



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

**Amcore Bank, National Association
Charter Number: 13652**

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Rockford, Illinois 61110**

Office of the Comptroller of the Currency

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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 **Amcore Bank, National Association** with respect to the lending, investment, and service tests:

Performance Levels	Amcore Bank, National Association Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory			
Low Satisfactory	X	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:

- Amcore Bank, N.A.'s geographic distribution of loans is adequate. The bank had an adequate level of home mortgage lending and a good level of small loans to businesses in low- and moderate-income geographies.
- Amcore Bank, N.A.'s borrower distribution of loans is good. The distribution of loans to borrowers of different incomes reflects a good level of home mortgage lending to low- and moderate-income individuals. Lending to businesses of different sizes indicates an adequate level of lending to businesses with revenue of \$1 million or less.
- Amcore Bank, N.A. provides an adequate level of community development services. The bank's delivery systems are accessible to geographies and individuals of different income levels.
- Amcore Bank, N.A. has an adequate level of qualified investments considering the needs and opportunities available and the bank's size and financial capability.

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 statistical 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 statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

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 statistical area (PMSA), metropolitan statistical area (MSA), or consolidated metropolitan area (CMSA), 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 nonmortgage, 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

Amcore Bank, N.A. (Amcore) is a nationally chartered, interstate bank headquartered in Rockford, Illinois. Amcore operates 57 offices. The main office and 34 branch locations are in northern Illinois and the remaining 22 branches are located in southern Wisconsin. Amcore has offices in the following communities: Rockford, Freeport, Dixon, Sterling/Rock Falls, Des Plaines, St Charles, Lincolnshire, and Elgin, Illinois. In Wisconsin, locations include Madison, Beloit, Darlington, Baraboo, and Clinton.

All of the bank's offices are full-service facilities that offer traditional deposit and loan products. Branches and automated teller machines (ATMs) are located throughout the assessment area (AA), including low- and moderate-income geographies. Deposit-taking ATMs are located at the main office and most of the branch offices in Illinois and Wisconsin.

Amcore is a wholly owned subsidiary of Amcore Financial, Inc. (AFI). Until 2000, AFI was a nine-bank holding company headquartered in Rockford, Illinois. At that time, AFI consolidated all of its community bank charters into the existing Rockford charter, Amcore Bank, N.A. While the bank is the largest entity in AFI, there are eleven other affiliates. These affiliates include a full service mortgage company, a nationally chartered trust company, and an inactive subsidiary for high-risk commercial loans. As of June 30, 2003 AFI's consolidated assets totaled approximately \$4.5 billion. Only the mortgage company has an impact on the bank's CRA performance and data from this entity was used in this evaluation.

As of June 30, 2003, Amcore Bank, N.A. has total assets of approximately \$4.5 billion, total loans of \$2.3 billion, total deposits of \$3.4 billion, and Tier One capital of \$343 million. The bank offers traditional commercial and retail banking services with a loan portfolio representing 66 percent of the bank's total assets as of June 30, 2003. The majority of the loan portfolio is real estate secured. Approximately 25 percent of the portfolio is commercial real estate loans, 22 percent is 1-4 family residential loans, nine percent is construction and land development, and four percent is multifamily residential loans. The remainder of the portfolio is mainly commercial lending (18 percent) and consumer loans (20 percent). The bank is not active in agricultural lending, with 2 percent of its loan portfolio comprised of agricultural loans. Therefore the bank's performance in agricultural lending is not being considered as part of this evaluation.

Amcore Bank, N.A. has four subsidiaries. These subsidiaries include an offshore holding company and two subsidiaries involved in investing in real estate investment trusts, and a subsidiary that holds the bank's investment portfolio. These subsidiaries do not have an impact on Amcore's capacity to meet community credit needs.

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs in its AAs. Amcore's previous CRA rating, as of May 10, 1999 was Satisfactory using Large Bank CRA evaluation procedures.

Scope of the Evaluation

Evaluation Period/Products Evaluated

We reviewed Amcore's originations and purchases of home mortgage loans and small loans to businesses for the time period of January 1, 1999 through December 31, 2002. Community development loans originated between May 10, 1999 and September 8, 2003 were also reviewed.

Our review of investments included an analysis of the investment portfolio and the donations and grants made between May 10, 1999 and September 8, 2003. We considered investments and donations or grants to organizations that have community development as their primary purpose.

Our evaluation of bank services included analyzing the bank's branch and ATM network for the availability and effectiveness of delivering retail banking services. We analyzed the effect of changes in branch locations since our previous CRA examination. We also considered the extent and innovativeness of the bank's community development services in meeting the credit needs of its AAs. This analysis covered the period between May 10, 1999 and December 31, 2002. The bank has been very active in opening and closing branches in 2003. Because our evaluation period ends at December 31, 2002, we did not include this 2003 branch activity in this review. It will be included in the next CRA evaluation.

Data Integrity

We verified a sample of Home Mortgage Disclosure Act (HMDA) reported loans and small loans to businesses to determine the accuracy of data presented by the bank. We reviewed the sample of HMDA-reportable transactions to ensure the purpose, action taken, location, race, gender, applicant income, and loan size were accurately included on Amcore's Loan Application Registers for 1999, 2000, 2001 and 2002. This data was determined to be accurate.

We reviewed the sample of small loans to businesses to ensure the loan type, original amount, location, and gross revenue were accurately reported. Significant errors were noted in the bank's 1999, 2000, and 2001 small business data. Bank management agreed to correct the errors and resubmit the data. We assessed the accuracy of the corrected data, and found that the 1999 and 2001 data still contained significant errors. Bank management agreed to review and correct the 2001 data. However, bank management indicated they did not wish to correct the 1999 data and this data was excluded from the evaluation. When we assessed the data accuracy a third time, we found the 2001 data to be substantially accurate. As a result, we were able to rely on the bank's data to make an appropriate and accurate assessment of the bank's performance under the Community Reinvestment Act.

We reviewed information on bank-identified community development loans, qualified investments, and community development services to verify that the activities met the

regulatory definitions. Amcore's list of community development activities included loans, investments, and services that did not meet the definition. We used corrected lists for our analyses.

Selection of Areas for Full-Scope Review

Our analysis included full-scope examination procedures for the Rockford, IL MA and the Non-MA, IL AA in Illinois. For the State of Wisconsin, we used full-scope examination procedures for the Non-MA, WI AA.

We performed limited-scope examination procedures in the Chicago MA in Illinois and the Beloit-Janesville and Madison MAs in Wisconsin. Activity in these areas has been minimal. The Chicago MA AA accounts for approximately 11 percent of the bank's loans. The Beloit-Janesville MA accounts for approximately one percent of the bank's loans and the Madison MA accounts for approximately seven percent. Please refer to the table in Appendix A for additional information on the scope of our review.

Ratings

Amcore's overall rating is a blend of the state ratings. The state ratings are based primarily on the conclusions reached during our full-scope review of the Rockford, IL MA and the Non-MA, IL for the State of Illinois and the Non-MA, WI for the State of Wisconsin.

In determining the performance for the lending test in each AA, the mix of home mortgage loans and small loans to businesses was considered. In each AA, the volume of home mortgage loans exceeded the small loans to businesses and was given more weight in the conclusions. Within home mortgage lending, the mix of home purchase, home improvement, and home refinance loans was also considered. In each AA, the level of home refinance lending was a majority of the home mortgage lending and was given the most weight in the conclusions.

Fair Lending Review

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

State Rating

State of Illinois

CRA Rating for Illinois:	Satisfactory
The Lending Test is rated:	Low Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- Amcore’s geographic distribution of loans is adequate for both the Rockford, IL MA and the Non-MA, IL area. The bank had an adequate level of home mortgage lending and an excellent level of small loans to businesses in low- and moderate-income geographies in the Rockford, IL MA. In the Non-MA, IL area, the level of home mortgage lending was adequate, as was the level of small loans to businesses in low- and moderate-income geographies.
- Amcore’s borrower distribution of loans is good in both the Rockford, IL MA and the Non-MA, IL AA. The distribution of loans to borrowers of different incomes in both AAs reflects a good level of home mortgage lending to low- and moderate-income individuals. Lending to businesses of different sizes in both AAs indicates an adequate level of lending to businesses with revenue of \$1 million or less.
- Amcore provides an adequate level of community development services in the Rockford, IL MA and the Non-MA, IL areas. The bank’s delivery systems are reasonably accessible to geographies and individuals of different income levels in both AAs.
- Amcore has an adequate level of qualified investments considering the needs and opportunities available throughout both AAs and the bank’s size and financial capability.

Description of Institution’s Operations in Illinois

Amcore’s AA in the state of Illinois consists of the whole Rockford, IL MA 6880, portions of the Chicago MA 1600 and one non-MA area. The Chicago MA area includes portions of Kane, Lake and Cook Counties. The non-MA area includes portions of six counties in northern Illinois. Larger cities in these areas are Rockford, Freeport, Princeton, Dixon, Elgin, Des Plaines, Lincolnshire, and Sterling/Rock Falls.

The bank operates 35 offices within the state. Fourteen are in the Rockford MA (two in low-income geographies, none in moderate-income geographies, eight in middle-income geographies, and four in upper-income geographies). Nine are in the Chicago MA (five in middle-income geographies and four in upper income geographies). There

are 12 branches in the Non-MA area (eight in middle-income geographies and four in upper-income geographies).

The bank operates 37 ATMs in Illinois. Twenty-nine deposit-taking ATMs are divided among the main office and twenty-eight of the branches. The two offsite deposit-taking ATMs are located at a local business and a local police station. Seven cash dispensing only ATMs are located at local hospitals, local business and one Amcore branch.

Illinois offices comprise 80 percent of Amcore's total deposits. The Rockford, IL MA is responsible for 48 percent of the Illinois deposits. According to the FDIC's June 30, 2002 deposit market share report, Amcore holds 7.24 percent and rank's 2nd in deposit market share out of the 178 FDIC insured financial institutions with branches in the same twelve county area. The top three banks hold a total of 23 percent of the area deposits and the other 175 institutions hold the remaining 77 percent, ranging from approximately 4 percent to less than 0.01 percent. The bank has both nationwide and smaller community banks as competitors. Major competitors in the area include Bank One, Alpine Bank, US Bank, Citizens First National Bank, and National City Bank.

Amcore's Illinois offices account for 68 percent of the total number and 68 percent of the total dollars of loans. The Rockford, IL MA is responsible for 54 percent of the number and 55 percent of the dollars of Illinois loans. Sixty-nine percent of Amcore's total number and 66 percent of Amcore's total dollars of home mortgage loans are originated/purchased in Illinois. Sixty-six percent of Amcore's total number and 73 percent of Amcore's total dollars of small loans to businesses are originated/purchased in Illinois.

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

Scope of Evaluation in Illinois

Our analysis included full-scope examination procedures for the Rockford, IL MA and Non-MA IL AA. Limited-scope examination procedures were used for the Chicago MA AA. Approximately 11 percent of the bank's loans were made in this MA. Please refer to the table in Appendix A for additional information on the scope of our review.

We conducted one community contact interview in the Rockford MA and one in the Non-MA IL area during our examination. We contacted a community development housing organization in Rockford, Illinois. The contact indicated that one of the primary credit needs for the area was lending for affordable housing, both rental and owner-occupied. We also contacted a community development organization located in the Non-MA area. This contact indicated that affordable housing was also a credit need in this area.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Illinois is Low Satisfactory. Based on full-scope review, the bank's performance in the Rockford, IL MA is adequate. Based on a full-scope review, the bank's performance in the Non-MA IL AA is adequate.

Lending Activity

Refer to Table 1 Lending Volume in the state of Illinois section of Appendix D for the facts and data used to evaluate the bank's lending activity. To provide perspective regarding the relative levels of lending volume in each AA, we also compared the bank's deposit market rank and market share to its market rank and market share for each loan product. Because of the large number of lenders in each AA (refer to Market Profiles in Appendix B), we based our analysis on the bank's percentile rankings in the loan and deposit markets rather than the actual values of market share and market rank.

Rockford, IL MA

During this evaluation period, Amcore extended 8,521 home mortgage loans, 1,714 small loans to businesses, and 188 small loans to farms totaling approximately \$1 billion in the Rockford, IL MA. Of these, 82 percent were home mortgage loans, 16 percent were small loans to businesses, and 2 percent were small loans to farms. Small loans to farms are not a primary business line of Amcore in this AA and are not being considered as part of this section of the evaluation.

Among home mortgage loan originations and purchases, 51 percent were for home mortgage refinance loans, 36 percent were for home purchase loans, 12 percent were for home improvement loans, and 1 percent were multifamily loans.

Amcore's lending activity reflects excellent responsiveness to credit needs in the Rockford, IL MA. The bank's market share percentile ranking for home purchase loans, home improvement loans, and home refinance loans exceed its percentile ranking for deposit market share. The percentile ranking for small loans to businesses equals its percentile ranking for deposit market share.

FDIC deposit market share data as of June 30, 2002 shows that the bank ranks at the 97th percentile for deposit market share in the Rockford AA. Based on 2001 aggregate Home Mortgage Disclosure Act (HMDA) data for the AA, the bank ranks at the 98th percentile for home purchase loans, the 99th percentile for home improvement loans, and the 99th percentile for home refinance loans. According to 2001 aggregate small business loan data, the bank ranks at the 97th percentile for small loans to businesses in the AA.

Non-MA, IL AA

During this evaluation period, Amcore extended 4,016 home mortgage loans, 1,030 small loans to businesses, and 900 small loans to farms for a total number of reported loans of 5,946 totaling \$383 million. Of these 5,946 reported loans, 68 percent were home mortgage loans, 17 percent were small loans to businesses, and 15 percent were small loans to farms.

Of the 4,016 home mortgage loans, 19 percent were home purchase loans, 28 percent were home improvement loans, 53 percent were home mortgage refinance loans, and less than 1 percent were multi-family loans. Multi-family loans are not a primary business line of Amcore and are not being considered as part of this evaluation.

Amcore's overall lending activity reflects excellent responsiveness to credit needs in the Non-MA Illinois AA. The bank's market share percentile ranking for home improvement and home refinance loans equals the deposit market share. For home purchase loans and small loans to businesses, the percentile ranking is near to the deposit market share.

FDIC deposit market share data as of June 30, 2002 shows that the bank ranks first (99th percentile) for deposit market share in the Non-MA, IL AA. Based on 2001 aggregate HMDA data for the AA, the bank ranks at the 97th percentile for home purchase loans, in the 99th percentile for home improvement loans, and the 99th percentile for home refinance loans. According to 2001 aggregate small business loan data, the bank ranks at the 98th percentile for small loans to businesses in the AA.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

The bank's geographic distribution of home mortgage loans in Illinois is adequate. The bank's geographic distribution of home mortgage loans in the Rockford MA is adequate. The geographic distribution of home mortgage loans in the Non-MA IL is adequate. Refer to Tables 2, 3, and 4 in the state of Illinois of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loans.

Rockford, IL MA

Amcore's geographic distribution of home purchase loans is adequate. The percentage of the bank's loans in low-income geographies is below the percentage of owner-occupied units in low-income geographies. The bank's percentage of loans in moderate-income geographies is somewhat below the percentage of owner-occupied units in those geographies. The bank's market share for both low- and moderate-income geographies significantly exceed the bank's overall market share for home purchase loans.

The opportunity to make home purchase loans in the low-income geographies is limited. There are only 1,610 owner-occupied units in these geographies. Competition for these loans is strong, with 46 lenders competing for these loans. Amcore's total loan volume in these geographies places them second of the 46 lenders.

Amcore's geographic distribution of home improvement loans is excellent. The bank's percentage of loans in both low- and moderate-income geographies exceeds the percentage of owner-occupied units. The bank's market share for both low- and moderate-income geographies also exceeds the overall market share.

Amcore's geographic distribution of home refinance loans is adequate. The percentage of the bank's loans in low-income geographies is below the percentage of owner-occupied units in low-income geographies. The bank's percentage of loans in moderate-income geographies is also below the percentage of owner-occupied units in those geographies. The bank's market share for both low- and moderate-income geographies exceeds the bank's overall market share for home refinance loans.

The opportunity to make home refinance loans in the low-income geographies is limited. There are only 1,610 owner-occupied units in these geographies. Competition for these loans is strong, with 69 lenders competing for these loans. Amcore's total loan volume in these geographies places them first of the 69 lenders.

Non-MA, IL AA

The bank's geographic distribution of home mortgage loans is adequate. There are no low-income geographies in the Non-MA IL AA; therefore, this analysis only addresses the bank's performance in the moderate-income geographies.

The geographic distribution of home purchase loans is adequate. The percentage of home purchase loans made in the moderate-income geographies is significantly below the percentage of owner-occupied units in those geographies. The market share for home purchase loans made in the moderate-income geographies is too small to consider. However, opportunity for lending in these geographies is limited. There are only 37 owner-occupied units in these areas. The bank has made two home purchase loans there during the evaluation period.

The geographic distribution of home improvement loans is adequate. The percentage of home improvement loans made in the moderate-income geographies is below the percentage of owner-occupied units in those geographies. The market share for home improvement loans made in the moderate-income geographies is somewhat below the bank's overall market share for these loans. However, opportunity for lending in these geographies is limited. There are only 37 owner-occupied units in these areas. The bank has made eight home improvement loans there during the evaluation period.

The geographic distribution of home refinance loans is adequate. The percentage of home refinance loans made in the moderate-income geographies is significantly below the percentage of owner-occupied units in those geographies. The market share for

home refinance loans made in the moderate-income geographies is near to the bank's overall market share for these loans. However, the opportunity for lending in these areas is limited. There are only 37 owner-occupied housing units in these geographies. The bank made three home refinance loans there during the evaluation period.

Multifamily Loans

The number of multifamily loans made during the evaluation period is not significant. An analysis of these loans would not be meaningful.

Small Loans to Businesses

The bank's distribution of small loans to businesses throughout various geographies in Illinois is good. The bank's geographic distribution of small loans to businesses in the Rockford, IL MA is excellent. The distribution in the Non-MA IL AA is adequate. Refer to Table 6 in the state of Illinois of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's small loans to businesses.

Rockford, IL MA

Amcore's geographic distribution is excellent for small loans to businesses in the Rockford, IL MA. The percentage of small loans to businesses in low-income geographies significantly exceeds the percentage of small businesses within those geographies. The percentage of small loans to businesses made in moderate-income geographies exceeds the percentage of small businesses in those geographies. The bank's market share in both low- and moderate-income geographies exceeds its overall market share.

Non-MA, IL AA

The bank's geographic distribution of small loans to businesses is adequate. There are no low-income geographies in the Non-MA, IL AA. The percentage of small loans to businesses made in the moderate-income geographies is below the percentage of businesses in those geographies. The market share for small loans to businesses made in the moderate-income geographies is significantly below the bank's overall market share for these loans. Opportunity in this market is somewhat limited. There are 12,168 businesses with less than \$1 million in revenues in the AA. There are also eighty-one lenders competing for these loans. Amcore ranks 2nd of the 81 lenders, and the top lender has made only 32 more loans than Amcore.

Small Loans to Farms

The geographic distribution of small loans to farms in the Non-MA, IL AA is adequate. The distribution of small loans to farms in the Rockford, IL MA is not significant and was not included in this portion of the analysis. Refer to Table 7 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 loans to farms.

Rockford, IL MA

The level of small loans to farms in this assessment area is minimal. These loans were not considered in evaluating performance under this section.

Non-MA, IL AA

The geographic distribution of small loans to farms is adequate. The bank did not make any loans in the moderate-income geographies. However, the opportunity to make loans in these geographies is very limited, as there are only ten farms in these geographies.

Lending Gap Analysis

No conspicuous unexplained lending gaps were noted. Based on a review of relevant reports that overlay the volume of the bank's home mortgage loans and small loans to businesses by geography, no conspicuous gaps exist in Amcore's geographic distribution of loans in the Rockford, IL MA or in the Non-MA, IL area.

Inside/Outside Ratio

A majority (95 percent) of small loans to businesses and home mortgage loans that were originated and purchased in Illinois over the evaluation period were within Amcore's AA. Eighty-six percent of the bank's small loans to businesses and 94 percent of the bank's home mortgage loans were within the bank's Illinois AAs. The inside/outside ratio analysis was performed at the state level and included all bank originations and purchases in Illinois. This performance was positively factored into the overall analysis of the bank's geographic distribution of lending by income level of geography.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

The bank's distribution of home mortgage loans is adequate among borrowers of different income levels in Illinois. Because home refinance loans comprised more than 50 percent of the total mortgage lending, more weight was placed on this performance. The borrower distribution of loans in the Rockford, IL MA is adequate. The distribution in the Non-MA, IL AA is adequate. Refer to Tables 8, 9, and 10 in the State of Illinois section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loans.

Rockford, IL MA

Amcore's distribution of home purchase and home improvement loans to borrowers of different income levels is good. The percentages of loans to low-income individuals are somewhat below the percentage of low-income families in the AA. However, the 9.51 percent poverty level limits the bank's opportunity to make these types of loans. The percentages of loans to moderate-income individuals significantly exceed the percentage of moderate-income families. The bank's market share for home purchase and home improvement loans to low-income individuals is significantly exceeds the overall market share. The bank's market share for home purchase and home improvement loans to moderate-income individuals somewhat below its overall market share.

The borrower distribution of home refinance loans is adequate. The percentage of loans to low-income individuals is below the percentage of low-income families. Again, the high poverty level affects the bank's opportunity to make loans to low-income individuals. The percentage of loans to moderate-income individuals exceeds the percentage of families defined as such. The bank's market share for refinance loans to low-income borrowers significantly exceeds its overall market share. The market share for refinance loans to moderate-income borrowers is somewhat below the overall market share.

Non-MA, IL AA

The distribution of home purchase loans to borrowers of different income levels is good. The percentage of home purchase loans made to low-income borrowers is somewhat below the percentage of low-income families within the AA. The percentage of home purchase loans made to moderate-income borrowers exceeds the percentage of moderate-income families with the AA. The market share for home purchase loans made to low-income and moderate-income borrowers are near to and exceed the bank's overall market share for these types of loans.

The borrower distribution of home improvement loans is good. The percentage of home improvement loans made to low-income borrowers is somewhat below the percentage of low-income families within the AA. The percentage of home improvement loans made to moderate-income borrowers exceeds the percentage of moderate-income families with the AA. The market share for home improvement loans made to low-income and moderate-income borrowers exceeds the bank's overall market share for these loans.

The borrower distribution of home refinance loans is adequate. The percentage of home refinance loans made to low-income borrowers is below the percentage of low-income families within the AA. The percentage of home refinance loans made to moderate-income borrowers is near to the percentage of moderate-income families with the AA. The market share for home refinance loans made to low-income and moderate-income borrowers exceeds the bank's overall market share for these loans.

Small Loans to Businesses

The bank's distribution of small loans to businesses of different revenue sizes is adequate. The distribution in the Rockford, IL MA is adequate. The distribution of small loans to businesses in the Non-MA, IL AA is adequate. Refer to Table 11 in the State of Illinois of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small loans to businesses.

Rockford, IL MA

Amcore's distribution of small loans to businesses with revenues of less than \$1 million is adequate. The percentage of loans to small businesses is somewhat below the percentage of businesses defined as such. The market share of small loans to businesses significantly exceeds the bank's overall market share for loans to small businesses.

Non-MA, IL AA

The borrower distribution of small loans to businesses is adequate. The percentage of Amcore's loans to businesses with revenues of \$1 million or less is somewhat below the percent of businesses that are defined as such. The bank's market share for loans to small businesses significantly exceeds its overall market share.

Small Loans to Farms

The bank's distribution of small loans to farms of different revenue sizes in the Non-MA, IL AA is adequate. The distribution of small loans to farms of different revenue sizes in the Rockford, IL MA is not significant and was not included in this portion of the analysis. Refer to Table 12 in the State of Illinois of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's small loans to farms.

Rockford, IL MA

The level of small loans to farms in this assessment area is minimal. These loans were not considered in evaluating performance under this section.

Non-MA, IL AA

The borrower distribution of small loans to farms is adequate. The percent of Amcore's small loans to farms is somewhat below the percent of farms that are defined as such. The bank's market share for loans to small farms is near to its overall market share.

Community Development Lending

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

CD lending had a neutral impact on the Lending test conclusions for the state of Illinois. The level of CD lending in the Rockford, IL MA and the Non-MA, IL AA had a neutral impact on the respective Lending test conclusions for those areas.

Rockford, IL MA

CD lending had a neutral impact on the Lending Test conclusions for the Rockford, IL MA. The bank made five community development loans in the Rockford MA. These loans, totaling \$312 thousand, were to not-for-profit corporations that provide affordable housing or day care services to low- and moderate-income families.

Non-MA, IL AA

CD lending had a neutral impact on the Lending Test conclusions for the Non-MA, IL AA. The bank made no qualified CD loans in this area during the evaluation period.

Product Innovation and Flexibility

Product innovation and flexibility had a neutral impact on the lending test conclusions for the Illinois AAs. While the bank provided information on programs offered, they were unable to provide this information for each AA separately.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope review, the bank's performance under the lending test in the Chicago, IL MA is not inconsistent with the bank's overall Low Satisfactory performance under the lending test in Illinois. Refer to the Tables 1 through 11 in the state of Illinois 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 Illinois is rated Low Satisfactory. Based on full-scope reviews, the bank's performance is adequate in the Rockford, IL MA. The bank's performance in the Non-MA, IL AA 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.

Rockford, IL MA

Amcore exhibited an adequate level of responsiveness to credit and community development needs in the Rockford, IL MA.

The bank provided qualified investments within this AA through the purchase of securities, cash contributions and grants. Qualifying investments totaled approximately \$2.8 million. Specific investments included:

- \$2.2 million in 3 CRA Qualified Small Business Investment Corporation (SBIC) Funds. The CRA Qualified Investment Funds provide financial institutions with current income and investments that will be qualified under the CRA. The fund's principal investment strategy is to invest in small businesses located in the bank's AAs and other debt securities that will cause shares of the fund to be deemed qualified under the CRA. The \$2.2 million is an allocation of a total investment of \$4.5 million. The allocation is based on the percentage of deposits within the AA. The balance of \$1.4 million is allocated to the bank's other AAs in Illinois and Wisconsin.

Prior period investments (\$367 thousand) are the current amount remaining on the bank's records from investments made prior to this evaluation period.

Additionally, donations and grants were provided to organizations with a community development focus. Amcore contributed to 26 different community development organizations totaling \$277 thousand during the evaluation period.

Non-MA, IL AA

Amcore exhibited an adequate level of responsiveness to credit and community development needs in the Non-MA, IL AA.

The bank provided qualified investments within this AA through the purchase of securities, cash contributions and grants. Qualifying investments totaled approximately \$1.5 million. Specific investments included:

- \$873 thousand in 3 CRA Qualified Small Business Investment Corporation (SBIC) Funds. The \$873 thousand is an allocation of a total investment of \$4.5 million. The allocation is based on the percentage of deposits within an AA.

Prior period investments (\$649 thousand) are the current amount remaining on the bank's records from investments made prior to this evaluation period.

Additionally, donations and grants were provided to organizations with a community development focus. Amcore contributed a total of \$9 thousand to one community development organization during the evaluation period.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Chicago MA is 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.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in Illinois is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Rockford, IL MA is adequate. Based on full-scope reviews, the bank's performance in the Non-MA, IL AA is adequate.

Retail Banking Services

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

Rockford, IL MA

Amcore's distribution of delivery systems is reasonably accessible to geographies and individuals of different income levels in the AA. Fourteen of the bank's office locations are in the Rockford MA. Two of these branches are located in low-income geographies. The percentage of branches in low-income geographies significantly exceeds the percentage of the population within this AA. The bank does not have any branch locations in moderate-income geographies. However, there is a significant percentage of the population within moderate-income geographies.

All of the bank's branches are full service facilities, offering traditional deposit and loan products and having relatively similar hours of operation. The hours of Amcore's office locations do not negatively impact low- or moderate-income individuals. All office lobbies, except the 7th Street Rockford office, are open at 9:00 am or earlier Monday through Saturday and close at 5:00 pm or later Monday through Friday and 12:00pm or later on Saturday. The 7th Street Rockford office does not have Saturday hours. This branch is located in a low-income geography in downtown Rockford that has relatively few people in the area on the weekends. The 7th Street Rockford office drive-up does have extended hours Monday through Friday and Saturday hours. Six branches located in supermarkets have Sunday hours of 10:00am to 2:00pm.

The bank has closed four branches and opened one branch since the previous examination. In 1999, the bank closed a location in a middle-income geography in Leaf River, Illinois. In 2000, the bank closed a location in a middle-income geography in Rochelle, Illinois. In 2001, the bank sold two locations in middle-income geographies in Rochelle and Mount Morris, Illinois. None of these changes had a negative effect on low- or moderate-income geographies or individuals. In 2001, the bank opened a location in an upper-income geography in Rockford, Illinois.

Alternative Delivery Systems

Amcore offers various types of alternative delivery systems, which include automated teller machines (ATMs), telephone banking, and computer banking. The bank does not monitor the usage of these alternative delivery systems by low- and moderate-income individuals; therefore, significant weight was not placed on these delivery systems when drawing our CRA performance conclusions.

Distribution of Amcore ATMs in the Rockford, IL MA is adequate. Amcore operates fifteen ATMs within the Rockford, IL MA. Two (13 percent) are in low-income geographies, nine (60 percent) are in middle-income geographies and four (27 percent) are in upper-income geographies. There are no Amcore ATMs in the AA's moderate-income geographies. Fourteen ATMs are full service and one only dispenses cash.

Non-MA, IL AA

Amcore's distribution of delivery systems is reasonably accessible to geographies and individuals of different income levels in the AA. Twelve of the bank's office locations are in the Non-MA, IL. There are no low-income geographies in this AA. The bank does not have any branch locations in moderate-income geographies. The percentage of the population within moderate-income geographies is very low at 1.66 percent.

All but one of the bank's branches is a full service facility offering traditional deposit and loan products and having relatively similar hours of operation. The Peru drive-up branch is not a full service facility. A full service facility is located within two blocks of the Peru drive-up branch. The hours of Amcore's office locations do not negatively impact low- or moderate-income individuals. All office lobbies, except the 1st Street Dixon office, are open at 9:00 am or earlier Monday through Saturday and close at 4:00

pm or later Monday through Friday and 12:00pm or later on Saturday. The 1st Street Dixon office does not have Saturday hours. This branch is located in a middle-income geography in the downtown area and has relatively few people in the area on the weekends. The 1st Street Dixon office drive-up does have extended hours Monday through Friday and Saturday hours. Two branches located in supermarkets have Sunday hours opening at 10:00am or earlier and closing at 2:00pm or later.

The bank has closed four branches since the previous examination. In 2001, the bank sold four locations in middle-income geographies in Aledo, Ashton, Sheffield and Wyanet, Illinois. None of these changes had a negative effect on low- or moderate-income geographies or individuals.

Alternative Delivery Systems

Amcore offers various types of alternative delivery systems, which include automated teller machines (ATMs), telephone banking, and computer banking. The bank does not monitor the usage of these alternative delivery systems by low- and moderate-income individuals; therefore, significant weight was not placed on these delivery systems when drawing our CRA performance conclusions.

Community Development Services

Amcore's record of providing community development services is adequate in the Rockford, IL MA. The bank's record of providing community development services is adequate in the Non-MA, IL AA.

Rockford, IL MA

Amcore's performance in providing community development services in the assessment area is adequate. Several officers and employees of Amcore serve on the boards of directors or as officers of various community development service organizations. While the community development services provided are non-complex, they are responsive to the needs of the community.

Some of these services are:

- Two employees of Amcore serve on the Board and Executive Committee of an organization that provides mentoring services to youth from low- and moderate-income families. The officers provide expertise in fund raising, funds allocation and the annual budget.
- An employee serves on a local small business loan fund committee, reviewing applications and approving loan funding.
- One employee serves on the Board of a community center organization that provides vocational training and employment services to low- and moderate-income individuals. The bank employee provides funding and budgeting expertise.

- An employee serves on the Executive Committee of a Rockford area Affordable Housing Board that provides affordable housing opportunity programs to low- and moderate-income individuals. As an executive committee member, the bank employee provides funding, marketing and budgeting expertise to this organization.
- Several employees serve on various committees of an organization that targets low- and moderate-income individuals. Services provided include childcare, education, counseling and homeless shelters. Financial expertise provided to this organization is in the form of budget allocation, funds distribution and Treasurer.
- One employee provides budget and financial planning expertise to an organization that targets low- and moderate-income individuals and families. The organization offers job training, employment and affordable housing opportunities to low- and moderate-income individuals and families.
- An employee serves on the advisory board of an organization that targets a low-income geography and affordable housing. The employee participates in planning and creative financing options for the affordable housing project.

Non-MA, IL AA

Amcore provides an adequate level of CD services in the Non-MA, IL AA. While the community development services provided are non-complex, they are responsive to the needs of the community. An example of these services is:

- Several employees serve on various committees of an organization that targets low- and moderate-income individuals. Services provided include childcare, education, counseling and homeless shelters. Financial expertise provided to this organization is in the form of budget allocation, funds distribution and Treasurer.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Chicago MA is not inconsistent with the bank's overall Low Satisfactory performance under the service test in 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 Wisconsin

CRA Rating for Wisconsin:	Satisfactory
The Lending Test is rated:	High Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- Amcore's borrower distribution of loans in the Non-MA, WI AA is good. The distribution of loans to borrowers of different incomes reflects a good level of home mortgage lending to low- and moderate-income individuals. Lending to businesses of different sizes indicates an adequate level of lending to businesses with revenue of \$1 million or less.
- Amcore provides an adequate level of community development services in the Non-MA, WI AA. The bank's delivery systems are reasonably accessible to geographies and individuals of different income levels in its AA.
- Amcore has an adequate level of qualified investments considering the needs and opportunities available throughout the bank's Non-MA, WI AA and the bank's size and financial capability.

Description of Institution's Operations in Wisconsin

Amcore's AA in the state of Wisconsin consists of a Non-MA, WI AA, portions of the Madison MA and portions of the Beloit-Janesville MA. The Non-MA area includes portions of eight counties in southern Wisconsin. Larger cities in these areas include Platteville, Monroe, Madison, Baraboo, Lake Geneva and Delevan.

The bank operates 22 offices within the state. Twelve are in the Non-MA area (all in middle-income geographies). Eight are in the Madison MA (seven in middle-income geographies and one in an upper income geography). There are 2 branches in the Beloit-Janesville MA (both in middle-income geographies). The bank operates 18 ATMs in Wisconsin. Thirteen deposit-taking ATMs are divided among the main office and twelve of the branches. Five cash dispensing only ATMs are located at one other branch, a local business, and a local hospital.

Wisconsin offices comprise 20 percent of Amcore's total deposits. The Non-MA area is responsible for 67 percent of the Wisconsin deposits. According to the FDIC's June 30, 2002 deposit market share report, Amcore holds 4.58 percent and rank's 5th in deposit market share out of the 91 FDIC insured financial institutions with branches in the same ten county area. The top three banks hold a total of 32 percent of the area deposits and the other 88 institutions hold the remaining 68 percent, ranging from approximately 5 percent to 0.01 percent. The bank sees its competitors as larger community banks,

such as Wisconsin Community Bank, Anchor Bank, Baraboo National Bank, and State Bank of Cross Plains.

Amcore's Wisconsin offices account for 32 percent of the total number and 32 percent of the total dollars of loans. The Non-MA area is responsible for 76 percent of the number and 70 percent of the dollars of Wisconsin loans. Thirty-one percent of Amcore's total number and 34 percent of Amcore's total dollars of home mortgage loans are originated/purchased in Wisconsin. Thirty-four percent of Amcore's total number and 27 percent of Amcore's total dollars of small loans to businesses are originated/purchased in Wisconsin.

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

Scope of Evaluation in Wisconsin

Our analysis included full-scope examination procedures for the Non-MA, WI AA. Please refer to the table in Appendix A for additional information on the scope of our review.

We reviewed a recently conducted community contact interview in the Non-MA, WI area during our examination. The contact stated that the primary credit needs were agricultural lending, affordable housing and small business lending. The contact indicated that community development opportunities are focused in the areas mentioned above. The contact stated that performance by local financial institutions has been good.

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test in Wisconsin is rated High Satisfactory. Based on full-scope reviews, the bank's performance in the Non-MA, WI AA is good.

Lending Activity

Refer to Table 1 Lending Volume in the state of Wisconsin's section of Appendix D for the facts and data used to evaluate the bank's lending activity. To provide perspective regarding the relative levels of lending volume in each AA, we also compared the bank's deposit market rank and market share to its market rank and market share for each loan product. Because of the large number of lenders in each AA (refer to Market Profiles in Appendix B), we based our analysis on the bank's percentile rankings in the loan and deposit markets rather than the actual values of market share and market rank.

During this evaluation period, Amcore extended 5,255 home mortgage loans, 1,274 small loans to businesses, and 559 small loans to farms for a total number of reported loans of 7,088 totaling \$608 million in the Non-MA, WI AA. Of these 5,255 reported loans, 74 percent were home mortgage loans, 18 percent were small loans to businesses, and 8 percent were small loans to farms.

Of the 5,255 home mortgage loans, 21 percent were home purchase loans, 13 percent were home improvement loans, 66 percent were home mortgage refinance loans, and less than 1 percent were multi-family loans. Multi-family loans are not a primary business line of Amcore and are not being considered as part of this evaluation.

Amcore's overall lending activity reflects excellent responsiveness to credit needs in the Non-MA WI AA. The bank's market share percentile ranking for home purchase and small loans to businesses is near to its percentile ranking for deposit market share. The percentile for home refinance and home improvement loans equals its percentile ranking for deposit market share.

FDIC deposit market share data as of June 30, 2002 shows that the bank ranks first (99th percentile) for deposit market share in the Non-MA Wisconsin AA. Based on 2001 aggregate HMDA data for the AA, the bank ranks at the 98th percentile for home purchase loans, is the top lender (99th percentile) for home improvement loans, and ranks at the 99th percentile for home refinance loans. According to 2001 aggregate small business loan data, the bank ranks at the 93rd percentile for small loans to businesses in the AA.

Distribution of Loans by Income Level of the Geography

There are no low-income and no moderate-income geographies in the Non-MA, WI AA; therefore no analysis of the distribution of loans by income level of the geography was

completed. Refer to Tables 2, 3, and 4 in the state of Wisconsin of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's loans.

Lending Gap Analysis

Maps and reports detailing Amcore's lending activity in the Non-MA, WI over the evaluation period for home mortgage loans and small loans to businesses were reviewed to identify gaps in the geographic distribution of loans. No unexplained, conspicuous gaps were identified.

Inside/Outside Ratio

A substantial majority (81 percent) of home mortgage loans and small loans to businesses, originated or purchased by Amcore in Wisconsin over the evaluation period, were within the Wisconsin AA. Of the loans Amcore originated within the state of Wisconsin, 86 percent of the HMDA loans and 64 percent of the small loans to businesses were made within the bank's Wisconsin AA. This analysis was completed at the state level as opposed to the AA level and was positively factored into the overall geographic distribution of lending by income level of geographies.

Distribution of Loans by Income Level of the Borrower

The bank's distribution of loans by income level of the borrower is good. The distribution of home mortgage loans is good. The distribution of small loans to businesses is good. Refer to Tables 8, 9, and 10 in the State of Wisconsin section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loans.

Home Mortgage Loans

The bank's distribution of home mortgage loans by income level of the borrower in the Non-MA, WI AA is good. Refer to Tables 8, 9, and 10 in the State of Wisconsin section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loans.

The borrower distribution of home purchase loans is good. The percentage of home purchase loans made to low-income borrowers is somewhat below the percentage of low-income families within the AA. However, opportunities for loans to these individuals are limited by the 10 percent poverty level. The percentage of home purchase loans made to moderate-income borrowers significantly exceeds the percentage of moderate-income families within the AA. The market share for home purchase loans made to low-income and moderate-income borrowers significantly exceeds the bank's overall market share for these loans.

The borrower distribution of home improvement loans is good. The percentage of home improvement loans made to low-income borrowers is somewhat below the percentage of low-income families within the AA. However, opportunities for loans to these

individuals are limited by the 10 percent poverty level. The percentage of home improvement loans made to moderate-income borrowers exceeds the percentage of moderate-income families within the AA. The market share for home improvement loans made to low-income and moderate-income borrowers exceeds the bank's overall market share for these loans.

The borrower distribution of home mortgage refinance loans is adequate. The percentage of home refinance loans made to low-income borrowers is below the percentage of low-income families within the AA. However, opportunities for loans to these individuals are limited by the 10 percent poverty level. The percentage of home mortgage refinance loans made to moderate-income borrowers is near to the percentage of moderate-income families within the AA. The market share for home mortgage refinance loans made to low-income and moderate-income borrowers significantly exceeds the bank's overall market share for these loans.

Small Loans to Businesses

The bank's distribution of small loans to businesses of different revenue sizes in the Non-MA, WI AA is good. Refer to Table 11 in the state of Wisconsin section of Appendix D for the facts and data used to evaluate the bank's level of small loans to businesses.

The borrower distribution of small loans to businesses is good. The percent of Amcore's small loans to businesses with revenues of \$1 million or less is near to the percent of businesses that are defined as such. The bank's market share for small loans to businesses significantly exceeds its overall market share.

Community Development Lending

Refer to Table 1 Lending Volume in the state of Wisconsin 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 multi-family loans that also qualify as CD loans. In addition, Table 5 includes geographic lending data on all multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans, however.

CD lending had a neutral impact on the Lending Test conclusions for the Non-MA, WI AA. The bank made a community development loan totaling \$1.2 million in this AA. This loan was to a non-profit organization that provides affordable housing to low- and moderate-income families.

Product Innovation and Flexibility

Product innovation and flexibility had a neutral impact on the lending test conclusions for the Non-MA, WI AA. While the bank provided information on programs offered, they were unable to provide this information for each AA separately.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the investment test in Wisconsin is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Non-MA, WI AA is adequate.

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

Amcore exhibited an adequate level of responsiveness to credit and community development needs.

The bank provided qualified investments within its AA through the purchase of securities. Qualifying investments totaled \$910 thousand. Specific investments included:

- \$910 thousand in 3 CRA Qualified Small Business Investment Corporation (SBIC) Funds. The CRA Qualified Investment Funds provide financial institutions with current income and investments that will be qualified under the CRA. The fund's principal investment strategy is to invest in small businesses located in the bank's AA's and other debt securities that will cause shares of the fund to be deemed qualified under the CRA. The \$910 thousand is an allocation of a total investment of \$4.5 million. The allocation is based on the percentage of deposits within an AA. The balance of \$3.6 million is allocated to the bank's AA's in the State of Illinois.

There are no prior period investments for the Non-MA, WI AA.

Amcore made cash contributions and grants to community organizations within this AA. However, the organizations' stated purposes did not meet the definition of community development.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Madison MA is not inconsistent with the bank's overall Low Satisfactory performance under the investment test in Wisconsin.

Based on limited-scope reviews, the bank's performance under the investment test in the Beloit-Janesville MA is not inconsistent with the bank's overall Low Satisfactory performance under the investment test in Wisconsin.

Refer to the Table 14 in the state of Wisconsin 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 Wisconsin is rated Low Satisfactory. Based on full-scope reviews, the bank's performance in the Non-MA, WI AA is adequate.

Retail Banking Services

Refer to Table 15 in the state of Wisconsin 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.

Amcore's distribution of delivery systems is reasonably accessible to geographies and individuals of different income levels in the Non- MA, WI AA. Twelve of the bank's 57 office locations are in this AA. There are no low- or moderate-income geographies in this AA.

All but two of the bank's branches are full service facilities, offering traditional deposit and loan products and having relatively similar hours of operation. The Portage and Monroe drive-up branches are not full service facilities. The Portage drive-up branch has a full service branch with its own drive-up facility located near by. The Monroe drive-up branch has a full service branch with its own drive-up facility located within three blocks.

The hours of Amcore's office locations do not negatively impact low- or moderate-income individuals. All office lobbies are open at 9:00 am or earlier Monday through Saturday and close at 4:00 pm or later Monday through Friday and 12:00pm or later on Saturday. One branch located in a supermarket has Sunday hours of 9:00am to 1:00pm.

The bank closed one branch since the previous examination. In 2001, the bank closed a location in a middle-income geography in Baraboo, Wisconsin. This change did not have an impact on low- or moderate-income individuals.

Alternative Delivery Systems

Amcore offers various types of alternative delivery systems, which include automated teller machines (ATMs), telephone banking, and computer banking. The bank does not monitor the usage of these alternative delivery systems by low- and moderate-income individuals; therefore, significant weight was not placed on these delivery systems when drawing our CRA performance conclusions.

Distribution of Amcore ATMs in the Non-MA, WI AA is adequate. Amcore operates twelve ATMs within the AA. There are no low- or moderate-income geographies in the

AA. There are 12 ATMs (100 percent) in the middle-income geographies and no ATMs in upper-income geographies. Nine ATMs are full service and 3 only dispense cash.

Community Development Services

Amcore's performance in providing CD services in its AA is adequate. While the community development services provided are non-complex, they are responsive to the needs of the community.

- Three employees are involved with the fund-raising and budgeting committees of an organization that targets low- and moderate-income individuals and families. Services provided include childcare, education, counseling and homeless shelters. Financial expertise provided to this organization is in the form of budget allocation and funds distribution.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Beloit-Janesville MA and Madison MA is not inconsistent with the bank's overall Low Satisfactory performance under the service test in Wisconsin. Refer to Table 15 in the state of Wisconsin section of Appendix D for the facts and data that support these conclusions.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and 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): 01/01/1999 to 12/31/2002 Investment and Service Tests and CD Loans: 05/10/99 to 09/08/03	
Financial Institution		Products Reviewed
Amcore Bank, N.A. (Amcore) Rockford, Illinois		Home mortgage loans, small loans to businesses, small loans to farms, and community development loans.
Affiliate(s)	Affiliate Relationship	Products Reviewed
Amcore Mortgage, Inc.	Affiliate	Home mortgage loans
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Portions of the following: Illinois: Rockford MA #6880 Non-MA AA Chicago MA #1600 Wisconsin: Non-MA AA Beloit-Janesville MA #3620 Madison MA #4720	Full-scope Full-scope Limited-scope Full-scope Limited-scope Limited-scope	None

Appendix B: Summary of State Ratings

RATINGS		STATE FINANCIAL BANK, N.A.		
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State Rating
Amcore Bank, N.A.	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
State:				
Illinois	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Wisconsin	High 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

Rockford, IL MA	C-2
Non-MA, IL	C-4
Non-NA, WI	C-6

State of Illinois Full-Scope Areas

Rockford, IL MA

Demographic Information for Full-Scope Area: Rockford MA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	83	7.23	20.48	55.42	16.87	0.00
Population by Geography	329,676	4.53	17.03	59.35	19.09	0.08
Owner-Occupied Housing by Geography	85,932	1.87	14.15	61.52	22.46	0.00
Businesses by Geography	18,012	6.76	12.24	59.68	21.32	0.00
Farms by Geography	1,336	0.52	2.62	83.83	13.02	0.01
Family Distribution by Income Level	90,621	3.66	15.84	60.17	20.33	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	32,920	7.79	24.61	57.94	9.66	0.00
Median Family Income = \$ 37,078		Median Housing Value = \$ 59,657				
HUD Adjusted Median Family Income for 2000 = \$ 59,800		Unemployment Rate (9/03 Bureau of Labor Statistics) = 8.1%				
Households Below the Poverty Level = 9.51 %						

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2001 HUD updated MFI.

The Rockford AA consists of all of MA #6880, which includes Boone, Ogle and Winnebago counties. The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

The Rockford, IL MA is comprised of 83 geographies. Six of the geographies in this AA are low-income, 17 are moderate-income, 46 are middle-income, and 14 are upper-income geographies. The bank's main office and 13 branches are located in this AA.

The population of this AA was 329,676 based on 1990 census data. Five percent of the population lives in low-income geographies, 17 percent live in moderate-income geographies, 59 percent live in middle-income geographies, and 19 percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2001 median family income for the Rockford MA is \$59,800. A breakdown of family income levels in the AA shows four percent as low-income (3,625 families), 16 percent moderate-income (14,499 families), 60 percent middle-income (54,373 families) and 20 percent upper-income (18,124 families). A low-income family has a maximum income of only \$29,900. In addition, a total of 11,882 households have incomes below the poverty level. This represents 10 percent of the total households in the AA.

Of the 131,195 housing units in the AA, 85,932 (66 percent) are owner-occupied, 38,877 (30 percent) are rental-occupied and the remaining 6,386 (4 percent) are vacant. Two percent of the owner-occupied units are located in the low-income geographies, 14 percent are located in moderate-income geographies, 62 percent are located in middle-income geographies, and 22 percent are located in upper-income geographies. The median housing value within the AA based on 1990 census data is \$59,657.

A majority of the businesses in the Rockford MA have 1-4 employees. Eighty-one percent of the businesses in the AA report gross revenues of \$1 million or less. The primary industry in the AA is service oriented (37 percent), followed by retail trade (16 percent), construction (9 percent), finance, insurance, and real estate (8 percent), and manufacturing (7 percent). The unemployment rate in the Rockford MA as of September 30, 2003 was 8.1 percent. This is higher than both the national and state unemployment rates. The unemployment rate for the state of Illinois as of September 2003 was 6.6 percent and the national unemployment rate in September 2003 was 5.8 percent.

There are numerous deposit-taking financial institutions both local and regional in the Rockford MA. There are also numerous lenders, besides depository institutions, that offer a wide variety of loan products. Therefore, competition for both deposits and loans is strong.

State of Illinois Full-Scope Areas

Non-MA, IL AA

Demographic Information for Full-Scope Area: Non-MA, Illinois						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	79	0.00	2.53	75.95	21.52	0.00
Population by Geography	290,961	0.00	1.66	76.13	22.21	0.08
Owner-Occupied Housing by Geography	80,420	0.00	1.53	75.72	22.75	0.00
Businesses by Geography	14,886	0.00	2.67	74.27	23.06	0.00
Farms by Geography	3,045	0.00	00.33	73.73	25.94	0.01
Family Distribution by Income Level	80,351	15.21	16.73	24.28	43.78	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	25,663	0.00	2.74	82.00	15.27	0.00
Median Family Income = \$ 29,693		Median Housing Value = \$ 48,601				
HUD Adjusted Median Family Income for 2000 = \$ 46,700		Unemployment Rate (9/03 = 6.8%				
Households Below the Poverty Level = 11.09%		Bureau of Labor Statistics)				

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2001 HUD updated MFI.

The Non-MA, IL AA consists of portions of Bureau, LaSalle, Lee, Putnam, Stephenson, and Whiteside counties. The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

The Non-MA area is comprised of 79 geographies. None of the geographies in this AA are low-income, two are moderate-income, 60 are middle-income, and 17 are upper-income geographies. The bank has 12 branches located in this AA.

The population of this AA was 290,961 based on 1990 census data. Two percent live in moderate-income geographies, 76 percent live in middle-income geographies, and 22 percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2001 median family income for the Non-MA area is \$48,601. A breakdown of family income levels in the AA shows 15 percent as low-income (12,053 families), 17 percent moderate-income (13,660 families), 24 percent middle-income (19,284 families) and 44 percent upper-income (35,354 families). A low-income family has a maximum income of only \$23,350. In addition, a total of 12,351 households have incomes below the poverty level. This represents 11 percent of the total households in the AA.

Of the 118,881 housing units in the AA, 80,420 (68 percent) are owner-occupied, 30,993 (26 percent) are rental-occupied and the remaining 7,468 (6 percent) are vacant. Two percent of the owner-occupied units are located in the moderate-income geographies, 76 percent are located in middle-income geographies, and 22 percent are located in upper-income geographies. The median housing value within the AA based on 1990 census data is \$48,601.

A majority of the businesses in the Non-MA AA have 1-4 employees. Eighty-two percent of the businesses in the AA report gross revenues of \$1 million or less. The primary industry in the AA is service oriented (31 percent), followed by agriculture (17 percent), retail trade (16 percent), finance, insurance, and real estate (8 percent), and construction (7 percent). The average unemployment rate in the Non-MA AA as of September 2003 was 6.8 percent. This is higher than both the state and national unemployment rates for September 2003. The rate for the state of Illinois as of September 2003 was 6.6 percent and the national rate as of that date was 5.8 percent.

There are numerous deposit-taking financial institutions both local and regional in the Non-MA area. There are also numerous lenders, besides depository institutions, that offer a wide variety of loan products. Therefore, competition for both deposits and loans is strong.

State of Wisconsin Full-Scope Areas

Non-MA, WI AA

Demographic Information for Full-Scope Area: Non-MA AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	57	0.00	0.00	84.21	15.79	0.00
Population by Geography	232,892	0.00	0.00	80.14	19.86	0.00
Owner-Occupied Housing by Geography	61,748	0.00	0.00	81.73	18.27	0.00
Businesses by Geography	15,823	0.00	0.00	83.69	16.31	0.00
Farms by Geography	2,963	0.00	0.00	89.27	10.73	0.00
Family Distribution by Income Level	62,533	13.50	17.98	25.71	42.80	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	19,691	0.00	0.00	85.75	14.25	0.00
Median Family Income	= \$ 30,290	Median Housing Value	= \$ 59,139			
HUD Adjusted Median Family Income for 2002	= \$ 50,800	Unemployment Rate (9/03	= 4.4%			
Households Below Poverty Level	= 9.56%	Bureau of Labor Statistics)				

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 1990 U.S. Census, and 2001 HUD updated MFI.

The Non-MA, WI AA consists of portions of Columbia, Green Lake, Marquette, Sauk, Walworth, Green, Iowa, and Lafayette counties. The AA meets the requirements of the regulation and does not arbitrarily exclude low- or moderate-income geographies.

The AA is comprised of 57 census tracts. There are no low- or moderate-income geographies in this area. Forty-eight of the geographies are middle-income, and 9 are upper-income geographies. The bank has 12 branches located in this AA.

The population of this AA was 62,533, based on 1990 census data. Eighty percent live in middle-income geographies, and 20 percent live in upper-income geographies.

The updated Housing and Urban Development (HUD) 2002 median family income for the Non-MA AA is \$50,800. A breakdown of family income levels in the AA shows 14 percent as low-income (8,442 families), 18 percent moderate-income (11,256 families), 26 percent middle-income (16,259 families) and 43 percent upper-income (26,889 families). A low-income family has a maximum income of only \$25,400. In addition, 8,332 households have incomes below the poverty level. This represents 10 percent of the total households in the AA.

Of the 107,221 housing units in the AA, 61,748 (58 percent) are owner-occupied, 25,296 (23 percent) are rental-occupied and the remaining 20,177 (19 percent) are

vacant. Eighty-two percent of the owner-occupied units are located in middle-income geographies, and 18 percent are located in upper-income geographies. The median housing value within the AA based on 1990 census data is \$59,139.

A majority of the businesses in the Non-MA AA have 1-4 employees. Eighty-one percent of the businesses in the AA report gross revenues of \$1 million or less. The primary industry in the AA is service oriented (30 percent), followed by retail trade (16 percent), agriculture (15 percent), and construction (9 percent). The unemployment rate in the Non-MA AA as of September 2003 was 4.4 percent. This is lower than both the state and national unemployment rates for September 2003. The unemployment rate for the state of Wisconsin was 5.7 percent and the national rate was 5.8 percent.

There are numerous deposit-taking financial institutions both local and regional in the Non-MA AA. There are also numerous lenders, besides depository institutions, that offer a wide variety of loan products. Therefore, competition for both deposits and loans is strong.

Appendix D: Tables of Performance Data

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CONTENT OF STANDARDIZED TABLES.....D-2

TABLES OF PERFORMANCE DATA

STATE OF ILLINOIS.....D-5

STATE OF WISCONSIN.....D-20

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area. Tables without data are not included in this PE.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item with the appropriate caption, such as “Statewide/Regional” or “Out of Assessment Area,” in the MA/Assessment Area column and record the corresponding numbers and amounts in the “Community Development Loans” column.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of

the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL)

- For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

Table 14. Qualified Investments - Presents the number and dollar amount of qualified investments made by the bank in each MA/AA. The table separately

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

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item with the appropriate caption, such as "Statewide/Regional" or "Out of Assessment Area," in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column.

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

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

Institution ID: 1000013652 **AMCORE BANK N.A.**

Table 1. Lending Volume

LENDING VOLUME		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 1999 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:												
North	30.59	4,016	222,919	1,030	95,938	900	64,760	0	0	5,946	383,617	24.15
Rock	53.65	8,521	767,622	1,714	229,444	188	20,554	6	10,312	10,429	1,027,932	60.64
Limited Review:												
Central	15.77	2,371	321,858	667	111,885	27	2,905	0	0	3,065	436,648	15.21

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

** The evaluation period for Community Development Loans is From January 01, 1999 to September 08, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Institution ID: 10000013652 AMCORE BANK N.A.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE															
Geography: ILLINOIS															
Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - IL	754	16.85	0.00	0.00	1.53	0.27	75.72	81.83	22.75	17.90	1.65	0.00	0.00	1.84	1.27
Rockford MA	3,045	68.04	1.87	0.82	14.15	7.72	61.52	55.04	22.46	36.42	1.21	3.77	1.74	0.80	1.77
Limited Review:															
Chicago MA	676	15.11	0.00	0.00	1.42	0.15	47.14	67.60	51.43	32.25	0.10	0.00	0.00	0.14	0.08

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - IL	1,133	44.66	0.00	0.00	1.53	0.71	75.72	83.85	22.75	15.45	42.18	0.00	33.33	44.10	34.72
Rockford MA	1,055	41.58	1.87	2.46	14.15	14.41	61.52	60.95	22.46	22.18	24.33	42.31	25.33	22.38	27.95
Limited Review:															
Chicago MA	349	13.76	0.00	0.00	1.42	0.57	47.14	74.50	51.43	24.93	4.49	0.00	7.69	7.36	1.92

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 1999 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:																
Non-MA - IL	2,125	27.12	0.00	0.00	1.53	0.14	75.72	77.55	22.75	22.31	2.44	0.00	2.13	2.65	2.03	
Rockford MA	4,376	55.85	1.87	0.59	14.15	5.85	61.52	52.13	22.46	41.43	1.15	1.80	1.30	0.92	1.55	
Limited Review:																
Chicago MA	1,334	17.03	0.00	0.00	1.42	0.37	47.14	64.92	51.43	34.71	0.09	0.00	0.00	0.11	0.08	

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY															Geography: ILLINOIS					Evaluation Period: JANUARY 1, 1999 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	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp							
Full Review:																								
Rockford MA	45	73.77	16.37	8.89	11.50	17.78	63.57	60.00	8.56	13.33	21.05	0.00	16.67	24.32	16.67									
Non-MA - IL	4	6.56	0.00	0.00	4.69	0.00	66.49	50.00	28.82	50.00	16.67	0.00	0.00	20.00	0.00									
Limited Review:																								
Chicago MA	12	19.67	0.00	0.00	1.89	8.33	62.40	66.67	35.71	25.00	0.85	0.00	0.00	1.22	0.00									

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 1000013652 AMCORE BANK N.A.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: ILLINOIS					Evaluation Period: JANUARY 1, 1999 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:																
Non-MA - IL	1,030	30.20	0.00	0.00	2.67	0.97	74.27	74.08	23.06	24.95	7.90	0.00	1.59	8.28	8.58	
Rockford MA	1,714	50.25	6.76	12.78	12.24	15.40	59.68	50.70	21.32	21.12	8.28	10.17	9.12	8.42	8.09	
Limited Review:																
Chicago MA	667	19.55	0.00	0.00	3.00	1.80	47.71	61.92	49.28	36.28	0.27	0.04	0.08	0.40	0.25	

* Based on 2001 Peer Small Business Data: US&PR.

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

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

Institution ID: 1000013652 AMCORE BANK N.A.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: ILLINOIS															
Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - IL	900	80.72	0.00	0.00	0.33	0.00	73.73	84.22	25.94	15.78	27.46	0.00	0.00	30.61	17.50
Rockford MA	188	16.86	0.52	0.00	2.62	0.53	83.83	96.81	13.02	2.66	32.40	100.00	100.00	32.44	22.22
Limited Review:															
Chicago MA	27	2.42	0.00	0.00	0.60	0.00	60.98	81.48	38.42	18.52	3.45	0.00	18.18	3.40	0.95

* Based on 2001 Peer Small Business Data: US&PR.

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

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

Institution ID: 10000013652 AMCORE BANK N.A.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - IL	754	16.85	15.21	8.39	16.73	22.33	24.28	29.63	43.78	39.65	1.81	1.55	2.57	1.40	1.77
Rockford MA	3,045	68.04	18.01	11.88	18.32	26.59	26.48	28.68	37.19	32.85	1.22	1.75	0.74	0.87	1.90
Limited Review:															
Chicago MA	676	15.11	9.91	13.50	14.30	26.11	25.01	29.38	50.78	31.01	0.12	0.25	0.05	0.06	0.19

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 2.03% 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															
Geography: ILLINOIS															
Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - IL	1,133	44.66	15.21	8.91	16.73	20.52	24.28	26.82	43.78	43.74	42.60	42.65	43.92	42.35	42.11
Rockford MA	1,055	41.58	18.01	15.53	18.32	22.65	26.48	31.36	37.19	30.46	24.24	30.81	22.87	25.35	21.31
Limited Review:															
Chicago MA	349	13.76	9.91	10.12	14.30	27.46	25.01	34.97	50.78	27.46	4.78	5.59	7.20	5.86	2.65

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 2.72% 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.

Institution ID: 1000013652 AMCORE BANK N.A.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: ILLINOIS					Evaluation Period: JANUARY 1, 1999 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:																								
Non-MA - IL	2,125	27.12	15.21	4.62	16.73	16.33	24.28	28.37	43.78	50.67	2.77	3.16	4.16	2.65	2.41									
Rockford MA	4,376	55.85	18.01	8.29	18.32	19.37	26.48	29.02	37.19	43.32	1.28	2.30	0.99	0.89	1.52									
Limited Review:																								
Chicago MA	1,334	17.03	9.91	9.86	14.30	22.02	25.01	26.91	50.78	41.21	0.12	0.24	0.09	0.06	0.15									

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 3.24% 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: ILLINOIS			Evaluation Period: JANUARY 1, 1999 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:									
Non-MA - IL	1,030	30.20	81.74	64.66	76.12	14.37	9.51	7.90	10.98
Rockford MA	1,714	50.25	81.15	53.38	66.69	17.56	15.75	8.28	13.09
Limited Review:									
Chicago MA	667	19.55	74.41	50.52	57.72	19.79	22.49	0.27	0.45

^{*} Based on 2001 Peer Small Business Data: US&PR.

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

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

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 10.67% of small loans to businesses originated and purchased by the bank.

Institution ID: 10000013652 AMCORE BANK N.A.

Table12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS									
Geography: ILLINOIS									
Evaluation Period: JANUARY 1, 1999 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:									
Non-MA - IL	900	80.72	97.67	82.11	78.89	18.67	2.44	27.46	27.54
Rockford MA	188	16.86	96.63	70.21	64.89	24.47	10.64	32.40	30.88
Limited Review:									
Chicago MA	27	2.42	90.73	88.89	59.26	33.33	7.41	3.45	3.78

* Based on 2001 Peer Small Business Data: US&PR.

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

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

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 14.08% of small loans to farms originated and purchased by the bank.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: ILLINOIS									
Evaluation Period: MAY 10, 1999 TO SEPTEMBER 8, 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:									
Non-MA - IL	2	649	6	882	8	1,531	30.67	0	0
Rockford MA	2	367	40	2,477	42	2,844	58.16	0	0
Limited Review:									
Chicago MA	0	0	1	546	1	546	11.17	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.

Institution ID: 10000013652 AMCORE BANK N.A.

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: ILLINOIS																	
Evaluation Period: JANUARY 1, 1999 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:																	
Non-MA - IL	24.15	12	34	0.00	0.00	66.67	33.33	0	4	0	0	- 4	0	0.00	1.66	76.13	22.21
Rockford MA	60.64	14	40	14.29	0.00	57.14	28.57	1	4	0	0	- 4	1	4.53	17.03	59.35	19.09
Limited Review:																	
Chicago MA	15.21	9	26	0.00	0.00	55.56	44.44	5	2	0	0	1	2	0.00	2.27	50.56	47.02

Institution ID: 10000013652 **AMCORE BANK N.A.**

Table 1. Lending Volume

LENDING VOLUME												
Geography: WISCONSIN												
Evaluation Period: JANUARY 1, 1999 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:												
No	75.82	5,255	474,464	1,274	103,481	559	29,917	2	5,914	7,090	613,776	75.15
Limited Review:												
	3.60	222	16,985	104	7,373	11	745	0	0	337	25,103	4.97
Ma	20.58	1,341	173,845	392	49,052	191	13,326	0	0	1,924	236,223	19.88

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

** The evaluation period for Community Development Loans is From January 01, 1999 to September 08, 2003.

*** Deposit Data as of June 30, 2002. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Institution ID: 10000013652 AMCORE BANK N.A.

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: WISCONSIN				Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - WI	1,081	76.72	0.00	0.00	0.00	0.00	81.73	91.12	18.27	8.88	1.21	0.00	0.00	1.46	0.43
Limited Review:															
Beloit MA	70	4.97	0.00	0.00	0.00	0.00	52.98	67.14	47.02	32.86	0.63	0.00	0.00	1.99	0.00
Madison MA	258	18.31	0.82	0.00	12.96	6.20	59.12	82.56	27.11	11.24	0.15	0.00	0.16	0.20	0.00

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: WISCONSIN				Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - WI	683	81.80	0.00	0.00	0.00	0.00	81.73	94.73	18.27	5.27	23.28	0.00	0.00	26.34	6.90
Limited Review:															
Beloit MA	34	4.07	0.00	0.00	0.00	0.00	52.98	88.24	47.02	11.76	7.61	0.00	0.00	11.34	3.45
Madison MA	118	14.13	0.82	0.00	12.96	1.69	59.12	94.92	27.11	3.39	3.78	0.00	0.78	5.55	0.50

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE															
Geography: WISCONSIN															
Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - WI	3,478	76.51	0.00	0.00	0.00	0.00	81.73	92.18	18.27	7.82	1.45	0.00	0.00	1.74	0.51
Limited Review:															
Beloit MA	118	2.60	0.00	0.00	0.00	0.00	52.98	72.03	47.02	27.97	0.53	0.00	0.00	1.16	0.16
Madison MA	950	20.90	0.82	0.00	12.96	1.79	59.12	89.37	27.11	8.84	0.17	0.00	0.22	0.19	0.09

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: WISCONSIN				Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - WI	13	46.43	0.00	0.00	0.00	0.00	70.09	100.00	29.91	0.00	5.71	0.00	0.00	6.45	0.00
Limited Review:															
Madison MA	15	53.57	0.74	0.00	19.80	33.33	65.45	60.00	14.01	6.67	6.02	0.00	4.76	9.30	0.00
Beloit MA	0	0.00	0.00	0.00	0.00	0.00	36.70	0.00	63.30	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2001 Peer Mortgage Data: Central 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: WISCONSIN					Evaluation Period: JANUARY 1, 1999 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:																
Non-MA - WI	1,274	71.98	0.00	0.00	0.00	0.00	83.69	94.90	16.31	5.10	5.81	0.00	0.00	7.03	2.28	
Limited Review:																
Beloit MA	104	5.88	0.00	0.00	0.00	0.00	48.31	72.12	51.69	27.88	1.97	1.04	1.08	2.44	1.75	
Madison MA	392	22.15	2.10	1.53	8.16	4.85	63.27	76.02	26.46	17.60	2.17	1.45	1.73	2.94	1.21	

^{*} Based on 2001 Peer Small Business Data: US&PR.

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

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

Institution ID: 10000013652 AMCORE BANK N.A.

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS															
Geography: WISCONSIN															
Evaluation Period: JANUARY 1, 1999 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:															
Non-MA - WI	559	73.46	0.00	0.00	0.00	0.00	89.27	98.93	10.73	1.07	13.77	0.00	0.00	14.77	0.95
Limited Review:															
Beloit MA	11	1.45	0.00	0.00	0.00	0.00	58.14	45.45	41.86	54.55	2.27	0.00	0.00	2.63	1.20
Madison MA	191	25.10	0.29	0.00	1.32	0.00	76.80	85.34	21.59	14.66	16.53	0.00	0.00	17.36	25.81

* Based on 2001 Peer Small Business Data: US&PR.

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

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

Institution ID: 10000013652 AMCORE BANK N.A.

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: WISCONSIN					Evaluation Period: JANUARY 1, 1999 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:																
Non-MA - WI	1,081	76.72	13.50	6.77	17.98	22.20	25.71	34.43	42.80	36.59	1.31	3.49	2.53	1.14	0.92	
Limited Review:																
Beloit MA	70	4.97	13.32	8.70	14.98	23.19	24.58	34.78	47.12	33.33	0.69	4.55	0.64	0.42	0.35	
Madison MA	258	18.31	12.76	11.48	18.33	26.64	28.37	38.11	40.54	23.77	0.15	0.54	0.23	0.05	0.11	

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 2.34% 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: WISCONSIN					Evaluation Period: JANUARY 1, 1999 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:																								
Non-MA - WI	683	81.80	13.50	10.45	17.98	20.75	25.71	29.85	42.80	38.96	23.54	37.04	29.45	21.41	20.87									
Limited Review:																								
Beloit MA	34	4.07	13.32	11.76	14.98	14.71	24.58	17.65	47.12	55.88	7.73	9.52	6.25	3.85	10.53									
Madison MA	118	14.13	12.76	12.17	18.33	22.61	28.37	38.26	40.54	26.96	3.85	2.86	4.25	4.22	3.44									

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 1.92% 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: WISCONSIN					Evaluation Period: JANUARY 1, 1999 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:																								
Non-MA - WI	3,478	76.51	13.50	5.63	17.98	15.64	25.71	30.99	42.80	47.74	1.63	6.57	2.13	1.42	1.23									
Limited Review:																								
Beloit MA	118	2.60	13.32	7.89	14.98	17.54	24.58	40.35	47.12	34.21	0.53	2.68	0.60	0.15	0.51									
Madison MA	950	20.90	12.76	5.74	18.33	23.59	28.37	35.81	40.54	34.86	0.16	0.54	0.20	0.10	0.13									

^{*} Based on 2001 Peer Mortgage Data: Central Region.

^{**} As a percentage of loans with borrower income information available. No information was available for 0.99% 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.

Institution ID: 10000013652 AMCORE BANK N.A.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: WISCONSIN			Evaluation Period: JANUARY 1, 1999 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:									
Non-MA - WI	1,274	71.98	80.61	74.25	79.51	13.42	7.06	5.81	9.94
Limited Review:									
Beloit MA	104	5.88	81.76	66.35	85.58	6.73	7.69	1.97	3.25
Madison MA	392	22.15	77.32	68.37	66.58	16.33	17.09	2.17	3.45

^{*} Based on 2001 Peer Small Business Data: US&PR.

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

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

^{****} Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 11.13% of small loans to businesses originated and purchased by the bank.

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Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: WISCONSIN			Evaluation Period: JANUARY 1, 1999 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:									
Non-MA - WI	559	73.46	96.86	86.05	84.26	13.42	2.33	13.77	12.97
Limited Review:									
Beloit MA	11	1.45	94.42	90.91	72.73	27.27	0.00	2.27	2.20
Madison MA	191	25.10	94.71	90.58	76.44	18.85	4.71	16.53	18.54

^{*} Based on 2001 Peer Small Business Data: US&PR.

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

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

^{****} Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 10.38% of small loans to farms originated and purchased by the bank.

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Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: WISCONSIN									
Evaluation Period: MAY 10, 1999 TO SEPTEMBER 8, 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:									
Non-MA - WI	0	0	1	910	1	910	100.00	0	0
Limited Review:									
Beloit MA	0	0	0	0	0	0	0.00	0	0
Madison MA	0	0	0	0	0	0	0.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
Geography: WISCONSIN																	
Evaluation Period: JANUARY 1, 1999 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:																	
Non-MA – WI	75.15	12	55	0.00	0.00	100.00	0.00	0	1	0	0	- 1	0	0.00	0.00	80.14	19.86
Limited Review:																	
Beloit MA	4.97	2	9	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	52.83	47.17
Madison MA	19.88	8	36	0.00	0.00	87.50	12.50	2	0	0	0	1	1	0.61	14.76	61.28	23.35

