3360	13	40.63	91.01	100.00	100.00	0.00	0.00	2.94	4.67
Limited Review:									
TX 01 - Part of Brazoria, TX PMSA 1145	11	34.38	94.12	100.00	100.00	0.00	0.00	5.80	6.90
TX 02 - Galveston-Texas City, TX PM 2920	8	25.00	93.05	75.00	87.50	12.50	0.00	0.00	0.00

* Based on 2002 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 - 2003).

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
		Geography: TEXAS		Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003					
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
TX 03 - Part of Houston, TX PMSA 3360	3	3,027	10	338	13	3,365	99.8	3	3,027
Limited Review:									
TX 01 - Part of Brazoria, TX PMSA 1145	0	0	6	3	6	3	0.10	0	0
TX 02 - Galveston-Texas City, TX PMSA 2920	0	0	3	2	3	2	0.10	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: TEXAS																	
Evaluation Period: DECEMBER 31, 1999 TO DECEMBER 31, 2003																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
TX 03 - Part of Houston, TX PMSA 3360	53.99	6	40	0.00	50.00	16.67	33.33	0	0	0	0	0	0	9.07	28.71	32.36	29.86
Limited Review:																	
TX 01 - Part of Brazoria, TX PMSA 1145	22.18	3	20	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	9.62	80.70	9.67
TX 02 - Galveston-Texas City, TX PMSA 2920	23.83	6	40	0.00	0.00	50.00	50.00	0	0	0	0	0	0	8.34	19.52	48.62	23.45