



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

December 31, 2008

**Community Reinvestment Act
Performance Evaluation**

**U.S. Bank National Association
Charter Number: 24**

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Cincinnati, Ohio 45202**

**Office of the Comptroller of the Currency
Large Bank Supervision
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Washington, D.C. 20219**

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

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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.

U.S. Bank National Association: USB

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 metropolitan area/assessment area.

Assessment Area (AA): A geographic area that consists generally of one or more MSAs or one or more contiguous political subdivision, such as counties, cities, or towns, in which the bank has its main office, branches, or deposit-taking ATMs.

Automated Teller Machine (ATM): an automated, unstaffed banking facility owned or operated by, or operated exclusively for, the bank at which deposits are received, cash dispersed or money lent.

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

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

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

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

Community Development Corporation (CDC): Nonprofit groups accountable to local residents that rebuild their communities through a wide range of housing, commercial, job development and other activities. A CDC's mission is normally focused on serving the needs of low- and moderate-income households. Resident control usually takes the form of board representation.

Community Development Financial Institution (CDFI): Specialized financial institutions that work in market niches that have not been adequately served by traditional financial institutions. CDFIs provide a wide range of financial products and services, including mortgage financing for first-time home buyers, financing for needed community facilities, commercial loans and investments to start or expand small businesses, loans to rehabilitate rental housing, and financial services needed by low-income households and local businesses. In addition, these institutions provide services that help ensure that credit is used effectively, such as technical assistance to small businesses and credit counseling to consumers. CDFIs include community development banks, credit unions, loan funds, venture capital funds, and micro-enterprise loan funds, among others.

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

Geography: A census tract delineated by the U. S. Bureau of the Census in the most recent decennial census.

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

Home Mortgage Loans: Includes 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-scope Review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, 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.

Low-Income Housing Tax Credit (LIHTC): A program through which investors receive a credit against federal tax owed in return for providing funds to developers to help build or renovate housing for low-income households.

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 MSA/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 (HUD) 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: A metropolitan statistical area (MSA) or a metropolitan division (MD) as defined by the Office of Management and Budget. A MSA is a core area containing at least one urbanized area of 50,000 or more inhabitants, together with adjacent communities having a high degree of economic and social integration with that core. A MD is a division of a MSA based on specific criteria including commuting patterns. Only a MSA that has a population of at least 2.5 million may be divided into MDs. A metropolitan statistical area that crosses into two or more bordering states is called a multistate metropolitan statistical area (MMSA). Performance within each MMSA is analyzed separately as a full-scope review and receives its own ratings under the Lending, Investment and Service Tests provided the financial institution has its main office, branch, or deposit-taking ATM located in each applicable state making up the MMSA.

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 multistate 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 multistate metropolitan area, the institution will receive a rating for the multistate 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 non-farm 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 non-farm residential real estate as "small business loans" if the loans are reported on the TFR as non-mortgage, commercial loans.

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

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

Upper-Income: Individual income that is 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.

General Information and Overall CRA Rating

General Information

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

This document is an evaluation of the CRA performance of U.S. Bank National Association issued by the OCC, the institution’s supervisory agency, as of December 31, 2008. The agency evaluates performance in AAs, as they are delineated by the institution, rather than individual branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

Overall CRA Rating

Institution’s CRA Rating: This institution is rated **Outstanding**.

The following table indicates the performance level of **U.S. Bank National Association** with respect to the Lending, Investment, and Service Tests:

Performance Levels	U.S. Bank National Association Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X	X	X
High Satisfactory			
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

USB’s lending performance is excellent. An excellent distribution of loans by income level of the borrower, excellent lending activity, excellent level of Community Development Lending that had a significantly positive impact on the rating, and a good geographic distribution of loans resulted in the Outstanding Lending Test rating.

- The excellent distribution of loans by income level of the borrower was the result of an excellent distribution of small business loans combined with good distributions of HMDA-reportable loans.

- Excellent lending activity is a result of lending market rank that exceeded deposit market rank, combined with lending volumes that are reflective of USB's resources and capacity. All nine of the Primary Rated Areas demonstrated excellent lending activity.
- All loan products demonstrated a good distribution by geography.
- Community Development lending had a significantly positive influence on the rating. Of the 38 full-scope areas we reviewed, Community Development lending had a significantly positive impact in 28 of the areas (74%), and a positive impact in five others (13%). In the remaining five assessment areas, the level of Community Development lending was considered neutral. On a combined basis, U.S. Bank originated over \$4.3 billion in Community Development loans during the evaluation period within its 24 state footprint which represents 29.6% of total Tier 1 Capital.

USB originated an excellent volume of qualified investments in the evaluation period. With those investments, USB demonstrated excellent responsiveness to the identified investment needs of its communities, particularly through investment vehicles that promote affordable housing for low- and moderate-income individuals. Additionally:

- USB's performance was consistently excellent throughout its assessment areas. In all areas that received full-scope reviews, USB's performance was excellent. In addition, in all areas that received limited-scope reviews, USB's performance was not inconsistent with the performance noted in the areas receiving full-scope reviews.
- USB's investments address a wide variety of needs across its assessment areas. The most significant focus of the investments is affordable housing for low- and moderate-income individuals, which USB addresses through a variety of means, including the purchase of low-income housing tax credits and mortgage-backed securities aimed at low- to moderate-income borrowers.
- USB's performance is excellent based on dollar volume alone. Also supporting that conclusion is the complexity of many of the investments. This was especially noted in its larger assessment areas where USB's investments were often a part of complex funding arrangements that involved numerous funding sources. USB has been a consistent leader in its investments in tax credit programs. The bank reports it is the largest single source of New Market Tax Credit investment activity in the nation and during 2008 was the third largest bank investor in the Low-Income Housing Tax Credit program.

USB's Service Test performance is excellent.

- The branch network is readily accessible to geographies and individuals of different income levels in the vast majority of the bank's assessment areas. Branch distribution is excellent in 24 of the 38 full-scope assessment areas. Access to banking facilities and services was further enhanced in several markets by offices that are located in middle- or upper-income census tracts but are generally across the street from low-income or moderate-income census tracts.
- USB's record of opening and closing branch offices has generally improved access. Within the full-scope areas, USB opened 93 offices while it closed 25. Only three of the closures within the full-scope areas were located in a low- or a moderate-income geography. Across the vast USB network, the bank opened a total of 169 branches during the evaluation period. USB closed a total of 42 branches; six located in low- or moderate-income census tracts. Many of the closures were because a lease expired

without renewal or the branch was located inside a grocery store or other retail facility that was closed.

- While branch hours vary by assessment area and within assessment areas, overall they do not vary in a way that inconveniences portions of the assessment areas, particularly low- and moderate-income geographies. Branches with longer hours tend to be those located in grocery stores and, in some assessment areas, grocery store branches are more often located in middle- and upper-income geographies.
- The fact that the same products and services are offered at each of the bank's branches was a positive consideration.
- We noted a good level of community development services in most (23 of the 38 full-scope areas) of USB's full-scope assessment areas. Employees in twelve of the full-scope assessment areas provided an excellent level of community development services. We found an adequate level of community development services in three full-scope assessment areas. The bank has made a significant commitment to providing financial services training to first-time homebuyers and youth. In some assessment areas, USB's services involve ongoing relationships with organizations that work on affordable housing and other necessary community development goals.

Description of Institution

U.S. Bank National Association (USB) is the lead bank of the U.S. Bancorp holding company. The current USB is the result of the February 27, 2001 merger between the former Minneapolis, MN based U.S. Bancorp and Cincinnati, OH based Firststar Corporation. Firststar acquired U.S. Bancorp, retained the U.S. Bancorp name, and moved its corporate headquarters to Minneapolis. USB's main office is in Cincinnati, OH, but the bank is managed out of Minneapolis.

USB is an interstate bank with over 2,500 banking offices located throughout 24 Midwestern and Western states. The bank has a total of 260 separate assessment areas within its geographic footprint. Within each state, we combined the nonMSA areas into single assessment areas for analysis purposes. This reduced the number of total assessment areas for analysis to 158. We are able to consolidate the data in each state's nonMSAs because they share common demographics for comparative measurement. The assessment areas include 13 multistate metropolitan statistical areas (MMSAs) that receive separate CRA ratings, and the remaining 145 assessment areas that were considered in developing the state ratings.

As of December 31, 2008, USB had total assets of \$262 billion and \$14.6 billion of Tier 1 Capital. Total loans represent 69% of total assets with the loan portfolio broken out as follows: 1-4 family residential real estate 27%, commercial 23%, consumer 19%, commercial real estate 11%, leases 7%, construction and development 6%, and 7% all other loans.

Significant subsidiaries of USB include merchant processing or payment services companies, mortgage companies, property management companies, leasing companies, trust companies, and a community development corporation.

USB made several acquisitions during the evaluation period, all within the existing 24 state footprint. USB purchased Vail Banks, Inc. in September 2006 which added 19 branch locations in Colorado. In June 2007, USB acquired United Financial Corp. in Great Falls, Montana which added 12 branches in Montana. USB purchased Mellon 1st Business Bank in California in June 2008. This was a middle market bank with seven offices in Southern California. Data from these acquisitions is included in our analysis. In late November 2008, USB announced that it acquired the banking operations of two failed thrifts headquartered in California. Because the acquisitions occurred at the end of the evaluation period, we did not include any data or include the additional assessment areas that resulted in the acquisition. The Downey Savings and Loan acquisition added 174 branches that included three new MSAs in Southern California and two new MSAs in Arizona. The 38 PFF Bank & Trust branches are in locations already included in USB's existing California assessment areas.

As of year-end 2008, U.S. Bancorp had total assets of \$267 billion and was the sixth largest financial holding company in the United States. U.S. Bancorp received \$6.6 billion of TARP funds during late fourth quarter 2008 which did not influence CRA performance at the bank level. Significant subsidiaries of U.S. Bancorp include this bank, one other nationally chartered bank - U.S. Bank National Association North Dakota (USBND), trust companies, a brokerage company, insurance companies, title company, and a company that invests in real estate projects designed to promote community welfare.

No subsidiaries or affiliate activities negatively impacted the bank's capacity to lend or invest in its communities. USB asked that investments made by its affiliated U.S. Bancorp Community Investment Corporation and the U.S. Bancorp Community Development Corporation be considered during this evaluation. USB also asked us to include consideration for grants made by its affiliated U.S. Bancorp Foundation. In addition, we included the lending efforts of USBND in our evaluation of retail lending efforts. USBND originates retail and small business loans for U.S. Bancorp. All applicable loans originated by USBND within USB's AAs are included in this Evaluation.

U.S. Bancorp, through its various subsidiaries, offers a wide variety of financial services focused out of its four primary business lines. These business lines are categorized as Consumer Banking; Payment Services; Private Client, Trust and Asset Management; and Wholesale Banking. Consumer Banking includes the delivery of more traditional products and services to the broad consumer market and small businesses through branch offices, telemarketing, online services, phone banking, direct mail, and automated teller machines (ATMs). Payment Services include consumer and business credit cards, corporate and purchasing card services, card-accessed secured and unsecured lines of credit, ATM processing, and merchant processing. Private Client, Trust, and Asset Management and Capital Markets include institutional trust, investment management services, mutual fund servicing, private banking, and personal trust. Wholesale Banking is lending, treasury management, corporate trust and other financial services to middle market, large corporate, and public sector clients. U.S. Bancorp is one of the largest providers of corporate and purchasing cards in the world and one of the largest providers of corporate trust services in the United States.

There are no known legal, financial, or other factors impeding the bank's ability to help meet the credit needs in its communities.

USB received an Outstanding CRA rating in its previous examination dated December 31, 2005.

Description of Evaluation Period

Evaluation Period/Products Evaluated

The evaluation period was January 1, 2006 through December 31, 2008. All reported HMDA and small business/small farm loans from this time period were included. We also included all investments, retail and community development services, and community development loans from this entire evaluation period.

The time period covered by this evaluation period was especially challenging in terms of events and circumstances affecting the national economy. The first two years of the evaluation period saw unprecedented increases in housing costs in most sections of the country, including most of USB's assessment areas. This had a significant impact on affordability in housing costs, especially for low- and moderate-income people wanting to purchase a home. By late 2007, the economy of the United States began to slip into recession. The snowballing effect of falling housing prices, rising unemployment, and turmoil in other financial sectors stifled the economy. Some states, such as California, Arizona, and Nevada where USB has numerous offices, reported a deterioration in housing prices well in excess of 30%. Lay-offs or threats of lay-offs contributed to mortgage delinquencies and the rise in foreclosures across the country. These circumstances made it more difficult to attract qualified loan applicants. For U.S. Bank, the impact of these economic changes saw the volume of loan originations for loan products evaluated under CRA drop significantly in 2008 compared to prior years.

USB makes very few multifamily real estate loans. As a result, we did not analyze this product. In most markets, USB makes few, if any, small farm loans. While some of USB's smaller markets had a sufficient quantity of farm loans to analyze, the majority of markets had very few. Therefore, small farm lending had no material impact on the Lending Test. If we included an analysis of small farm lending, it is noted in the narrative for the applicable rating area.

Selection of Areas for Full-Scope Review

With the exception of California, we completed a full-scope review in one assessment area in each state in which USB has an office. The area selected was typically the MSA that contained the largest percentage of USB deposits within that state. Refer to the "Scope" section under each State Rating for details regarding how the areas were selected. In California, we completed full-scope reviews in the Sacramento MSA and the Los Angeles-Long Beach-Glendale MD. The Sacramento MSA was the largest market in the state. We included the Los Angeles-Long Beach-Glendale MD as a full-scope area because its deposit base is not significantly smaller than Sacramento and the economy of Los Angeles has a significant impact on the economy of the entire state. In addition, we completed a full-scope review in every multistate metropolitan area in which the bank has branches in more than one state because this is required by the regulation.

Ratings

The bank's overall rating is a blend of multistate metropolitan area ratings and state ratings. Nine rated areas carried the greatest weight in our conclusions because these areas represent the bank's most significant markets in terms of deposit concentrations. In order of significance,

these areas were Cincinnati-Middletown, OH-KY-IL MSA; Minneapolis-St. Paul-Bloomington, MN-WI MSA; State of California; State of Wisconsin; St. Louis, MO-IL MSA; State of Washington; State of Colorado; Portland-Vancouver-Beaverton, OR-WA MSA; and the State of Ohio. These nine areas contain 74% of the bank's total deposits and are considered the Primary Rating Areas.

The state ratings are based primarily on conclusions reached in those areas that received full-scope reviews, but with consideration also given to the bank's performance in areas receiving limited-scope reviews. Refer to the "Scope" section under each state rating for details regarding how the areas were weighted in arriving at the overall state rating.

Data Integrity

As part of our ongoing supervision of the bank, we tested the accuracy of the bank's HMDA and CRA lending data. CRA data was accurate as reported. We have found errors involving certain critical fields with the 2006 and 2007 HMDA data. USB subsequently corrected all errors and resubmitted the revised data. The 2008 HMDA data was reported accurately.

We also reviewed the appropriateness of the community development investments the bank is reporting. Investments and community development loans and services considered during this evaluation have also been reviewed to determine that the dollar amounts are accurate and the activities, loans, and investments qualify as community development. The data shown on the Tables in Appendix D and the additional data provided for this evaluation are accurate.

Community Contacts

OCC Community Affairs Officers updated or completed 36 contacts in key AAs during the summer and fall of 2008. These interviews were made with low-income housing specialists, small business development centers, social service groups, and community action groups. We reviewed existing contacts made between 2006 and year-end 2008 with community groups, local government leaders, realtors, or business leaders within the various AAs. This included 80 community contacts previously completed by the OCC. We also reviewed comments pertinent to community development needs and opportunities or other economic factors impacting different communities that were contained in 47 PEs from other banks evaluated under the large-bank CRA process that were issued during the evaluation period and were located in cities within the USB footprint. Relevant comments from these sources were included as appropriate in our performance context considerations. Information from community contacts for the Primary Rating Areas is summarized, as needed, in the Community Profiles found in Appendix C.

Other Information

Assessment Areas - We determined that all assessment areas consisted of whole geographies, met the requirements of the regulation, reasonably reflected the different trade areas that the various branches could service, and did not arbitrarily exclude any low- or moderate-income areas.

Inside/Outside Ratio – We considered the volume of loans made inside USB assessment areas a positive factor in our evaluation of lending performance. We analyzed the volume of bank loan

originations or purchases within the bank's assessment areas at both the state and bank level. Our conclusions were based solely on bank originations or purchases and did not include any affiliate data.

At the bank level, 84% of all mortgage, 93% of all small business, and 83% of all small farm loans were made within USB assessment areas. On a combined basis, 90% of all reported loans were made within the bank's assessment areas. We factored the statewide in/out ratios, by product, into our geographic distribution analysis for each state. We noted that two states had one or two HMDA products in which the in/out ratio was less than 50%. These situations are discussed in the narrative section for the impacted states. We also noted that five states had in/out ratios for small farm loans less than 50%. As previously discussed, small farm lending is not a significant product line for USB, the overall number of loans involved is minimal, and small farm lending had little impact on the Lending Test rating.

Flexible Loan Programs - USB's use of flexible loan programs positively impacted its Lending Test performance. USB offers many nationwide loan programs that support affordable housing as well as programs that support small business and farms.

USB has over 130 affordable mortgage products providing opportunities in every state within the USB footprint. These products include national and local programs. Examples of nationwide products include the American Dream program, FHA and VA loans, in addition to various other fixed-rate products that promote affordable housing efforts. During the evaluation period, over 67,000 loans were originated using these products across the country totaling more than \$10.1 billion.

The American Dream program is a fixed-rate financing program that allows rehabilitation funds to be included. Borrowers must have income levels that are less than 80% of MFI but income limits are not enforced if the property is located in a low- or moderate-income census tract. The program allows for some flexibility in credit guidelines. There are no minimum credit scores and a borrower can not be rejected because of a lack of established credit history.

USB also uses down payment assistance programs in all states in which it operates. These programs vary in terms and conditions from state to state and community to community and for that reason are not included in the nationwide mortgage totals listed above but are listed in the specific assessment areas where they provided a positive impact on the Lending Test. All programs are aimed at providing affordable housing assistance to USB customers. During the evaluation period, the programs were used more than 6,000 times with grant assistance of nearly \$31.5 million.

USB has a unique program (the Private Placement Bond Program) that has provided an alternative funding source to many multifamily housing developers across the country. It is creatively structured to bring together interest-rate price advantages of tax-exempt municipal financing and the more traditional streamlined community development loan underwriting. It creates a lending mechanism that provides both tax-exempt interest rates and lower upfront financing costs. Essentially, USB purchases tax-exempt, municipality issued housing bonds that have been awarded to specific affordable housing developments. The bank provides the developer with the funds to build the project and the bond issuer provides tax-exempt status to

the financing. The developer pledges the bond as collateral. Because the bank finances the bond itself, there are no underwriter costs. The developer receives the lowest possible rate in the marketplace because the bank passes its tax savings back to the project at a greatly discounted rate of interest. This product is available in nearly all states in which USB operates and has been its flagship product in the affordable housing arena. During this evaluation period, USB made 190 of these private placements totaling \$797 million.

USB is also a major SBA lender, ranking third among SBA lenders nationally during 2008. During the evaluation period, USB generated 12,625 SBA loans totaling \$1.4 billion to small businesses nationwide. SBA loans can help a borrower to secure a business loan that they might not otherwise qualify for through normal lending channels without the government's guaranty. Some SBA loans assist with small-scale financing or start-up businesses. Other SBA programs provide loans to small businesses in historically underserved communities. There are SBA initiatives that help with economic development or revitalization of communities by the small business loans offered.

USB also provides support to small businesses through various local programs such as the California Capital Loan Guarantee Program which provides capital and development assistance to increase economic opportunities for underserved communities and persons with limited resources by offering a wide range of flexible financial products and services, including guarantees on qualifying credits. This program was originally customized for USB and is now used by other California banks. The program is a lending alternative for (primarily LMI) borrowers who do not qualify for traditional bank or SBA financing. USB made 173 loans under this program during the evaluation period totaling more than \$8 million.

The Washington State Linked Deposit Program is designed to help minority- and women-owned small businesses improve access to capital. The program links deposits of state funds at below-market interest rates to loans made to qualified minority and women-owned small businesses. USB provides loans with a corresponding interest rate reduction to the program's borrowers. USB generated 81 loans for more than \$30 million during the evaluation period under this loan program.

USB supports small farms by providing funding through the USDA Farm Service Agency Guarantee Loan Program. USB originated 125 loans totaling \$32.2 million in nine states during the evaluation period.

State sponsored agricultural programs are also offered, such as the Iowa Agricultural Development Authority program that helps provide access to capital for low-income and beginning farmers under the Iowa Beginning Farmer Program and the Loan Participation Program. USB finances Beginning Farmer loans in conjunction with the issuance of federal tax-exempt bonds and is able to charge the borrowers a below-market interest rate. During the evaluation period, USB generated 28 loans under these programs totaling more than \$4 million.

In addition to these specific programs, USB offers flexible loan programs tailored for specific assessment areas. These programs are considered as appropriate within the applicable assessment areas.

Description of factors considered in our analysis under each performance test

Lending Test

For the various loan products considered under the Lending Test, we gave greater emphasis to small business lending which is a shift over previous examinations. With the HMDA products, we gave slightly greater weighting to home refinance loans than home purchase. These were the primary loan products for the bank. These weightings are reflective of the proportion of loans originated or purchased for the overall bank during the evaluation period. We gave secondary consideration to home improvement loans. In most markets, small farm lending did not factor into our analysis. Agricultural lending is not a primary product for this bank. In the few markets that had more than 50 small farm loans, we gave those loans secondary consideration.

In evaluating the bank's lending performance, we gave equal weighting to the geographic and borrower distribution components of the Lending Test. In many markets, the large volume of Community Development loans and the positive responsiveness of those loans to needs in the community were reasons to elevate the preliminary Lending Test rating for that area. These situations are described in the conclusions under each state or multistate MSA as appropriate.

In all markets, we did not analyze or draw conclusions on a particular loan product if less than 50 loans were made of that product type. Generally, we found that analysis on fewer than 50 loans did not provide meaningful conclusions.

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

In our analysis of borrower distribution, we considered the impact that poverty levels have on the demand for mortgages from low-income individuals. We considered the high cost and overall affordability of housing in some markets and the difficulty that low- or moderate-income applicants have in qualifying for home loans in those markets.

Investment Test

We gave primary consideration to the volume of investments and grants made during the current evaluation period. We also evaluated how responsive the investments were to identified community development needs. We gave secondary consideration to investments that were made in prior evaluation periods that remain outstanding. We applied minimal weighting to qualifying community development investments made in the broader or statewide areas outside of defined assessment areas. In completing our analysis, we found that USB demonstrated excellent performance for each assessment area based solely on the level of investments and grants and their respective responsiveness to identified needs, consistent with the bank's capacity. Therefore, we did not differentiate in our analysis of those statewide investments between those with potential to benefit the various assessment areas and those without the potential to benefit the AAs.

Service Test

We gave primary consideration to USB's performance in delivering retail products and services to its assessment areas. We placed greatest weight on the delivery of financial services and

products to geographies and individuals of different income levels through the bank's distribution of branches. We focused on branches in low- and moderate-income geographies, but also considered branches in middle- and upper-income areas that are nearby low- and moderate-income areas. We analyzed the distribution of deposit-taking ATMs by income level of census tract and gave positive consideration where the ATMs enhanced the access to banking services for low- or moderate-income individuals or geographies.

In addition to ATMs, USB offers other alternate delivery options for customers to use for banking services. This includes such things as 24 hour on-line banking, banking by mail, and banking by phone. USB offers mobile banking for customers that use Internet banking using a web-enabled mobile device. These alternative types of services are offered to all customers and are available throughout all USB markets. These options give customers great flexibility in choosing services that fit customer needs. USB did not have demographic information available to show that these systems improved delivery of services specifically to low- and moderate-income individuals or areas. As a result, we could not give any significant weighting on these other systems in our conclusions. But, as an indication of ease of customer access, USB provided us with information that during a 90-day period toward the end of 2008, over 3.2 million customers logged on to use USB on-line banking.

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

We evaluated the bank's record of providing Community Development services in assessment areas that received full-scope reviews. Our primary consideration in this review was the responsiveness to the needs of the community. Services that reflected ongoing relationships with organizations involved in community development are believed to have the most impact on the community and received the most consideration in our analysis.

USB offers a variety of retail or Community Development services that are noteworthy and available across the branch network. Some examples that are provided throughout the country include:

- USB offered an innovative retail service in response to several natural disaster emergencies. USB has a mobile branch that can be sent to a community where USB branches were destroyed or damaged by floods, tornados, fire, earthquake, or other disasters. This mobile unit temporarily replaces the damaged branch. It is self-contained and has its own generator, satellite connection, office space for a personal banker representative, teller stations, and an ATM. The mobile branch is ADA compliant.
- Many of the USB branches have staff proficient in languages other than English. Reports from the bank indicate that nearly 1,200 offices have bilingual staff members. These employees represent over 40 different languages. Bilingual representatives were available to deal with potential language barriers. We

considered the impact of this retail service in our conclusions for the various assessment areas involved.

- According to the United States Treasury Department (Bureau of Financial Management), USB is ranked as the third largest provider of Electronic Transfer Accounts (ETA). This type of account allows the recipient to receive direct, electronic deposits of government checks or assistance funds. It is considered an entry tool for those individuals that may be previously ‘unbanked’ or for those that may not otherwise qualify for a traditional checking account. Anyone who receives a Federal benefit, wage, salary, or retirement payment qualifies. The accounts can be converted to traditional checking accounts but participation in a financial education program is encouraged prior to conversion. As of year-end 2008, USB had 7,530 open ETA accounts. Over 46% of these account holders live in low- or moderate-income census tracts.
- USB is a major supporter of the Individual Development Account Saving Program (IDA). These are restricted savings accounts designed to help individuals with minimal assets save toward a predefined goal within a set period of time. Participants are given formal and informal training on managing and budgeting through financial literacy education programs. As an incentive to save, deposits into the accounts are typically matched with funds contributed by private or public community development groups or other community partners. Many USB staff provide the necessary financial literacy training to the account holders. USB has established 57 IDA programs with community partners across the country and had 1,875 open IDA accounts as of year-end 2008.
- Under the Employee matching Gift Program, the U.S. Bancorp Foundation matches employee’s personal charitable donations, up to \$1,000 per employee per calendar year. Employees that serve in leadership roles for qualifying non-profit organizations are eligible for an additional contribution matching his or her charitable donation up to an additional \$2,000 per year. During the evaluation period, the U.S. Bancorp Foundation provided over \$4.2 million in matching grants. The financial contributions from the U.S. Bancorp Foundation were considered under the Investment Test for the applicable assessment areas while the employees’ service to the non-profit organization was considered under the Community Development portion of the Service Test.

Fair Lending Review

We found no evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs.

Cincinnati-Middletown, OH–KY-IN Multistate Metropolitan Statistical Area Rating

CRA rating for the MMSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent distribution of loans to borrowers, excellent lending activity, good geographic loan distribution, and Community Development lending that had a positive impact on the rating are the primary reasons for the Outstanding Lending Test rating.
- Excellent Investment Test performance is due to excellent responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance is the result of branches that are readily accessible to people of all income levels and in all geographies enhanced by a record of opening branches that enhanced performance. The bank also had a good record of providing needed community development services.

Description of Institution’s Operations in the Cincinnati-Middletown, OH–KY-IN MMSA

The USB assessment area consists of eleven of the fifteen counties in the MMSA. As of June 30, 2008, the bank had \$17.3 billion of deposits in this geographic area. USB ranked second with a 29% deposit market share compared to 33% for Fifth Third Bank, the largest deposit holder. There are 85 FDIC insured depository institutions in the MMSA, but the market is somewhat concentrated with these two largest banks holding 62% of the area’s reported deposits. USB operates 120 branches and 177 deposit-taking ATMs in this AA. This AA contains 13% of the bank’s total deposits which makes it the most significant in terms of deposit dollars.

Prior to June 30, 2008 (all commercial banks report deposit totals to the FDIC annually on June 30), the Minneapolis-St. Paul-Bloomington MMSA had been the bank’s largest deposit base. As of the June 30, 2008 reporting date, large volumes of corporate-wide deposits were placed in the Cincinnati-Middletown MMSA. USB’s Broker Dealer group had approximately \$8.5 billion of deposits held in trust deposits at that time. These deposits are placed in the bank on behalf of the broker dealer's clients that have customers spread across the country. The bank does not track the origination of these deposits to a specific branch location or city. Another approximately \$3.5 billion are accounts representing USB’s Treasury Management short term commercial trading accounts from various business units throughout the country. Given this, only \$6 to 7 billion of the reported deposits actually originate from within the Cincinnati-Middletown MMSA and are reflective of core consumer deposits from this market.

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

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

Refer to the market profile for the Cincinnati-Middletown MMSA in Appendix C for performance context information.

LENDING TEST

Lending Activity - Lending activity is excellent. Although lending market shares are below its deposit share, USB achieved high rankings and excellent loan volumes for mortgage categories and small business lending despite very strong competition. USB has attained a 2nd place rank for deposits and generally comparable rankings for its loan products with all loan categories ranked in the top five. There are over 400 lenders for both home purchase and refinance loans and 112 small business lenders in the market.

Distribution of Loans by Income Level of the Geography - The geographic distribution of loans is good. We noted an excellent distribution of small business loans, good distribution of home purchase, home improvement, and small farm loans, and adequate distribution of refinance loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower - The distribution of loans by income level of borrower is excellent. We noted excellent penetration to all levels of borrowers across all loan products, with the exception of small farm loans which had a good distribution.

Community Development Lending - Community Development lending had a positive impact on lending performance in the MMSA. USB made 47 CD loans totaling nearly \$88.9 million, an increase of over \$14 million, or 19%, from the previous evaluation period. The current volume represents 4.5% of allocated Tier 1 Capital. However, when considering the performance context matter discussed above (that is, the deposits that were not originated within the MMSA which would have a significant impact on the level of allocated Tier 1 Capital in this MMSA), the volume of CD loans would be considered excellent and have a significantly positive impact on the Lending Test rating. Measured in dollars, 47% of these efforts provided affordable housing for LMI residents, 35% resulted in neighborhood revitalization or stabilization, 11% were for economic development, and 7% provided CD services.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on the bank's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent, especially in light of the performance context information described in the Description of Institution's Operations in the Cincinnati-Middletown MMSA found on page 19. During the evaluation period, USB made 296 investments in the MMSA totaling \$54.6 million. Of the investments made prior to the current evaluation period, 69 remained outstanding as of year-end 2008 and had balances totaling \$22.1 million. These prior period investments add support for the assigned rating. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MMSA, particularly that of affordable housing.

SERVICE TEST

Retail Banking Services - The bank's branches are readily accessible to all portions of the MMSA. There are six branches located in low-income geographies and twenty-two branches located in moderate-income census tracts. While the percentage of the bank's branches located in low-income census tracts is somewhat lower than the percentage of the population living in those tracts, the percentage of the bank's branches in moderate-income census tracts approximates the percentage of the population living in those areas. Branch openings and closings improved access to banking services. USB opened six offices in the MMSA including one branch in a low-income census tract. USB closed one branch located in a middle-income census tract. Access to banking services is also enhanced by several locations in middle- and upper-income census tracts that are across the street from or within blocks of low- or moderate-income geographies. Services and products offered at branches are consistent throughout the branch network. Banking hours are good and do not vary in a way that inconveniences people within the assessment area. Access to banking services is further enhanced by an excellent distribution of ATMs throughout the MMSA.

Community Development Services - USB provided a good level of CD services to the MMSA. Numerous employees provided a range of CD services within the MMSA, focusing on financial education directed to low- and moderate-income people, an identified need in this area. Many staff members serve on committees or in leadership positions with community development related organizations. In addition, various employees provided financial education to first-time home buyers or were involved in economic development organizations.

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

Minneapolis-St. Paul-Bloomington, MN-WI Multistate Metropolitan Statistical Area Rating

CRA rating for the MMSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent levels of Community Development loans had a significant impact on elevating the Lending Test from a good to an excellent level. Lending activity is excellent, while geographic and borrower distributions are good.
- Excellent Investment Test performance as demonstrated by responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent distribution of branches, hours of service, and opening offices to improve access to banking services resulted in the Outstanding rating under the Service Test. USB employees also provided a good level of community development services.

Description of Institution’s Operations in the Minneapolis-St. Paul-Bloomington, MN-WI MMSA

The USB AA consists of all the counties in the MMSA except for Pierce County Wisconsin. As of June 30, 2008, the bank had \$15.1 billion of deposits in this geographic area. This is the second largest market for USB and accounts for nearly 12% of total bank deposits. As discussed in the Cincinnati-Middletown MMSA Description of Institution’s Operations on page 19, the placement of corporate-wide deposits into the Cincinnati market moved the Cincinnati-Middletown MMSA to the number one position in terms of deposit dollars. Historically, and in terms of traditional consumer deposits, the Minneapolis-St. Paul-Bloomington MMSA has been USB’s largest market. In terms of local deposit market share, USB ranks second in the MMSA with a 23.5% share compared to 33.4% for Wells Fargo, the largest in the MMSA. There are 175 FDIC insured depository institutions in the MMSA, but the market is concentrated with these two largest banks holding 56% of the area’s reported deposits. The next largest bank, TCF National Bank, holds only 5.9% of the market’s deposit base. USB operates 88 branches and a very extensive network of 440 deposit-taking ATMs in this AA.

Refer to the market profile for the Minneapolis-St. Paul-Bloomington MSA in Appendix C for performance context information.

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

LENDING TEST

Lending Activity - Lending activity is excellent. Despite strong competition from national and local financial institutions, USB has attained a 2nd place rank for deposits and generally comparable rankings for its loan products with all loan categories ranked in the top five. While actual lending market shares are well below the bank's strong deposit market share, USB generated a very significant volume of all loan types in this highly competitive market.

Distribution of Loans by Income Level of the Geography - The geographic distribution of loan products is good. This is the result of an excellent distribution of home purchase loans, good distribution of small business loans, and adequate distribution of home improvement and refinance loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower - The distribution of loans by income level of borrower is good. USB's distribution of home purchase and home improvement loans was excellent, while the distribution of refinance and small business loans was good. The distribution of HMDA-reportable loans is particularly impressive given that 6.3% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a significantly positive impact on the bank's lending performance in the MMSA. During the evaluation period, USB originated 68 CD loans totaling \$254.7 million, which represents 14.8% of allocated Tier 1 Capital. Measured in dollars, 34% of these efforts resulted in affordable housing for LMI residents, 34% supported neighborhood revitalization and stabilization projects, 29% provided economic development efforts, and 3% supported CD services. An example includes a loan to fund the redevelopment of a vacant industrial building located within a City of Minneapolis Empowerment Zone. The structure is the second largest single building in the state with 1.9 million square feet and was redeveloped into 220 housing units, including affordable housing for LMI residents and market rate housing, office space, and retail space. Financing the project was relatively complex as it involved several government and private sector sources including grants, federal and state tax credits, and government guaranteed loans. Another example is a \$17.3 million loan to fund the purchase and renovation of a 19-story historic building located within the City of Minneapolis downtown business district. The building is located in an area that is targeted for redevelopment as part of the city's 2010 Economic Revitalization Plan. The building will house a new hotel and office space. The bank's loan also allowed the building's owners to obtain Historic Tax Credits to help cover construction cost.

Product Innovation and Flexibility - USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB's innovative private placement bond program resulted in 15 loans totaling nearly \$40 million addressing affordable housing needs in this area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 344 investments in the MMSA totaling \$148.7 million. As of year-end 2008, the remaining balances

of 79 prior period investments totaled \$56.1 million. These prior period investments continue to demonstrate responsiveness to needs in the MMSA and add support for the assigned rating. USB's investments were responsive to the identified need in this MMSA of affordable housing for low- and moderate-income individuals.

SERVICE TEST

Retail Banking Services - The bank's branches are readily accessible to geographies and individuals of different income levels. Branch openings improved access to banking services. USB opened a total of four branches including one in a low-income census tract. This office is also surrounded by other low- and moderate-income census tracts therefore enhancing access to banking services for an entire neighborhood. The three other branch openings were inside the offices or manufacturing sites of major metropolitan employers which improved access and convenience for a large number of workers. USB closed one branch in a middle-income census tract. Services and products offered at branches are consistent across the branch network. Banking hours are excellent. USB offers lengthy hours and are essentially the same regardless of the location. If an office has shorter hours, it is usually because the facility does not have a drive-through window. Drive-through facilities typically have extended hours. The distribution of the bank's vast network of deposit-taking ATMs is excellent.

Community Development Services - USB provided a good level of Community Development services to the MMSA in light of the ample opportunities within the MMSA and the fact that the bank has a significant employment base here. Bank employees provided a range of CD services within the MMSA, with a strong focus on affordable housing and social services for low- and moderate-income families, both identified needs within the community. Many USB employees participate through board and committee membership and by providing various financial education programs targeting homeownership and financial literacy.

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

Portland-Vancouver-Beaverton, OR-WA Multistate Metropolitan Statistical Area Rating

CRA rating for the MMSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent loan distributions, both geographically and by borrower, combined with excellent lending activity resulted in the Outstanding Lending Test rating. In addition, Community Development lending had a significantly positive impact on the rating.
- Excellent Investment Test performance was demonstrated by the bank’s responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance was due to an excellent branch distribution and record of opening and closing offices. USB employees also provided an excellent level of Community Development services.

Description of Institution’s Operations in the Portland-Vancouver-Beaverton, OR-WA MMSA

The USB AA includes six of the seven counties in the MMSA. As of June 30, 2008, the bank had \$5.6 billion of deposits in this geographic area. In terms of deposit market share, USB ranks second with an 18.9% share compared to 19.5% for Bank of America which is the largest deposit holder. There are 43 FDIC insured depository institutions in the MMSA, but the market is somewhat concentrated with the four largest banks controlling 66% of the area’s reported deposits. USB operates 103 branches and 235 deposit-taking ATMs in this AA. The AA contains just over 4% of the bank’s total deposits.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

Refer to the market profile for the Portland-Vancouver-Beaverton MMSA in Appendix C for performance context information.

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

LENDING TEST

Lending Activity - Lending activity is excellent. While the loan market shares are significantly below its deposit market share, USB generated a very significant volume of all loan types in this highly competitive market, particularly to small businesses. There are over 450 lenders for both home purchase and refinance which helps explain the low market shares generated even among the top lenders.

Distribution of Loans by Income Level of the Geography - The overall geographic distribution of loan products is excellent. This is the result of an excellent distribution of home purchase and small business loans combined with good distributions of refinance and home improvement loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.71% of owner-occupied housing units are located in low-income CTs. The distribution of small farm loans is adequate. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower - The distribution of loans by income level of borrower is excellent. We noted an excellent distribution of small business, refinance, and home improvement loans, combined with a good distribution of home purchase and adequate distribution of small farm loans. The distribution of HMDA-reportable loans is particularly impressive given that 8.7% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB originated 57 CD loans totaling \$129.6 million, which represents 20.5% of allocated Tier 1 Capital. Measured in dollars, 74% of this lending supported affordable housing developments for LMI residents, 16% supported social services that benefited LMI people, 8% funded economic development projects, and 2% supported neighborhood revitalization and stabilization projects. An example includes financing for the headquarters of an organization that provides employment, job training, and housing for LMI and disabled residents. In addition, the project helped the group increase employment opportunities for its clients. Other funding for the project included federal investment tax credits. Another example is the construction of 40 single-family homes in Portland with over 50% of the homes targeted for LMI individuals and families.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB’s innovative private placement bond program resulted in ten loans in this MMSA totaling nearly \$44 million addressing affordable housing needs. The Northwest Multi-Family Preservation Project also supports the preservation of affordable housing in Oregon. USB financed six Series I Bonds issued by the state in this MMSA totaling nearly \$9 million for the acquisition and rehabilitation of affordable housing facilities. Credits are also provided through the Oregon Affordable Housing Tax Credit program. The program allows developers to access below market rate loans.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 271 investments in the MMSA totaling \$125.9 million. Of the investments made prior to the start of the current evaluation period, 42 were outstanding as of year-end 2008 and had balances totaling \$20.1 million. These prior period investments add support for the assigned rating. USB's investments are responsive to the identified needs in this MMSA for affordable housing and revitalization and stabilization of low- and moderate-income areas.

SERVICE TEST

Retail Banking Services - The bank's branches are readily accessible to geographies and individuals of different income levels. USB opened three branches during the evaluation period, two of which were in moderate-income census tracts greatly improving access to those areas. USB did not close any offices during this period. Services and products offered at branches are consistent across the branch network. Banking hours are excellent, especially in moderate-income tracts. Average hours are slightly less in the branches located in low-income tracts. While still offering convenient weekday hours, these offices are not open on weekends because they are not located in grocery stores, as many of the stores with longer hours tend to be. Access to banking services was further enhanced by excellent access to the bank's vast ATM network, including the ten located in low- and 84 located in moderate-income geographies.

Community Development Services - USB provided an excellent level of Community Development services to the MMSA. Nearly 200 employees provided different types of CD services including those for affordable housing and social services for low- and moderate-income individuals, both identified as needs in the MSA. Staff members also provided leadership by serving as board members for a variety of these organizations.

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

St. Louis, MO-IL Multistate Metropolitan Statistical Area Rating

CRA rating for the MMSA ¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent borrower distribution of loans, excellent lending activity, good geographic distribution of loans, and Community Development Lending that had a significantly positive impact on the rating were the main factors for the Outstanding Lending Test rating.
- Excellent Investment Test performance was demonstrated by the bank’s responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance for all performance elements.

Description of Institution’s Operations in the St. Louis, MO-IL MMSA

The USB AA consists of thirteen out of seventeen counties in the MMSA. As of June 30, 2008, the bank had \$10.2 billion of deposits in this geographic area. In terms of deposit market share, USB ranked first with a 17.6% share compared to the next largest bank, Bank of America NA, with 13.6%. There are 145 FDIC insured depository institutions in the MMSA. USB operates 114 branches and 324 deposit-taking ATMs here and the area contains 7.9% of the bank’s total deposits.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

Refer to the market profile for the St. Louis MMSA in Appendix C for performance context information.

LENDING TEST

Lending Activity - Lending activity is excellent. While lending market shares are significantly below the bank’s deposit market share, USB has attained a 1st place rank for deposits and generally comparable rankings for its loan products with all loan categories ranked in the top ten. USB ranks in the top four originators of home improvement and refinance loans. There are over 550 lenders for both home purchase and refinance loans which helps explain the low market

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

shares even among the top lenders. No single lender dominates the market. USB generated a large volume of loans in all categories in the MSA.

Distribution of Loans by Income Level of the Geography - The overall geographic distribution of loan products is good. We noted good distributions for small business, home improvement, and small farm loans, while the distribution of home purchase and refinance loans is adequate. We did not identify any geographic gaps in lending

Distribution of Loans by Income Level of the Borrower - The distribution of loans by income level of the borrower is excellent. We noted excellent distributions of all loan types with the exception of small farm loans, which is good. The distribution of HMDA-reportable loans is particularly impressive given that 9.8% of total households have incomes below the poverty level.

Community Development Lending – The volume of Community Development lending had a significantly positive impact on the bank’s lending performance in the AA. USB originated 45 CD loans totaling \$200.7 million, an increase of almost \$22 million, or 12%, from the previous evaluation period. The current volume represents 17.4% of allocated Tier 1 Capital. By dollar, the bank’s CD lending included 69% to support affordable housing for LMI residents, 28% to support neighborhood revitalization and stabilization projects, and 3% for CD service organizations. A particularly noteworthy achievement is a CD loan to finance construction of a new facility that will house a nonprofit organization that works to bring small businesses and jobs to economically challenged communities. The facility is located in a low-income CT and a Tax Increment Finance (TIF) district in East St. Louis, IL. USB also originated a \$1.3 million CD loan to help two hospitals move to new facilities in East. St. Louis, IL. As noted in the market profile, East St. Louis has significant economic challenges and these hospitals primarily serve LMI and uninsured individuals

Product Innovation and Flexibility - USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB’s innovative private placement bond program resulted in ten loans in this MMSA totaling more than \$66 million addressing affordable housing needs in this area. In addition, USB generated 12 loans totaling almost \$45 million through the Missouri Housing Development Commission to offer low-interest rates for affordable housing projects in the State of Missouri.

INVESTMENT TEST

USB’s investment volume is excellent. During the evaluation period, USB made 518 investments in the MMSA totaling \$292.2 million. Of the investments made prior to the start of the current evaluation period, 48 were outstanding as of year-end 2008 and had balances totaling \$52.2 million. These prior period investments add support for the assigned rating. USB’s investments are responsive to the identified needs in this MMSA for affordable housing and revitalization and stabilization of low- and moderate-income areas.

SERVICE TEST

Retail Banking Services - The bank's branches are readily accessible to geographies and individuals of different income levels. The portion of offices in low-income tracts approximates the percentage of the population residing in those tracts. USB has 19 offices in moderate-income tracts. The percentage of offices located in moderate-income tracts is near to the percentage of the population living there. USB opened 17 offices in the MMSA. Two of these offices were in low-income tracts with another two offices in moderate-income census tracts. This greatly improved access to banking and was a positive factor in our analysis. In addition, USB has offices located in middle- and upper-income census tracts that are easily accessible to LMI geographies. There are 14 offices that are across the street from or within a few blocks of adjacent LMI tracts. USB did not close any offices during the evaluation period. Services and products offered at branches are consistent throughout all locations. Banking hours are excellent. Hours of service are lengthy, generally averaging over 53 hours per week. Two of the branches located in low-income tracts do not have weekend hours. One of these is the Saint Louis University office which keeps hours according to the University's schedule. The other is in the East St. Louis Hospital which does not allow access to its parking lot on weekends. The distribution of the bank's vast network of ATMs is excellent and further enhanced access to banking services throughout the entire MMSA.

Community Development Services - USB provided an excellent level of Community Development services to the MMSA. Over 200 employees provided a broad range of CD services within the MMSA, with a significant focus on social services for LMI families. Employees served in important leadership positions through board memberships in various organizations, particularly those targeting affordable housing and economic development, identified needs of the MSA. An employee is president of a governing council that seeks to educate investors and others of the importance of investing in affordable housing tax credit properties. USB has extensive experience in working with different communities on using low-income housing tax credits and new market tax credits.

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

State of California Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Lending performance in both full-scope AAs is excellent. In the Sacramento-Arden-Arcade-Roseville MSA, an excellent distribution of loans by borrower income, excellent lending activity, good geographic distribution and an excellent level of Community Development loans are the major factors for the excellent performance in the AA. In the Los Angeles-Long Beach-Glendale MD, an excellent level of Community Development loans, excellent geographic distribution, and excellent lending activity offset adequate borrower distribution in the AA. Overall Community Development lending had a significantly positive impact on the Lending Test rating for the State of California.
- Excellent responsiveness to the investment needs of the two full-scope assessment areas through the volume of qualified investments originated during the evaluation period.
- Good Service Test performance is the result of overall good performance in the Los Angeles-Long Beach-Glendale MD and excellent performance in the Sacramento-Arden-Arcade-Roseville MSA. The conclusions for branch distributions for both areas were enhanced by considering the access that some branches located in middle- and upper-income geographies provided to individuals living in the nearby or adjacent low- and moderate-income census tracts. Community development services is considered good based on excellent performance in the Los Angeles-Long Beach-Glendale MD which is offset by adequate performance in the Sacramento-Arden-Arcade-Roseville MSA.

Description of Institution’s Operations in the State of California

USB has twenty-three AAs within the state. Nineteen are in MSAs and four in non-metropolitan areas. Statewide, the bank holds \$13.4 billion of deposits and this total represents 10.4% of the bank’s total deposits. Ranked by deposits, California is the third largest rating area for USB. Within California, 52% of the bank’s deposits are concentrated in the two largest MSAs. The largest concentration of deposits in the state is in the Sacramento-Arden-Arcade-Roseville MSA with 28% of the bank’s state total. Because of that, this MSA received a full-scope review and also carried the greatest weighting in arriving at conclusions for the performance ratings in the state. We also selected the Los Angeles-Long Beach-Glendale MD for a full-scope review. With 24% of USB’s deposits within the state, it is an important market for the bank. We also considered the significant role the greater Los Angeles area plays in the economy for the State of California as a secondary reason to include it for a full-scope review. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

Refer to the market profiles in Appendix C for performance context information for the Sacramento-Arden-Arcade-Roseville MSA and the Los Angeles-Long Beach-Glendale MD.

LENDING TEST

Lending performance in California is excellent. This is the result of excellent performance in both the Sacramento-Arden Arcade-Roseville and Los Angeles-Long Beach-Glendale full-scope AAs.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity –Lending activity in both the Sacramento-Arden Arcade-Roseville MSA and Los Angeles-Long Beach-Glendale MD is excellent despite the strong competition in both markets.

The Sacramento-Arden Arcade-Roseville MSA is the largest deposit base USB has in the State of California. USB has captured over 12% of the MSA’s deposit base and has a 3rd place ranking for deposits. Considering the very strong competition for loans, USB's lending market shares are adequate. Even though lending market shares lag behind the bank’s ability to collect deposits and its strong presence in terms of both deposit market share and rank, USB generated an excellent volume of small business loans and a good volume of home purchase, home improvement and refinance loans. The Los Angeles-Long Beach-Glendale MD has considerable competition for loans and deposits. The volume of loans generated is excellent in light of that competition, especially in small business. Within the MD, USB encountered over 650 lenders in each of two HMDA lending categories as well as 146 depository banks competing for the same customers. USB’s deposit share in the MD is low at 1.36% but still resulted in a 14th market share ranking. Market shares in all lending categories range between .12% and .88%. Ranks vary in comparison to deposit rank but range from a low of 115th for home purchase to 14th for small business.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. The distribution of loans by geography is good in Sacramento-Arden Arcade-Roseville and excellent in Los Angeles-Long Beach-Glendale. The good geographic distribution of loans in Sacramento-Arden Arcade-Roseville is supported by an excellent distribution of refinance loans and good distributions of small business, home purchase, and home improvement loans. In Los Angeles-Long Beach-Glendale, we noted excellent distribution of small business loans combined with good distributions of all three HMDA products.

We did not identify any lending gaps in the Los Angeles-Long Beach-Glendale MD. During the 2003 CRA examination, we identified a large lending gap in south-central Los Angeles. During the 2006 evaluation, we noted overall improvement in the bank’s lending performance in this area. During the 2006 evaluation, there were two small clusters of census tracts in which USB did not originate loans, but we noted reasonable performance context issues that mitigated the concern. During this evaluation, we found continued improvement in this regard. Although we did note isolated census tracts that had limited or no lending activity, there are sufficient performance context issues that explain this. Major factors include high poverty levels, a limited number of owner-occupied housing units and businesses in the specific census tracts in question, and the general issues associated with affordability of housing within the MD. Affordability is a significant issue especially in light of the limited availability of owner-occupied housing units

compounded by the high percentage of people living in poverty (poverty levels well in excess of 25% in some areas). Please refer to the Market Profile for the State of California in Appendix C of this Evaluation for further details.

We did not identify any lending gaps in the Sacramento-Arden Arcade-Roseville MSA.

Distribution of Loans by Income Level of the Borrower – The overall distribution of loans to borrowers with different income levels is good. Borrower distribution is excellent in Sacramento-Arden Arcade-Roseville and adequate in Los Angeles-Long Beach-Glendale. The excellent borrower distribution in Sacramento-Arden Arcade-Roseville is the result of an excellent distribution of small business loans combined with good distributions of all three HMDA-reportable products. The adequate distribution in Los Angeles-Long Beach-Glendale results from a good distribution of small business loans, adequate distribution of home improvement loans, and poor distribution of home purchase and refinance loans. Distribution of HMDA-reportable loans in both full-scope areas is viewed positively in light of performance context considerations. Housing costs are high and 11% and 15% of total households have incomes below the poverty level in the Sacramento-Arden Arcade-Roseville MSA and Los Angeles-Long Beach-Glendale MD, respectively.

Community Development Lending – In the Sacramento-Arden Arcade-Roseville MSA, CD lending had a significantly positive impact on lending performance. USB originated 28 CD loans totaling \$198.5 million, an increase of over \$98 million, or 98%, from the previous evaluation period. The current volume represents 47% of allocated Tier I Capital. By dollar amount, 55% of CD loans supported LMI housing developments, 22% supported CD services, 1% funded economic development projects, and 22% supported neighborhood revitalization and stabilization projects. A noteworthy project includes a loan to demolish and redevelop a 52-year old shopping mall. Located in a moderate-income CT, the area is targeted by local governments for revitalization and the mall's redevelopment is a centerpiece of that plan.

In the Los Angeles-Long Beach-Glendale MD the bank's CD lending efforts also had a significantly positive impact on lending performance as USB originated 63 CD loans totaling \$201.1 million, an increase of over \$43 million, or 28%, from the previous evaluation. The current volume represents 54% of allocated Tier 1 Capital. By dollar, 56% of CD lending supported LMI housing developments, 24% funded CD service providers, 15% supported economic development projects, and 5% funded neighborhood revitalization and stabilization projects. A particularly noteworthy project includes the development of a family and community center operated by a nonprofit CD service provider. The group's goal is to provide economic stability to families living at or below the poverty level and plans to use the facility to help create 340 new jobs.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB offered an innovative private placement bond program that resulted in 55 loans totaling more than \$285 million addressing affordable housing needs. Small businesses benefited from the California Capital Loan Program.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Chico, Modesto, Oakland-Fremont-Haywood, Oxnard-Thousand Oaks-Ventura, Redding, Riverside-San Bernardino-Ontario, Salinas, San Diego-Carlsbad-San Marcos, San Francisco-San Mateo-Redwood City, San Jose-Sunnyvale-Santa Clara, Santa Ana-Anaheim-Irvine, Santa Cruz-Watsonville, Santa Rose-Petaluma, and the non-metropolitan AAs is not inconsistent with the excellent rating noted in the state.

Performance in the Stockton, Vallejo-Fairfield, and Yuba City-Marysville AAs is weaker, but still good. Lending performance in all three areas is good, but CD lending efforts were not comparable and did not improve our conclusions for these areas.

Performance in the Napa AA is weaker and considered adequate. This is a result of weaker geographic and borrower distributions of loans, as well as lending activity.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Los Angeles-Long Beach-Glendale MD and the Sacramento-Arden Arcade-Roseville MSA is excellent. Performance in the limited-scope AAs did not impact the Investment Test rating for the State of California. USB's level of qualified investments represents excellent responsiveness to the identified needs of the AAs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Los Angeles-Long Beach-Glendale MD is excellent. During the evaluation period, USB made 380 investments in the MD totaling \$101.7 million. Of the investments made prior to the start of the current evaluation period, 34 were outstanding as of year-end 2008 and had balances totaling \$27 million. In the Sacramento-Arden Arcade-Roseville MSA, investment volume is excellent, with USB having made 173 investments totaling \$33.7 million. There were 48 prior period investments with balances totaling \$15.6 million as of year-end 2008. Investments from prior periods continue to impact both full-scope areas and add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of California.

In addition to what is noted in the full- and limited-scope areas, USB originated investments that benefited areas of California other than its specific AAs. In the current evaluation period, it made 150 such investments totaling \$21.8 million. It also has 11 prior period investments with remaining balances totaling \$7.6 million. These investments further demonstrate USB's commitment to providing affordable housing and economic development and were a positive reflection of the bank's further commitment to the state.

SERVICE TEST

USB's overall performance in the state is good. Performance in the Los Angeles-Long Beach-Glendale MD is good while performance in the Sacramento-Arden Arcade-Roseville MSA is excellent. Performance in limited-scope AAs generally did not impact the Service Test rating for California, even though we noted poor performance in three assessment areas.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services - In the Los Angeles-Long Beach-Glendale MD, USB's branch distribution is good after also considering the impact of branches that are located in middle- or upper-income census tracts but accessible to LMI individuals or people living within adjacent LMI geographies. The conclusion for the distribution of branches performance element is that USB's branches are reasonably accessible in low- and moderate-income census tracts. The impact of the 14 branches that are located in middle- or upper-income census tracts that are across the street or located within blocks of low- or moderate-income census tracts is positive. These branches provided an improved level of access for individuals living in low- or moderate-income census tracts to banking services and products. USB has a total of 54 branches located in the MD.

USB opened four branches during the evaluation period including two located in low-income census tracts. This improved accessibility to financial services and products within the MD. USB did not close any offices.

Services offered at branches are consistent across the branch network. Banking hours are excellent. Average branch hours are over 52 hours per week. Average hours for branches in low- or moderate-income census tracts are just over an hour longer per week than those found in the branches located in middle- or upper-income geographies. The distribution of USB's ATMs is good. USB has 90 ATMs located in the MD.

In the Sacramento-Arden Arcade-Roseville MSA, USB's branch distribution is excellent. Branches are accessible in low- and moderate-income census tracts. There are 12 branches that are located in middle- or upper-income census tracts that are across the street or located within blocks of low- or moderate-income census tracts. This provided an improved level of service in the MSA and greatly enhanced accessibility. USB has a total of 43 branches in the MSA.

USB opened three branches during the evaluation period and closed one. These changes generally did not affect accessibility to LMI individuals because the changes occurred in middle- or upper-income geographies.

Services offered at branches are consistent across the branch network. Banking hours are excellent. Average branch hours range between 54 hours for the branches in low-income tracts to 46 hours for branches in the middle-income census tracts. The distribution of USB's ATMs is excellent.

Community Development Services - USB provided a good level of CD services for the State of California. The excellent performance in the Los-Angeles-Long Beach-Glendale MD offsets the adequate performance found in the Sacramento-Arden Arcade-Roseville MSA. Overall, the efforts of USB staff members helped address the identified needs of housing, social services for LMI individuals, and economic development. USB provided a strong level of leadership through board and committee memberships in the Los-Angeles-Long Beach-Glendale MD. Over half of the USB employees involved in qualifying activities served in leadership roles for the organization. Participation in the Sacramento-Arden Arcade-Roseville MSA primarily focused on organizations that provided social services. Other organizations met affordable housing needs in the MSA. In general, with USB's major presence in the MSA, relatively few employees served in a leadership capacity in community development related organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the Oakland-Fremont-Haywood and the Santa Cruz-Watsonville MSAs is not inconsistent with the overall good performance in the state. The bank's performance in the Oxnard-Thousand Oaks-Ventura, Riverside-San Bernardino-Ontario, San Jose-Sunnyvale-Santa Clara, Santa Ana-Anaheim-Irvine, and Stockton MSAs is weaker than the overall performance in the state. This is because branch distribution is poor in the Oxnard-Thousand Oaks-Ventura, San Jose-Sunnyvale-Santa Clara, and Santa Ana-Anaheim-Irvine MSAs and adequate in the Riverside-San Bernardino-Ontario and Stockton MSAs. Performance in all other MSAs and the non-metropolitan assessment area is stronger than the overall Service Test rating for the state and is excellent.

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

State of Colorado Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent geographic and borrower distributions in the full-scope area, combined with excellent lending activity, resulted in the Outstanding Lending Test rating. In addition, Community Development lending had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance is the result of good branch distribution in the Denver-Aurora MSA that was also enhanced by branches in middle- and upper-income census tracts that were easily accessible for individuals living in low- and moderate-income geographies. The record of opening or closing offices, ATM distribution, and the hours of service in the MSA were also excellent. Bank employees provided a good level of community development services.

Description of Institution's Operations in the State of Colorado

USB has delineated ten AAs within the state. Seven of the AAs are in MSAs and three in non-metropolitan areas. Statewide, the bank holds \$6.5 billion of deposits and this total represents 5% of the bank's total deposits. The state is the seventh largest rating area for the bank. Within Colorado, 72% of the bank's deposits are concentrated in the Denver-Aurora MSA. As a result, we selected this MSA for a full-scope review. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

In 2006, USB acquired Vail Banks, Inc. which increased USB's overall presence in several markets. These offices were converted to USB branches in Denver, Fort Collins, Grand Junction, and 15 different locations in the non-metropolitan assessment areas. These offices are included in the total number of branches shown on Table 15 for the State of Colorado in Appendix D but are not shown in the openings/closings column of that Table.

Refer to the market profile in Appendix C for performance context information for the Denver-Aurora MSA.

LENDING TEST

Lending performance is Excellent. Performance in limited-scope AAs did not have an impact on the Lending Test rating for Colorado.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity in the Denver-Aurora MSA is excellent. The bank has an excellent deposit market share at 10.11% and ranks 2nd out of 90 banks. Because of very strong loan competition in the MSA, we considered rank and the large volume of loans originated in this market as the primary reasons for the conclusion of excellent lending activity performance. Despite this very strong lending competition (well over 600 lenders for home purchase and 550 for refinance), in 2007, USB originated 1,620 and 1,642 loans, respectively, in that year, and ranks in the top 12 in both categories. The bank originated 253 loans and 7th rank in home improvement and 7,068 loans and 6th rank in small business with slightly less competition (211 lenders for home improvement and 151 lenders for small business).

Distribution of Loans by Income Level of the Geography - The distribution of loans to geographies of different income levels is excellent. We noted an excellent distribution of small business loans along with good distributions of all HMDA-reportable loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – USB’s distribution of loans to borrowers with different income levels is excellent. We noted an excellent distribution of small business, home purchase, and home improvement loans. The distribution of refinance loans was good. The distribution of HMDA-reportable loans is impressive given that 7.4% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance in the AA. USB originated 33 CD loans totaling \$144.6 million, representing 27.5% of allocated Tier 1 Capital. Measured in dollars, 63% supported affordable housing for LMI residents, 22% funded neighborhood revitalization and stabilization projects, 8% supported economic development projects, and 7% funded CD services. A noteworthy example includes an operating line of credit to a nonprofit organization that works to prevent homelessness. The group provides medical services, long-term housing, and job opportunities to homeless individuals and families in the AA. Another example is a construction loan to redevelop a historic building in the Denver’s Lower Downtown Historic District. The area is part of a neighborhood revitalization plan and a SBA-designated HUB Zone.

Product Innovation and Flexibility - USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of the private placement bond program that resulted in 13 loans in this state totaling more than \$45 million and down payment loan programs which addressed affordable housing needs in this area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Boulder, Colorado Springs, Fort Collins-Loveland, Grand Junction, Pueblo, and the non-metropolitan AA is not inconsistent with the excellent performance noted in the State of Colorado. Performance in the Greeley AA is weaker but still good.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Denver-Aurora MSA is excellent. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MSA, particularly that of affordable housing. Performance in limited-scope AAs did not impact the Investment Test rating for the State of Colorado.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Denver-Aurora MSA is excellent. During the evaluation period, USB made 314 investments in the MSA totaling \$58.3 million. There were 23 prior period investments with remaining balances totaling \$15.7 million as of year-end 2008. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Colorado other than its specific AAs. In the current evaluation period, it made 31 such investments totaling \$586 thousand. It also has three prior period investments with remaining balances totaling \$900 thousand. These investments further demonstrate USB's commitment to providing affordable housing and were a positive reflection of the bank's overall commitment to meeting needs within the state.

SERVICE TEST

Performance in the Denver-Aurora MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Colorado.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services - The bank's branches are accessible to all portions of the MSA. The percentage of the bank's branches located in low-income census tract is below the percentage of the population residing there. The percentage of the bank's branches in moderate-income census tracts is near to the percentage of the population. Access to banking services was greatly enhanced by 13 offices that are located in middle- or upper-income geographies located across the street from or within blocks of many low- and moderate-income census tracts. USB closed one branch during the evaluation period. USB improved accessibility to banking services by opening 12 offices, including one in a low-income tract. Services and products offered at branches are consistent in all locations. Banking hours are excellent. Average branch hours in the MSA are in excess of 57 hours per week. While hours are slightly less in low-income geographies, the average hours for the branches located in moderate-income tracts are as long, or in some cases longer, than the average hours found in middle- and upper-income geographies.

Distribution of the bank's deposit-taking ATMs is also excellent and provided ready access to individuals within the MSA.

Community Development Services - USB provided a good level of CD services within the Denver-Aurora MSA. USB's services met a broad range of identified needs in the MSA including housing education and social services for LMI families. A large number of employees served on committees or boards for economic development, affordable housing, and community service organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the Grand Junction MSA is not inconsistent with the bank's excellent performance in the State of Colorado. The bank's performance in the non-metropolitan assessment area and all other MSAs is weaker than the performance in the state. The bank's performance in these areas is weaker because the branch distribution element is not as strong.

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

State of Ohio Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity and borrower distribution in the full-scope area, good geographic distribution of loans, and a significantly positive volume of community development lending were the main factors for the Outstanding Lending Test rating.
- Excellent Investment Test performance because of the responsiveness to the identified needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance was the result of good branch distribution that was further augmented by offices located in middle- or upper-income geographies that are easily accessible by individuals living in low- or moderate-income census tracts. The hours of service were excellent and ATM distribution is also excellent. The level of Community Development services offered by bank employees was good.

Description of Institution’s Operations in the State of Ohio

USB has delineated twenty-two AAs within the state. The Cincinnati-Middletown MMSA is rated separately from performance in the rest of the state. The twenty-one remaining AAs in the State of Ohio include thirteen MSAs and eight non-metropolitan areas. Statewide, the bank holds \$4.5 billion of deposits and this total represents 3.5% of the bank’s total deposits. Ohio is the ninth largest rating area for the bank. Within Ohio, 33% of the bank’s deposits in the state are concentrated in the Cleveland-Elyria-Mentor MSA. As a result, this is the MSA that we selected for a full-scope review. The next largest concentration of deposits in the state is in the Columbus MSA with 19% of the bank’s state total. The Columbus MSA, the remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

Early in the evaluation period, USB eliminated one non-metropolitan county from its assessment areas when two Giant Eagle grocery stores were closed that contained USB in-store branches. The AA was Columbiana County located in eastern Ohio. The branches were not replaced. These closures are not noted on Table 15 for the State of Ohio found in Appendix D.

Refer to the market profile in Appendix C for performance context information for the Cleveland-Elyria-Mentor MSA.

LENDING TEST

We noted excellent lending performance in the full-scope Cleveland-Elyria-Mentor MSA.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. USB's deposit market rank is 10th out of 42 banks in the MSA. Deposit share of 1.2% compares to lending shares ranging from 1.6% to 5.5%. Lending competition is high with over 300 lenders for both the home purchase and refinance products. There are over 150 lenders that made home improvement loans and over 100 small business lenders. USB ranks in the top 15 in all loan categories. Excellent performance is the result of excellent market share and loan originations for small business and home purchase. Loan volumes are significant in light of strong competition, particularly in home purchase and small business.

Distribution of Loans by Income Level of the Geography - The distribution of loans to geographies of different income levels is good and is supported by good distributions of all loan products reviewed. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans to borrowers with different income levels is excellent. This is the result of excellent distributions of all loan products we reviewed.

Community Development Lending - Community Development lending had a significantly positive impact on the lending performance in the MSA. USB originated ten CD loans totaling \$60.4 million, an increase of over \$32 million, or 116%, from the previous evaluation period. The current volume represents 36% of allocated Tier 1 Capital. Measured in dollars, 84% of lending provided CD services, 10% supported affordable housing developments for LMI residents, and 6% funded economic development projects. An example is the acquisition and reopening of four closed grocery stores located in middle-income CTs. The stores are in close proximity to LMI residents, improving access to full-service grocery stores for inner-city residents. The project also helped retain 245 jobs in the AA. Another example is the renovation of a 740-unit multifamily apartment complex in a moderate-income CT. The complex provides affordable housing for LMI families.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB's innovative private placement bond program resulted in six loans in this state totaling nearly \$41 million. Affordable housing needs in this area were also addressed through various other down payment and second mortgage loan programs. USB generated 505 loans under these programs totaling more than \$2 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Akron, Canton-Massillon, Columbus, Dayton, Lima, Springfield, Toledo, Weirton-Steubenville MSAs, and the non-metropolitan AA is not inconsistent with the excellent performance under the Lending Test in the

State of Ohio. Performance in the Huntington-Ashland, Mansfield, Sandusky, and Youngstown-Warren-Boardman MSAs is weaker than the performance noted in the state, but still good. Borrower distributions in these areas are similar what we noted in the full-scope area, but the geographic distribution of loans and lending activity was weaker. In addition, these areas had enough CD lending to positively impact our overall conclusion.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Cleveland-Elyria-Mentor MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Ohio. USB's investment volume represents excellent responsiveness to the area's identified needs, particularly those of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Cleveland-Elyria-Mentor MSA is excellent. During the evaluation period, USB made 255 investments in the MSA totaling \$49.4 million. As of year-end 2008, 20 prior period investments totaling \$2.9 million remained outstanding.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Ohio.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Ohio other than its specific AAs. In the current evaluation period, USB made 19 such investments totaling \$391 thousand. It also had two investments from a prior evaluation period with remaining balances totaling \$210 thousand. These demonstrate an additional commitment to economic development throughout the state.

SERVICE TEST

Performance in the Cleveland-Elyria-Mentor MSA is excellent. Performance in the limited-scope AAs did not significantly impact the Service Test rating for Ohio.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services - The bank's branches are accessible to individuals and geographies of different income levels. The distribution of branches in both the low- and moderate-income geographies is near to the percentage of population living there. Access to banking services is greatly enhanced by the branches that are located in middle- or upper-income census tracts that are adjacent or within blocks of low- or moderate-income areas. The record of opening or closing offices did not affect access to banking services. Although USB closed an office in a low-income census tract, the closed office was one of three that are located downtown. The accounts were moved to the remaining USB offices that are generally one-half to one mile away.

In total, USB opened two offices and closed two offices. Services and products offered at branches are consistent across the branch network. Banking hours are excellent. The average hours for offices located in low- and moderate-income are very similar to those hours found in upper-income census tracts. The average hours for branches located in middle-income tracts are somewhat longer. Access to banking services was augmented by ready access to deposit-taking ATMs.

Community Development Services - USB provided a good level of Community Development services to the Cleveland-Elyria-Mentor MSA, especially for necessary social services aimed at LMI families. USB provided a strong level of leadership in the MSA through board and committee participation in various organizations that target the needs of the community. These identified needs include affordable housing as well as financial literacy and homeownership training for LMI families.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's Service Test performance in the Canton-Massillon, Huntington-Ashland, Sandusky, Weirton-Steubenville MSAs and the non-metropolitan assessment area is not inconsistent with the bank's excellent performance under the Service Test in the State of Ohio. Performance in the Akron, Columbus, Dayton, Toledo, and Youngstown-Warren-Broadman MSAs is weaker than the bank's overall performance in the state but is still considered good. Performance in the Lima, Mansfield, and Springfield MSAs is weaker but is considered adequate. In all cases, the weaker performance is the result of branch distribution.

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

State of Washington Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent levels of Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level in the full-scope area. Lending activity is excellent, while both geographic and borrower distributions are good.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution, record of opening or closing offices, and hours of service resulted in the Outstanding Service Test rating. The performance was also supported by a good level of Community Development services.

Description of Institution’s Operations in the State of Washington

USB has fifteen AAs within the state. Eleven are MSAs and four are non-metropolitan areas. Statewide, the bank holds \$9.6 billion of deposits which represents 7.4% of total bank deposits. Washington is the bank’s sixth largest rating area. Seventy-three percent of the bank’s deposits within the state are concentrated in the Seattle-Bellevue-Everett MD and this area was selected for a full-scope review. The next largest concentration of deposits in the state is the Spokane MSA with 4.6% of the bank’s state total. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. In addition to these areas, USB has two multistate MSAs with offices in Washington. These two MMSAs, the Lewiston, ID-WA MSA and the Portland-Vancouver-Beaverton, OR-WA MSA, are not included in the above deposit totals for the state. These multistate MSAs are analyzed separately.

Refer to the market profile in Appendix C for performance context information for the Seattle-Bellevue-Everett MD.

LENDING TEST

Lending performance in the Seattle-Bellevue-Everett MD is excellent. Performance in limited-scope AAs did not impact the Lending Test rating for Washington.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. Market share reports on the MD show numerous lenders and indicate strong competition. USB made a very large volume of loans in light of that competition. The volume and rank for USB’s small business lending is excellent. USB made a very large volume of loans and is ranked seventh out of over 120 small business

lenders. Despite lower lending market shares than deposit market share, overall, HMDA performance is good due to good loan volumes.

Distribution of Loans by Income Level of the Geography - The geographic distribution of loans is good. We noted an excellent distribution of home purchase and home improvement loans, coupled with good distributions of refinance and small business loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.49% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The overall distribution of loans to borrowers of different income levels is good. This is supported by good distributions for all loan categories except home purchase loans which is adequate. The distribution of HMDA-reportable loans is noteworthy given that 7.5% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance in the AA. USB originated 49 CD loans totaling \$154.2 million, which represents 19.6% of allocated Tier 1 Capital. Measured in dollars, 34% of lending supported affordable housing developments for LMI residents, 38% benefited CD service programs, and 28% supported economic development projects. A noteworthy example includes the construction of a mixed-use building that contains 40 units of LIHTC apartments and 18,000 square feet of commercial space in Everett, Washington. The purpose of the live-work facility is to provide affordable residential and commercial space to artists and other self-employed LMI residents in the AA. Another example of an economic development project is construction of a new mixed-use office building located within the downtown area of Kent, Washington. In addition to providing space for a local community college, the facility is projected to generate over 500 new jobs for the community.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB’s innovative private placement bond program resulted in eight loans in this state totaling more than \$23 million addressing affordable housing needs in this area. Minority and women-owned businesses also benefited from the Washington State Linked Deposit Program.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Bellingham, Bremerton-Silverdale, Kennewick-Pasco-Richland, Mount Vernon-Anacortes, Spokane, Tacoma, Yakima MSAs, and the non-metropolitan AA is not inconsistent with the bank’s excellent performance under the Lending Test in the State of Washington. The Longview, Olympia, and Wenatchee MSAs had weaker, but good, performance, mainly due to a lack of benefit from CD lending.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Seattle-Bellevue-Everett MD is excellent. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MD, particularly that of affordable housing and community services for low- and moderate-income individuals. Performance in limited-scope AAs did not impact the Investment Test rating for State of Washington.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Seattle-Bellevue-Everett MD is excellent. During the evaluation period, USB made 267 investments in the MD totaling \$130.2 million. In addition, 60 prior period investments totaling \$30 million remained outstanding as of year-end 2008, further supporting the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Washington other than its specific AAs. In the current evaluation period, it made 36 such investments totaling \$8.3 million. It also has four prior period investments with remaining balances of \$1.8 million. These investments further demonstrate USB's commitment to affordable housing and revitalization and stabilization of low- and moderate-income areas throughout the State of Washington.

SERVICE TEST

Performance in the Seattle-Bellevue-Everett MD is excellent. Performance in limited-scope AAs did not impact the Service Test rating for Washington.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services - The bank's branches are readily accessible to individuals and geographies of different income levels. USB has 65 offices in the MD. In both low- and moderate-income census tracts, the percentage of the bank's branches greatly exceeds the percentage of the population residing there. USB opened three branches in the MD during the evaluation period. This included one in a low-income tract and one in a moderate-income tract. It closed five branches, none in low- or moderate-income census tracts. Services and products offered at branches are consistent throughout the MD. Banking hours are lengthy and do not vary in a way that inconveniences certain portions of the MD. Average hours are approximately 48 hours per week, regardless of location. The distribution of the bank's deposit-taking ATMs is also excellent and provides additional access to banking services.

Community Development Services - USB provided a good level of Community Development services to the Seattle-Bellevue-Everett MD. USB employee's board and committee membership included those with organizations targeting LMI housing and economic development of the community. Both are identified community development needs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the Bremerton-Silverdale, Kennewick-Pasco-Richland, Mount Vernon-Anacortes, Olympia, and Spokane MSAs is not inconsistent with the bank's excellent performance in the State of Washington. The bank's Service Test performance in the Tacoma and Yakima MSAs and the non-metropolitan assessment area is weaker than the bank's overall performance in the state but is still considered good. The bank's performance in the Bellingham, Longview, and Wenatchee MSAs is weaker than the bank's performance in the state and is considered adequate. All of these areas have weaker performance because of the branch distribution performance element.

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

State of Wisconsin Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent lending activity and borrower distribution, good geographic distribution of loans, and Community Development Lending that had a positive impact on the overall Lending Test rating resulted in the Lending Test being rated Outstanding.
- Excellent Investment Test performance resulting from the responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good branch distribution and a good level of Community Development services were the primary reason supporting the Service Test rating.

Description of Institution’s Operations in the State of Wisconsin

USB has delineated 18 AAs within the state. Twelve of the AAs are in MSAs and six in non-metropolitan areas. Statewide, the bank holds \$12.8 billion of deposits and this total represents 9.9% of the bank’s total deposits. Wisconsin is the fourth largest rating area for the bank. Within Wisconsin, 80% of the bank’s deposits in the state are concentrated in the Milwaukee-Waukesha-West Allis MSA. The next largest concentration of deposits in the state is in the Madison MSA with 7.4% of the bank’s state total. Because it has the largest portion of USB deposits in the state, we selected the Milwaukee-Waukesha-West Allis MSA for full-scope analysis. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. The state also has two multistate MSAs, the Lake County-Kenosha County, IL-WI MD and the Minneapolis-St. Paul-Bloomington, MN-WI MSA, that are not included in the above deposit numbers because these areas are analyzed separately under full-scope procedures.

Refer to the market profile in Appendix C for performance context information for the Milwaukee-Waukesha-West Allis MSA.

LENDING TEST

Lending performance in the Milwaukee-Waukesha-West Allis MSA is excellent. Performance in limited-scope AAs did not impact the Lending Test.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. USB has a strong presence in the area for deposits. USB loan products rank slightly below the deposit rank it achieved in the MSA but the very high volume of loan originations for all products was the primary factor in the evaluating this overall performance. Small business lending is excellent primarily because of a large volume of loan originations. Excellent performance overall is due to good rankings and favorable volumes of loan originations.

Distribution of Loans by Income Level of the Geography - The geographic distribution of loans is good, primarily because of good distribution of small business lending. We noted excellent distribution of the HMDA-related loan products. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans to borrowers of different income levels is excellent. We noted excellent distributions across all loan types with the exception of refinance loans which has a good distribution.

Community Development Lending - Community Development lending had a positive impact on lending performance. USB originated 25 CD loans totaling \$79.3 million during the evaluation period. Measured in dollars, 53% of CD lending supported affordable housing developments for LMI residents, 45% funded economic development projects and 2% supported neighborhood revitalization and stabilization projects. A noteworthy example includes the construction of a headquarters facility for a nonprofit organization that focuses on the addressing the education, employment, health, and housing needs of LMI and underserved AA residents. The building also houses a Wisconsin Job Center office.

Product Innovation and Flexibility - USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance in this state. In addition to nationwide or regional programs, USB made 455 loans totaling more than \$20 million through an affordable loan program in Wisconsin to assist customers in purchasing affordable housing. USB also offers a Petroleum Environmental Cleanup Fund Award Program that was created to reimburse a portion of incurred remedial cleanup costs to owners of eligible petroleum product systems. Loan rates and fees are reduced. During the evaluation period, USB originated 127 of these loans to benefit small business owners totaling nearly \$4 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Appleton, Eau Claire, Fond du Lac, Janesville, LaCrosse, Madison, Oshkosh-Neenah, Racine, and Wausau MSAs is not inconsistent with the bank's overall excellent performance under the Lending Test in the State of Wisconsin. Performance in the Green Bay and Sheboygan MSAs and the non-metropolitan AA had is weaker, but it is still good. We noted excellent lending activity in the Green Bay MSA along with good geographic and borrower distributions. In the Sheboygan MSA we noted excellent geographic distribution, good lending activity, and good borrower distribution. The non-metropolitan AA had excellent borrower distribution and lending activity and adequate

geographic distribution. CD lending did not have an impact on the lending performance in any of these three areas.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Milwaukee-Waukesha-West Allis MSA is excellent. Performance in limited-scope AAs did not impact the Investment Test rating for the State of Wisconsin. USB's investment volume represents excellent responsiveness to the area's identified needs, particularly affordable housing and community services for low- and moderate-income individuals.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Milwaukee-Waukesha-West Allis MSA is excellent. During the evaluation period, USB made 196 investments in the MSA totaling \$84.8 million. In addition, there were 45 prior period investments with remaining balances totaling \$34.7 million at year-end 2008. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the full-scope area.

In addition to what is noted in the full- and limited-scope areas, USB originated investments that benefited areas of Wisconsin other than its specific AAs. In the current evaluation period, it made 12 such investments totaling \$934 thousand. It also has three prior period investments of \$500 thousand. These investments further demonstrate USB's commitment to providing community services to low- and moderate-income individuals throughout the State of Wisconsin.

SERVICE TEST

The bank's performance in the Milwaukee-Waukesha-West Allis MSA is good and performance in the limited-scope AAs did not impact the Service Test rating for Wisconsin.

Conclusions for Areas Receiving Full-Scope Reviews

Retail Banking Services - The bank's branches are accessible to all portions of the MSA. USB has 43 offices in the MSA. The percentage of the bank's branches located in low-income census tracts is somewhat near the percentage of the MSA population living in those tracts. The percentage of the bank's branches in moderate-income census tracts is significantly below the population living there. USB has five branches in middle- or upper-income census tracts with good access to individuals living in low- or moderate-income tracts. These branches are generally across the street or within blocks of low-income or moderate-income tracts. Some of these branches are also located on major city bus lines further enhancing access from all areas. USB opened one branch in the MSA during the evaluation period. It closed one branch located

in a low-income tract because of the unexpected closing of the grocery store where the branch was located. Services and products offered at branches are consistent across the branch network. Banking hours are convenient and do not vary in a way that inconveniences local residents. Average hours vary by only an hour depending on the location. The overall distribution of the bank's deposit-taking ATMs is good.

Community Development Services - USB provided a good level of CD services to the Milwaukee-Waukesha-West Allis MSA. Bank employees serve in leadership positions through board and committee memberships with organizations that serve LMI individuals and economic development, both identified needs of the community. Several bank employees serve on key committees for organizations that foster business and economic development growth in the area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, the Service Test performance in the Fond du Lac MSA is not inconsistent with the bank's overall High Satisfactory performance in the State of Wisconsin. The bank's Service Test performance in the Janesville and Madison MSAs and the non-metropolitan assessment area is weaker than the bank's performance in the state primarily because of weaker branch distribution. Performance in these areas is adequate. The bank's performance in all other areas receiving limited-scope reviews was stronger than performance in the Milwaukee-Waukesha-West Allis MSA due to better branch distribution.

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

Other Rating Areas

Clarksville, TN–KY Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Good lending activity and adequate geographic distribution offset excellent borrower distribution and resulted in the High Satisfactory Lending Test rating. Community Development lending had a positive impact on the rating.
- Excellent responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution was the primary reason for the Service Test rating. The rating was supplemented by good hours of operation and a good level of Community Development services.

Description of Institution’s Operations in the Clarksville, TN-KY Multistate MSA

The AA includes two counties in the MMSA, which are Christian County in Kentucky and Montgomery County in Tennessee. The assessment area excludes Trigg County, Kentucky and Stewart County, Tennessee which are a part of the whole MMSA. As of June 30, 2008, the bank had \$241 million of deposits in the assessment area. In terms of deposit market share, USB ranks fifth with an 8.6% share compared to 13.7% for F & M Bank, the largest deposit holder. There are 15 FDIC insured depository institutions in the MMSA. The top five banks in the MMSA control 53% of the deposit base. USB operates 12 branches and 18 deposit-taking ATMs in the MMSA. This AA contains 0.19% of the bank’s total deposits and, as such, had minimal impact on the bank’s overall CRA rating. Community development opportunities in this MMSA can be characterized as somewhat limited.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance. Because the MSA does not have any low-income census tracts, we could not perform an analysis of penetration to low-income tracts.

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

LENDING TEST

Lending Activity - Lending activity is good. This is a very small market for USB which helps explain the modest number of loans made. Loan rank is generally favorable to deposit rank and is good despite the level of competition. There were just over 200 lenders for both home purchase and refinance lending, with USB ranked 13th and 5th, respectively. USB ranked 7th out of 46 small business lenders.

Distribution of Loans by Income Level of the Geography – The distribution of loans to moderate-income geographies is adequate. The distribution of home improvement loans was excellent, adequate for refinance, and poor for small business and home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. With the exception of refinance loans, the distribution of all loan types was excellent. Refinance loans had a good distribution. The distribution of HMDA-reportable loans is particularly impressive given that 12.0% of total households have incomes that fall below the poverty level.

Community Development Lending - Community Development lending had a positive impact on lending performance. USB originated six CD loans totaling \$2.4 million during the evaluation period. Measured in dollars, 82% of CD loans supported affordable housing developments, 12% funded CD services, and 6% supported neighborhood revitalization and stabilization projects.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 12 investments in the Clarksville MMSA totaling \$2.9 million. In addition, ten investments made prior to the start of the current evaluation period totaling \$766 thousand remained outstanding as of year-end 2008. These prior period investments add support for the assigned rating. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MMSA, particularly that of affordable housing.

SERVICE TEST

The bank's branches are readily accessible to all portions of the MMSA. USB did not open or close any branches in MMSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are good and do not vary in a way that inconveniences individuals within the MSA. Access to banking services was

further supplemented by excellent access to deposit-taking ATMs especially in moderate-income census tracts considering the general size of the MMSA. USB provided a good level of community development services, especially for economic development.

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

Davenport-Moline-Rock Island, IA-IL Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent levels of Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level. Borrower distribution is excellent while geographic distribution and lending activity are good.
- Excellent responsiveness to the assessment area's investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution, hours of service, and the level of Community Development services support the Service Test rating.

Description of Institution's Operations in the Davenport-Moline-Rock Island Multistate MSA

The AA consists of three out of four counties in the MMSA. The bank's AA includes Scott County in Iowa and Henry and Rock Island Counties in Illinois. It excludes Mercer County Illinois. As of June 30, 2008, the bank had \$379 million of deposits in this geographic area. In terms of deposit market share, USB ranks sixth with a 5.98% share compared to 14.61% for Wells Fargo Bank, the largest deposit holder. There are 41 FDIC insured depository institutions in the MMSA. USB operates ten branches and 24 deposit-taking ATMs in this AA that contains 0.29% of the bank's total deposits. As such, this MMSA had minimal impact on the bank's overall CRA rating. Community Development opportunities are characterized as adequate. There are organizations that support affordable housing and foster economic development. A local CD newsletter discussed a need for continued economic growth through revitalization of commercial corridors and growth of downtown residential living for all income levels.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

LENDING TEST

Lending Activity - Lending activity is good. We note good volumes with a significant level of competition. Home improvement lending lags behind the other loan products in terms of market share and rank but this is a minor product for USB. Despite the level the competition (over 200

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

lenders in home purchase and refinance, over 100 lenders in home improvement, and over 50 lenders in small business), USB is in the top ten in all categories which demonstrates good performance.

Distribution of Loans by Income Level of the Geography – The geographic distribution of loans is good. This is the result of good distributions of small business, refinance, and home improvement loans. The distribution of both home purchase and small farm loans is adequate. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted an excellent distribution for all loan types.

Community Development Lending - Community Development lending had a significantly positive impact on its lending performance. USB originated six CD loans totaling \$15.0 million, representing 35% of allocated Tier 1 Capital. By dollar, 82% of CD loans provided affordable housing developments, 12% were for CD services, and 6% funded neighborhood revitalization and stabilization projects. A particularly noteworthy project includes the acquisition, rehabilitation, and conversion of two underutilized historic buildings into affordable housing for LMI residents. The project combined the bank's loan with federal and state tax credits to create 37 new units of LMI housing.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test Performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 57 investments in the Davenport-Moline-Rock Island MMSA totaling \$5.3 million. Nine prior period investments totaling \$3.3 million remained outstanding as of year-end 2008. These prior period investments add support for the assigned rating. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MMSA, particularly that of affordable housing and revitalization and stabilization of low- and moderate-income areas.

SERVICE TEST

The bank's branches are readily accessible to all portions of the Davenport-Moline-Rock Island MMSA. USB did not open or close any branches in the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent. Access to banking services was also supported by good access to deposit-taking ATMs. USB provided an excellent level of community development services. Participation in organizations targeting affordable housing needs was particularly strong. Several bank employees serve on key committees for a wide variety of community development organizations.

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

Fargo, ND-MN Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent borrower and geographic distribution of loans resulted in the Outstanding Lending Test rating. An excellent level of Community Development lending also had a significantly positive impact on the rating. Lending activity is adequate.
- Excellent responsiveness to the assessment area's investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution and hours of service was also supported by a good level of Community Development services provided to the assessment area.

Description of Institution's Operations in the Fargo, ND-MN MSA

The USB AA includes both counties in the MMSA, which are Cass County in North Dakota and Clay County in Minnesota. As of June 30, 2008, the bank had \$381 million of deposits in this AA. USB ranks third in deposit market share at 9% compared to 31% for the State Bank & Trust, the market leader. Other significant competitors include Wells Fargo Bank, NA (14%) and Gate City Bank (6%). USB has a separately chartered affiliate located in Fargo, U.S. Bank North Dakota. This entity is ranked 21st in deposit market share in the MMSA with a market share of less than one percent. USB operates seven branches and 28 deposit-taking ATMs here. This AA contains 0.30% of the bank's total deposits, and as such has minimal impact on the bank's overall CRA rating. Community Development opportunities are considered generally at a good level considering the smaller population base. Outside the adjacent cities of Fargo and Moorhead, the area is very rural with heavy dependence on agriculture.

The AA does not have any low-income census tracts, thus we could not perform an analysis of penetration to low-income tracts. In addition, USB did not generate a sufficient volume of home improvement loans in the MMSA to result in a meaningful analysis.

LENDING TEST

Lending Activity - Lending activity is adequate. We noted generally modest loan volumes, but there is rather strong competition among numerous financial institutions located in this smaller community. Market shares and ranks for all loan products are below USB's deposit market share and rank.

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

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. We noted an excellent distribution of small business loans, a good distribution of refinance loans, and an adequate distribution of home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distribution to borrowers of all income levels. The distribution of HMDA-reportable loans is particularly impressive given that just under 12% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated two CD loans totaling \$9.4 million, which represents 22% of allocated Tier 1 Capital. Measured in dollars, 70% of CD loans supported economic development and 30% supported neighborhood revitalization and stabilization projects. One of the CD loans was used to construct an agricultural and industrial equipment sales facility in Moorhead, MN. The city participates in a state-wide economic development program that targets specific geographic areas for job creation projects. The jobs created will help provide jobs for LMI individuals. The other CD loan was used to renovate a vacant commercial building in downtown Fargo, ND into an educational building for a local university. Financing also included federal historic tax credits and state tax credits. The project is part of a state/local Renaissance Zone project.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made nine investments in the Fargo MMSA totaling \$3.6 million. As of year-end 2008, five investments made prior to the start of the current evaluation period had balances totaling \$567 thousand that remained outstanding. USB's investments represent excellent responsiveness to identified economic development needs in the MMSA.

SERVICE TEST

The bank's branches are readily accessible to all portions of the Fargo MMSA. USB has seven branches in the MMSA, three of which are located in moderate-income census tracts. USB opened one branch during the evaluation period. It did not close any offices. Services and products offered by branches are consistent across the bank's branch network. Branch hours are excellent with lengthy hours of service. Branches in the moderate-income area average over 56 hours per week, the same as branches in upper-income areas. Branches in middle-income areas average 48 hours per week. Access to banking services was further augmented by excellent access to deposit-taking ATMs. Over half of the 28 ATMS are located in moderate-income

census tracts. USB provided a good level of Community Development services to the MMSA. Between this charter and the affiliated U.S. Bank North Dakota, employees are involved in 14 community development organizations in Fargo. For our analysis purposes, we attributed most of these activities to the lead bank. We noted that several employees serve on boards of CD organizations related to housing or economic development and that others are involved in the provision of other services to the community. The bank's primary focus was education or social services targeted at LMI families. A secondary consideration was housing for LMI families and economic development.

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

Grand Forks, ND-MN Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Low Satisfactory</u>

The major factors that support this rating include:

- Excellent levels of Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level. Borrower distribution is excellent while geographic distribution and lending activity are good.
- Excellent responsiveness to the assessment area's investment needs through the volume of qualified investments originated during the evaluation period.
- Adequate Service Test performance is the result of adequate branch distribution and an adequate level of Community Development services provided by bank employees.

Description of Institution's Operations in the Grand Forks, ND-MN Multistate MSA

The USB AA consists of both counties in the MMSA, which are Grand Forks County in North Dakota and Polk County in Minnesota. As of June 30, 2008, the bank had \$170 million of deposits in this geographic area. In terms of deposit market share, USB ranks third with a 10% share compared to 22% for Bremer Bank, NA and 19% of Alerus Financial, NA, the two largest deposit holders in the MMSA. There are 21 FDIC insured depository institutions in the MMSA. The bank operates three branches and 13 deposit-taking ATMs in this AA. This AA contains only 0.13% of the bank's total deposits and, therefore, this MMSA had minimal impact on the bank's overall CRA rating. The MMSA has a somewhat limited level of Community Development opportunities available. There are several social service agencies and affordable housing organizations but generally the level of opportunities reflects the smaller size of the city and very rural nature of the area outside the cities of Grand Forks and East Grand Forks.

LENDING TEST

Lending Activity - Lending activity is good. Small business lending was good due to good market share and loan volume. For home purchase and refinance, we noted a modest volume of loans as well as significantly lower market shares than deposit share. We did not analyze home improvement loans in evaluating this element of the lending performance criteria because of the limited number of loans USB made in 2007 which is the most recent year available containing the peer mortgage data necessary for analysis.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. We noted an excellent distribution of refinance

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

loans, good distribution of small business and home improvement loans, and adequate distribution of home purchase loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.09% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted an excellent distribution across borrowers of all income levels for all products we reviewed.

Community Development Lending - Community Development lending had a significantly positive impact on the bank's lending performance. USB originated four CD loans totaling \$5.7 million, representing 30% of allocated Tier 1 Capital. All CD loans provided affordable housing for LMI residents. A noteworthy project includes the construction of a 47-unit apartment complex for LMI senior residents that utilized LIHTCs.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test Performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 18 investments in the MMSA totaling \$1.5 million. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MMSA, particularly that of affordable housing. In addition, USB had a small volume of prior period investments outstanding as of year-end 2008 that did not impact the Investment Test rating for the MMSA. There were four prior period investments totaling \$123 thousand that remained outstanding as of year-end 2008.

SERVICE TEST

The bank's branches are reasonably accessible to all portions of the Grand Forks MMSA. The two counties that make up this MMSA are quite large in terms of geography and are very rural outside of the city limits of Grand Forks/East Grand Forks. Grand Forks has a relatively small population but is a center for routine retail needs and medical care throughout the area. Considering the travel distances from all points in this rural area, the location of branches is reasonably accessible. There were no branches opened or closed during the evaluation period but the bank added seven ATMs during since the last CRA review. Hours, products, and services offered by bank branches are consistent across the branch network. The distribution of the bank's deposit-taking ATMs provided some additional access to services. One of the bank's 13 deposit-taking ATMs is located in a moderate-income census tract. USB provided an adequate level of CD services to the MMSA. Three USB employees were involved with three different organizations to help meet the needs of the community. One employee served on the board of a one of these organizations.

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

Kansas City, MO-KS Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent borrower distribution and lending activity, good geographic distribution of loans, and an excellent level of Community Development lending resulted in the Outstanding Lending Test Rating.
- Excellent responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Good branch distribution primarily supported by access to banking services in moderate-income geographies and the additional access provided by branches located in middle- or upper-income census tracts that are adjacent to low- or moderate-income geographies resulted in the High Satisfactory rating under the Service Test. USB employees also provided a good level of Community Development services.

Description of Institution’s Operations in the Kansas City, MO-KS Multistate MSA

The USB AA includes eight of the fifteen counties in the MMSA. The bank’s AA consists of Clay, Clinton, Jackson, Lafayette, Platte, and Ray Counties in Missouri and Johnson and Wyandotte Counties in Kansas. As of June 30, 2008 the bank had \$2 billion of deposits in this geographic area. In terms of deposit market share, USB ranks fourth with a 5% share compared to 12% for Bank of America, NA, the largest deposit holder. Other significant competitors within the AA are Commerce Bank and UMB, NA with 10% and 8% market shares, respectively. There are a total of 155 FDIC insured depository institutions in the MMSA. USB operates 41 branches and 54 deposit-taking ATMs in this AA. This AA contains 1.6% of the bank’s total deposits. Community Development opportunities are plentiful with a wide variety of community development organizations available throughout the MMSA. Affordable housing, including the rehabilitation of the aging housing stock, and projects that provide revitalization or economic development in targeted areas are needed.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

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

LENDING TEST

Lending Activity - Lending activity is excellent. There is strong competition from many local- and nationally-based financial institutions, yet USB has attained good rank and market shares in all loan categories. Small business, home purchase and refinance performance is excellent due to the large volume of loans in spite of the level of competition.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. This is the result of an excellent distribution of home improvement loans, good distribution of small business and small farm loans, adequate distribution of refinance loans, and poor distribution of home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We note excellent distribution of all loan products across all income levels of applicants. The distribution of HMDA-reportable loans is impressive given that 8.6% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a significantly positive impact on the bank's lending performance. USB originated 31 CD loans totaling \$112.6 million during, which represents 49.5% of allocated Tier 1 Capital. Measured in dollars, 69% of CD loans were for affordable housing for LMI residents, 19% supported for neighborhood revitalization and stabilization, 10% funded economic development, and 2% were for CD services. A particularly noteworthy project includes permanent financing for a local food bank distribution center that services food banks throughout the AA. Another example is the acquisition and rehabilitation of a 254-unit housing complex for LMI residents. In addition to the bank's loan, the project was funded through a complex combination of LIHTCs along with federal and state historic tax credits.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB's innovative private placement bond program resulted in ten loans in this MMSA totaling more than \$46 million. USB also generated five loans in this MMSA totaling over \$16 million under the Missouri Housing Development Program that addressed the need for affordable housing.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 226 investments in the MMSA totaling \$68.6 million. As of year-end 2008, 27 prior period investments totaling \$18.6 million remained outstanding. These prior period investments add support for the assigned rating. USB's investments are responsive to the identified need in this MMSA for affordable housing.

SERVICE TEST

The bank's branches are accessible to all portions of the Kansas City MMSA. The bank does not have branches in the MMSA's low-income census tracts but has six branches in moderate-income tracts. An additional five branches found in middle- or upper-income tracts are located across the street or within blocks of moderate-income census tracts providing easier access to banking services. In our analysis, we placed more weight on performance in the moderate-income geographies because a relatively small percentage of the population lives in low-income tracts. USB opened one branch in a moderate-income census tract which improved access to banking services. USB did not close any offices. Services and products offered by bank branches are consistent across the branch network. Branch hours are lengthy and do not vary in a way that inconveniences certain portions of the MMSA. The distribution of the bank's deposit-taking ATMs provided additional access to banking services. Since the last CRA review, USB added ten ATMs throughout the MMSA, including one in a low-income tract. USB provided a good level of CD services to the Kansas City MMSA. Twenty-five employees serve as officers or as directors of the various organizations. Some of these included serving on key committees that focus on needed projects to promote economic development or provide counseling and financial assistance to community development corporations in their efforts to transform distressed neighborhoods into healthy communities.

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

Lake County-Kenosha County, IL-WI Multistate MD Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity and borrower distributions, combined with a good geographic distribution, resulted in the Outstanding Rating assigned to the Lending Test.
- Excellent responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution and hours of service were the primary reasons for the Service Test rating. Employees in this assessment area also provided a good level of Community Development services.

Description of Institution’s Operations in the Lake County-Kenosha County, IL-WI Multistate MD

The USB AA consists of both counties in the MD, which are Lake County in Illinois and Kenosha County in Wisconsin. As of June 30, 2008, the bank had \$323 million of deposits in this geographic area. In terms of deposit market share, USB ranks 19th with a 1.58% share compared to National City Bank and JPMorgan Chase, the largest deposit holders in the MD which have market shares of 16.14% and 10.34%, respectively. There are 56 FDIC insured depository institutions in the MD. The bank operates nine branches and 15 deposit-taking ATMs in this AA. This AA contains 0.25% of the bank’s total deposits and, therefore, this MD had minimal impact on the bank’s overall CRA rating. Community development opportunities are characterized as numerous, especially considering the size of the MMSA and its proximity to two significant urban areas, Chicago and Milwaukee. The city has identified various housing concerns such as subsidized rent programs so that LMI families could ultimately become more self-sufficient, more emergency shelters and transitional living facilities for those in financial distress, supportive housing alternatives for people with various types of disabilities, and preservation of affordable housing.

LENDING TEST

Lending Activity - Lending activity is excellent. We noted excellent loan volumes even in light of the large number of lenders in the market. USB's rankings are good when considering strong competition. In all categories, lending market shares are near to or exceed deposit share and lending rankings are generally near to deposit ranking. We did not analyze home improvement loans in evaluating this element of the lending performance criteria because of the limited

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

number of loans USB made in 2007 which is the most recent year available containing the peer mortgage data necessary for analysis.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. We noted an excellent distribution of small business loans, good distribution of home improvement loans, and poor distribution of refinance and home purchase loans. We did not identify any geographic gaps in lending.

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

Community Development Lending - Community Development lending had a neutral impact on lending performance because USB did not make any CD loans in the MD.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 17 investments in the MD totaling \$2.6 million. As of year-end 2008, ten prior period investments totaling \$1.3 million remained outstanding. These prior period investments add support for the assigned rating. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MD, particularly that of affordable housing.

SERVICE TEST

The bank's branches are readily accessible to all portions of the Lake County-Kenosha County MD. USB does not have branches in the low-income census tracts but four of the bank's nine branches are located in moderate-income tracts. The percentage of branches in moderate-income tracts significantly exceeds to percentage of the population living there. In our analysis, we also placed little weight on performance in the low-income tracts because of the limited population living in geographies at that income level. Branch closings generally did not impact low- and moderate-income geographies. The bank closed two branches during the evaluation period, one in a middle-income census tract and the other in an upper-income census tract. Services and products offered by branches are consistent across the bank's branch network. Branch hours are excellent. Average hours of service in the branches found in moderate-income areas are two hours longer than those found in the middle- and upper-income areas. The distribution of the bank's deposit-taking ATMs is generally adequate with a higher percentage of ATMs found in middle-income census tracts. USB provided a good level of Community Development services.

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

Lewiston, ID-WA Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent borrower and geographic distributions combined with good lending activity resulted in the Outstanding rating assigned to the Lending Test. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the assessment area's investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution under the Service Test was also supported by a good level of community development services.

Description of Institution's Operations in the Lewiston, ID-WA Multistate MSA

The USB AA consists of both counties in the MMSA, which are Nez Perce County in Idaho and Asotin County in Washington. As of June 30, 2008, the bank had \$85 million of deposits in this geographic area. In terms of deposit market share, USB ranks fourth with a 12% share compared to Sterling Savings Bank and Banner Bank, the largest deposit holders in the MMSA which have market shares of 26% and 22%, respectively. There are ten FDIC insured depository institutions in the MMSA. The bank operates three branches and six deposit-taking ATMs in this AA. This AA contains 0.07% of the bank's total deposits and, therefore, this MMSA had minimal impact on the bank's overall CRA rating. This is USB's smallest rated area in terms of deposits. There are limited community development opportunities available. There are no low-income census tracts in the MMSA.

LENDING TEST

Lending Activity - Lending activity is good. Lending rankings in all categories generally compare to deposit ranking. The bank ranks fourth in small business lending, which is good compared to number of active lenders in this relatively small population base. We noted a modest level of loans in refinance and a good volume of loans in small business.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is supported by excellent distributions of home purchase, refinance, and small business loans, combined with a good distribution of home improvement loans. We did not identify any geographic gaps in lending.

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

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted an excellent distribution of small business loans, good distribution of home purchase and refinance loans, and adequate distribution of home improvement loans. The distribution of HMDA-reportable loans is particularly impressive given that 12.8% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a significantly positive impact on its lending performance. USB originated two CD loans totaling \$1.1 million during the evaluation period, which represents 11.4% of allocated Tier 1 Capital. The bank's CD loans provided new construction funding for a small business located in a moderate-income CT. By using the SBA 504 loan program, the loans helped create eight new jobs in the AA.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made eight investments in the MMSA totaling \$2.1 million. Five prior period investments totaling \$334 thousand remained outstanding as of year-end 2008. These prior period investments add support for the assigned rating. USB's level of qualified investments represents excellent responsiveness to the identified needs of the MMSA, particularly that of affordable housing.

SERVICE TEST

The bank's branches are readily accessible to all portions of the Lewiston MMSA. Two of the bank's three offices in this MMSA are located in moderate-income tracts. USB did not open or close any branches within the MMSA during the evaluation period. Services and products offered by branches are consistent across the bank's branch network. Branch hours are good and do not vary in a way that inconveniencies certain portions of the MMSA. Access to banking services was also enhanced by excellent distribution of ATMs. USB provided a good level of CD services to the MSA.

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

Louisville, KY-IN Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent levels of Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level. Borrower distribution is excellent while geographic distribution and lending activity are good.
- Excellent responsiveness to the assessment area's investment needs through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution, especially in the moderate-income geographies, was also supplemented by branches located in middle-income tracts that are across the street from low- and moderate-income census tracts. USB also had an excellent record of opening branches that improved access to banking services and excellent hours of service.

Description of Institution's Operations in the Louisville, KY-IN Multistate MSA

The USB AA consists of five of the thirteen counties in the MMSA. The bank's AA includes Bullitt, Jefferson, and Shelby Counties in Kentucky and Clark and Floyd Counties in Indiana. As of June 30, 2008, the bank had \$575 million of deposits in this geographic area. In terms of deposit market share, USB ranks ninth with a 2.7% share compared to 19% for National City Bank of KY, the largest deposit holder in the area. There are 51 FDIC insured depository institutions in the MMSA. The bank operates 28 branches and 48 deposit-taking ATMs in this AA. This AA contains 0.45% of the bank's total deposits. As such, the MMSA had minimal impact on the bank's overall CRA rating. Community Development opportunities are numerous. Some identified needs include housing rehabilitation, particularly in the poverty-stricken neighborhoods, a need to stabilize housing inside the inner-city neighborhoods, job creation, educational financial programs, and loans for home repair/improvement.

LENDING TEST

Lending Activity - Lending activity is good. USB has generally good volumes of loans in light of competition. Home purchase lending performance is excellent. It exceeds deposit market share and rankings are the same. Small business, home improvement and refinance market shares and rank are good in comparison to the deposit market share and rank.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. We noted good distributions of small business

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

and home purchase loans, along with adequate distributions of refinance and home improvement loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distribution of all loan products across all income levels of borrowers.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB originated five CD loans totaling \$54.6 million. This represents 84% of allocated Tier 1 Capital. All of the loans were for neighborhood revitalization and stabilization projects. One loan was used to renovate an office building and parking garage located in a moderate-income census tract in downtown Louisville. The area is targeted for redevelopment and New Market Tax Credits provided additional funding. Another loan funded the acquisition and renovation of an underutilized structure into two new hotels, convention meeting space, and parking space in a moderate-income tract that is targeted for redevelopment. In addition to the bank's CD loan, financing included federal (New Market) tax credits.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 38 investments in the MMSA totaling \$54.2 million. As of year-end 2008, 21 prior period investments with balances totaling \$11.3 million remained outstanding, which offers additional support for the assigned rating. USB's investments are responsive to the needs of affordable housing and revitalization and stabilization of low-and moderate-income areas within the MMSA.

SERVICE TEST

The bank's branches are readily accessible to all portions of the Louisville MMSA. We considered the excellent presence of offices in moderate-income tracts and the additional access that branches adjacent to low- or moderate-income areas offered in reaching that conclusion. USB does not have branches in the low-income census tracts of the MMSA but seven of the bank's 28 offices are located in moderate-income tracts. Branch openings improved access to banking services because two of the four offices opened were in moderate-income census tracts. During the evaluation period, the bank closed one branch located in an upper-income area. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent. Average hours in the branches in moderate-income tracts exceed the average hours of branches in upper-income tracts. The average hours of branches in middle-income areas are slightly longer because of the additional hours offered by branches located in grocery stores. The distribution of the bank's deposit-taking ATMs further supported our

conclusion due to excellent distribution. USB provided a good level of Community Development services to the Louisville MMSA.

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

Omaha-Council Bluffs, NE-IA Multistate MSA Rating

CRA rating for the Multistate MSA¹:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent lending activity combined with excellent borrower and geographic distributions resulted in the Outstanding Lending Test rating. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the assessment area’s investment needs through the volume of qualified investments originated during the evaluation period.
- Good Service Test performance is the result of overall good retail services combined with a good level of Community Development services. Adequate branch distribution in the MMSA was elevated to the good level because we considered the additional access to banking services that are provided by branches located in middle- and upper-income census tracts that are adjacent to or within blocks of low- and moderate-income areas.

Description of Institution’s Operations in the Omaha-Council Bluffs, NE-IA Multistate MSA

The AA includes five out of eight counties in the MMSA. The bank’s AA consists of Cass, Douglas, Sarpy, and Washington Counties in Nebraska and Pottawattamie County in Iowa. As of June 30, 2008, USB had \$1.4 billion of deposits in this MMSA. In terms of deposit market share, USB ranks third with a 8% share compared to 37% for First National Bank of Omaha, the largest deposit holder. Other competitors to USB include Wells Fargo Bank, NA and American National Bank with 10% and 7% deposit market shares, respectively. There are 75 FDIC insured depository institutions in the MMSA. USB operates 34 branches and 65 deposit-taking ATMs here. This AA contains 1.05% of the bank’s total deposits. There are numerous community development opportunities available representing a wide variety of affordable housing, business development, and social service agencies.

Although USB originated enough small farm loans in the MMSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

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

LENDING TEST

Lending Activity - Lending activity is excellent. The bank's lending market share and rank are excellent for home purchase when compared to the bank's deposit market share and rank. USB generated a very high volume of loans for home purchase and small business loans. USB generated a good volume of home improvement and refinance loans when comparing market share and rank to the banks deposit base in the MMSA.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is supported by excellent distribution of small business and home purchase loans, good distribution of refinance and home improvement loans, and poor distribution of small farm loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of the borrower is excellent. This is a result of excellent distribution of small business, home purchase, and home improvement loans, combined with good distribution of small farm and refinance loans. The distribution of HMDA-reportable loans is particularly impressive given that 8.2% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on its lending performance. USB originated ten CD loans totaling \$20.7 million, representing nearly 14% of allocated Tier 1 Capital. Measured in dollars, 40% of the loans supported economic development projects, 36% funded neighborhood revitalization and stabilization projects, 22% supported CD service activities, 2% provided affordable housing for LMI residents. An example includes a loan made to a local business to purchase manufacturing equipment, which created 15 additional manufacturing jobs in the AA. In addition, the bank provided a construction loan to help finance renovations and an addition to a rural hospital which helps to improve health care access for all people including LMI in the AA.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

INVESTMENT TEST

USB's investment volume is excellent. During the evaluation period, USB made 311 investments in the MMSA totaling \$10.9 million. As of year-end 2008, 21 prior period investments totaling \$15.2 million remained outstanding. These prior period investments add support for the assigned rating. This investment volume represents excellent responsiveness to the MMSA's identified needs, particularly affordable housing.

SERVICE TEST

The bank's branches are reasonably accessible to all portions of the Omaha-Council Bluffs MMSA. In reaching our overall conclusion, we considered the additional access to banking services that is offered by branches located adjacent to or within blocks of other moderate-income census tracts. The bank has no branches in the MMSA's low-income census tracts and the percentage of branches located in moderate-income tracts is somewhat near to the population residing there. Because only 2% of the population resides in low-income geographies, we placed more consideration in the distribution of branches in moderate-income census tracts. USB opened three offices and closed three offices during the evaluation period. The branches that were opened were in middle- and upper-income tracts. One of the closed offices was located in a moderate-income census tract. This office closed because it was located inside a grocery store that closed. Customers from this office were advised that their accounts were moved to another office four miles away. Services and products offered by bank branches are consistent across the branch network. Branch hours are lengthy and are generally tailored to the needs of the area. The distribution of the bank's deposit-taking ATMs was another favorable consideration with excellent distribution. USB provided a good level of CD services to the Omaha-Council Bluffs MMSA. Several employees provide leadership to community development organizations. USB was also the bank sponsor for a successful Affordable Housing Program grant that resulted in the redevelopment of two projects and the creation of 106 units of affordable housing.

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

State of Arizona Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity combined with excellent borrower and geographic distributions resulted in the Outstanding Lending test rating. Community Development Lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance is the result of a good branch distribution conclusion that was improved by excellent performance shown in other Service Test categories such as branch hours, the record of opening and closing offices, and community development services. Performance was also enhanced by the access that eleven branches located in middle- or upper-income geographies provided to individuals living in low- and moderate-income census tracts. These branches were typically across the street from or within blocks of the LMI geographies.

Description of Institution's Operations in the State of Arizona

USB has delineated two AAs within the state. The Phoenix-Mesa-Scottsdale MSA is the largest in the state and was selected for a full-scope review. This MSA contains \$386 million in deposits which is 91% of USB's deposits in the state. This assessment area consists of Maricopa and Pinal Counties. USB has 56 branches and ranks 15th in deposits with a 0.69% market share. It is a highly competitive market with 77 FDIC-insured banks, including offices from many of the largest banks in the country. The other AA is located in the Tucson MSA. Statewide, the bank holds \$426 million of deposits and this represents 0.33% of the bank's total deposits. Numerous community development opportunities exist in the Phoenix-Mesa-Scottsdale MSA. The state has been hit hard by the downturn in the national economy. During 2008, the state had the third highest foreclosure rates in the US and also suffered from significant decreases in housing values.

LENDING TEST

Lending performance in the Phoenix-Mesa-Scottsdale MSA is excellent. Performance in the limited-scope areas did not impact the rating for the state.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. USB has a small presence in this competitive market. When compared to the bank's deposit market share, we noted very high loan volumes,

lending market shares that exceeded the deposit market share, and rankings that were generally near to the bank's deposit rank.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. We noted excellent distribution of small business and home purchase loans, good distribution of home improvement loans, and adequate distribution of refinance loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted an excellent distribution of small business loans and good distribution of HMDA-reportable loans.

Community Development Lending – Community Development lending had a significantly positive impact on its lending performance. USB originated 19 CD loans totaling \$136.4 million, an increase of over \$111 million since the previous evaluation period. The current volume represents 313% of allocated Tier 1 Capital. Measured in dollars, 46% supported neighborhood revitalization and stabilization projects, 40% funded economic development projects, 10% supported affordable LMI housing developments, and 4% funded CD services. A noteworthy project included the construction of commercial business structures on an Indian reservation with 7,000 registered tribal members. The project included a new 502 room hotel, several restaurants, and gift shops. The reservation is located in a SBA Hub Zone. Another example is a loan used to construct a new shopping center and entertainment complex on the site of a closed landfill. The site was listed on the Environmental Protection Agency Superfund List and is part of the Tempe Brownfield Remediation and Redevelopment Area.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of USB's innovative private placement bond program and down payment assistance programs addressing affordable housing needs in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Tucson MSA is not inconsistent with the overall performance noted under the Lending Test in the State of Arizona.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Phoenix-Mesa-Scottsdale MSA is excellent. Performance in the limited-scope area did not impact the Investment Test rating for the State of Arizona. USB's investment volume represents excellent responsiveness to the area's identified needs, particularly affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Phoenix-Mesa-Scottsdale MSA is excellent. During the evaluation period, USB made 105 investments in the MSA totaling \$70 million. In addition, six

prior period investments totaling \$8.3 million remained outstanding as of year-end 2008. These prior period investments add support for the assigned rating. USB's investments were responsive to a wide range of needs within the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the Tucson MSA is not inconsistent with the performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Arizona other than its specific AAs. In the current evaluation period, it made five such investments totaling \$16 thousand. It also has a prior period investment of \$100 thousand in these other areas.

SERVICE TEST

Performance in the Phoenix-Mesa-Scottsdale MSA is excellent. Performance in the limited-scope area did not impact performance for Arizona.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are accessible to all portions of the MSA. The percentage of the bank's branches located in low-income census tracts is significantly below the percentage of the MSA population residing in those tracts. The percentage of branches in moderate-income census tracts is somewhat near to the percentage of the MSA population residing in those tracts. However, performance is supplemented by the eleven branches that are located in middle- and upper-income census tracts that are adjacent to or within blocks of low- and moderate-income areas. Branch openings and closings improved access to financial services. We placed slightly more weight on performance in moderate-income tracts because a higher percentage of the population resides there than compared to low-income geographies. USB opened 13 branches, including three in moderate-income census tracts, during the evaluation period and closed three. Services and products offered by bank branches are consistent across the branch network. Banking hours are tailored to the convenience and needs of the area. The distribution of the bank's deposit-taking ATMs is good with three located in low-income areas and twelve located in moderate-income areas. USB provided an excellent level of CD services to the MSA. Employees show strong leadership by serving as board or committee members for a variety of CD organizations. USB also sponsored two organizations that were awarded Affordable Housing Program grants. These grants helped provide funds to those organizations for housing rehabilitation projects that served very low-income disabled people.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Tucson MSA is not inconsistent with the overall performance noted under the Service Test in the state.

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

State of Arkansas Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity, excellent borrower distribution, good geographic distribution, and Community Development lending that had a positive impact on the rating resulted in the Outstanding Lending Test rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance was demonstrated by excellent branch distribution and the level of Community Development services offered by employees. Hours of service were good.

Description of Institution’s Operations in the State of Arkansas

USB has delineated seven AAs within the state. Three of the AAs are in MSAs and four in non-metropolitan areas. Statewide, the bank holds \$793 million of deposits which represents 0.61% of the bank’s total deposits. As such, this area had limited impact on the bank’s overall CRA rating. The Little Rock-North Little Rock-Conway MSA contains 56% of USB’s deposits within the state which is the reason it was selected for a full-scope review. The MSA offers numerous community development opportunities, especially for those related to affordable housing and small business development. USB has 22 branches along with 22 deposit-taking ATMs in the MSA and deposits of \$446 million. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

LENDING TEST

Lending performance in the Little Rock-North Little Rock-Conway MSA is excellent. Performance in the limited-scope areas did not impact the state’s Lending Test rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. We note a very high volume of home purchase, refinance and small business lending. Rankings on mortgage and small business products are near to or exceed deposit rank. While the market share and the rank for home improvement loans exceed the deposit market share and rank, USB generated a relatively small volume of this type of loan when compared to other banks in the MSA.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels within the MSA is good. We noted an excellent distribution of small business and home improvement loans, a good distribution of refinance

loans, and an adequate distribution of home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans within the MSA by income level of borrower is excellent. We noted an excellent distribution for all loan types we reviewed.

Community Development Lending – Community Development lending had a positive impact on lending performance. USB originated three CD loans totaling \$3.3 million during the evaluation period, which represents 6.5% of allocated Tier 1 Capital. Measured by dollars, 85% of CD lending supported economic development projects and 15% supported affordable housing for LMI residents.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of various down payment programs and loans generated through the Arkansas Development Finance Authority Second Mortgage Program. In addition, farmers benefited from loans generated under the USDA FSA’s Guaranteed Loan program.

Conclusions for Areas Receiving Limited-Scope Reviews

Based upon limited-scope reviews, Lending Test performance in the Fort Smith MSA and non-metropolitan AA is not inconsistent with the excellent performance noted for the Lending Test in the State of Arkansas. Performance in the Hot Springs MSA is weaker than that noted in the state, but good. This is a result of excellent borrower distribution combined with good lending activity and adequate geographic distribution. Community Development lending did not benefit this assessment area.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Little Rock-North Little Rock-Conway MSA is excellent. USB’s level of qualified investments represents excellent responsiveness to the identified needs of the MSA, particularly that of affordable housing. Performance in limited-scope AAs did not impact the Investment Test rating for the State of Arkansas.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Little Rock-North Little Rock MSA is excellent. During the evaluation period, USB made 44 investments in the MSA totaling \$3.5 million. As of year-end 2008, there were nine prior period investments with remaining balances totaling \$2.9 million. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Arkansas.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Arkansas other than its specific AAs. In the current evaluation period, the bank made six such investments totaling \$17 thousand.

SERVICE TEST

Performance in the Little Rock-North Little Rock-Conway MSA is excellent. Performance in limited-scope AA did not impact the Service Test rating for Arkansas.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB did not open or close branches in the MSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are good and do not vary in a way that inconveniences certain portions of the MSA. Access to banking services was further augmented by excellent access to deposit-taking ATMs in both low- and moderate-income census tracts. USB provides an excellent level of Community Development services to the MSA. For the size of the AA, strong leadership is demonstrated through participation as board and committee members for community development related organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Hot Springs MSA is not inconsistent with the bank's excellent performance in the State of Arkansas. Service Test performance in the Fort Smith MSA and non-metropolitan AAs is weaker than the bank's performance in the state but is still considered good. The bank's performance in these areas varied primarily due to branch distributions.

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

State of Idaho Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity combined with excellent borrower and geographic distributions in the full-scope area resulted in the Outstanding rating assigned to the Lending Test. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distributions and the level of Community Development services provided to the community are the primary reasons for the Outstanding Service Test rating.

Description of Institution’s Operations in the State of Idaho

USB has delineated ten AAs within the state. Five of the AAs are in MSAs and five in non-metropolitan areas. Statewide, the bank holds \$2.5 billion of deposits and this total represents just under 2% of the bank’s total deposits. For the Idaho rating area, we selected the Boise City-Nampa MSA for a full-scope review because 56% of the bank’s deposits in Idaho are concentrated in the MSA. The next largest deposit concentration in the state is in the combined non-metropolitan with 30% of the bank’s state total deposits. Because of that large volume of deposits, performance in the non-metropolitan areas could have an influence on the overall performance ratings within the state. USB has \$1.4 billion in deposits in the Boise City-Nampa MSA along with 35 branches and 58 deposit-taking ATMs. These deposits give USB a first place ranking with a deposit market share of 20%. Wells Fargo Bank, NA is a significant competitor in the MSA with a 19% deposit market share. There are 22 FDIC insured institutions operating within the MSA. The MSA offers a moderate level of community development opportunities. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

Although USB originated enough small farm loans in the full-scope AA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

LENDING TEST

Lending performance in the Boise City-Nampa MSA is excellent. Performance in the limited-scope areas did not impact the state’s Lending Test rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. USB has a strong deposit market share and rank. Its lending market shares are generally not commensurate with that because of the large number of lenders active in this market. We based our conclusion on the lending rank that the bank achieved and the volume of loans the bank was able to generate in this competitive market. We noted good performance in the mortgage categories and excellent performance in small business. Loan volumes were also excellent for small business and were good for the mortgage categories.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is the result of excellent distribution of small business and small farm loans combined with good distributions of the HMDA-reportable loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.82% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distribution of refinance and small business loans along with good distribution of home purchase, home improvement, and small farm loans. The distribution of HMDA-reportable loans is noteworthy considering that 8.9% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated ten CD loans totaling \$25.9 million during the evaluation period, an increase of over \$11 million, or 75%, from the previous evaluation period. The current volume represents 15.9% of allocated Tier 1 Capital. Measured by dollars, 43% of CD lending supported neighborhood revitalization and stabilization projects, 40% funded affordable housing for LMI residents, and 17% supported economic development projects. One notable project includes construction of 20 market-rate housing units located in a moderate-income census tract in Boise, Idaho. The development is part of a larger downtown revitalization plan and is also within a SBA Hub Zone. Another example is the construction of a new office building in a moderate-income census tract in Boise. The development is part of the River-Myrtle Street Urban Renewal project.

Product Innovation and Flexibility – USB did not provide us with any information on specific programs unique to the assessment area. Nationwide programs described under the Description of the Institution are offered in this market. Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this assessment area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Coeur d'Alene, Idaho Falls, Logan, and Pocatello MSAs, and the non-metropolitan AA, is not inconsistent with the excellent Lending Test performance under the Lending Test in the State of Idaho.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Boise City-Nampa MSA is excellent. Performance in limited-scope AAs had no impact on the Investment Test rating for the State of Idaho. The level of USB's investments represents excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Boise City-Nampa MSA is excellent. During the evaluation period, USB made 70 investments totaling \$11.8 million. At year-end 2008, there were 29 prior period investments with remaining balances totaling \$6.2 million, which also supports the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Idaho other than its specific AAs. In the current evaluation period, the bank made 12 such investments totaling \$317 thousand. It also has three prior period investments of \$625 thousand. These investments further demonstrate USB's commitment to affordable housing located throughout the state.

SERVICE TEST

Performance in the Boise City-Nampa MSA is excellent. Performance in limited-scope AAs did not impact the Service Test rating for Idaho.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the Boise City-Nampa MSA. The percentage of branches in moderate-income census tracts greatly exceeds the percentage of the population living there. There are no branches in low-income areas but there is a very small portion of the population living there. USB did not open or close any branches in the MSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Variances in branch hours are primarily due to the grocery store branches that maintain weekend hours. The distribution of the bank's deposit-taking ATMs is good. USB provided an excellent level of CD services to the MSA. For the size of this AA, USB show strong leadership through board and committee participation in CD organizations that help to address the needs of the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Coeur d'Alene, Idaho Falls, and Pocatello MSAs was not inconsistent with the bank's performance under the Service Test in the State of Idaho. Service Test performance in the Logan MSA and the non-metropolitan assessment area was weaker than the bank's performance in the state. The bank's performance in these areas receiving limited-scope reviews varied from the bank's overall excellent performance in the full-scope Boise City-Nampa MSA due to branch distribution.

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

State of Illinois Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Low Satisfactory</u>

The major factors that support this rating include:

- Excellent Community Development lending volume in the full-scope area had a significant impact on elevating the Lending Test from a good to an excellent level. Borrower distribution and lending activity are excellent, while geographic distribution is adequate.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Adequate overall Service Test performance is due to poor branch distribution in the full-scope area improved by an adequate record of opening and closing offices and a good level of Community Development services. Stronger Service Test performance in some of the limited-scope areas was seen as a positive factor and had a positive impact on the Service Test rating for the state.

Description of Institution's Operations in the State of Illinois

USB has delineated eleven AAs within the state. The AAs include four MSAs and seven non-metropolitan areas. The bank holds \$3.1 billion of deposits in the state and this total represents 2.4% of the bank's deposits. We selected the Chicago-Naperville-Joliet MD for a full-scope review because 66% of the bank's deposits within the state are concentrated in this MD. The next largest concentration of deposits in the state is in the combined non-metropolitan areas that contain 20% of the bank's state total. Within the Chicago-Naperville-Joliet MD, USB is ranked 18th with a 0.87% deposit market share. This is a highly competitive market with 299 FDIC insured financial institutions. JPMorgan Chase, NA is the largest deposit holder in the MD with a 15% market share. The greater Chicago area has a very large number of well organized and sophisticated community development organizations. As such, the MD provides ample opportunities for community development involvement. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. In addition, there are two assessment areas with a presence in the state that are analyzed separately because they are multistate MSAs. These AAs are the Davenport-Moline-Rock Island, IA-IL MMSA and the Lake County-Kenosha County, IL-WI MMSA.

LENDING TEST

Lending performance in the Chicago-Naperville-Joliet MD is excellent. Performance in the limited-scope areas did not impact the state's Lending Test rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent, especially in light of a very competitive market. USB has high market share rankings for all loan products and generated an excellent volume of loans in spite of competition. Lending market shares exceed the bank's deposit market share for home purchase, refinance, and small business lending. The home improvement market share is slightly below the deposit market share.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels within the MSA is adequate. This is the result of good distributions of HMDA-reportable products combined with an adequate distribution of small business loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of the borrower within the MSA is excellent. This is supported by excellent distributions of small business and home improvement loans, good distribution of home purchase loans, and adequate distribution of refinance loans. The distribution of HMDA-reportable loans is particularly impressive given that 10% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated 22 CD loans totaling \$64.6 million, which represents 28% of allocated Tier 1 Capital. Measured by dollars, 75% of CD lending supported affordable housing developments for LMI residents, 17% funded qualifying social service programs, 6% supported economic development projects and 2% funded neighborhood revitalization and stabilization projects. A notable example is the construction of a 99-unit apartment complex as part of the Chicago Supportive Housing Initiative to End Homelessness project. The complex is located in a low-income census tract and 49 units are included in the HUD Shelter Plus Care program, which targets hard-to-serve homeless persons with disabilities. Another notable loan includes the construction of 120-unit LIHTC apartment complex with all units restricted to LMI residents and 50% of the tenants receive HUD Section 8 rent subsidies.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB's innovative private placement bond program resulted in three loans totaling nearly \$19 million that address affordable housing needs. In addition, grants were offered to 208 USB customers for nearly \$1.4 million in down payment assistance.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Bloomington-Normal and Springfield MSAs, and the non-metropolitan AA, is not inconsistent with the performance noted under the Lending Test for the State of Illinois. Performance in the Rockford MSA is weaker, but good, due to weaker borrower distribution, weaker lending activity, and no benefit from CD lending activity.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Chicago-Naperville-Joliet MD is excellent. Performance in limited-scope AAs had no impact on the Investment Test rating for the State of Illinois. USB's investment volume represents excellent responsiveness to the area's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Chicago-Naperville-Joliet MD is excellent. During the evaluation period, USB made 301 investments in the MD totaling \$48.7 million. At year-end 2008, 15 prior period investments totaling \$2.5 million remained outstanding.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Illinois.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Illinois other than its specific AAs. In the current evaluation period, the bank made five such investments totaling \$25 thousand. It also has two prior period investments of \$35 thousand.

SERVICE TEST

Performance in the Chicago-Naperville-Joliet MD is adequate. Stronger performance in the limited-scope AAs had a positive impact on the Service Test rating for Illinois.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are unreasonably inaccessible to certain portions of the MD. USB has 48 offices and 103 deposit-taking ATMs in the MD. None of the offices are located in low-income census tracts. The percentage of the bank's branches located in moderate-income census tracts is significantly below the percentage of people living there. We considered three branches located in middle- and upper-income geographies and their proximity to LMI census tracts. While this provided some localized benefit, because of the vast size and complexity of the entire MD, it did not provide a significant benefit. Overall access to banking services was adequate with one opening in a moderate-income tract out of the six branches opened during the evaluation period. USB closed two branches, neither was in a low- or moderate-income tract. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent with very extended hours - in excess of an average of 60 hours per week. ATM distributions did not provide additional support. There are no ATMs in low-income areas and the ten located in moderate-income tracts represent a percentage significantly below the population. USB provided a good level of Community Development services to the MD, predominately involved with organizations that provide affordable housing and social services to low- and moderate-income people.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Bloomington-Normal MSA is not inconsistent with the bank's adequate performance in the State of Illinois. Service Test performance in the Rockford and Springfield MSAs and the non-metropolitan assessment area is stronger than the performance in the Chicago-Naperville-Joliet MD, due to much stronger branch distribution. The Springfield MSA has good branch distribution while the Rockford MSA and non-metropolitan assessment area have excellent branch distribution. The assessment areas with stronger performance make up 33% of the bank's deposits in the State of Illinois.

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

State of Indiana Rating

CRA Rating for the State:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good lending activity and geographic distribution of loans combined with an excellent borrower distribution resulted in the High Satisfactory rating for the Lending Test.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good branch distribution and hours of service were the primary reasons for the High Satisfactory rating under the Service Test. Employees in this area also provided an excellent level of Community Development services.

Description of Institution’s Operations in the State of Indiana

USB has one AA within the state. This AA is in a non-metropolitan area consisting of Fayette, Randolph, and Wayne Counties in eastern Indiana. USB has 13 branches and 13 ATMs in the assessment area. Statewide, the bank holds \$275 million of deposits and this represents 0.21% of the bank’s total deposits. The performance within the state had minimal impact on the bank’s overall CRA rating. Because this is primarily considered a more rural area, there is limited information regarding community development opportunities.

Although USB originated enough small farm loans in the AA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

LENDING TEST

Lending performance in the Eastern Indiana AA is good.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We found that lending rank is generally comparable to USB’s deposit rank. Overall loan volumes are good considering the rural nature of the area combined with moderate levels of competition. For all other loan products, loan market share is below the bank’s deposit market share.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. We noted good distribution of all loan products except for small farm loans which has a poor distribution. We did not identify any geographic gaps in lending for the loans made within the assessment area.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distribution of refinance, home improvement and small business loans, along with a good distribution of home purchase and small farm loans. The distribution of HMDA-reportable loans is particularly impressive given that 11.8% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a neutral impact on the bank’s Lending Test performance as the bank did not originate any CD loans.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of an innovative private placement bond program and down payment assistance programs that address affordable housing needs in this state.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Eastern Indiana AA is excellent. The bank’s volume of investments is responsive to the area’s needs, particularly affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Eastern Indiana AA is excellent. During the evaluation period, USB made 45 investments in the AA totaling \$2.6 million. As of year-end 2008, 14 prior period investments totaling \$707 thousand remained outstanding, which had a positive impact on the assigned rating.

SERVICE TEST

Performance in the Eastern Indiana AA is good.

Conclusions for Areas Receiving Full-Scope Reviews

The bank’s branches are accessible to all portions of the AA. USB closed one branch located in a middle-income census tract during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are good and do not vary in a way that should inconvenience people. Access to banking services was also augmented by good access to deposit-taking ATMs. USB provided an excellent level of CD services to the AA. Employees participate in a variety of organizations that help meet the needs of the community and serve in leadership roles in many of these organizations.

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

State of Iowa Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent distribution of loans to borrowers of different income levels contributed to the Lending Test rating and a significantly positive level of Community Development loans elevated the Lending Test in the full-scope area from a good to an excellent level. Geographic distribution and lending activity are good.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution and hours of service were the primary reasons for the Outstanding rating assigned to the Service Test. Employees also provided a good level of Community Development services.

Description of Institution’s Operations in the State of Iowa

USB has delineated twenty-one AAs within the state. Seven of the AAs are in MSAs and fourteen in non-metropolitan areas. Statewide, the bank holds \$3.4 billion of deposits which represents 2.6% of the bank’s total deposits. Within Iowa, we selected the Des Moines-West Des Moines MSA for a full-scope review because 21% of the bank’s deposits in the state are concentrated there. USB has 15 branches and 48 deposit-taking ATMs in the MSA. The MSA offers a good level of community development opportunities. USB is ranked sixth with a deposit market share of 6% in the MSA. There are 51 banks in the MSA with the five largest controlling nearly 60% of the deposit base. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. The combined non-metropolitan areas contain 32% of the bank’s deposits within the state and, therefore, are a significant factor in the state’s rating. In addition, the state also contains a multistate MSA, the Davenport-Moline-Rock Island MMSA, which is analyzed separately.

Although USB originated enough small farm loans in the full-scope AA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance.

LENDING TEST

Lending performance is excellent in the full-scope Des Moines-West Des Moines MSA. Performance in the limited-scope areas did not impact the overall conclusion.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We noted good loan volumes and market share rankings for all loan products that are near to or exceeds USB's deposit market share and ranking. There is strong competition in the MSA, especially for mortgage lending.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. This is the result of an excellent distribution of small business loans, good distribution of home improvement loans, adequate distributions of refinance and small farm loans, and poor distribution of home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. This is supported by an excellent distribution of all loan types, with the exception of the distribution of small farm loans, which is good.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated four CD loans totaling \$11.5 million, which represents 14.5% of allocated Tier 1 Capital. Measured by dollars, 61% of CD lending supported economic development projects and 39% supported neighborhood revitalization and stabilization projects. A noteworthy example includes a loan to fund operating cost of an agricultural-related business located in a low-income census tract. The loan helped the firm purchase the assets of a struggling agri-business, preserving approximately 300 jobs in the community. Another example is USB's participation in a loan pool that funds economic development and neighborhood stabilization projects in the AA. By pooling its funding with other resources, the bank can respond to a broad cross-section of the AA's identified CD needs.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance, due primarily to down payment assistance programs for affordable housing needs and loan programs targeted to farmers in Iowa, which represented more than \$8 million during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Cedar Rapids, Dubuque, Iowa City, and Sioux City MSAs, along with the non-metropolitan AA, is not inconsistent with the excellent Lending Test performance in the State of Iowa. Performance in the Ames and Waterloo-Cedar Falls MSAs is weaker, but good, as a result of somewhat weaker geographic distributions, weaker lending activity, and less benefit from CD lending.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Des Moines-West Des Moines MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Iowa. USB's volume of investments represents excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume is excellent. During the evaluation period, USB made 78 investments in the MSA totaling \$18.7 million. As of year-end 2008, the remaining balances of 11 prior period investments totaled \$5.1 million, which also had a positive impact on the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted in the State of Iowa.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Iowa other than its specific AAs. In the current evaluation period, the bank made 25 such investments totaling \$5.8 million. These investments further demonstrate USB's commitment to revitalization and stabilization of low- and moderate-income areas and were a positive reflection of the bank's commitment to meet needs throughout the state.

SERVICE TEST

Performance in the Des Moines-West Des Moines MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Iowa.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB did not open or close branches in the MSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent and tailored to the convenience of people in the MSA. Access to banking services is further enhanced by excellent access to deposit-taking ATMs in both low- and moderate-income census tracts. USB provided a good level of Community Development services to the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the Ames MSA is weaker than the performance under the Service Test in the State of Iowa, primarily due to weaker branch distributions. Service Test performance in all other Iowa AAs is not inconsistent with the bank's excellent Service Test performance in the state.

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

State of Kansas Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent distribution of loans to borrowers of different income levels, good distribution of loans to geographies of different income levels, good lending activity, and a high level of Community Development loans that had a positive impact on the rating resulted in the Outstanding Lending Test rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution resulted in the Service Test rating and was further supported by excellent branch hours and a good level of Community Development services.

Description of Institution’s Operations in the State of Kansas

USB has three AAs within the state. Two are located in MSAs and one consists of a non-metropolitan area. Statewide, the bank holds \$391 million of deposits which represents 0.30% of the bank’s total deposits. Performance within the state had minimal impact on the bank’s overall CRA rating. Within Kansas, 59% of the bank’s deposits are concentrated in the Lawrence MSA which received a full-scope review. USB is ranked second in deposit market share in the MSA with a 14.5% share. USB has five offices and 14 ATMs in Lawrence. Community development opportunities are characterized as somewhat limited. There are 25 banks in the MSA with Capital Federal Savings Bank holding a 24% deposit market share. The next largest concentration of deposits in the state is in the Topeka MSA with 36% of the bank’s state total. The Topeka MSA and the non-metropolitan AA were analyzed using limited-scope procedures. USB also has offices in the Kansas City, MO-KS multistate MSA which is evaluated separately. Because of the limited number of loans made, we did not analyze home improvement loans in evaluating lending performance in the full-scope area.

LENDING TEST

Lending performance in the Lawrence MSA is excellent. Performance in limited-scope AAs did not impact the Lending Test rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We noted a relatively modest level of home purchase loans and a good volume of small business loans. Lending market shares for home purchase was well below the bank’s deposit market share. The lending market share and rank for small business lending was more in line with the deposit market share, however it was still below the deposit market share.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. This is the result of an excellent distribution of home purchase and small business loans combined with an adequate distribution of refinance loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.11% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending; however, the portion of loans made outside of the MSA had a negative impact on the geographic distribution conclusion.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is excellent. This is the result of an excellent distribution of home purchase and small business loans combined with an adequate distribution of refinance loans.

Community Development Lending – Community Development lending had a positive impact on lending performance. USB originated one CD loan totaling \$1.7 million, which represents 6.6% of allocated Tier 1 Capital. The bank’s loan supported a portion of the construction cost for a mixed-use commercial building being constructed as part of the city’s Downtown 2000 Public/Private Redevelopment Project located in the Lawrence, Kansas central business district.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance primarily because of down payment assistance programs that addressed affordable housing needs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Topeka MSA is not inconsistent with the performance noted under the Lending Test in the State of Kansas. Lending Test performance in the non-metropolitan AA is weaker, but good, due to weaker lending activity and lack of benefit from CD lending.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Lawrence MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Kansas. USB’s investments represent an excellent responsiveness to the area’s needs, particularly affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment performance in the Lawrence MSA is excellent. During the evaluation period, USB made 30 investments in the MSA totaling \$1.9 million. 13 prior period investments with remaining balances totaling \$646 thousand were outstanding at year-end 2008. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in both of the limited-scope areas is not inconsistent with the performance noted in the state.

SERVICE TEST

Performance in the Lawrence MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Kansas.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB does not have branches in the low-income census tracts of the MSA. In the moderate-income tracts, the percentage of the bank branches greatly exceeds the percentage of the MSA population residing there. USB did not open or close branches in the MSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent and are tailored to the convenience and needs of the people in the MSA. Average hours of service are 56 hours per week. Access to banking services was further augmented by excellent access to deposit-taking ATMs in census tracts of all income levels. USB provided a good level of Community Development services to the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the two limited-scope AAs was not inconsistent with the bank's excellent performance in the State of Kansas.

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

State of Kentucky Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending performance in the limited-scope areas, particularly in the non-metropolitan AA, had a significant impact on elevating the Lending Test from a good to an excellent level. Excellent borrower distribution, good lending activity, and an adequate geographic distribution resulted in good lending performance in the full-scope area.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance in the limited-scope areas, particularly in the non-metropolitan AA, was the primary reason for the Outstanding Service Test rating. We noted good performance in the full-scope Owensboro MSA, particularly for branch distribution and the level of Community Development services.

Description of Institution’s Operations in the State of Kentucky

USB has twelve AAs within the state. Four are located in MSAs and eight in non-metropolitan areas. In addition, USB has offices in portions of three multistate MSAs that are located in Kentucky and are evaluated separately in this Performance Evaluation. Statewide, the bank holds \$1.8 billion of deposits which represents 1.4% of the bank’s total deposits. We selected the Owensboro MSA for a full-scope review because it is the MSA with the largest percentage of the state’s deposits at 16% of the state total. Within the Owensboro MSA, USB has 15% of the deposit market share and is ranked second among the fourteen banks located there. USB has nine offices and 15 deposit taking ATMs in the Owensboro MSA. An adequate level of community development opportunities exist. There are no low-income tracts in this MSA. The three remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. The combined non-metropolitan areas contain 67% of the bank’s deposits within the state. When combined with the other limited-scope areas, these AAs are a significant factor in the ratings for the state. There are no low-income census tracts in the full-scope area.

LENDING TEST

Stronger Lending Test performance within limited-scope areas had a significant influence on the overall Lending Test rating in the state. We noted excellent lending performance in three of the four limited-scope AAs. On a combined basis, rating areas representing 78% of the total deposits in the state demonstrated excellent lending performance. Lending performance in the full-scope Owensboro MSA is good.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We note that lending market shares for all lending products are well below the bank's deposit market share which led all competition with a 15% share. Rankings in all lending categories are good. USB has the fourth highest ranking for home purchase and home refinance lending. Ranking served as the basis for our conclusion.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is adequate. We noted adequate distributions of refinance, home purchase, and small business loans, combined with a very poor distribution of home improvement loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. This is supported by an excellent distribution of all loan types included in this review.

Community Development Lending – Community Development lending had a neutral impact on the Lending Test. USB made two CD loans totaling \$85,000 during the evaluation period which were used to fund affordable housing projects for LMI residents.

Product Innovation and Flexibility – Product innovation and flexibility had a neutral impact on USB's Lending Test performance.

Conclusions for Areas Receiving Limited-Scope Reviews

Lending Test performance in the Bowling Green and Evansville MSAs, along with the non-metropolitan AA, is stronger than the performance noted in the Owensboro MSA mainly as a result of stronger geographic distributions. Performance in the Lexington-Fayette MSA is not inconsistent with the performance noted in the Owensboro MSA. The stronger performance was a significant factor in reaching our overall conclusion on performance in the state.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Owensboro MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Kentucky. USB's investments represent an excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment performance in the Owensboro MSA is excellent. During the evaluation period, USB made 27 investments in the MSA totaling \$2.4 million. Five prior period investments with outstanding balances totaling \$1.1 million add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted in the State of Kentucky.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Kentucky other than its specific AAs. In the current evaluation period, the bank made three such investments totaling \$6.3 million. It also has a prior period investment with a balance of \$200 thousand. These investments further demonstrate USB's commitment to revitalization and stabilization of low- and moderate-income areas.

SERVICE TEST

Performance in the limited-scope AAs had a significantly positive impact to the Service Test rating for Kentucky and was the primary reason for the Outstanding rating. Performance in the full-scope Owensboro MSA is good.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are accessible to all portions of the MSA considering performance context factors and the enhanced access from two offices located in middle-income geographies that are near moderate-income tracts. USB did not open or close branches in the MSA during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are adequate. Average branch hours in this MSA are just under 40 hours per week in branches located in the moderate- and the upper-income census tracts. Branches in the middle-income tracts have longer average hours because of Saturday banking hours. Deposit-taking ATMs do not supplement access to banking services. Only one deposit-taking ATM is located in a moderate-income area. USB provided a good level of Community Development services to the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Bowling Green and Lexington-Fayette MSAs and the non-metropolitan AAs was stronger than the bank's performance in the Owensboro MSA, primarily due to excellent branch distribution. The areas with excellent performance represented 83% of USB deposits in the state and, therefore, was the reason for the Outstanding rating for the Service Test in Kentucky. Performance in the Evansville-Henderson MSA is weaker because of weaker branch distribution. Performance in this MSA is adequate.

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

State of Minnesota Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent borrower and geographic loan distributions combined with good lending activity resulted in excellent performance in the full-scope area. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance was demonstrated by the distribution of branches across the MSA which were further enhanced by excellent distribution of ATMs. Bank employees provided a good level of Community Development services.

Description of Institution’s Operations in the State of Minnesota

USB has ten AAs within the state. In addition, there is a multistate MSA, the Minneapolis-St. Paul-Bloomington, MN-WI MMSA, which is rated separately. The remaining AAs include three MSAs and seven non-metropolitan areas. By excluding the dominant Minneapolis-St. Paul-Bloomington, MN-WI MMSA, the bank holds \$1.5 billion of deposits in Minnesota which is 1.2% of the bank’s total deposits. The Duluth MSA contains 29% of the bank’s deposits in the state. Because it is the largest concentration of deposits in the state, the Duluth MSA received a full-scope review. USB is ranked second in the MSA with a 13% deposit market share compared to the market leader, Wells Fargo Bank, with a 23% market share. USB has ten offices and 36 deposit-taking ATMs in the Duluth MSA. There are numerous community development opportunities available throughout the MSA. USB’s next largest concentration of deposits in the state is the Rochester MSA with 15% of the bank’s state total. The combined non-metropolitan areas contain 44% of the bank’s deposits within the state and were analyzed using limited-scope procedures. When combined with the other two limited-scope areas, the Rochester and St. Cloud MSAs, the limited-scope areas represent 71% of USB’s deposits in the state and, therefore, are a significant factor in the ratings for the state.

LENDING TEST

Lending performance in the full-scope Duluth MSA was excellent.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We noted that USB had good rankings despite rather strong competition. Lending market shares were below market leaders and USB's own deposit market share. Loan volumes are good, especially in small business. The result is overall good performance.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is supported by excellent distributions of refinance, home purchase, and small business loans and a good distribution of home improvement loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.86% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is excellent. This is supported by an excellent distribution of all loan types reviewed except refinance loans which has a good distribution.

Community Development Lending –Community Development lending had a significantly positive impact on lending performance. USB originated five CD loans totaling \$151.2 million, an increase of over \$123 million, or 440%, from the previous evaluation period. The current volume represents 307% of allocated Tier 1 Capital. Measured by dollars, 96% of CD lending supported economic development projects and 4% benefited neighborhood revitalization and stabilization projects. Examples include the construction of a hotel and casino complex located on an Indian reservation. The project is led by a reservation-based community development organization that works to increase small businesses and expand job opportunities on the reservation. Another example is the construction and renovation of four buildings in a low-income census tract within the Old Downtown Duluth Redevelopment area. In addition to the CD loan, project funding included New Market Tax Credits.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB's innovative private placement bond program resulted in three loans in this state totaling nearly \$8 million addressing affordable housing needs in this area. In addition, USB generated 376 loans for down payment assistance totaling nearly \$3 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Rochester and St. Cloud MSAs, along with the non-metropolitan AA, is not inconsistent with the excellent Lending Test performance noted under the Lending Test in the State of Minnesota.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Duluth MSA is excellent. Performance in limited-scope AAs did not impact the

Investment Test rating for Minnesota. USB's investment volume represents excellent responsiveness to the MSA's needs, particularly affordable housing and revitalization and stabilization of low- and moderate-income areas.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Duluth MSA is excellent. During the evaluation period, USB made 52 investments in the MSA totaling \$51.7 million. In addition, as of year-end 2008, 11 prior period investments totaling \$1.6 million remained outstanding, which further supports the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted in the State of Minnesota.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Minnesota other than its specific AAs. In the current evaluation period, it made 19 such investments totaling \$2.3 million. It also has six prior period investments of \$2.8 million. These investments further demonstrate USB's commitment to affordable housing and community services within the state.

SERVICE TEST

Performance in the Duluth MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Minnesota.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB did not open or close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Hours are good and hours do not vary in a way that inconveniences any portion of the MSA. Access to banking services is also supplemented by excellent access to deposit-taking ATMs in both low- and moderate-income census tracts. USB provided a good level of Community Development services to the MSA. Bank employees served on key committees of eight different community development organizations during the evaluation period. The bank also sponsored a successful Affordable Housing Program grant that ultimately resulted in the construction of affordable housing units to help the chronically homeless find supportive, safe housing.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the all limited-scope AAs, is not inconsistent with the excellent performance under the Service Test in the State of Minnesota.

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

State of Missouri Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent borrower and geographic loan distributions offset adequate lending activity in the full-scope area and resulted in the Outstanding Lending Test rating. Community Development lending in the full-scope area also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent Service Test performance was the result of excellent branch distribution, hours of service, and a good level of Community Development services in the full-scope MSA.

Description of Institution’s Operations in the State of Missouri

USB has twenty AAs within the state. Two of these, the St. Louis, MO–IL MMSA and the Kansas City, MO-KS MMSA, are each rated separately from the state. The 18 remaining AAs in Missouri include six MSAs and twelve non-metropolitan areas. Excluding the two MMSAs, the bank holds \$2.5 billion of deposits in the state which represents just under 2% of the bank’s total deposits. We selected the Joplin MSA for a full-scope review because it is the metropolitan area with the largest deposit base at 12% of the state total. There are ten USB branches and thirteen deposit-taking ATMs in the Joplin MSA. Community development opportunities are characterized as moderate. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. The combined non-metropolitan areas contained 66% of the bank’s deposits within the state. This combined AA and the remaining MSAs that make up the limited-scope areas, therefore, had a significant influence on the state ratings. This is also the first time that Joplin has been evaluated as a full-scope area. During the previous CRA examinations, the Springfield MSA had a greater share of USB’s deposits within the state and had been evaluated as the full-scope area.

Although USB originated enough small farm loans in the full-scope AA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance. There are no low-income census tracts in the full-scope area.

LENDING TEST

Lending performance in the full-scope Joplin MSA is excellent. Lending performance in the limited-scope AAs is not inconsistent with the performance noted in the State of Missouri.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is adequate. We noted adequate performance in the home purchase, refinance, and small business loan products which all have modest volumes of loan originations but market shares that are significantly below the deposit market share.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. We noted excellent distribution of refinance, small business, and home purchase loans, good distribution of home improvement loans, and a very poor distribution of small farm loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distribution of all loan types, with the exception of small farm loans which is good. The distribution of HMDA-reportable loans is impressive given that 13% of total households have incomes below the poverty level.

Community Development Lending –Community Development lending had a significantly positive impact on lending performance. USB originated eight CD loans totaling \$6.4 million, representing 19% of allocated Tier 1 Capital. Measured by dollars, 58% of CD lending supported affordable housing developments for LMI residents and 42% funded economic development projects. Examples include the construction of a new building to house a local call center. The loan helped to prevent the center’s possible relocation to another market and saved approximately 500 jobs. Another example includes the renovation of a business and technology innovation center that serves as a small business incubator and provides supportive services to new start-up businesses in the fields of manufacturing and technology.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB offered an innovative private placement bond program that resulted in 12 loans in this state totaling nearly \$26 million. Additional affordable housing needs were addressed through 11 loans utilizing the Missouri Housing Development Commission program totaling nearly \$31 million. Farm customers also benefited by the USDA FSA Guaranteed loan program which generated 73 loans totaling nearly \$18 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Columbia, Fayetteville-Springdale-Rogers, Jefferson City, Springfield, and St. Joseph MSAs, along with the non-metropolitan AA, is not inconsistent with the excellent performance noted in the State of Missouri.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Joplin MSA is excellent. Performance in limited-scope AAs did not impact the Investment Test rating for the State of Missouri. USB's investment volume represents excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Joplin MSA is excellent. During the evaluation period, USB made 53 investments in the MSA totaling \$4.8 million. Seven prior period investments with remaining balances totaling \$1.3 million add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted in the State of Missouri.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Missouri other than its specific AAs. In the current evaluation period, it made 15 such investments totaling \$27 million. It also has a prior period investment with a balance of \$50 thousand. These investments further demonstrate USB's commitment to economic development and were a positive consideration in the conclusions.

SERVICE TEST

Performance in the Joplin MSA is excellent. Performance in the limited-scope AAs also supported the Service Test rating for Missouri.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB did not open or close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent. Access to banking services was also supplemented by deposit-taking ATMs, particularly in moderate-income census tracts. USB provided a good level of Community Development services in the MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in all of the limited-scope areas is not inconsistent with the bank's excellent performance in the State of Missouri.

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

State of Montana Rating

CRA Rating for the State:	<u>Satisfactory</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Good lending activity combined with good geographic and borrower distributions in the full-scope area resulted in the High Satisfactory Lending Test rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good Service Test performance is the result of excellent performance in the limited-scope areas that helped offset the adequate performance noted in the full-scope Billings MSA. Within Billings, branch distribution, the hours of service, and the level of Community Development services were adequate.

Description of Institution’s Operations in the State of Montana

USB has ten AAs within the state. Three are located in MSAs and seven are in non-metropolitan areas. Acquisitions made during the evaluation period added offices in several locations and added two non-metropolitan assessment areas. USB acquired United Financial Corp. in Great Falls which added 12 branches located throughout Montana. These branches are included in the number of branches column of Table 15 for Montana but they are not shown as openings in that section of the Table. Statewide, the bank holds \$1.8 billion of deposits which represents 1.4% of the bank’s total deposits. Within Montana, 47% of the bank’s deposits are concentrated in the Billings MSA. We selected this MSA for a full-scope review because it has the largest deposit concentration in the state. USB has four offices and 16 deposit-taking ATMs in the MSA. Community development opportunities are numerous considering the relatively small population base of the MSA. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. These limited-scope areas contained 53% of the bank’s deposits in the state and, therefore, influenced the ratings in the state.

LENDING TEST

Lending performance in the full-scope Billings MSA is good.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. Deposit market share significantly exceeds lending shares in all categories. Lending ranks are good with USB ranking in the top ten for all loan categories. Overall, we noted relatively modest loan volumes in the home purchase and refinance lending categories and good loan volumes in small business.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. This is supported by an excellent distribution of home purchase loans, a good distribution of refinance and small business loans, and an adequate distribution of home improvement loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is good. We noted good distribution of home purchase and small business loans, along with adequate distributions of refinance and home improvement loans. The distribution of HMDA-reportable loans is impressive given that 11.1% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a positive impact on lending performance. USB originated four CD loans totaling \$6.4 million, which represents nearly 7% of allocated Tier 1 Capital. Measured by dollars, 83% of CD lending supported affordable housing developments for LMI residents and 17% funded neighborhood revitalization and stabilization projects in the AA.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB offered an innovative private placement bond program that resulted in two loans in this state totaling \$4.5 million for affordable housing needs in this area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Great Falls MSA and the non-metropolitan AA is not inconsistent with the good Lending Test performance noted in the State of Montana. Lending Test performance in the Missoula MSA is stronger mainly due to the benefit of excellent CD lending.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Billings MSA is excellent. Performance in the limited-scope AAs did not impact the Investment Test rating for the State of Montana. USB’s investment volume represents excellent responsiveness to the MSA’s needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Billings MSA is excellent. During the evaluation period, USB made 38 investments in the MSA totaling \$5.5 million. In addition, USB had a small volume of prior period investments outstanding as of year-end 2008. There were six prior period investments totaling \$519 thousand that remained outstanding as of year-end 2008.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the excellent performance noted under the Investment Test for the State of Montana.

In addition to investments in the full- and limited-scope areas, during the current period USB originated a \$3 thousand investment that benefited areas other than its specific Montana AAs.

SERVICE TEST

Performance in the Billings MSA is adequate. Performance in the limited-scope AAs had a positive impact on the Service Test rating for Montana and resulted in the overall rating of High Satisfactory.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are reasonably accessible to all portions of the MSA. All four branches are located in middle-income tracts. We considered the access to these branches from nearby low- or moderate-income tracts. These branches are located on roads that are heavily used as commuter routes so they do provide some additional access to banking services to individuals that live in LMI geographies. However, we found that branch lobby hours are only open until 4:00 PM, 5:00 PM on Fridays. There are no weekend lobby hours. Drive-up hours are extended until 5:30 and include Saturday hours until 1:00 PM. We consider these hours of service adequate. USB did not open or close any offices. USB acquired one middle-income branch and one branch located in an upper-income census tract with the United Financial Corp. acquisition. Services and products offered by bank branches are consistent across the branch network. ATM distribution is good. There is one deposit-taking ATM located in a low-income census tract and one located in a moderate-income census tract. USB provided an adequate level of community development services to the MSA. Three bank employees serve in leadership roles on the boards of community development organizations.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the limited-scope assessment areas is stronger than the adequate performance noted in the State of Montana because of excellent branch distribution. Because of this stronger performance and because these areas represent 53% of USB's deposits in the state, we consider overall Service Test performance in the state good.

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

State of Nebraska Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent geographic and borrower distributions combined with good lending activity in the full-scope area resulted in the Outstanding Lending Test rating. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution and hours of service were the primary reasons for the Outstanding rating under the Service Test. In addition, bank employees provided a good level of Community Development services.

Description of Institution’s Operations in the State of Nebraska

USB has seven AAs within the state. One of these is the Omaha-Council Bluffs, NE-IA MMSA which is rated separately from the rest of the state. The six remaining AAs include one MSA and five non-metropolitan areas. Excluding Omaha, USB has \$772 million of deposits in Nebraska which represents 0.60% of the bank’s total deposits. As such, the state had minimal impact on the bank’s overall CRA rating. Within Nebraska, the Lincoln MSA contains the largest concentration of USB deposits in the state with 57% of the state total. There are twelve USB offices and 23 deposit-taking ATMs in the Lincoln MSA. The Lincoln MSA offers a moderate level of community development opportunities. We combined the remaining non-metropolitan AAs and analyzed this area using limited-scope procedures.

LENDING TEST

Lending performance in the Lincoln MMSA is excellent. Performance in the limited-scope AA did not impact the Lending Test rating in the state.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good. We noted that lending market shares lag significantly behind the deposit market share, but the bank generated a good volume of loans to small businesses. Loan rankings are generally good in light of the large number of competitors for loans. We did not analyze home improvement loans in evaluating this element of the lending performance criteria because of the limited number of loans USB made in 2007, the most recent year available containing the peer mortgage data necessary for analysis.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is supported by excellent distributions

of all loan types. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.63% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is excellent. We noted an excellent distribution of all loan types. The distribution of HMDA-reportable loans is impressive given that just over 8% of total households have incomes below the poverty level.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated seven CD loans totaling \$5 million, which represents 10% of allocated Tier 1 Capital. Measured in dollars, 76% of CD lending supported neighborhood revitalization and stabilization projects, 22% funded affordable housing developments for LMI residents and 2% supported CD service projects. An example includes the redevelopment of a 400 acre lot in a moderate-income census tract. The area was designated as blighted and targeted for redevelopment by the local government. The CD loan provided funding for sewer and water facilities in anticipation of future development which should help stabilize the area and provide employment. Another example is a loan to a local health care clinic for operating expenses. The clinic provides medical and dental services to uninsured and underinsured residents.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance primarily due to 213 down payment assistance loans providing \$3.3 million in support for affordable housing needs in the area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the non-metropolitan AAs is not inconsistent with the excellent Lending Test performance noted for the State of Nebraska.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Lincoln MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Nebraska. USB’s investment volume represents excellent responsiveness to the area’s MSA’s, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Lincoln MSA is excellent. During the evaluation period, USB made 46 investments in the MSA totaling \$3.6 million. As of year-end 2008, 20 prior period investments totaling \$1.9 million remained outstanding. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Investment Test performance in the non-metropolitan AAs is not inconsistent with that noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Nebraska other than its specific AAs. In the current evaluation period, it made eight such investments totaling \$19 thousand. The bank also has four prior period investments with remaining balances of \$550 thousand.

SERVICE TEST

Performance in the Lincoln MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Nebraska.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB does not have branches in the low-income census tracts of the MSA. For moderate-income tracts, the percentage of bank branches in those tracts exceeds the percentage of the population residing there. USB did not open or close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are excellent with extended hours in many offices. The hours are tailored to the needs of the different areas. The distribution of the bank's deposit-taking ATMs is good. There are no ATMs in low-income areas but the percentage of ATMs in moderate-income areas exceeds the portion of the population living there. USB provided a good level of community development services to the MSA, particularly for needed social services to LMI people.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the non-metropolitan AAs is not inconsistent with the overall Service Test performance for the State of Nebraska.

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

State of Nevada Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent lending activity, good borrower distribution and geographic distribution, and excellent Community Development lending that had a significantly positive impact on the rating, led to the Outstanding Lending Test rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good branch distribution and the record of opening or closing offices were the primary reasons for the High Satisfactory rating for the Service Test. Hours of service and the level of Community Development services provided by employees were excellent.

Description of Institution's Operations in the State of Nevada

USB has six AAs within the state. Three are MSAs and three are in non-metropolitan areas. Statewide, the bank holds \$1.8 billion of deposits which represents 1.4% of the bank's total deposits. Within Nevada, 59% of the bank's deposits are concentrated in the Las Vegas-Paradise MSA and this area was selected for a full-scope review. This MSA offers numerous opportunities for community development activities. USB has 41 offices and 79 deposit-taking ATMs in the MSA. The two remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

By the end of the evaluation period, the greater Las Vegas area was suffering from a significant downturn in the housing market. The area was experiencing significant decreases in the value of homes and some of the highest foreclosure rates in the country. The State of Nevada and the Las Vegas-Paradise MSA were both experiencing unemployment rates over nine percent by year-end 2008.

LENDING TEST

Lending performance in the Las Vegas-Paradise MSA is excellent. Performance for the limited-scope AAs did not impact the rating for Nevada.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity MSA is excellent. We noted lending market shares that exceeded deposit share in all categories. USB generated an excellent volume of loans to small business and had favorable rankings in all loan categories. This is a highly competitive market with a large number of lenders.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. This is supported by an excellent distribution of refinance loans, good distributions of home purchase and small business loans, and an adequate distribution of home improvement loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.39% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is good. This is supported by an excellent distribution of small business loans, good distributions of refinance and home improvement loans, and an adequate distribution of home purchase loans.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated six CD loans totaling \$33.2 million, representing 28% of allocated Tier 1 Capital. Measured in dollars, 98% of the bank’s CD lending supported economic development projects and 2% funded affordable housing developments for LMI residents. An example includes a loan to purchase a new building to house a commercial and residential restoration firm. The loan was originated under the SBA 7A program and helped to create six new jobs in the MSA. Another example is a loan to fund the cost associated with refinancing the debt on six separate LMI housing developments in the MSA.

Product Innovation and Flexibility – Product innovation and flexibility had a neutral impact on USB’s Lending Test performance in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Carson City MSA and the non-metropolitan AA is not inconsistent with performance under the Lending Test in the State of Nevada. Performance in the Reno-Sparks MSA is weaker, but still good. This is mainly due to weaker geographic distributions associated with small business loans.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Las Vegas-Paradise MSA is excellent. Performance in limited-scope AAs did not impact the Investment Test rating for the State of Nevada. USB’s investment volume represents excellent responsiveness to the MSA’s needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Las Vegas-Paradise MSA is excellent. During the evaluation period, USB made 67 investments in the MSA totaling \$9.1 million. The year-end 2008 balance of 31 prior period investments was \$5.5 million. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Nevada.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Nevada other than its specific AAs. In the current evaluation period, it made 15 such investments totaling \$62 thousand.

SERVICE TEST

Performance in the Las Vegas-Paradise MSA is good. Performance in the limited-scope AAs did not impact the Service Test rating for Nevada.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are accessible to all portions of the MSA. While the percentage of branches located in low-income geographies exceeds the percentage of the population living there, the percentage of branches found in moderate-income census tracts is significantly below the population. A large volume of the population lives in moderate-income areas. In addition, we considered how access for people in moderate-income geographies was impacted by branches located in middle- and upper-income census tracts in our conclusion. USB has eight offices located in middle- and upper-income tracts that are between a quarter mile to one mile from moderate-income areas. Branch openings and closings improved access to banking services. USB opened six branches during the evaluation period, including one in a moderate-income census tract. USB did not close any branches. Services and products offered by bank branches are consistent across the branch network. Banking hours are excellent with the majority of offices located in all income levels offering extended hours including weekends. Typically if there are no weekend hours, it is because the office is not located in a grocery store or it is located in another type of facility that is not open on weekends. Two examples are City Hall and the student union at the University of Nevada-Las Vegas. The distribution of the bank's deposit-taking ATMs is excellent due to the penetration into low-income census tracts. USB provided an excellent level of Community Development services to the MSA. Over 50 USB employees serve on numerous CD related organizations with nearly half serving in leadership roles.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Reno-Sparks MSA is stronger than performance in the state. Performance in the Carson City MSA and the non-metropolitan AAs is weaker. These differences are due to branch distribution.

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

State of North Dakota Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level in the full-scope area. Borrower distribution is excellent while lending activity is good and geographic distribution adequate.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good overall Service Test performance in the state is due to the positive impact of the areas receiving limited-scope reviews. In the full-scope Bismarck MSA, branch distribution was only adequate while branch hours were excellent and the level of Community Development services was good.

Description of Institution’s Operations in the State of North Dakota

USB has eight AAs within the state. Two of these, the Fargo, ND-MN MMSA and the Grand Forks, ND-MN MMSA, are rated separately. The remaining six AAs include one MSA and five non-metropolitan areas. Excluding the two MMSAs, the bank holds \$601 million of deposits in the state which represents 0.47% of the bank’s total deposits. As such, the state had limited impact on the bank’s overall CRA rating. Within North Dakota, 46% of the bank’s deposits are concentrated in the Bismarck MSA and we selected it for a full-scope review. The Bismarck MSA has a generally good level of community development opportunities provided through a wide variety of organizations. The next largest concentration of deposits in the state is one of the non-metropolitan areas with 19% of the bank’s state total. When combined, the five non-metropolitan areas contain 53% of the bank’s deposits within the state and influenced the ratings for the state. We analyzed the combined non-metropolitan AAs using limited-scope procedures.

USB did not originate enough home improvement loans in the full-scope AA during the evaluation period to perform a meaningful analysis on. In addition, there are no low-income census tracts in the full-scope AA.

LENDING TEST

We noted excellent performance in the Bismarck full-scope area. Performance in the limited-scope area did not impact our conclusion.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is good, primarily because of the performance demonstrated by small business lending. We noted good volumes, market share and market rank for small business loans. USB has a somewhat smaller volume of refinance lending and a loan market share below the deposit market share.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is adequate. This is the result of adequate distributions of refinance and small business loans combined with a poor distribution of home purchase loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. We noted excellent distributions for all loan types reviewed.

Community Development Lending – Community Development lending had a significantly positive impact on lending performance. USB originated seven CD loans totaling \$3.4 million, representing 11% of allocated Tier 1 Capital. Measured in dollars, 84% of lending supported CD services, 10% funded affordable housing developments for LMI residents, and 6% supported economic development projects. One example includes a loan to construct a 128-bed nursing facility for LMI residents. The majority of the facility’s funding comes from Medicaid payments. Another example is the construction of two twin homes for resale to low-income families in the AA.

Product Innovation and Flexibility – Product innovation and flexibility had a neutral impact on USB’s Lending Test performance in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the non-metropolitan AA is not inconsistent with the excellent performance noted under the Lending Test for the State of North Dakota.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Bismarck MSA is excellent. Performance in limited-scope AAs had no impact on the Investment Test rating for the State of North Dakota. USB’s investment volume represents excellent responsiveness to the MSA’s needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Bismarck MSA is excellent. During the evaluation period, USB made 33 investments in the MSA totaling \$2 million. As of year-end 2008, there were six prior period investments with remaining balances totaling \$2.4 million, which offers further support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the non-metropolitan AAs is not inconsistent with the performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of North Dakota other than its specific AAs. In the current evaluation period, it made one such investments totaling \$1 thousand. The bank also has three prior period investments with remaining balances totaling \$750 thousand.

SERVICE TEST

Performance in the limited-scope AAs had a positive impact on the Service Test rating for North Dakota and is the primary reason for the High Satisfactory rating. Performance in the full-scope Bismarck MSA is adequate.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are reasonably accessible. USB does not have any branches in the moderate-income census tracts of the MSA, however, it has only four branches within the MSA which limits the ability to reach the outer portions of the MSA. The population of the MSA is concentrated in the city of Bismarck. The rest of the two counties that make up the MSA are predominately rural areas. The branches are located in middle-income census tracts in Bismarck. Three of the branches are located somewhat close to moderate-income tracts, generally a half mile to one mile from these geographies. USB opened one office in a middle-income census tract. The bank did not close any branches during the evaluation period. Hours of service are excellent with average weekly hours in excess of 55 hours. Products and services offered by bank branches are consistent across the branch network. The bank's distribution of deposit-taking ATMs did not enhance access to banking services. There are seven ATMs, all located in middle-income tracts. USB provided a good level of Community Development services to the Bismarck MSA given the smaller size of this community.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the non-metropolitan AAs is stronger than the performance in the State of North Dakota due to excellent branch distribution.

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

State of Oregon Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity combined with excellent borrower and geographic distribution of loans in the full-scope area resulted in the Outstanding Lending Test rating. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution and hours of services along with a good level of Community Development services support the Outstanding Service Test rating.

Description of Institution’s Operations in the State of Oregon

USB has eight AAs within the state. In addition, the Portland-Vancouver-Beaverton, OR-WA MMSA is rated separately. The remaining AAs in Oregon include five MSAs and three non-metropolitan areas. Excluding Portland-Vancouver-Beaverton, the bank holds \$3 billion of deposits in the state which represents 2.4% of the bank’s total deposits. For the Oregon rating area, we selected the Salem MSA for a full-scope review. This area contains 20% of the bank’s deposits within the state. The Salem MSA has a good level of opportunity for community development involvement provided by a variety of organizations. The remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures. The limited-scope areas contain 80% of USB’s deposits in the state and, therefore, had a significant influence on the rating for the state. The combined non-metropolitan areas alone contain 43% of the bank’s deposits in the state.

Although USB originated enough small farm loans in the full-scope MSA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance. There are no low-income tracts within the MSA.

LENDING TEST

Lending performance in the full-scope Salem MSA is excellent. Performance in the limited-scope assessment areas did not impact the performance in the state

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity excellent. We noted excellent overall performance with excellent small business performance, and good home improvement and refinance performance. Refinance loan activity is elevated to a good conclusion primarily because of the bank's rank in a competitive environment and an adequate volume of loan originations. Excellent loan volumes in small business contributed to the excellent overall rating.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels within the MSA is excellent. This is supported by excellent distributions of home purchase, refinance, and small business loans, good distribution of home improvement loans, and a very poor distribution of small farm loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.09% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is excellent. This is supported by an excellent distribution of home purchase, home improvement, and small business loans, a good distribution of refinance loans, and an adequate distribution of small farm loans.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB originated 18 CD loans totaling \$32.9 million, an increase of over \$20 million, or 168%, since the previous evaluation period. The current volume represents 48% of allocated Tier 1 Capital. Measured in dollars, 79% of CD lending supported affordable housing developments for LMI residents and 21% funded CD services. A noteworthy example includes the construction and expansion of a building to house an early child care facility (Head Start) for the children of migrant workers, seasonal agricultural workers, and other low-income families. Another example is a line of credit used to construct, rehabilitate, and maintain affordable housing units for LMI residents. USB participates in a 10-bank consortium to create a funding pool that has financed over 340 units of LMI housing in the AA.

Product Innovation and Flexibility – USB's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. In addition to nationwide or regional programs, USB offered an innovative private placement bond program that resulted in 18 loans in this state totaling more than \$25 million. In addition, down payment assistance programs were used to address affordable housing needs. Multifamily developers benefited on 24 projects totaling more than \$21 million through the Northwest Multifamily Preservation Project.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Bend, Eugene-Springfield, and Medford MSAs, along with the non-metropolitan AA, is not inconsistent with the excellent performance noted in the state. Lending Test performance in the Corvallis MSA is weaker, but still good, mainly due to a lack of benefit from CD lending.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Salem MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Oregon. USB's investment volume represents excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Salem MSA is excellent. During the evaluation period, USB made 47 investments in the MSA totaling \$7.9 million. As of year-end 2008, 16 prior period investment totaling \$2 million remained outstanding. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted under the Investment Test in the State of Oregon.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of Oregon other than its specific AAs. USB made 43 such investments totaling \$461 thousand. It also has five prior period investments with remaining balances totaling \$1.5 million. These investments further demonstrate USB's commitment to a wide array of community development needs within the state.

SERVICE TEST

Performance in the Salem MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Oregon.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB does not have branches in the one low-income census tract in the MSA. Less than one percent of the population lives in this census tract. In the moderate-income tract, the percentage of branches greatly exceeds the portion of the population living there. USB did not open or close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are tailored to the needs and convenience of the community. Average hours for branches located in the moderate-income areas are 55, which greatly exceeds the average hours in both middle- and upper-income geographies (46 and 39 hours, respectively). Access to banking services was also greatly enhanced by excellent access to deposit-taking ATMs. Ten of the bank's 30 ATMs are located in moderate-income census tracts. USB provided a good level of Community Development services to the MSA, predominately through organizations that provide social services to LMI people.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in all of the limited-scope areas is not inconsistent with the bank's excellent performance in the State of Oregon.

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

State of South Dakota Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity and borrower distribution combined with good geographic distribution in the full-scope area result in the Outstanding Lending Test rating. Community Development lending also had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution, hours of service, and the record of opening branches supported the Outstanding Service Test rating. The bank also had a good level of Community Development services.

Description of Institution's Operations in the State of South Dakota

USB has five AAs within the state. Two are located in MSAs and three are in non-metropolitan areas. Statewide, the bank holds \$633 million of deposits which represents 0.49% of the bank's total deposits and, as a result, the state had minimal impact on the bank's overall CRA rating. Within South Dakota, 43% of the bank's deposits are concentrated in the Sioux Falls MSA and that AA received a full-scope review. The Rapid City MSA followed closely with 40% of the bank's state total. The Rapid City MSA and the combined non-metropolitan AAs were analyzed using limited-scope procedures. Because 58% of the state's deposits originate within limited-scope areas, performance in these areas drove the overall ratings for each of the performance categories.

The Sioux Falls MSA is a highly competitive area dominated by the presence of Citibank SD and Wells Fargo Bank, NA. These two companies control over 93% of the deposits reported in the MSA. Community development opportunities are also highly influenced by the presence of these entities. While opportunities exist, their presence makes it difficult to compete. There are 35 banks operating 139 offices throughout this MSA. USB ranks eighth with a .43% deposit market share.

Although USB originated enough small farm loans in the full-scope AA to result in a meaningful analysis, we applied minimal weighting to this loan category. As detailed in the Description of Evaluation Process section of this Evaluation, this category had limited impact on our conclusions regarding lending performance. There are no low-income census tracts in the full-scope AA.

LENDING TEST

Lending performance in the Sioux Falls MSA is excellent. Performance in the limited-scope areas did not impact performance in the state.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. We noted that lending market shares for all products significantly exceeds deposit share. Direct comparison of lending market share to deposit share is, however, not relevant in this market because of the influence that Citibank and Wells Fargo have in the MSA. Citibank and Wells Fargo combined dominate the deposit base and controls 93% of market as of June 30, 2008. We view this as a significant performance context matter. We evaluated USB's lending activity on loan volumes and rankings which are a more accurate way of evaluating lending activity for this competitive market. USB achieved good volumes and rankings for home improvement lending. It had excellent loan volumes and rankings for small business loans.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is good. We noted an excellent distribution of refinance and home improvement loans, good distribution of home purchase and small business loans, and very poor distribution of small farm loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower within the MSA is excellent. We noted an excellent distribution of all loan types with the exception of refinance loans, which has a good distribution.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB originated nine CD loans totaling \$12.5 million, which represents 41% of allocated Tier 1 Capital. Measured in dollars, 98% of CD lending supported economic development projects and 2% funded affordable housing developments for LMI residents. One example includes the expansion of a cabinet manufacturing plant located in a middle-income census tract. The plant obtained additional funding through the South Dakota Revolving Economic Development Initiative and estimates project that 100 new jobs will result from the plant's expansion. Another example is a revolving line of credit to an organization that focuses on attracting, retaining, and expanding businesses in the AA.

Product Innovation and Flexibility – Product innovation and flexibility had a neutral impact on USB's Lending Test performance in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Rapid City MSA and non-MSA AA is not inconsistent with the excellent Lending Test performance noted under the Lending Test in the State of South Dakota.

INVESTMENT TEST

USB's overall performance in the state is excellent. Based on a full-scope review, performance in the Sioux Falls MSA is excellent. The bank's performance in the limited-scope AAs did not impact the Investment Test rating for the State of South Dakota. USB's investment volume represents excellent responsiveness to the MSA's needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB's investment volume in the Sioux Falls MSA is excellent. During the evaluation period, USB made 17 investments in the MSA totaling \$1.7 million. It also has two prior period investments with remaining balances totaling \$374 thousand.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in both of the limited-scope areas is not inconsistent with the performance noted in the state.

In addition to investments in the full- and limited-scope areas, USB originated investments that benefited areas of South Dakota other than its specific AAs. In the current evaluation period it made two such investments totaling \$350 thousand. It also has three prior period investments with remaining balances of \$801 thousand. These investments further demonstrate USB's commitment to community development throughout the State of South Dakota.

SERVICE TEST

Performance in the Sioux Falls MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for South Dakota.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB operates ten branches and 27 deposit-taking ATMs in the MSA. Three of the branches are located in moderate-income census tracts. USB opened one office in a moderate-income census tract that improved access to banking services. The bank did not close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Hours are tailored to the needs and convenience of the community. Average hours in the branches found in moderate-income census tracts are longer than those in the branches located in middle-income census tracts. Access to banking services is further enhanced by excellent access to deposit-taking ATMs. USB provided a good level of Community Development services to the Sioux Falls MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the Rapid City MSA and the non-metropolitan AAs is not consistent with USB's excellent performance under the Service Test in the State of South Dakota.

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

State of Tennessee Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>High Satisfactory</u>

The major factors that support this rating include:

- Excellent Community Development lending had a significant impact on elevating the Lending Test from a good to an excellent level. Excellent borrower distribution and lending activity offset adequate geographic distribution in the full-scope area.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Good distribution of branches was the primary reason for the High Satisfactory Service Test rating. We noted excellent hours of service, Community Development services, and record of opening offices.

Description of Institution’s Operations in the State of Tennessee

USB has seven AAs within the state. One, the Clarksville, TN-KY MMSA, is rated separately from the rest of the state. The six remaining AAs include three MSAs and three non-metropolitan areas. Excluding the MMSA, the bank holds \$1.6 billion of deposits in the state which represents 1.24% of the bank’s total deposits. The Nashville-Davidson-Murfreesboro-Franklin MSA with 56% of the bank’s deposits in the state received a full-scope review. There are numerous community development opportunities in the MSA. The two remaining MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

LENDING TEST

Lending performance in the Nashville-Davidson-Murfreesboro-Franklin MSA is excellent. Performance in the limited-scope areas did not impact the Lending Test rating.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. We noted excellent performance led by excellent market share and loan volume for home improvement and small business. Other lending products had good performance marked by good market shares and loan volumes in a highly competitive market.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is adequate. This is supported by good distributions of refinance and home purchase loans combined with adequate distributions of home improvement and small business loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent as we noted an excellent distribution for all loan products.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB made three CD loans totaling \$13.0 million, representing 13% of allocated Tier 1 Capital. Measured in dollars, 92% of CD lending supported affordable housing for LMI residents and 8% funded economic development projects. An example includes a line of credit to a state-licensed business and industrial development corporation that provides non-traditional financing for existing and start-up businesses. Another example is a loan for the acquisition and construction of a 192-unit apartment complex, with all units restricted to LMI residents.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of an innovative private placement bond program and various down payment assistance loan programs that addressed affordable housing needs in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Morristown MSA and non-metropolitan AA is not inconsistent with the excellent performance under the Lending Test in the State of Tennessee. Performance in the Kingsport-Bristol-Bristol MSA is weaker than the performance noted in the state, but still good. This is a result of weaker geographic loan distributions associated with small business, refinance, and home purchase loans, combined with less benefit from CD lending.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Nashville-Davidson-Murfreesboro MSA is excellent. Performance in the limited-scope AAs had no impact on the Investment Test rating for the State of Tennessee. USB’s investment volume represents excellent responsiveness to the MSA’s needs, particularly that of affordable housing.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Nashville MSA is excellent. During the evaluation period, USB made 70 investments in the MSA totaling \$6.4 million. There were 35 prior period investments with remaining balances totaling \$5.1 million at year-end 2008 which add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Tennessee.

In addition to investments in the full- and limited-scope areas, USB originated an investment of \$3 thousand that benefited areas of Tennessee other than its specific AAs.

SERVICE TEST

Performance in the Nashville-Davidson-Murfreesboro-Franklin MSA is good. Performance in the limited-scope AAs did not impact the Service Test rating for Tennessee.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are accessible to all portions of the MSA. USB has 48 branches and operates 64 deposit-taking ATMs in the MSA. USB has no branches in the low-income census tracts of the MSA. USB has good performance in the moderate-income census tracts. USB increased its branch network in the MSA by opening 12 branches and closing one. One branch was placed in a moderate-income census tract. Services and products offered by bank branches are consistent across the branch network. Hours are excellent. The distribution of the bank's deposit-taking ATMs is good with 11 of the 64 ATMs located in the moderate-income census tracts. USB provided an excellent level of Community Development services to the MSA. Many employees held a leadership position through board or committee memberships for organizations that help meet the needs of the community, including affordable housing and economic development.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Kingsport-Bristol-Bristol MSA is weaker than the bank's performance in the State of Tennessee but is considered adequate. This is due to weaker performance in the branch distribution criteria. Performance in the Morristown MSA is not inconsistent with the good performance noted in the state. Service Test performance in the non-metropolitan AAs was stronger than performance in the state mainly due to excellent branch distribution.

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

State of Utah Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>Outstanding</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Excellent lending activity in the full-scope area, along with excellent borrower and geographic distributions, resulted in the Outstanding Lending Test rating. In addition, Community Development lending had a significantly positive impact on the rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent branch distribution, hours of service, and level of Community Development services support the Service Test rating.

Description of Institution's Operations in the State of Utah

USB has seven AAs within the state. Four are located in MSAs and three are located in non-metropolitan areas. State wide, the bank holds \$853 million of deposits which represents 0.66% of the bank's total deposits. The state had minimal impact on the bank's overall CRA rating. We selected the Salt Lake City MSA for a full-scope review because 83% of the bank's deposits are concentrated in this MSA. There is a good level of community development opportunities available in this MSA. The remaining three MSAs and the combined non-metropolitan AAs were analyzed using limited-scope procedures.

LENDING TEST

Lending performance in the Salt Lake City MSA is excellent. Performance in the limited-scope areas did not impact the Lending Test rating in Utah.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is excellent. USB originated an excellent volume in all categories considering the bank's modest presence in MSA. It also had excellent performance demonstrated by market shares exceeding deposit market share in all categories.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels is excellent. This is supported by excellent distributions of small business and home purchase loans, good distribution of home improvement loans, and adequate distribution of refinance loans. The distribution of HMDA-reportable loans is particularly impressive considering that only 0.20% of owner-occupied housing units are located in low-income census tracts. We did not identify any geographic gaps.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is excellent. This is supported by an excellent distribution of small business loans, good distributions of home purchase and refinance loans, and adequate distribution of home improvement loans.

Community Development Lending - Community Development lending had a significantly positive impact on lending performance. USB originated four CD loans totaling \$11.6 million, representing 15% of allocated Tier 1 Capital. Measured in dollars, 66% of CD lending supported CD services, 30% funded affordable housing developments for LMI residents, and 4% supported economic development projects. An example includes the renovation of a treatment center for youth with emotional and behavioral problems. The center is located in a moderate-income CT within the Salt Lake central business district and greater than 50% of its clients are from LMI families. Another example is the construction of a 38-unit apartment complex, with all of the units restricted to low-income residents.

Product Innovation and Flexibility – Product innovation and flexibility had a neutral impact on USB’s Lending Test performance in this state.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Ogden-Clearfield MSA and the non-metropolitan AA is not inconsistent with the excellent performance noted under the Lending Test for the State of Utah. Performance in the Provo-Orem and St. George MSAs is weaker, but good. This is a result of weaker geographic and borrower loan distributions in both MSAs and weaker lending activity in the St. George MSA. In addition, neither area received benefit of CD lending activity.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Salt Lake City MSA is excellent. Performance in the limited-scope AAs did not have an impact on the Investment Test rating for the State of Utah. USB’s volume of investments represents excellent responsiveness to a wide array of the MSA’s needs.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s investment volume in the Salt Lake City MSA is excellent. During the evaluation period, USB made 70 investments in the MSA totaling \$29 million. Eleven prior period investments with remaining balances totaling \$2.9 million were outstanding at year-end 2008, which further supports the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in all of the limited-scope areas is not inconsistent with the performance noted in the State of Utah.

In addition to investments in the full- and limited-scope areas, USB originated five investments totaling \$208 thousand that benefited areas of Utah other than its specific AAs. These investments further demonstrate USB's commitment to economic development in the state.

SERVICE TEST

Performance in the Salt Lake City MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Utah.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. USB has 24 branches and operates 33 deposit-taking ATMs in the MSA. The portion of branches located in low-income areas greatly exceeds the percentage of the population living there while the percentage of branches in moderate-income tracts is near to the percentage of the population. USB did not open or close any offices during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Banking hours are excellent. Access to banking services was further enhanced by excellent access to deposit-taking ATMs in both low- and moderate-income census tracts. USB provided an excellent level of CD services to the MSA. Given the size of this AA, a relatively large number of employees were involved with organizations that address the needs of the MSA, especially for social services for LMI individuals.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on a limited-scope review, Service Test performance in the Ogden-Clearfield and Provo-Orem MSAs is not inconsistent with performance under the Service Test in the State of Utah. Performance in the St. George MSA and the non-metropolitan AA is weaker than performance in the state but is considered adequate. The bank's performance in these areas receiving limited-scope reviews varied from the bank's overall excellent performance in the state primarily due to differences in branch distribution.

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

State of Wyoming Rating

CRA Rating for the State:	<u>Outstanding</u>
The Lending Test is rated:	<u>High Satisfactory</u>
The Investment Test is rated:	<u>Outstanding</u>
The Service Test is rated:	<u>Outstanding</u>

The major factors that support this rating include:

- Good geographic and borrower distributions in the full-scope area, combined with adequate lending activity, resulted in the High Satisfactory Lending Test rating.
- Excellent responsiveness to the investment needs of the assessment area through the volume of qualified investments originated during the evaluation period.
- Excellent performance for all elements evaluated under the Service Test.

Description of Institution's Operations in the State of Wyoming

USB has eleven AAs within the state. Two are located in MSAs and nine are non-metropolitan areas. Statewide, the bank holds \$399 million of deposits which represents 0.31% of the bank's total deposits. As such, the state had limited impact on the bank's overall CRA rating. Within Wyoming, 54% of the bank's deposits are concentrated in the Cheyenne MSA. The combined non-metropolitan areas contain 40% of the bank's deposits in the state and had an impact on the ratings within the state. Because it contains the largest portion of USB's deposits in the state, we selected the Cheyenne MSA for a full-scope review. The remaining MSA and the combined non-metropolitan AAs were analyzed using limited-scope procedures. There are no low-income census tracts in the full-scope area and the bank did not originate enough home improvement loans during the evaluation period to perform a meaningful analysis.

LENDING TEST

Lending performance in the Cheyenne MSA is good. Performance in the limited-scope areas did not impact the Lending Test rating in the state.

Conclusions for Areas Receiving Full-Scope Reviews

Lending Activity - Lending activity is adequate. We noted that USB has a very strong deposit base as shown by the largest deposit market share at 17% in the MSA. In arriving at our conclusion, we considered the large number of lenders active in the market. We consider USB's lending rankings adequate in light of that competition. Loan volumes over the evaluation period are also generally adequate considering competition.

Distribution of Loans by Income Level of the Geography – The distribution of loans to geographies of different income levels within the MSA is good. We noted an excellent distribution of small business loans, good distribution of home purchase loans, and poor distribution of refinance loans. We did not identify any geographic gaps in lending.

Distribution of Loans by Income Level of the Borrower – The distribution of loans by income level of borrower is good. This is supported by an excellent distribution of small business loans and adequate distribution of home purchase and refinance loans. The distribution of HMDA-reportable loans is particularly positive given that 9% of total households have incomes below the poverty level.

Community Development Lending - Community Development lending had a neutral impact on lending performance overall in Cheyenne as the bank did not originate any CD loans.

Product Innovation and Flexibility – USB’s use of flexible or innovative loan programs had a positive impact on its Lending Test performance, primarily because of an innovative private placement bond program that addressed affordable housing needs in this area.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Lending Test performance in the Casper MSA and the non-MSA AAs is stronger than the good performance noted under the Lending Test in the State of Wyoming, mainly due to the benefit provided by the level of Community Development lending.

INVESTMENT TEST

USB’s overall performance in the state is excellent. Based on a full-scope review, performance in the Cheyenne MSA is excellent. Performance in the limited-scope AAs did not have an impact on the Investment Test rating for the State of Wyoming. USB’s investment volume represents excellent responsiveness to the MSA’s needs, particularly those of affordable housing and revitalization and stabilization of low- and moderate-income areas.

Conclusions for Areas Receiving Full-Scope Reviews

USB’s volume of investments in the Cheyenne MSA is excellent. During the evaluation period, USB made 13 investments in the MSA totaling \$5.3 million. As of year-end 2008, three prior period investments totaling \$854 thousand remained outstanding. These prior period investments add support for the assigned rating.

Conclusions for Areas Receiving Limited-Scope Reviews

Investment Test performance in the limited-scope areas is not inconsistent with the excellent performance noted for the state.

In addition to investments in the full- and limited-scope areas, USB originated six investments of \$22 thousand that benefited areas of Wyoming other than its specific AAs.

SERVICE TEST

Performance in the Cheyenne MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Wyoming.

Conclusions for Areas Receiving Full-Scope Reviews

The bank's branches are readily accessible to all portions of the MSA. There are two branches in the MSA with one located in a moderate-income census tract. USB did not open or close any branches during the evaluation period. Services and products offered by bank branches are consistent across the branch network. Branch hours are convenient with no significant difference in the hours between the two branches. The branch in the middle-income tract offers Saturday morning drive-up hours not found in the branch in the moderate-income tract. Lobby hours are the same in both facilities. The distribution of the bank's two deposit-taking ATMs is excellent. USB provided an excellent level of community development services to the MSA considering the smaller size of this AA. More than half the employees who participated held board or committee positions which demonstrates leadership in this MSA.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Service Test performance in the limited-scope area is not inconsistent with the bank's excellent performance under the Service Test for the State of Wyoming.

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

Appendix A: Scope of Evaluation

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	HMDA and Small Business/Small Farm Lending Data 01-01-2006 to 12-31-2008 CD Lending, Investment, and Service Tests 01-01-2006 to 12-31-2008	
Financial Institution		Products Reviewed
U.S. Bank National Association (USB) Cincinnati, Ohio		HMDA, small business, small farm loans Community Development Loans Community Development Investments
Affiliate(s)	Relationship	Products Reviewed
U.S. Bancorp Foundation	Affiliate	Grants
U.S. Bancorp Community Investment Corporation	Affiliate	Community Development Investments
U.S. Bancorp Community Development Corporation	Subsidiary	Community Development Investments
U.S. Bank National Association North Dakota	Affiliate	Small Business, Home Improvement, and Refinance Loans
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information (Reflects counties in nonMSA areas and/or counties in MSAs where whole MSAs were not selected)
Multistate MSAs		
Cincinnati-Middletown, OH-KY-IN MSA #17140	Full-scope	Dearborn County IN; Boone, Bracken, Campbell, Kenton, Pendleton Counties KY; Brown, Butler, Clermont, Hamilton, Warren Counties OH
Clarksville, TN-KY MSA #17300	Full-scope	Montgomery County TN; Christian County KY
Davenport-Moline-Rock Island, IA-IL MSA #19340	Full-scope	Scott County IA; Henry, Rock Island Counties IL
Fargo, ND-MN MSA #22020	Full-scope	Cass County ND; Clay County MN
Grand Forks, ND-MN MSA #24220	Full-scope	Grand Forks ND; Polk County MN
Kansas City, MO-KS MSA #28140	Full-scope	Johnson, Wyandotte Counties KS; Clay, Clinton, Jackson, Lafayette, Platte, Ray Counties MO
Lake County-Kenosha County, IL-WI MD #29404	Full-scope	Lake County IL; Kenosha County WI
Lewiston, ID-WA MSA #30300	Full-scope	Nez Perce County ID; Asotin County WA
Louisville, KY-IN MSA #31140	Full-scope	Clark, Floyd Counties IN; Bullitt, Jefferson, Shelby Counties KY

Minneapolis-St. Paul-Bloomington, MN-WI MSA #33460	Full-scope	Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Ramsey, Scott, Sherburne, Washington, Wright Counties MN; St. Croix County WI
Omaha-Council Bluffs, NE-IA MSA #36540	Full-scope	Pottawattamie County IA; Cass, Douglas, Sarpy, Washington Counties NE
Portland-Vancouver-Beaverton, OR-WA MSA #38900	Full-scope	Columbia, Clackamas, Multnomah, Washington, Yamhill Counties OR; Clark County WA
St. Louis, MO-IL MSA #41180	Full-scope	Clinton, Macoupin, Madison, Monroe, St. Clair Counties IL; Franklin, Jefferson, Lincoln, St. Charles, St. Louis City, St. Louis, Warren, Washington Counties MO
Arizona		
Phoenix-Mesa-Scottsdale, AZ MSA #38060	Full-scope	Maricopa, Pinal Counties
Tucson, AZ MSA #46060	Limited-scope	Pima County
Arkansas		
Little Rock-North Little Rock, AR MSA #30780	Full-scope	Faulkner, Grant, Pulaski, Perry, Saline Counties
Fort Smith, AR-OK MSA #22900	Limited-scope	Crawford County AR
Hot Springs, AR MSA #26300	Limited-scope	Garland County
Arkansas nonMSA	Limited-scope	Baxter, Clark, Cleburne, Conway, Hot Spring, Marion Counties
California		
Los Angeles-Long Beach-Glendale, CA MD #31084	Full-scope	Los Angeles County
Sacramento-Arden Arcade-Roseville, CA MSA #40900	Full-scope	El Dorado, Placer, Sacramento, Yolo Counties
Chico, CA MSA #17020	Limited-scope	Butte County
Modesto, CA MSA #33700	Limited-scope	Stanislaus County
Napa, CA MSA #34900	Limited-scope	Napa County
Oakland-Fremont-Haywood, CA MD #36084	Limited-scope	Alameda, Contra Costa Counties
Oxnard-Thousand Oaks-Ventura, CA MSA #37100	Limited-scope	Ventura County
Redding, CA MSA #39820	Limited-scope	Shasta County
Riverside-San Bernardino-Ontario, CA MSA #40140	Limited-scope	Riverside, San Bernardino Counties
Salinas, CA MSA #41500	Limited-scope	Monterey County
San Diego-Carlsbad-San Marcos, CA MSA #41740	Limited-scope	San Diego County
San Francisco-San Mateo-Redwood City, CA MD #41884	Limited-scope	Marin, San Francisco, San Mateo Counties
San Jose-Sunnyvale-Santa Clara, CA MSA #41940	Limited-scope	Santa Clara County
Santa Ana-Anaheim-Irvine, CA MD #42044	Limited-scope	Orange County
Santa Cruz-Watsonville, CA MSA #42100	Limited-scope	Santa Cruz County
Santa Rosa-Petaluma, CA MSA #42220	Limited-scope	Sonoma County
Stockton, CA MSA #44700	Limited-scope	San Joaquin County
Vallejo-Fairfield, CA MSA #46700	Limited-scope	Solano County
Yuba City-Marysville, CA MSA #49700	Limited-scope	Sutter, Yuba Counties
California nonMSA	Limited-scope	Calaveras, Colusa, Del Norte, Glenn, Humboldt, Lassen, Mendocino, Modoc, Nevada, Plumas, Siskiyou, Tehama, Tuolumne Counties

Colorado			
Denver-Aurora, CO MSA	#19740	Full-scope	Adams, Arapahoe, Broomfield, Denver, Douglas, Jefferson Counties
Boulder, CO MSA	#14500	Limited-scope	Boulder County
Colorado Springs, CO MSA	#17820	Limited-scope	El Paso County
Fort Collins-Loveland, CO MSA	#22660	Limited-scope	Larimer County
Grand Junction, CO MSA	#24300	Limited-scope	Mesa County
Greeley, CO MSA	#24540	Limited-scope	Weld County
Pueblo, CO MSA	#39380	Limited-scope	Pueblo County
Colorado nonMSA		Limited-scope	Delta, Eagle, Fremont, Garfield, Grand, Montrose, Otero, Pitkin, San Miguel, Summit Counties
Idaho			
Boise City-Nampa, ID MSA	#14260	Full-scope	Ada, Canyon, Gem, Owyhee Counties
Coeur d' Alene, ID MSA	#17660	Limited-scope	Kootenai County
Idaho Falls, ID MSA	#26820	Limited-scope	Booneville, Jefferson Counties
Logan, UT-ID MSA	#30860	Limited-scope	Franklin County ID
Pocatello, ID MSA	#38540	Limited-scope	Bannock, Power Counties
Idaho nonMSA		Limited-scope	Adams, Bear Lake, Benewah, Bingham, Blaine, Bonner, Camas, Caribou, Cassia, Clearwater, Custer, Elmore, Gooding, Idaho, Jerome, Latah, Lemhi, Lewis, Madison, Minidoka, Oneida, Payette, Shoshone, Twin Falls, Valley, Washington Counties
Illinois			
Chicago-Naperville-Joliet, IL MD	#16974	Full-scope	Cook, DuPage, Kane, McHenry, Will Counties
Bloomington-Normal, IL MSA	#14060	Limited-scope	McLean County
Rockford, IL MSA	#40420	Limited-scope	Winnebago County
Springfield, IL MSA	#44100	Limited-scope	Sangamon County
Illinois nonMSA		Limited-scope	Christian, Clay, Coles, Franklin, Jefferson, Jo Daviess, Lee, Marion, Morgan, Stephenson, Union, Whiteside, Williamson Counties
Indiana			
Indiana nonMSA		Full-scope	Fayette, Randolph, Wayne Counties
Iowa			
Des Moines, IA MSA	#19780	Full-scope	Dallas, Polk, Warren Counties
Ames, IA MSA	#11180	Limited-scope	Story County
Cedar Rapids, IA MSA	#16300	Limited-scope	Benton, Linn Counties
Dubuque, IA MSA	#20200	Limited-scope	Dubuque County
Iowa City, IA MSA	#26980	Limited-scope	Johnson, Washington Counties
Sioux City, IA-NE-SD MSA	#43580	Limited-scope	Woodbury County IA
Waterloo-Cedar Falls, IA MSA	#47940	Limited-scope	Black Hawk County
Iowa nonMSA		Limited-scope	Appanoose, Boone, Cedar, Cerro Gordo, Clay, Clinton, Des Moines, Dickinson, Hamilton, Henry, Humboldt, Iowa, Jackson, Jasper, Keokuk, Lucas, Lyon, Mahaska, Marion, Marshall, Montgomery, Monona, Muscatine, O'Brien, Osceola, Ringgold, Sioux, Wayne, Wapello Counties

Kansas			
Lawrence, KS MSA	#29940	Full-scope	Douglas County
Topeka, KS MSA	#45820	Limited-scope	Shawnee County
Kansas nonMSA		Limited-scope	Crawford County
Kentucky			
Owensboro, KY MSA	#36980	Full-scope	Daviess, Hancock, McLean Counties
Bowling Green, KY MSA	#14540	Limited-scope	Warren County
Evansville, IN-KY MSA	#21789	Limited-scope	Henderson County KY
Lexington-Fayette, KY MSA	#30460	Limited-scope	Fayette County
Kentucky nonMSA		Limited-scope	Allen, Barren, Boyle, Calloway, Carroll, Estill, Fleming, Floyd, Graves, Hopkins, Logan, Madison, Marion, Marshall, Mason, McCracken, Monroe, Pike, Rowan, Simpson, Washington Counties
Minnesota			
Duluth, MN-WI MSA	#20260	Full-scope	Carlton, St. Louis Counties MN
Rochester, MN MSA	#40340	Limited-scope	Olmstead County
St. Cloud, MN MSA	#41060	Limited-scope	Benton, Stearns Counties
Minnesota nonMSA		Limited-scope	Blue Earth, Cass, Crow Wing, Douglas, Freeborn, Itasca, Kandiyohi, Lyon, Martin, Mille Lacs, Morrison, Mower, Otter Tail, Pine, Redwood, Steele Counties
Missouri			
Joplin, MO MSA	#27900	Full-scope	Jasper, Newton Counties
Columbia, MO MSA	#17860	Limited-scope	Boone County
Fayetteville-Springdale-Rogers, AR-MO MSA	#22220	Limited-scope	McDonald County MO
Jefferson City, MO MSA	#27620	Limited-scope	Cole County
Springfield, MO MSA	#44180	Limited-scope	Christian, Dallas, Greene, Polk, Webster Counties
St. Joseph, MO-KS MSA	#41140	Limited-scope	Andrew, Buchanan, DeKalb Counties MO
Missouri nonMSA		Limited-scope	Adair, Atchison, Audrain, Barry, Barton, Bollinger, Butler, Camden, Cape Girardeau, Chariton, Dent, Grundy, Henry, Hickory, Howell, Johnson, Laclede, Lawrence, Linn, Macon, Marion, Mercer, Miller, Montgomery, Morgan, New Madrid, Nodaway, Perry, Pettis, Phelps, Pike, Pulaski, Randolph, Ripley, St. Francois, Ste. Genevieve, Scotland, Scott, Shelby, Stoddard, Stone, Taney, Vernon, Wright Counties
Montana			
Billings, MT MSA	#13740	Full-scope	Yellowstone County
Great Falls, MT MSA	#24500	Limited-scope	Cascade County
Missoula, MT MSA	#33540	Limited-scope	Missoula County
Montana nonMSA		Limited-scope	Chouteau, Custer, Dawson, Flathead, Gallatin, Hill, Lewis and Clark, Liberty, Ravalli, Silver Bow, Toole Counties
Nebraska			
Lincoln, NE MSA	#30700	Full-scope	Lancaster County
Nebraska nonMSA		Limited-scope	Adams, Buffalo, Butler, Dodge, Gage, Hall, Lincoln, Madison, Platte, Scotts Bluff Counties

Nevada			
Las Vegas-Paradise, NV MSA	#29820	Full-scope	Clark County
Carson City, NV MSA	#16180	Limited-scope	Carson City County
Reno-Sparks, NV MSA	#39900	Limited-scope	Washoe County
Nevada nonMSA		Limited-scope	Churchill, Douglas, Elko, Humboldt Counties
North Dakota			
Bismarck, ND MSA	#13900	Full-scope	Burleigh, Morton Counties
North Dakota nonMSA		Limited-scope	Barnes, Cavalier, Mercer, Ramsey, Ransom, Richland, Stark, Stutsman, Walsh, Ward, Williams Counties
Ohio			
Cleveland-Elyria-Mentor, OH MSA	#17460	Full-scope	Cuyahoga, Geauga, Lake, Lorain, Medina Counties
Akron, OH MSA	#10420	Limited-scope	Portage, Summit Counties
Canton-Massillon, OH MSA	#15940	Limited-scope	Carroll, Starck Counties
Columbus, OH MSA	#18140	Limited-scope	Delaware, Fairfield, Franklin, Licking, Morrow, Pickaway Counties
Dayton, OH MSA	#19380	Limited-scope	Greene, Miami, Montgomery, Preble Counties
Huntington-Ashland, WV-KY-OH MSA	#26580	Limited-scope	Lawrence County OH
Lima, OH MSA	#30620	Limited-scope	Allen County
Mansfield, OH MSA	#31900	Limited-scope	Richland County
Sandusky, OH MSA	#41780	Limited-scope	Erie County
Springfield, OH MSA	#44220	Limited-scope	Clark County
Toledo, OH MSA	#45780	Limited-scope	Ottawa County
Weirton-Steubenville, WV-OH MSA	#48260	Limited-scope	Jefferson County OH
Youngstown-Warren-Boardman, OH-PA MSA	#49660	Limited-scope	Mahoning, Trumbull Counties OH
Ohio nonMSA		Limited-scope	Ashtabula, Auglaize, Crawford, Darke, Fayette, Gallia, Guernsey, Hardin, Harrison, Highland, Hocking, Perry, Pike, Sandusky, Seneca, Shelby, Scioto, Tuscarawas, Van Wert, Wayne Counties
Oregon			
Salem, OR MSA	#41420	Full-scope	Marion, Polk Counties
Bend, OR MSA	#13460	Limited-scope	Deschutes County
Corvallis, OR MSA	#18700	Limited-scope	Benton County
Eugene-Springfield, OR MSA	#21660	Limited-scope	Lane County
Medford, OR MSA	#32780	Limited-scope	Jackson County
Oregon nonMSA		Limited-scope	Baker, Clatsop, Coos, Crook, Curry, Douglas, Grant, Harney, Hood River, Jefferson, Josephine, Klamath, Lake, Lincoln, Linn, Malheur, Tillamook, Umatilla, Union, Wallowa, Wasco Counties
South Dakota			
Sioux Falls, SD MSA	#43620	Full-scope	Lincoln, Minnehaha Counties
Rapid City, SD MSA	#39660	Limited-scope	Pennington County
South Dakota nonMSA		Limited-scope	Brown, Davison, Hughes Counties
Tennessee			
Nashville-Davidson-Murfreesboro, TN MSA	#34980	Full-scope	Cheatham, Davidson, Dickson, Robertson, Rutherford, Sumner, Williamson, Wilson Counties
Kingsport-Bristol, TN-VA MSA	#28700	Limited-scope	Hawkins County TN
Morristown, TN MSA	#34100	Limited-scope	Jefferson County

Tennessee nonMSA		Limited-scope	Bedford, Cocke, Coffee, Cumberland, Franklin, Lincoln, Maury, Putnam, Roane, Warren, White Counties
Utah			
Salt Lake City, UT MSA	#41620	Full-scope	Salt Lake, Summit Counties
Ogden-Clearfield, UT MSA	#36260	Limited-scope	Davis, Weber Counties
Provo-Orem, UT MSA	#39340	Limited-scope	Utah County
St. George, UT MSA	#41100	Limited-scope	Washington County
Utah nonMSA		Limited-scope	Box Elder, Iron, Wasatch Counties
Washington			
Seattle-Bellevue-Everett MD	#42644	Full-scope	King, Snohomish Counties
Bellingham, WA MSA	#13380	Limited-scope	Whatcom County
Bremerton-Silverdale, WA MSA	#14740	Limited-scope	Kitsap County
Kennewick- Richland-Pasco, WA MSA	#28420	Limited-scope	Benton, Franklin Counties
Longview-Kelso, WA MSA	#31020	Limited-scope	Cowlitz County
Mount Vernon-Anacortes, WA MSA	#34580	Limited-scope	Skagit County
Olympia, WA MSA	#36500	Limited-scope	Thurston County
Spokane, WA MSA	#44060	Limited-scope	Spokane County
Tacoma, WA MD	#45104	Limited-scope	Pierce County
Wenatchee, WA MSA	#48300	Limited-scope	Chelan County
Yakima, WA MSA	#49420	Limited-scope	Yakima County
Washington nonMSA		Limited-scope	Adams, Clallam, Garfield, Grant, Grays Harbor, Island, Kittitas, Jefferson, Lincoln, Okanogan, Walla Walla, Whitman Counties
Wisconsin			
Milwaukee-Waukesha-West Allis, WI MSA	#33340	Full-scope	Milwaukee, Ozaukee, Washington, Waukesha Counties
Appleton, WI MSA	#11540	Limited-scope	Calumet, Outagamie Counties
Eau Claire, WI MSA	#20740	Limited-scope	Chippewa, Eau Claire Counties
Fond du Lac, WI MSA	#22540	Limited-scope	Fond du Lac County
Green Bay, WI MSA	#24580	Limited-scope	Brown County
Janesville, WI MSA	#27500	Limited-scope	Rock County
La Crosse, WI-MN MSA	#29100	Limited-scope	La Crosse County WI
Madison, WI MSA	#31540	Limited-scope	Columbia, Dane Counties
Oshkosh-Neenah, WI MSA	#36780	Limited-scope	Winnebago County
Racine, WI MSA	#39540	Limited-scope	Racine County
Sheboygan, WI MSA	#43100	Limited-scope	Sheboygan County
Wausau, WI MSA	#48140	Limited-scope	Marathon County
Wisconsin nonMSA		Limited-scope	Adams, Barron, Burnett, Dodge, Green Lake, Manitowoc, Marquette, Oneida, Polk, Portage, Vilas, Walworth, Washburn, Waushara, Wood Counties
Wyoming			
Cheyenne, WY MSA	#16940	Full-scope	Laramie County
Casper, WY MSA	#16220	Limited-scope	Natrona County
Wyoming nonMSA		Limited-scope	Albany, Campbell, Fremont, Goshen, Park, Sheridan, Sweetwater, Uinta, Washakie Counties

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS U.S. Bank National Association				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
U.S. Bank NA	Outstanding	Outstanding	Outstanding	Outstanding
Multistate Metropolitan Area:				
Cincinnati-Middletown, OH-KY-IN	Outstanding	Outstanding	Outstanding	Outstanding
Clarksville, TN-KY	High Satisfactory	Outstanding	Outstanding	Outstanding
Davenport-Moline-Rock Island, IA-IL	Outstanding	Outstanding	Outstanding	Outstanding
Fargo, ND-MN	Outstanding	Outstanding	Outstanding	Outstanding
Grand Forks, ND-MN	Outstanding	Outstanding	Low Satisfactory	Outstanding
Kansas City, MO-KS	Outstanding	Outstanding	High Satisfactory	Outstanding
Lake County-Kenosha County, IL-WI	Outstanding	Outstanding	Outstanding	Outstanding
Lewiston, ID-WA	Outstanding	Outstanding	Outstanding	Outstanding
Louisville, KY-IN	Outstanding	Outstanding	Outstanding	Outstanding
Minneapolis-St. Paul-Bloomington, MN-WI	Outstanding	Outstanding	Outstanding	Outstanding
Omaha-Council Bluffs, NE-IA	Outstanding	Outstanding	High Satisfactory	Outstanding
Portland-Vancouver-Beaverton, OR-WA	Outstanding	Outstanding	Outstanding	Outstanding
St. Louis, MO-IL	Outstanding	Outstanding	Outstanding	Outstanding
State:				
Arizona	Outstanding	Outstanding	Outstanding	Outstanding
Arkansas	Outstanding	Outstanding	Outstanding	Outstanding
California	Outstanding	Outstanding	High Satisfactory	Outstanding
Colorado	Outstanding	Outstanding	Outstanding	Outstanding
Idaho	Outstanding	Outstanding	Outstanding	Outstanding
Illinois	Outstanding	Outstanding	Low Satisfactory	Outstanding
Indiana	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Iowa	Outstanding	Outstanding	Outstanding	Outstanding
Kansas	Outstanding	Outstanding	Outstanding	Outstanding

RATINGS (Continued) U.S. Bank National Association				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Kentucky	Outstanding	Outstanding	Outstanding	Outstanding
Minnesota	Outstanding	Outstanding	Outstanding	Outstanding
Missouri	Outstanding	Outstanding	Outstanding	Outstanding
Montana	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Nebraska	Outstanding	Outstanding	Outstanding	Outstanding
Nevada	Outstanding	Outstanding	High Satisfactory	Outstanding
North Dakota	Outstanding	Outstanding	High Satisfactory	Outstanding
Ohio	Outstanding	Outstanding	Outstanding	Outstanding
Oregon	Outstanding	Outstanding	Outstanding	Outstanding
South Dakota	Outstanding	Outstanding	Outstanding	Outstanding
Tennessee	Outstanding	Outstanding	High Satisfactory	Outstanding
Utah	Outstanding	Outstanding	Outstanding	Outstanding
Washington	Outstanding	Outstanding	Outstanding	Outstanding
Wisconsin	Outstanding	Outstanding	High Satisfactory	Outstanding
Wyoming	High Satisfactory	Outstanding	Outstanding	Outstanding

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

Appendix C: Market Profiles for Full-Scope Areas

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Cincinnati-Middletown, OH-KY-IN Multistate Metropolitan Statistical Area

The assessment area consists of eleven of fifteen counties within the MMSA. The counties included in the assessment area are Brown, Butler, Clermont, Hamilton, and Warren Counties in Ohio; Boone, Bracken, Campbell, Kenton, and Pendleton Counties in Kentucky; and Dearborn County in Indiana. Excluded are Gallatin and Grant Counties in Kentucky, Franklin County in Indiana, and Ohio County in Indiana. The adjusted median family income for the MMSA is \$66,200; the percentage of households living below the poverty level is 10%; and the median sales price of existing single-family homes is \$136,000 (National Association of Realtors third quarter 2008). This is down approximately eight percent from the previous evaluation period that ended in 2005. Housing starts and new construction permits are at the lowest levels since the early 1990s. Information provided from the City of Cincinnati shows that the median rent on a two-bedroom apartment is \$594.

USB ranks second in deposits in the MMSA with a 29% market share. It is a very competitive banking environment with 85 financial institutions serving the area through 846 offices.

The MMSA is the second largest metropolitan area within Ohio. Growth has occurred primarily in the suburban areas surrounding Cincinnati which has experienced a decline in population and jobs. The city has several wealthy neighborhoods, but also has areas with significant economic and social needs.

Outer portions of the MMSA include more rural areas dotted with small towns. The eastern counties of the MMSA include Appalachian sections of Ohio. Unemployment rates and poverty levels vary significantly by county within the MMSA. Unemployment and poverty rates are generally the lowest (5.5% and 4.6%, respectively) in Warren County which is north and east of the City of Cincinnati. This is a more suburban county with many smaller cities. Pendleton County Kentucky has much higher unemployment and poverty levels which were 9.5% and 11.6%, respectively, at year-end 2008. Pendleton County extends 20-40 miles south of Cincinnati, is primarily rural, and has a number of small towns.

Groundbreaking took place in April 2008 for a new multi-faceted development along the Ohio River in downtown Cincinnati that includes parkways, boat landings, business and office space, entertainment, and link the Cincinnati Reds stadium with the Cincinnati Bengals football stadium. The area is also intended to provide housing through apartments and condominiums. An agreement between the developer and the city is intended to provide employment and economic development for the area.

The economy is diverse with major employers in the following sectors: service, retail trade, government, financial services, health care, transportation, and manufacturing. Cincinnati is the headquarters for eight FORTUNE 500 companies, most notably Procter and Gamble, Kroger, and Federated Department Stores. The local economy became more diversified through growth in the financial services and health care sectors and a reduced reliance on manufacturing and factory jobs. Other major employers include the University of Cincinnati, Health Alliance of Greater Cincinnati, and Children's Hospital Medical Group. The unemployment rate across the MMSA was 6.1% in November of 2008.

There are numerous community-based organizations in the MMSA and significant opportunities to participate in community development activities such as the promotion of financial literacy, the construction and rehabilitation of affordable housing, and the creation and retention of retail and industrial businesses. Some organizations address needs throughout the assessment area, while some focus efforts on specific neighborhoods with significant needs, such as Over The Rhine, Avondale, and Walnut Hills. Some community development organizations offer small business or economic development loans through loan pools. These programs typically provide good opportunities for bank participation by direct investment in the loan pool, donations for operating expenses, or providing technical advice on such things as credit underwriting. An Empowerment Zone containing several areas of Cincinnati has been created and programs have been implemented in both the private and public sectors to address the needs of those areas. There are Brownfields in sections of Cincinnati that have suffered severe environmental damage. Portions of Butler County contain an Urban Renewal Community. In addition to these needs and opportunities, the City of Cincinnati has programs that offer tax increment financing, property investment reimbursement, and tax exemptions all designed for economic development.

We met with representatives of four community-based organizations during the examination. We also relied on recent information provided by twelve organizations gathered during CRA examinations of other banks in the MMSA. In total, we reviewed information from sixteen organizations. The contacts indicated the following significant, identified community needs:

- Several mentioned the need for additional banks or branches in low- and moderate-income neighborhoods. One contact said that there is a sense that in northern Kentucky, the smaller, independent banks were more responsive to the needs of small business owners than the large institutions found across the MMSA.
- Responsible alternatives to pay-day lenders.
- Financial education to individuals and small business owners. One suggested experienced bankers provide management assistance or mentorships to small business owners.
- Low levels of home ownership in certain sections of the MMSA make it difficult for small business owners to obtain loans because there is no home to pledge as additional collateral.
- Participation in economic development projects, particularly those that revitalize or stabilize LMI areas, that rely on New Market Tax Credits to develop affordable housing and business spaces. One cited a need for more mezzanine financing and for banks to invest in loan pools of existing development organizations and non-profits.

The four organizations we contacted during the examination were familiar with USB and said that USB had provided financial support or loans to them during the evaluation period.

Minneapolis-St. Paul-Bloomington, MN-WI Multistate Metropolitan Statistical Area

The bank's assessment area consists of the entire Minneapolis-St. Paul-Bloomington MMSA with the exception of Pierce County, Wisconsin. Minnesota counties include Anoka, Carver, Chisago, Dakota, Hennepin, Isanti, Ramsey, Scott, Sherburne, Washington, and Wright. The MMSA includes St. Croix County in Wisconsin. This is a highly competitive banking environment with 175 banks operating 853 offices. This does not include credit unions and many mortgage companies that originate loans in the area. Competition for all types of loans, especially mortgage and commercial, had been strong going into 2008. The adjusted median family income for the MMSA is \$80,900; the percentage of households living below the poverty level is 6.3%; and the average sales price of a home is \$205,100 (Minneapolis Area Association of Realtors third quarter 2008). Since their peak in 2006, home prices have decreased approximately 20%. Across the metro area, the average rent on a two-bedroom apartment is \$848.

Minneapolis-St. Paul-Bloomington is the sixteenth largest metropolitan area in the United States. The area has a well diversified economic base. It is a center for high-tech electronics, medical instruments, health care, finance, insurance, entertainment and the arts, printing and publishing, as well as the processing and transporting of agricultural products. St. Paul serves as the state's capital. The MMSA is the home of eighteen FORTUNE 500 companies and several of the world's largest private companies. A total of thirty-two companies fall within the top 1,000 of America's largest corporations according to FORTUNE. Target Corporation is the area's largest employer with over 25,000 employees. Other large employers include 3M, University of Minnesota, Wells Fargo, USB, Supervalu, Medtronic, Best Buy, local and state governments, and multiple health care systems.

Banking competition is strong. USB, with a 23.5% deposit market share, is the second largest financial institution in the MMSA. Together with market leader Wells Fargo Bank, NA (33% market share), these two banks dominate the local banking scene. TCF National Bank is a distant third with nearly a six percent deposit market share.

The local economy slipped into recession later than some other parts of the country. Some national analysts have said that the Twin Cities did not actually slip into recession until early fourth quarter 2008. In any case, the local housing market that had seen many years of double-digit increases in the median housing price experienced a significant downturn during 2008. Foreclosures increased and the volume of vacant and abandoned houses placed a burden on local banks and city governments. Unemployment rose dramatically during 2008. While it was reported at 5.3% in October 2008, it had been a low 4.9% at the beginning of 2008 and closed the year at 7.9%.

Despite the challenges presented by higher housing costs across most sections of the MMSA in the past few years, the metropolitan area has always had a high percentage of owner-occupied housing. Home ownership across the MMSA is typically above 70%. In the suburbs, the ownership rate recently exceeded 78%. With the recession, home ownership has slipped but continues to be a primary goal of most Twin Cities residents.

The greater metropolitan area population, including the central cities of Minneapolis and St. Paul, is just over 3.6 million. Large numbers of immigrants moved to the area principally from Laos, Mexico, and Somalia. The largest concentrations of new immigrants are in South Minneapolis and the City of St. Paul. Minneapolis also has the largest Native American population of any major American city. There are approximately 20,000 Native Americans living in the MMSA.

Portions of Minneapolis, north and south of the downtown area, as well as a portion of St. Paul west of downtown have been designated as Empowerment Zones. Minneapolis and the St. Paul Port Authority have received multiple grants for environmental clean up through EPA Brownfield grants. These types of areas typically present greater opportunities for financial institutions for developing partnerships that foster economic development.

The Twin Cities is also a major sports and entertainment center for the upper Midwest. There are several professional sports teams. The two major cities have thriving theatres, orchestras, and art museums. The world-renowned Guthrie Theatre completed its dramatic new facility on the banks of the Mississippi River in downtown Minneapolis during the bank's evaluation period. The Twin Cities is second behind New York in the volume of live theatre ticket sales. The Mall of America is one of the area's biggest tourist attractions. The Minnesota Twins are constructing a new outdoor stadium on the edge of downtown Minneapolis that will open in April 2010. The University of Minnesota football team constructed a new outdoor stadium on campus that will open in August 2009. Another significant project during the evaluation period was the reconstruction of the Interstate 35W bridge over the Mississippi River on the edge of downtown Minneapolis to replace the bridge that collapsed August 1, 2007. The Twin Cities is a strong draw on its own for tourism but it is also a starting point to the State of Minnesota's well known fishing, hunting, and lake recreation areas.

Community contacts generally had favorable comments about the banks in the Twin Cities and the level of participation from them in various community development programs. Most indicated a strong need for affordable housing and assistance for first-time homebuyers, financial counseling, and programs that require no or low down payments. This was especially emphasized for immigrants with programs that are reflective of ethnic and cultural backgrounds. Immigrants cited a need for small business loans suitable for start-up businesses in their neighborhoods. Foreclosure prevention programs were frequently mentioned as a need. Some contacts discussed a need for deposit products to attract immigrant or the previously unbanked people with limited knowledge of the banking system.

Minneapolis and St. Paul have plans and established goals to develop more housing units that are affordable. The cities and State of Minnesota have housing programs available that encourage partnerships among banks, nonprofit organizations, builders/developers, and government entities. There are also job creation and retention programs with job training opportunities with these same opportunities for partnerships. The Twin Cities has a wide variety of community development related organizations that play an active role in development and revitalization efforts. The non-profit sector is well organized, informed, and aware of CRA requirements. There are ample opportunities for financial institutions to form partnerships with these organizations.

There is also a need for small business loans and loans that would promote job creation. Job search assistance programs were also mentioned. Small businesses need technical assistance and mentoring. U.S. Bank provided information to us that shows, in this market, it grew from the second largest SBA lender by number of loans in 2006 to the leading SBA lender for the past two consecutive years. By dollars, USB is the second largest SBA lender, originating \$133.9 million in SBA loans over the past three SBA fiscal years ending September 30, 2008.

We discussed community development opportunities with three community organizations for this examination. We also reviewed interviews with eleven organizations that were performed within the past three years. These contacts provided valuable insight into credit needs, opportunities, and the perceived performance among financial institutions in meeting those needs.

Portland-Vancouver-Beaverton, OR-WA Multistate Metropolitan Statistical Area

U.S. Bank's assessment area consists of six of seven counties in the Portland-Vancouver-Beaverton MMSA. It consists of Clackamas, Columbia, Multnomah, Washington and Yamhill Counties in Oregon and Clark County in Washington. It does not include Skamania County, Washington. It straddles the Columbia River on the northwestern end of Oregon and the Southwestern end of Washington. The MMSA is Oregon's largest population center with about half the state's population and is also the 23rd largest metropolitan area in the United States. The MMSA has experienced rapid population growth as former California residents relocate to an area with a good quality of life and more affordable living conditions. The adjusted median family income for the MMSA is \$67,500; the percentage of households living below the poverty level is just under 9%; and the median sales price of a single-family residence is \$278,600 (National Association of Realtors third quarter 2008). Unlike many areas in the United States, the national recession of 2008 has not had as dramatic an impact on the median sales price in this MMSA. Housing prices are down only 5.6% from its high of \$295,200 in 2007. Average rent of a two-bedroom apartment is \$757, according to 2008 HUD information.

The area experienced rapid economic growth through most of the late 1980's and 1990's as the economy moved away from the traditional forestry-related industries to a more high-tech, service and manufacturing oriented economy. The economy subsequently faltered and the area entered a recession in January 2001. Recovery was somewhat slow but had stabilized by the time of our 2006 evaluation. The falling housing market, mortgage delinquencies, and layoffs that have severely impacted its west coast neighbors have not been as pronounced in the MMSA. Housing prices had remained relatively stable in Portland while the rest of the west coast saw rampant and unprecedented price increases. Also relative to other parts of the country, Portland's manufacturing industry has remained generally well-positioned to weather the current economic downturn.

Large employers in the area include Intel, Fred Meyer, Inc., Safeway, Nike, and several health care providers. U.S. Bancorp and Wells Fargo are also significant employers. The unemployment rate is similar to the national average of 6.6%. The unemployment rate in October 2008 was 6.4%, better than the statewide unemployment level at 7.2%.

USB has the second largest deposit market share at 18.9%. Bank of America, NA leads with a 19.5% deposit market share. There are 43 financial institutions in the MMSA operating 560 offices.

The area has stringent land-use requirements that have restricted urban sprawl. There are urban growth boundaries that separate high density areas from traditional farm land. A 2007 change in state law requires the maintenance of enough land to support growth over a 50-year period within the urban growth boundary. This boundary has influenced renewal and redevelopment within the existing urban area. This has helped keep a healthier downtown economy with a large number of mid-rise and high-rise housing developments. The city has a well-developed light-rail system that continues to expand. Other forms of mass transit are also encouraged as an alternative to automobiles for the daily commute. City officials estimate that as high as 3.5% of the population bikes to work using the city's extensive bike paths.

A portion of Portland has received designation as a Brownfields Showcase Community. This enables the area to receive technical and financial support for specific economic development efforts that clean up contaminated properties. Several sites within the area have received grants for assessment and clean-up during the CRA evaluation period.

Contacts with community organizations and review of other PEs indicate a wide range of opportunities for community development activities. There are many community development organizations in the area that focus on affordable housing matters. This provides an investment opportunity for financial institutions. Community contacts indicate affordable housing is a key issue. The city is trying to increase the number of residential units in the central city and provide incentives that will foster job creation. Some specifically mentioned the creation of living wage jobs. There is also a need for more small business start-up loans. The city is well known for its microbreweries. These types of small businesses and the supporting farms and related businesses could not have flourished without small business loans. There is a need for mentorships for entrepreneurs and small business owners. Contacts indicated a need for assistance to ethnic and cultural small business owners.

We reviewed comments provided by two community group leaders from this evaluation period. We also reviewed information on the MMSA found in other PEs from this period. These comments provided additional information on the level of opportunities for potential community development participation.

St. Louis, MO-IL Multistate Metropolitan Statistical Area

The bank's assessment area consists of 13 counties within the 16 county St. Louis MMSA. The assessment area consists of Franklin, Jefferson, Lincoln, St. Charles, St. Louis, Warren, Washington Counties, as well as St. Louis City in Missouri and the counties of Clinton, Macoupin, Madison, Monroe, and St. Clair in Illinois. The assessment area excludes Bond, Calhoun, and Jersey Counties in Illinois. The MMSA is the largest metropolitan region in Missouri and the eighteenth largest in the US. It is one of the nation's most important rail centers and inland ports. The area's proximity to both north-south and east-west Interstate highways makes it an important crossroad in ground transportation. The adjusted median family income for the MMSA is \$65,000; 10% percent of households live below the poverty level; and the median housing value is \$142,700 (National Association of Realtors third quarter 2008).

U.S. Bank has the largest deposit base in the MMSA with an 18% market share. The next largest bank in the area is Bank of America, NA with a 14% deposit market share. There are a total of 145 banks operating 946 offices.

The city's well known landmark, the Gateway Arch, is on the western bank of the Mississippi River on the edge of downtown St. Louis. The new Busch Stadium is located near the Arch and opened for play in April 2006. St. Louis is the home of professional baseball, football, hockey, a large zoological park, a world-renowned symphonic orchestra, and an active theatre district. On the eastern bank of the Mississippi, there are new development and revitalization efforts underway for East St. Louis, IL. This includes the Gateway Geysler fountain, housing developments, and casino.

The MMSA is subject to numerous economic and social challenges. A great disparity exists between the City of St. Louis and its surrounding suburban areas. St. Louis lost over half its population between 1950 and 2000. This caused a significant decrease in the city's tax base. This factor coupled with increased demands for social service programs from the remaining residents placed major pressure on the financial condition of the city. Portions of the city suffer from poor schools, high crime rates, blight and deteriorating housing. Unemployment in the MMSA stood at 6.9% as of October 2008. However, unemployment within low- and moderate-income neighborhoods typically exceeds 10%.

East St. Louis, IL has been economically depressed for decades and has been called one of the more impoverished cities in Illinois. The city has experienced significant crime, deteriorated housing, and depressed housing values. Housing values are significantly depressed when compared to the general St. Louis MMSA. The East St. Louis median house value in 2007 was \$60,095. Incomes are also much lower. Approximately 40% of all households earned less than \$15,000 in East St. Louis during 2007. The unemployment rate in the city reached over 20% in 2008.

Major employers include healthcare, Boeing Co., Scott Air Force Base, Washington University in St. Louis, Wal-Mart, AT&T, and Schnucks Markets. St. Louis is also home to eight FORTUNE 500 companies. Although Anheuser-Busch remains a major employer, its recent merger with foreign owned Inbev resulted in job losses and leaner St. Louis operations. USB employs over 3,200 people in the area.

The recession in 2008 hit the automobile industry hard in the St. Louis area with lay-offs and plant closures. Daimler Chrysler has two plants in suburban Fenton. General Motors has a plant in suburban Wentzville. During 2008, Chrysler first cut the number of shifts operating at its plants and subsequently closed the Fenton South site in October 2008. The GM plant was idled for two months in early 2008 due to a supplier strike and faced additional slow downs later in the year from dwindling demand. There are parts manufacturers and suppliers in the area that have also faced layoffs due to the instability in the auto industry.

A large Empowerment Zone and Brownfield Areas cover portions of St. Louis and East St. Louis. The city website shows the Empowerment Zone covers much of St. Louis and an area north of the urban core, city of Wellson, Carondolet/Lemay Developable site, and the city of East St. Louis. The city website lists as many as 110 Brownfield areas. These designations allow financial support for specific economic development efforts and financial or tax incentives. There are many community development programs within these areas that provide funding through grants or loans. Several provide affordable housing, some on infrastructure improvements, and others have assisted with job training. There are local, state, and federal tax incentives for projects within the areas, especially for affordable housing.

Additional opportunities to participate in community development activities are readily available through numerous nonprofit organizations that provide affordable home loans, financial education or help to understand the use of credit, provide loans to small businesses, provide job training, and assist with social services needed for LMI people. The area has small business development centers, business assistance centers, city sponsored development corporations, and affordable housing agencies.

Community representatives indicate a need for more mixed-income housing developments and additional units that are affordable. Because of the aged housing stock in the city, home improvement or repair loans are needed to restore or maintain existing homes. Homebuyer education programs are badly needed. Contacts and other PEs indicate various needs including job creation, micro-loan programs for small business, financing programs for low cost housing, and financial and technical assistance to non-profit organizations that serve LMI people.

Community groups generally had favorable impressions of USB and its products and services that benefit LMI people. One commented specifically on the “American Dream” home loan program that is geared toward LMI clients and the bank’s use of alternate methods of credit scoring that can help qualify applicants. Another contact discussed a need for additional branches in certain LMI neighborhoods which could then serve as an alternative to payday lending shops and check cashing stores. One contact mentioned that USB’s contributions and purchase of New Market Tax Credits have had a positive impact.

We learned this information from our own interviews of two local community groups that work to provide affordable housing or from interviews conducted by the OCC for examinations of other banks in the MMSA. We also reviewed information from the PEs of six other banks located within the MMSA to gain a perspective of community development needs and opportunities.

State of California

Los Angeles-Long Beach-Glendale, CA Metropolitan Division

The USB assessment area consists of the entire Los Angeles-Long Beach-Glendale MD which is composed of Los Angeles County. As of June 30, 2008, the bank had \$3.3 billion of deposits in this geographic area. In terms of deposit market share, USB ranks 14th with a 1.4% share compared to 18.7% for the largest deposit holder, Bank of America. There are 146 FDIC insured depository institutions in the county operating 1,765 offices. The market is somewhat concentrated with the three largest banks holding 40% of the area's insured deposits. Banks with deposit market shares similar to USB include Cathay Bank, Comerica Bank, and First Federal Bank of California. Nearly eight hundred mortgage lenders and 200 small business lenders also provide significant competition within the area. The U.S. Bank Tower located in downtown Los Angeles is a notable city landmark and is the tallest building west of the Mississippi River.

USB completed the acquisition of Mellon 1st Business Bank in June 2008. This transaction significantly increased USB's presence in the market by adding \$2.7 billion in deposits and \$1.1 billion in loans.

The Los Angeles MD is a complex, highly diverse, urban area that includes 88 cities and a number of unincorporated areas. The adjusted median family income for the MD is \$59,800. The percentage of households living below the poverty level is 15%. It should be noted, however, that within the City of Los Angeles, poverty levels average 20%. Some neighborhoods within the city have very high poverty rates. For example, poverty rates are reported as 61% in Chinatown, 44% in Pico-Union, 36% in South Los Angeles, and 34% in Lincoln Heights.

The median housing value fluctuated significantly during the evaluation period. At the beginning of the evaluation period, the median sales price was approaching the apex of the boom years at approximately \$560,000. Then, the mortgage crisis began. California experienced dramatic decreases in home values as the volume of foreclosures increased and the overall economy slipped into recession. According to HousingTracker.net, the median sales price for single family and condominium homes was \$494,360 as of December 2007, and \$389,000 as of November 2008. Even with the flattening of prices, home ownership remains out of reach for many moderate-income families. To afford a home priced at \$389,000 (assuming a 30-year fixed-rate loan at 6% interest with a 20% down payment) requires an annual income of \$74,632. Based on the 2008 HUD Median Family Income for Los Angeles, 80% of Median Family Income is only \$47,840. Sales of homes decreased 29% from 2007 to 2008. Most homes sold have been through foreclosure. According to HUD, the fair market rent on a two-bedroom apartment was \$1,300. A rent stabilization ordinance only permits a three-percent annual increase.

A *Los Angeles Times* article from April 2008 reported that California homeowners were served with 113,676 notices of default during first quarter, an increase of 143% from the same period in 2007. Actual foreclosures in the state during first quarter averaged 500 per day. The total of foreclosures in the state was 249,940 during 2008. Los Angeles County recorded the largest number of foreclosures. Since 2006 when the mortgage meltdown started through third quarter 2008, Los Angeles County experienced 42,804 foreclosures. There was a slight decrease in the foreclosure rate during fourth quarter 2008 after a state law was implemented that required

mortgage companies to give delinquent homeowners 30 days notice and a chance to discuss adjusted terms and options before the lender could serve a notice of default.

Los Angeles is the largest and most rapidly growing metropolitan region in the fastest growing state in the country. The greater Los Angeles area is the second largest metropolitan area in the US with just under 18 million people. Los Angeles County makes up over half of that with 9.8 million residents. The current Consolidated Plan for the City of Los Angeles indicates that this rapid growth, much of it caused by a continuous influx of immigrants, presents many challenges and is one of many barriers to one of the city's goals – preservation and production of affordable housing.

International trade and tourism are critical to the economy. Film and television production are also a large part of the local economy. The motion picture and television industry employs approximately 124,000 in the MD. Defense and aerospace manufacturing remain as important sources of employment. Healthcare employs nearly 70,000 in the MD. Some of the largest employers include Northrup Grumman, Bank of America Corporation, Boeing, Target Corporation, Kroger, Wells Fargo, FedEx, and United Parcel Service. The unemployment rate in the MD in October 2008 had been steadily increasing and stood at 8.2%. The Port of Los Angeles/Long Beach is one of the busiest in the nation, as is the Los Angeles International Airport although both have seen decreased traffic volumes during the past year. The combined Los Angeles/Long Beach ports handle approximately 40% of all waterborne imports into the US.

Community contacts indicate there are significant credit and community development needs. There is an obvious need for affordable rental and owner-occupied housing. In these uncertain financial times with the current housing difficulties, there is a strong need for foreclosure prevention counseling. Affordable rental housing is an even stronger need than before because of the large number of people who have lost their residences by foreclosure. Another significant need in the MD is for technical assistance and financing for small businesses. According to 2007 Dun & Bradstreet statistics, 68% of businesses located within the area have annual revenues less than or equal to \$1 million. Another 27% of businesses do not report revenue information. However, 73% of the businesses located in Los Angeles County have fewer than 20 employees. Two contacts commented on a need for more SBA 504 financing and other small business loans. Financial literacy education is another significant need. There is a large un-banked population within the area and a large number of immigrants. One contact said that while there are a number of loan programs and funds available around greater Los Angeles, there are gaps in certain geographical areas. Contacts continue to specifically mention South Central Los Angeles as an area with unmet credit needs.

There are significant opportunities in the MD to participate in community development activities. Nonprofit organizations are numerous and active, and local government promotes and assists a variety of community development and redevelopment activities. There is a Federal Empowerment Zone and four state Enterprise Zones, eight Small Business Development Centers, and 15 Community Development Financial Institutions in the city. The city's Community Redevelopment Agency has designated 32 redevelopment project areas and three revitalization areas within the city. There are several Brownfields sites within Los Angeles County. All of these provide opportunities for direct investment, grants, and providing needed technical assistance.

We learned of these needs and opportunities from three contacts with Los Angeles based community organizations that the OCC made during the last two years. We also used information from the PEs of other national banks in formulating this performance context.

Sacramento-Arden Arcade-Roseville, CA Metropolitan Statistical Area

This assessment area represents USB's largest deposit base in the State of California. The assessment area consists of the entire MSA which is made up of El Dorado, Placer, Sacramento, and Yolo Counties. USB has \$3.8 billion in deposits and is ranked third in the MSA with a deposit market share of 12.5%. Market leaders are Bank of America, NA and Wells Fargo Bank, NA with market shares of 19% and 18%, respectively. Fifty-one banks are located in the MSA operating 443 offices. The adjusted median family income in the MSA in 2008 was \$71,000; 11% of all households live below the poverty level; and the median sales price of a single-family residence was \$212,000 (National Association of Realtors third quarter 2008). The housing price represents a decrease of approximately 44% since the end of 2005 when the median sales price was nearly \$376,000. The average rent on a two-bedroom apartment was \$982.

Sacramento is the state capital and state government remains its largest employer. Approximately 26% of all jobs are associated with the government. Until the recent state budget crisis, the presence of this significant workforce in addition to local government and some federal agencies provided stability and continuity for the economy. But with the state facing a \$42 billion shortfall, there have been large cuts in services, a mandatory hiring freeze on state employment, and mandatory unpaid days off for state workers. These steps have taken a further toll on the local economy that was already suffering from the impact of the issues underlying the national recession.

Technology-related companies such as Intel and Hewlett-Packard are among the Sacramento area's largest employers. Proximity to research centers and a well-educated labor pool have drawn such companies to the area. Healthcare employs approximately 36,500 in four different hospitals/clinics. Banking giants Wells Fargo and Bank of America employ over 8,900 local people. The area has also been a large agricultural center with production or processing of fruits, vegetables, rice, dairy and beef. The October 2008 unemployment rate was 7.9%.

Recent consolidations and mergers in the banking industry will likely have some impact on financial services. As stated above USB has the third largest deposit market share in the MSA behind Bank of America and Wells Fargo. The MSA had also been served by Wachovia and Washington Mutual. These two companies had over 50 offices in the area and were recently merged into Wells Fargo (in the case of Wachovia) and JPMorgan Chase (Washington Mutual). There is concern in the MSA that the smaller, independent banks will face difficulties from the economic recession and exposure to the concentration of subprime loans that have been reported in the area. Research done by the Center for Responsible Lending for the California Research Bureau estimates that as high as 26% of all mortgage loans in the MSA were less than prime.

The MSA has experienced significant population growth. It remains the fourth largest population center in the State. Two primary reasons for this growth are immigration from other countries and people from the San Francisco- Bay area seeking more affordable housing. The area has generally shorter commute times than other California major cities, good access to public transportation, good health care, professional sports teams, strong entertainment attractions, and diverse cultural activities. These are also attractive features to entice potential homebuyers to the area. The downside is that this population growth has put a strain on available affordable housing. Approximately 57% of all housing is owner occupied. With the

decreased value of homes in the area, a higher percentage of households can now afford a home. At the time of the last CRA evaluation, only eight percent of homes were considered affordable for median family income borrowers. That percentage is now closer to 55%.

To learn of credit and community development needs and opportunities within the MSA we reviewed the PEs from other financial institutions examined within the last two years. We also researched Internet sites from the City of Sacramento and State of California for background as well as economic development information. Increasing the availability of affordable housing, funds for repairs on the aging housing stock, and continued economic development are consistently identified needs in the community. Foreclosure prevention counseling has also been frequently mentioned as a need throughout the MSA.

Community Development opportunities are characterized as numerous. Many nonprofit organizations can benefit from grants, direct investment and technical advice on financial services. The City of Sacramento has three Urban Enterprise Zones. There are state and local incentives available that encourage business investment and promote creation of new jobs. There are nonprofit groups that use New Market Tax Credits to help fund development and for revitalization projects. There are many programs that try to assist affordable housing development and try to help LMI people achieve homeownership.

State of Colorado

Denver-Aurora, CO Metropolitan Statistical Area

The Denver assessment area consists of six contiguous counties out of the ten-county Denver-Aurora MSA. It includes Adams, Arapahoe, Broomfield, Denver, Douglas, and Jefferson Counties. The assessment area does not include Clear Creek, Elbert, Gilpin, and Park Counties. The City of Denver is the state's capital and the center of its economic activity. As of June 30, 2008, USB had \$4.6 billion in deposits in this geographic area with a market share of 10.1%. USB has the second highest deposit market share behind Wells Fargo Bank, NA with 18.5%. Wachovia ranked a distant third with a deposit market share of 6.7%. Competition among the financial institutions is high. There are 90 banks operating 731 offices in the assessment area.

Denver's economy has exhibited signs of the national recession but not as severely as many other metropolitan areas and not like the economic downturn it experienced in late 2001. Unemployment increased during the latter part of the evaluation period and stood at 5.6% in October 2008. Denver has two primary economic drivers – energy and high tech. As oil and natural gas prices fell and the national economy slipped into deeper recession during 2008, Denver experienced a drop in consumer spending for high tech durable goods and a slow down in the development of alternative fuels, which had been a growth factor for the Denver economy. The largest employers are Qwest Communications, King Soopers, Exempla Healthcare, Lockheed Martin, Wal-Mart Stores, Inc., HealthONE, University of Denver, United Airlines and Frontier Airlines. Denver is second to Washington, DC in the number of federal employees.

Denver is a well-developed transportation hub including the Interstate highway system, railroad connections, and the Denver International Airport. During 2008, the Denver airport ranked as the fourth busiest US airport with over 51 million passengers passing through it. Denver is generally halfway between the largest Midwestern cities and the large metropolitan areas of the west coast. This central location is a key factor in the distribution of goods and services to the mountain states, which has helped provide a degree of stability to its economy. This access to transportation along with the area's skilled workforce and an expansive research base support economic forecasts that Denver will remain attractive to new residents and capital investment.

The adjusted median family income for the MSA is \$71,800; the percentage of households living below the poverty level is 7%; and the median housing value is \$225,100 (National Association of Realtors third quarter 2008). The average rent on a two-bedroom apartment was \$876 according to October information from HUD. Sales volume for real estate has declined but housing prices have not dropped as dramatically as other metropolitan cities. Denver housing is down approximately 14% from its peak in August 2006 (source: *Denver Post* article on housing).

The city reports a 40% increase in foreclosures from 2002 to year-end 2007 and established a Foreclosure Task Force. The hardest hit sections of the city are in Northeast and Southwest Denver. The problems are attributed to lack of equity, non-traditional mortgages, artificially high housing costs and generally weaker housing markets. Denver is still considered one of the highest-cost cities for housing in the US, even in light of the 2008 downturn. Affordability has been a longstanding issue in Denver. A recent study from Housing Colorado pointed out that for a moderate-income household in the MSA, an affordable house would need to fall below the

\$180,000 mark, well below the median housing value. This makes it very difficult for even moderate-income people to purchase a home.

Tourism helps the state's economy as well as the local Denver market. Leisure and travel account for just over 10% of Denver's employment base. Denver hosted the 2008 Democratic National Convention which is said to have provided \$266 million of regional economic benefit, 60% of which was in downtown Denver. The Red Rocks Amphitheatre is world renowned for its beauty and sound quality. The city offers professional football, baseball, hockey, and basketball as significant attractions. Denver University and Colorado University offer additional sporting venues for high quality hockey, football and basketball.

There are a number of Brownfield sites and potential Brownfield sites identified by the U.S. Environmental Protection Agency. While there are numerous plans and potential Federal or state programs to help the MSA revitalize the areas with environmental contamination, there has been limited forward progress. Brownfields, in general, provide opportunities for private investment as well as mechanisms for further economic revitalization.

There are a number of CDFIs in the MSA as well as at least five active community development corporations that work primarily with financing and technical support for small businesses. There are numerous private and public organizations that also assist with small business financing needs. Individual counties operate housing authorities and there are nonprofit organizations that operate programs to help provide affordable housing. All of these are examples where financial institutions could provide financial support and technical assistance.

Community organizations mentioned ample opportunities for bank involvement. The primary issue for affordable housing is the high cost of developable land and existing housing needing rehabilitation. The primary issue for small business lending is limited capital for business expansion and financing options for new businesses. Small business owners also need management training and technical assistance. U.S. Bank received several complimentary comments about its financial support and product offerings to meet these identified needs. We reviewed five contacts made with community groups that were made during the evaluation. We also reviewed the PEs from three other national banks with offices in the Denver area that were completed during the evaluation period. These helped us gain a perspective of community development needs and opportunities within the Denver MSA.

State of Ohio

Cleveland-Elyria-Mentor, OH Metropolitan Statistical Area

The assessment area consists of the entire Cleveland–Elyria-Mentor MSA which consists of Cuyahoga, Geauga, Lake, Lorain and Medina Counties. As of June 30, 2008, the bank had \$1.5 billion of deposits in this geographic area. In terms of deposit market share, USB ranks tenth with a 2.35% share compared to a 32% share held by the largest deposit holder. The top two banks, National City Bank and KeyBank, dominate the market with over 49% of the area’s deposits. There are 42 FDIC insured depository institutions in the MSA operating 711 offices.

This is the largest MSA in Ohio. It has, however, lost population, particularly in the City of Cleveland. Most of the population loss has taken place in the central city and in the older, inner-ring suburbs. These areas are now experiencing some of the physical decline (vacant and deteriorated residential and commercial buildings) that the city neighborhoods have experienced for decades. There are challenges because of concentrated poverty in some neighborhoods and difficulties in the funding and delivery of quality public education in some sections of the MSA. The adjusted median family income for the MSA is \$62,100; the percentage of households living below the poverty level is 11%; and the median housing value is \$116,400 (National Association of Realtors third quarter 2008). This is approximately 20% lower than the peak in home values in late 2006. The average rent on a two-bedroom apartment is \$725.

The area began to experience contraction during 2006. The national economic downturn caused further deepening of the recession in the MSA. Although there was some increase in general economic diversity within the MSA during the evaluation period, job losses eventually intensified across most segments of the local economy. Gains in economic diversity had primarily been the result of expansion in the finance and service sectors. These advances were subsequently hurt by well-publicized financial setbacks of two competitor banks headquartered in Cleveland, National City Corp. and KeyCorp. National City Corp. was ultimately sold to PNC Bank which resulted in job cuts. One source cited a persistent lack of opportunities for better employment options as a reason that it has become even more difficult for the recently unemployed to seek re-entry into the labor market. The city has identified economic development, retention of young professionals, and reemergence of its waterfront district as high priorities.

Besides the Cleveland Clinic and the University Hospitals Health System, manufacturing remains a significant factor in the local economy. Other major employers include The Progressive Corp., Case Western Reserve University, Ford Motor Company, National City Corp., Sherwin-Williams Company, Keycorp, Kraftmaid Cabinetry, Electrolux Holdings, Inc., Electrolux Home Products, Inc., and Lincoln Electric Holdings Inc. In addition, there are several large automotive parts manufacturers in the area dependent on the financial health of the auto industry. The City of Cleveland has experienced job losses in several sectors. With recent downturn in the automotive industry, additional job losses are likely. Ford closed a Lorain assembly site in December 2005 with considerable layoffs while it simultaneously consolidated into the facility in nearby Avon Lake. Unemployment for the MSA as of October 2008 was slightly above national averages at 6.3% although unemployment in the State of Ohio was 7.3%.

Cleveland has professional sports teams and is the home of the Rock and Roll Hall of Fame. The city offers a growing arts and cultural scene. The Mayor launched an initiative in 2007 to revitalize the city and expand economic development opportunities. The “Connecting Cleveland” plan includes housing, land use, redevelopment of distressed areas, economic development, job creation, transportation, education, riverfront and lakefront development, and arts and cultural enhancements. It is a comprehensive program that recognizes the economic challenges in the city and presents numerous opportunities for public and private partnerships in the redevelopment efforts. Some consistent themes impacting most Cleveland neighborhoods noted in the plan include large volumes of older or deteriorating housing stock, limited variety of housing options, absentee landlords, vacant residential and industrial sites, concentrations of poverty, decreasing level of home ownership, lack of quality retail shops, illegal dumping on vacant lots, and transportation issues. Many of the neighborhoods also have Brownfield areas needing rehabilitation.

Lorain is an industrial, blue-collar town that has been highly dependent on manufacturing. With its proximity to Lake Erie, it was once home to steel mills and shipbuilding. Currently, U.S. Steel and Republic Engineered Products are involved in steel manufacturing but have experienced periodic shutdowns due to the lagging economy. It is described as having large numbers of neglected homes that would be best demolished for the development of in-fill housing. A Ford assembly plant closed in December 2005, immediately before the beginning of this CRA evaluation period. The city has approved seven urban renewal areas. There are at least five different community development corporations operated by non-profit organizations striving to improve housing and promote economic development.

Elyria is the county seat of Lorain County and has seen the gradual shift in its economic base from industrial to a more service and health care oriented employment base. The city acknowledges challenges from its aging commercial and residential buildings. It has three designated community reinvestment areas that it has targeted for further economic development. Published articles from the local newspapers discussed the impact of the 2008 economic downturn in terms of the severe budget cuts that the city and county were facing and the layoffs of many governmental workers. The newspaper reported that a food shelf that serves the cities of Elyria and Lorain was facing a shut down because of the lack of funding and food contributions. The food shelf serves an average of 250 families a month. The nearby Avon Lake Ford plant is operating but has experienced periodic shutdowns. It is looking at ways to develop new products and possibly expand production of batteries for electric cars. The area has a need for rehab and home improvement loans.

Mentor is located on the eastern end of the MSA in Lake County. It is considered more rural but is also one of the fastest growing areas of Ohio. Mentor is a diverse community with light industry, commerce and residential components. A wide range of housing is available, from condominiums and small ranches to half-million-dollar lakefront homes. The city has a strong retail presence with large suburban style shopping malls and restaurants. The city offers some business development grants and has an active business development company that offers business loans. At year-end 2006, the city’s website listed the median housing price as \$177,000. Credit needs in this area include rehab financing, particularly for a segment of low-income elderly homeowners, and construction-to-permanent financing to support the growing housing market.

Information provided by community-based organizations and the City of Cleveland indicated that significant credit and community development needs exist in the MSA. The needs include the following: loans for construction and rehabilitation of affordable housing, permanent financing, home improvement loans, financing options for house repair, home-buyer education, down payment assistance, loans for small businesses, technical assistance to small business owners, technical assistance and operating grants for community-based organizations, and Individual Development Accounts to help the low-income learn how to save. Community contacts expressed concern about predatory lenders filling gaps created by the lack of lending by banks in low- and moderate-income areas. There were multiple comments on the growing foreclosure problems and the need for financial counseling for those facing possible foreclosure.

We note there are an ample number of community-based organizations in the MSA and significant community development lending and investment opportunities for banks. There are a number of community-based organizations engaged in the construction and rehabilitation of affordable housing, economic development and the promotion of financial literacy. Local nonprofits in the MSA make extensive use of New Market Tax Credits. Cleveland has Empowerment Zones with programs to address needs using Community Development Block Grant funds and other forms of funding. Additionally, the City of Cleveland offers tax incentives for the purchase of homes in low- and moderate-income areas and is aggressively pursuing agreements with banks to address various community needs.

The OCC contacted four community organizations to get feedback on USB's performance in the MSA during this evaluation period. Two specifically included comments that USB participates in programs involving the group. We also reviewed information available from four previous interviews with community groups in preparation for this examination. These groups said that they had limited knowledge of any projects in which USB may have participated.

State of Washington

Seattle-Bellevue-Everett, WA Metropolitan Division

The assessment area consists of the entire Metropolitan Division which is King and Snohomish Counties. It is located in the Western part of the state adjacent to Puget Sound. It is the 13th largest metropolitan area in the US and has the largest concentration of population in the state. It is the Northwest region's major manufacturing and shipping center. The adjusted median family income for the MD is \$81,400; the percentage of households living below the poverty level is 7.5%; and the median housing value is \$350,000 (National Association of Realtors third quarter 2008). Housing prices in the MD have increased approximately ten percent since the beginning of the evaluation period in 2006 despite the economic recession impacting the rest of the country. Housing appreciation has slowed compared to the rapid expansion in the earlier part of the decade. During the previous evaluation period (covering calendar years 2002-2005), the median sales price of a house increased thirty percent. Average rent on a two-bedroom apartment is also up slightly and currently stands at \$942 per month.

USB has the third largest share of deposits in the MD with a market share of 11%. Bank of America, NA and Washington Mutual Bank have larger market shares with 33% and 12%, respectively. JPMorgan Chase acquired Washington Mutual in 2008. The MD has 71 financial institutions operating 720 offices.

The economy has been historically anchored by the lumber, shipping, and aerospace industries. Boeing, Microsoft, the University of Washington, and the Kroger Company remain primary employers in the region. These largest employers have approximately 146,000 workers in the MD. Nearby Naval stations and an Air Force base employ another 22,000. The Seattle and Tacoma ports combine to make the third largest container facility in the US, the second largest on the West Coast. Container traffic is down a combined 11% at the two ports from 2008 compared to 2007, largely due to the struggling U.S. economy and also reduced demand for Asian imports. Unemployment was 5.31% in October 2008 partly because of an in-migration of people looking for jobs in the area. The overall Seattle economy has flattened but has not suffered as much as the rest of the nation. Layoffs at what had been the Washington Mutual headquarters are expected beginning in 2009. Projections are that nearly 3,400 of the 4,300 headquarters staff will be laid off because the positions overlap existing jobs at JPMorgan Chase.

Tourism is an important factor in the local economy. Visitors to Seattle average nearly ten million and generate nearly \$5 billion annually. The area has significant scenic attractions; and Seattle is a gateway for travel to Alaska and British Columbia. The Port of Seattle has seen record cruise ship growth in recent years from five major cruise lines. An estimated 886,500 cruise ship passengers passed through the Port in 2008. The local economic impact from the cruise industry in 2008 was \$274 million.

The relatively stable local economy has resulted in the increased prices for both home purchase and rental housing. There has been continued in-migration from other parts of the country. The City of Seattle reports that an increasing refugee and immigrant population is impacting the demand for available affordable housing. The first stop for many of these new people has been an apartment, which has triggered the increase in rent. Supply of rental apartments has also decreased due to conversion to condominiums. The city estimates that approximately 20% of

renters pay over half of their income toward rent. Overall, affordability for both home purchase and rental housing is a problem. Land is limited within the City of Seattle for housing expansion which, in turn, tends to put further pressure on the availability of housing therefore pushing housing costs higher.

These same factors can be said of the City of Bellevue. The city has annexed into its border as much land as was previously available for expansion. The city reports that with the current fair market rent on a two-bedroom apartment, a person would need an average wage of \$22.40 an hour in order to avoid paying more than 30% of the person's monthly income on rent. The city has a generally higher median income than other parts of King County, largely because the city has a higher proportion of managerial and professionals in the labor force. Surveys conducted by the city continue to emphasize the need for affordable housing.

An affordability index published by Washington State University shows that even middle-income families have difficulty affording the median priced home. A 2008 study shows that even middle-income people have only about 74% of the income necessary to purchase the average home in Seattle. The problem is worse for first-time homebuyers. This same study shows that the typical first-time homebuyer has only 41% of the income required (this also assumes only 10% downpayment). Gentrification is also becoming an issue in what had been more affordable neighborhoods.

The City of Seattle coordinates with other public agency programs to use Low-Income Housing Tax Credits and New Markets Tax Credits in funding capital and development projects. USB purchases a significant volume of those types of tax credits as they become available.

We reviewed three community contacts conducted by the OCC during the evaluation period. Community contacts indicate a need for basic assistance in developing economic development plans and conducting the analysis to support the plans or seeking grants. Each indicated a continued need for affordable housing. Single-family homes and housing for low-income families remain in short supply. One contact said that there was a need for financial education, advertising and product brochures in the native language of many new immigrants.

Opportunities exist for banks to assist with a wide range of community development needs. There are many economic development organizations and many nonprofit groups in the MD. Within Seattle, there are thriving neighborhood groups and associations. A local CDFI recognized US Bank as having made a significant investment and is seen as an essential partner in addressing community needs.

State of Wisconsin

Milwaukee-Waukesha-West Allis, WI MSA

The assessment area consists of the entire Milwaukee-Waukesha-West Allis MSA that includes Milwaukee, Ozaukee, Washington, and Waukesha Counties. Milwaukee is the largest city in Wisconsin. It is a diversified industrial and commercial center located on the western shore of Lake Michigan. The adjusted median family income for the MSA is \$67,700; the percentage of households living below the poverty level is 9.6%; and the median housing value across the MSA is \$216,800 (National Association of Realtors third quarter 2008). This is generally the same value as the median sales price in 2005 but sales volumes decreased significantly (20%) from 2007 to 2008, the latter part of this evaluation period. The average rent on a two-bedroom apartment is \$795.

USB has generated \$10.2 billion in deposits for a 23% market share and second place market rank. There are 60 banks with 611 offices in the MSA. The other market leaders are Marshall & Isley Bank with a deposit market share of 29%, JPMorgan Chase with a 7% share, and Associated Bank, NA with a deposit market share of 5%. Banking competition is strong and increasing. There are numerous mortgage companies and credit unions in the area that increase the competition.

The economy is facing challenges. The MSA has historically been heavily dependent on manufacturing. While there had been a gradual reduction in manufacturing jobs as the local economy moved toward more healthcare and service industry jobs, the recent recession has accelerated the decline of manufacturing positions. Up through 2005, approximately 20% of the area's labor force had been employed in this sector. Currently, just under 16% of total employment involves manufacturing. This compares to the national average of 10%. Jobs in the MSA continue to shift from the City of Milwaukee into suburban areas, leaving older industrial buildings vacant. While the service industries have seen growth, this has typically been outside of the City of Milwaukee. A longstanding problem is trying to match up the pool of available urban workers living in Milwaukee with the volume of available jobs located in the suburban areas. Unemployment across the MSA was 4.8% in October 2008. Unemployment in the City of Milwaukee averaged 6.6% 2008 (Wisconsin Department of Workforce Development) compared to the suburban counties of Ozaukee, Washington, and Waukesha with unemployment rates of 3.7%, 4.2%, and 3.9%, respectively.

Major employers in the MSA include the health care industry, Quad/Graphics, Marshall & Isley Corporation, Northwestern Mutual Life Insurance Company, A.O. Smith Corporation, Rockwell Automation, Kohl's Corporation, Briggs & Stratton, and Johnson Controls. U.S. Bank employs over 3,300 people in the MSA. Milwaukee is also recognized as the home of Harley Davidson motorcycles, Miller Brewing, and several professional sports teams. Tourism is an increasing source of revenue for the area. Tourism is considered the second largest industry in Wisconsin and generated over \$3 billion in revenues within Milwaukee in 2007.

The MSA has experienced dramatic increases in foreclosures. One source said that foreclosures in Milwaukee County increased 77% during 2008, the third consecutive year of double-digit increases. Over 4,700 properties were scheduled for sheriff sales in 2008. The properties tend to be more concentrated into specific neighborhoods within the city rather than spread throughout

the entire city. The suburbs have also seen large increases in foreclosure rates. Ozaukee County (which also has the highest median family income in the state at \$88,231 according to the 2007 estimates from the U.S. Census Bureau) saw a 47% increase with 119 foreclosed properties. Washington County had an increase in foreclosures of 72% with 324 properties. Waukesha County saw an increase of 73% with 631 foreclosed properties. Property values across the MSA, however, had not seen the typical accompanying decreases up through the end of 2008.

Housing within the City of Milwaukee is older and remains more affordable than the suburban counties. A 2007 HUD housing market analysis reported the mean Milwaukee housing value at \$203,386. There had been a slight increase in building permits during the early part of the evaluation period, many were for condominiums as young professionals and empty nesters came back to the city to take advantage of the Lake Michigan shoreline. The suburban areas in Ozaukee, Washington, and Waukesha Counties are affluent with very high housing costs. These suburban counties reported 2007 mean housing value of single-family homes at \$345,531, \$301,008, and \$329,881, respectively. Feedback from community contacts indicates that few of the suburban cities offer affordable housing programs and that strict zoning restrictions negatively impact affordable housing efforts. The high housing costs in these areas make it difficult for even moderate-income wage earners to buy a home.

Milwaukee has an Urban Renewal Community designation. It generally follows the LMI census tracts in the greater downtown area. There are also Brownfields designations on several sites in Milwaukee and West Allis. There are typically increased community development opportunities for financial institutions within these areas. One community contact from within the Urban Renewal Community area said that there is a business incubator and several redevelopment organizations that promote small business development. These provide investment or grant opportunities or possible participation in loan programs to assist the small business owner. Milwaukee has low-income credit unions certified by the National Credit Union Administration. These provide investment opportunities for other financial institutions. Low-income housing tax credits are available in the area as are New Market Tax Credits. These are examples of some of the wide variety of community development opportunities available within the MSA.

The OCC contacted representatives from four community organizations within the last two years. These organizations serve small business development and financing needs, provide homeownership counseling and financial advice, develop LMI housing, and provide needed social services to LMI families. They indicated significant needs exist. Some things discussed include: more flexible loan terms for LMI or people without credit histories; home purchase loans that include home improvement or rehabilitation/repair funds; small business development and financial assistance for job training programs; grants for general financial support; sharing technical expertise with small business and nonprofit organizations; and overall financial literacy training and foreclosure prevention. Two contacts specifically mentioned counseling for people facing foreclosure or providing some emergency funds for these people facing eviction from foreclosures.

One contact commented that USB could be more visible in the community and do more to provide mortgages in LMI sections of the city. Another said that smaller banks were more responsive.

Appendix D: Tables of Performance Data

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Tables of Performance Data

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Content of Standardized Tables

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

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MSA/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 in the MSA/Assessment Area column and record the corresponding numbers and amounts in the “Community Development Loans” column with the appropriate caption, such as “Statewide/Regional,” “Statewide/Regional with potential benefit to one or more AAs” or “ Out of Assessment Area.” “Out of Assessment Area” is used ONLY if the bank has otherwise adequately met the CD lending needs of its assessment area.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MSA/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 MSA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Home Mortgage 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 MSA/assessment area.

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

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 in the MSA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column with the appropriate caption, such as "Statewide/Regional," "Statewide/Regional with potential benefit to one or more AAs" or "Out of Assessment Area." "Out of Assessment Area" is used ONLY if the bank has otherwise adequately met the qualified investment needs of its assessment area.

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

Charter Number 24
Table 1. Lending Volume

Institution ID: U.S. Bank, NA

LENDING VOLUME												
Geography: MULTISTATE												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Cincinnati-Middletown	100.00	12,607	1,518,954	15,450	716,691	184	6,636	47	88,920	28,288	2,331,201	100.00
Clarksville	100.00	1,079	127,785	1,034	51,026	197	23,405	6	2,416	2,316	204,632	100.00
Davenport-Moline-Rock Island	100.00	2,447	253,052	1,857	124,709	91	7,251	6	14,987	4,401	399,999	100.00
Fargo	100.00	927	128,018	644	50,920	12	1,840	2	9,400	1,585	190,178	100.00
Grand Forks	100.00	363	38,164	739	22,523	34	8,372	4	5,746	1,140	74,805	100.00
Kansas City	100.00	6,979	1,119,844	7,296	420,288	409	32,012	31	112,578	14,715	1,684,722	100.00
Lake County-Kenosha County	100.00	2,709	662,500	2,139	47,559	1	8	0	0	4,849	710,067	100.00
Lewiston	100.00	423	52,892	646	33,244	37	6,067	2	1,103	1,108	93,306	100.00
Louisville	100.00	3,924	493,320	2,287	115,770	4	163	5	54,584	6,220	663,837	100.00
Minneapolis-St. Paul-Bloomington	100.00	26,792	5,303,656	41,358	1,385,161	31	2,047	68	254,700	68,249	6,945,564	100.00
Omaha-Council Bluffs	100.00	7,754	944,168	4,450	223,985	347	36,018	10	20,730	12,561	1,224,901	100.00
Portland-Vancouver-Beaverton	100.00	7,201	1,263,262	24,737	882,364	103	6,325	57	129,589	32,098	2,281,540	100.00
St. Louis	100.00	22,893	3,475,937	12,723	609,886	468	38,313	45	200,711	36,129	4,324,847	100.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

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Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: MULTISTATE								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cincinnati-Middletown	7,900	100.00	2.23	1.77	16.26	18.00	51.49	55.76	30.02	24.47	5.56	4.46	7.60	6.29	3.82
Clarksville	617	100.00	0.00	0.00	10.53	4.05	59.46	64.67	30.01	31.28	2.42	0.00	2.12	2.43	2.43
Davenport-Moline-Rock Island	1,599	100.00	1.27	1.13	14.63	11.38	59.83	57.22	24.27	30.27	5.78	4.26	4.86	6.14	5.60
Fargo	620	100.00	0.00	0.00	8.26	7.10	72.89	64.03	18.86	28.87	4.59	0.00	2.93	4.81	4.50
Grand Forks	162	100.00	0.09	0.00	1.58	1.23	75.52	70.37	22.81	28.40	2.75	0.00	2.63	2.58	3.23
Kansas City	3,403	100.00	3.34	0.79	17.45	10.67	45.14	41.73	34.07	46.81	2.27	0.92	1.94	2.20	2.50
Lake County-Kenosha County	803	100.00	1.51	0.87	20.24	15.94	40.98	50.19	37.26	33.00	1.44	0.62	1.19	1.56	1.46
Lewiston	146	100.00	0.00	0.00	13.34	16.44	45.98	46.58	40.68	36.99	3.43	0.00	3.15	4.02	2.95
Louisville	2,393	100.00	2.05	0.71	16.73	14.54	48.63	49.31	32.59	35.44	3.24	1.55	2.99	3.63	2.92
Minneapolis-St. Paul-Bloomington	14,133	100.00	1.52	2.67	13.14	17.12	56.62	52.50	28.72	27.70	6.14	6.79	8.91	5.59	5.84
Omaha-Council Bluffs	6,160	100.00	1.05	0.99	20.44	19.87	49.98	51.98	28.54	27.16	11.74	14.29	14.95	13.71	8.33
Portland-Vancouver-Beaverton	2,152	100.00	0.71	0.60	15.28	19.98	55.67	52.42	28.34	27.00	1.01	0.53	1.10	1.03	0.92
St. Louis	8,557	100.00	3.06	2.48	17.77	13.78	51.81	52.71	27.36	31.04	3.82	3.25	3.42	3.71	4.30

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: MULTISTATE						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cincinnati-Middletown	1,381	100.00	2.23	2.39	16.26	14.12	51.49	51.77	30.02	31.72	10.12	7.19	7.04	10.61	11.28
Clarksville	97	100.00	0.00	0.00	10.53	13.40	59.46	56.70	30.01	29.90	5.46	0.00	10.91	5.03	5.03
Davenport-Moline-Rock Island	161	100.00	1.27	1.24	14.63	17.39	59.83	55.28	24.27	26.09	2.97	2.78	1.68	2.64	4.59
Fargo	27	100.00	0.00	0.00	8.26	3.70	72.89	74.07	18.86	22.22	0.89	0.00	0.00	1.05	0.74
Grand Forks	51	100.00	0.09	0.00	1.58	1.96	75.52	64.71	22.81	33.33	3.19	0.00	0.00	2.43	5.69
Kansas City	355	100.00	3.34	4.23	17.45	19.44	45.14	44.51	34.07	31.83	2.44	3.80	3.00	2.48	2.06
Lake County-Kenosha County	66	100.00	1.51	0.00	20.24	31.82	40.98	48.48	37.26	19.70	1.26	0.00	2.66	1.02	0.64
Lewiston	72	100.00	0.00	0.00	13.34	12.50	45.98	41.67	40.68	45.83	14.47	0.00	13.95	14.29	14.84
Louisville	253	100.00	2.05	0.40	16.73	13.44	48.63	52.17	32.59	33.99	2.96	0.00	2.49	2.86	3.76
Minneapolis-St. Paul-Bloomington	1,328	100.00	1.52	0.98	13.14	10.99	56.62	58.81	28.72	29.22	3.97	2.43	3.77	3.88	4.33
Omaha-Council Bluffs	242	100.00	1.05	0.41	20.44	19.83	49.98	54.13	28.54	25.62	2.02	0.00	1.54	2.54	1.61
Portland-Vancouver-Beaverton	1,136	100.00	0.71	0.35	15.28	15.49	55.67	59.33	28.34	24.82	6.61	0.00	5.58	6.45	7.94
St. Louis	1,400	100.00	3.06	2.00	17.77	19.00	51.81	52.14	27.36	26.86	5.44	4.44	5.43	5.16	6.23

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MULTISTATE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Cincinnati-Middletown	3,303	100.00	2.23	1.39	16.26	14.93	51.49	50.80	30.02	32.88	2.38	1.61	2.47	2.41	2.34	
Clarksville	358	100.00	0.00	0.00	10.53	6.42	59.46	65.36	30.01	28.21	3.17	0.00	3.32	3.39	2.72	
Davenport-Moline-Rock Island	666	100.00	1.27	1.20	14.63	11.71	59.83	56.91	24.27	30.18	2.64	2.42	2.25	2.81	2.51	
Fargo	274	100.00	0.00	0.00	8.26	5.47	72.89	70.07	18.86	24.45	2.81	0.00	3.40	2.60	3.26	
Grand Forks	148	100.00	0.09	1.35	1.58	2.70	75.52	72.97	22.81	22.97	3.46	33.33	0.00	3.85	2.39	
Kansas City	3,176	100.00	3.34	1.70	17.45	13.38	45.14	42.66	34.07	42.25	2.46	1.60	2.45	2.59	2.37	
Lake County-Kenosha County	1,837	100.00	1.51	0.82	20.24	12.85	40.98	40.66	37.26	45.67	2.01	0.64	1.43	2.08	2.27	
Lewiston	204	100.00	0.00	0.00	13.34	15.20	45.98	40.20	40.68	44.61	4.75	0.00	5.38	4.29	4.96	
Louisville	1,275	100.00	2.05	0.78	16.73	12.71	48.63	41.49	32.59	45.02	1.72	0.49	1.93	1.54	1.95	
Minneapolis-St. Paul-Bloomington	11,302	100.00	1.52	0.97	13.14	10.94	56.62	58.64	28.72	29.45	4.77	2.69	4.30	4.83	5.02	
Omaha-Council Bluffs	1,333	100.00	1.05	0.30	20.44	18.68	49.98	47.86	28.54	33.16	2.65	0.00	2.36	2.73	2.79	
Portland-Vancouver-Beaverton	3,889	100.00	0.71	0.57	15.28	15.66	55.67	59.37	28.34	24.40	1.27	1.40	1.24	1.34	1.15	
St. Louis	12,915	100.00	3.06	1.40	17.77	13.51	51.81	52.92	27.36	32.13	4.74	2.74	4.36	4.96	4.75	

Data shown includes only one to four-family and manufactured housing (property type of 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: MULTISTATE								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid
Full-Review:																
Cincinnati-Middletown	23	100.00	17.21	21.74	22.93	30.43	43.76	26.09	16.03	21.74	2.24	5.13	1.10	1.41	4.88	
Clarksville	7	100.00	0.00	0.00	30.43	0.00	52.69	42.86	16.88	57.14	7.14	0.00	0.00	5.56	25.00	
Davenport-Moline-Rock Island	21	100.00	5.90	4.76	20.24	28.57	50.16	42.86	23.70	23.81	2.94	50.00	0.00	3.03	0.00	
Fargo	6	100.00	0.00	0.00	30.13	33.33	60.36	33.33	9.51	33.33	4.11	0.00	5.56	2.00	20.00	
Grand Forks	2	100.00	7.01	0.00	3.65	0.00	80.23	100.00	9.11	0.00	2.63	0.00	0.00	3.03	0.00	
Kansas City	45	100.00	7.09	13.33	28.21	57.78	45.49	24.44	19.21	4.44	2.82	5.00	4.62	1.32	0.00	
Lake County-Kenosha County	3	100.00	6.86	0.00	35.78	33.33	39.43	66.67	17.92	0.00	0.96	0.00	0.00	2.86	0.00	
Lewiston	1	100.00	0.00	0.00	39.46	100.00	31.28	0.00	29.25	0.00	0.00	0.00	0.00	0.00	0.00	
Louisville	3	100.00	10.39	0.00	27.86	66.67	37.85	0.00	23.90	33.33	0.56	0.00	1.79	0.00	0.00	
Minneapolis-St. Paul-Bloomington	29	100.00	9.92	24.14	29.30	31.03	47.04	41.38	13.74	3.45	1.16	0.00	0.70	2.34	0.00	
Omaha-Council Bluffs	19	100.00	1.85	0.00	30.85	47.37	52.76	52.63	14.54	0.00	4.32	0.00	3.85	6.52	0.00	
Portland-Vancouver-Beaverton	24	100.00	3.45	4.17	34.92	45.83	43.32	45.83	18.32	4.17	0.80	0.00	0.54	0.91	1.54	
St. Louis	21	100.00	10.69	4.76	20.27	38.10	47.89	57.14	21.08	0.00	1.60	0.00	1.57	2.39	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: MULTISTATE								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cincinnati-Middletown	15,450	100.00	5.40	5.00	19.37	19.48	47.47	42.36	26.93	32.68	7.19	9.22	8.87	6.47	7.29
Clarksville	1,034	100.00	0.00	0.00	27.98	20.12	49.48	50.39	22.54	29.50	7.31	0.00	6.56	7.82	7.49
Davenport-Moline-Rock Island	1,857	100.00	6.08	9.80	19.12	15.62	49.69	40.76	25.11	33.82	5.57	10.69	5.23	4.67	6.84
Fargo	644	100.00	0.00	0.00	26.70	27.17	58.41	57.92	14.88	14.91	2.35	0.00	2.68	2.51	1.87
Grand Forks	739	100.00	2.07	3.38	4.79	2.71	73.47	66.85	19.68	27.06	6.85	14.29	6.72	7.46	5.84
Kansas City	7,296	100.00	4.13	3.17	18.92	17.58	41.79	38.73	34.09	39.13	3.05	4.09	3.52	3.16	2.80
Lake County-Kenosha County	2,139	100.00	2.31	2.66	17.96	21.04	35.67	41.94	44.06	34.36	1.56	3.49	2.92	2.04	0.84
Lewiston	646	100.00	0.00	0.00	30.93	36.07	38.71	33.44	30.37	30.50	9.58	0.00	11.81	7.89	10.28
Louisville	2,287	100.00	4.13	2.71	23.40	19.72	36.32	31.74	36.14	45.82	2.08	1.87	2.24	1.96	2.15
Minneapolis-St. Paul-Bloomington	41,358	100.00	3.96	3.26	15.19	14.65	54.94	49.17	25.76	32.91	9.62	11.10	11.91	8.96	10.15
Omaha-Council Bluffs	4,450	100.00	1.97	0.72	20.44	24.07	49.21	47.33	28.38	27.89	4.83	1.94	7.67	5.00	3.70
Portland-Vancouver-Beaverton	24,737	100.00	4.40	4.33	21.22	21.57	48.55	47.56	25.83	26.54	7.36	9.78	9.03	7.67	6.41
St. Louis	12,723	100.00	4.95	3.20	18.62	17.21	46.64	46.87	29.49	32.44	3.30	3.59	4.30	3.39	2.91

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: MULTISTATE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cincinnati-Middletown	184	100.00	1.28	0.00	17.76	75.00	56.73	21.20	24.14	3.80	13.32	0.00	46.39	3.52	2.67	
Clarksville	197	100.00	0.00	0.00	11.72	5.58	60.20	79.19	28.08	15.23	57.84	0.00	44.44	70.00	26.09	
Davenport-Moline-Rock Island	91	100.00	0.76	1.10	5.99	0.00	68.83	27.47	24.41	71.43	13.27	100.00	0.00	4.73	39.22	
Fargo	12	100.00	0.00	0.00	5.82	0.00	84.42	41.67	9.76	58.33	0.43	0.00	0.00	0.24	2.90	
Grand Forks	34	100.00	0.12	0.00	3.45	5.88	81.47	85.29	14.96	8.82	1.04	0.00	9.09	0.94	1.06	
Kansas City	409	100.00	1.65	0.00	17.40	22.49	49.55	69.44	31.21	8.07	20.42	0.00	19.59	25.72	7.63	
Lake County-Kenosha County	1	100.00	1.62	0.00	18.27	0.00	49.65	100.00	30.47	0.00	0.00	0.00	0.00	0.00	0.00	
Lewiston	37	100.00	0.00	0.00	15.09	0.00	56.60	45.95	28.30	54.05	10.28	0.00	0.00	8.93	18.75	
Louisville	4	100.00	1.63	0.00	12.34	0.00	48.08	50.00	37.94	50.00	0.00	0.00	0.00	0.00	0.00	
Minneapolis-St. Paul-Bloomington	31	100.00	0.72	0.00	7.33	6.45	68.25	61.29	23.67	32.26	0.56	0.00	0.00	0.65	0.50	
Omaha-Council Bluffs	347	100.00	0.29	0.00	6.73	3.17	70.07	87.90	22.91	8.93	17.03	0.00	25.00	18.87	8.89	
Portland-Vancouver-Beaverton	103	100.00	1.31	2.91	10.40	3.88	64.10	66.99	24.18	26.21	1.94	10.00	1.30	2.28	1.27	
St. Louis	468	100.00	1.13	0.21	11.66	8.76	68.20	82.91	18.95	8.12	12.40	20.00	13.51	12.88	7.96	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MULTISTATE						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cincinnati-Middletown	7,900	100.00	19.07	14.96	18.44	32.38	23.17	25.46	39.33	27.20	2.09	3.10	2.71	2.07	1.52
Clarksville	617	100.00	17.38	7.35	20.10	23.70	23.76	28.91	38.76	40.05	1.77	6.91	1.72	1.63	1.56
Davenport-Moline-Rock Island	1,599	100.00	19.02	12.91	18.56	26.21	23.93	29.54	38.49	31.34	6.53	5.14	6.90	7.72	5.83
Fargo	620	100.00	17.69	7.39	18.73	28.54	26.50	32.24	37.08	31.83	3.75	3.29	3.76	3.70	3.89
Grand Forks	162	100.00	17.59	8.77	19.53	17.54	25.02	29.82	37.85	43.86	2.18	3.05	2.37	1.46	2.43
Kansas City	3,403	100.00	18.48	10.33	18.58	26.91	23.30	27.90	39.64	34.86	0.91	0.89	0.79	1.05	0.89
Lake County-Kenosha County	803	100.00	18.97	8.27	18.40	18.15	22.80	32.86	39.82	40.73	0.92	0.80	0.64	1.19	0.93
Lewiston	146	100.00	18.86	5.26	19.63	22.37	21.00	15.79	40.51	56.58	2.10	0.00	2.71	1.15	2.58
Louisville	2,393	100.00	20.15	15.08	17.87	28.96	22.55	24.76	39.44	31.21	2.07	3.18	2.34	2.17	1.59
Minneapolis-St. Paul-Bloomington	14,133	100.00	17.02	11.28	18.92	31.12	26.36	27.92	37.71	29.68	4.10	4.77	4.50	4.05	3.66
Omaha-Council Bluffs	6,160	100.00	17.50	13.58	19.17	26.91	24.41	26.97	38.92	32.54	2.88	2.63	2.95	2.85	2.92
Portland-Vancouver-Beaverton	2,152	100.00	18.33	3.65	19.17	23.45	23.60	30.34	38.90	42.57	0.81	1.15	1.12	0.94	0.64
St. Louis	8,557	100.00	19.50	12.02	18.44	27.27	22.60	27.00	39.47	33.71	3.29	3.38	3.19	3.46	3.23

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 45.84% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: MULTISTATE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cincinnati-Middletown	1,381	100.00	19.07	12.06	18.44	23.38	23.17	26.36	39.33	38.20	10.23	10.47	10.17	10.11	10.27	
Clarksville	97	100.00	17.38	7.22	20.10	23.71	23.76	36.08	38.76	32.99	5.52	5.13	10.09	7.20	3.06	
Davenport-Moline-Rock Island	161	100.00	19.02	15.53	18.56	26.71	23.93	25.47	38.49	32.30	3.04	2.52	4.04	2.45	3.14	
Fargo	27	100.00	17.69	3.70	18.73	14.81	26.50	37.04	37.08	44.44	0.92	0.00	1.09	0.85	1.02	
Grand Forks	51	100.00	17.59	9.80	19.53	25.49	25.02	27.45	37.85	37.25	3.31	0.00	6.85	1.72	3.57	
Kansas City	355	100.00	18.48	16.95	18.58	23.73	23.30	26.55	39.64	32.77	2.54	4.34	2.13	2.69	2.19	
Lake County-Kenosha County	66	100.00	18.97	17.19	18.40	18.75	22.80	40.63	39.82	23.44	1.25	3.51	0.81	1.33	0.87	
Lewiston	72	100.00	18.86	4.17	19.63	11.11	21.00	29.17	40.51	55.56	14.72	0.00	8.16	17.72	16.35	
Louisville	253	100.00	20.15	12.65	17.87	30.43	22.55	26.09	39.44	30.83	3.02	3.30	4.30	3.92	1.66	
Minneapolis-St. Paul-Bloomington	1,328	100.00	17.02	8.15	18.92	22.04	26.36	28.75	37.71	41.06	4.05	3.21	3.67	3.92	4.60	
Omaha-Council Bluffs	242	100.00	17.50	16.12	19.17	21.49	24.41	25.21	38.92	37.19	2.08	2.62	2.37	2.15	1.78	
Portland-Vancouver-Beaverton	1,136	100.00	18.33	5.57	19.17	19.88	23.60	30.83	38.90	43.73	6.81	7.30	7.28	6.27	6.94	
St. Louis	1,400	100.00	19.50	13.32	18.44	24.21	22.60	26.86	39.47	35.60	5.74	6.38	5.88	5.74	5.47	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.27% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MULTISTATE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cincinnati-Middletown	3,303	100.00	19.07	10.75	18.44	22.42	23.17	29.64	39.33	37.19	2.30	2.95	2.13	2.49	2.14	
Clarksville	358	100.00	17.38	7.82	20.10	17.35	23.76	29.59	38.76	45.24	3.18	6.63	2.35	2.92	3.24	
Davenport-Moline-Rock Island	666	100.00	19.02	11.72	18.56	23.76	23.93	26.16	38.49	38.36	2.88	3.40	2.14	2.58	3.38	
Fargo	274	100.00	17.69	8.48	18.73	29.02	26.50	26.79	37.08	35.71	2.49	2.67	2.44	2.49	2.49	
Grand Forks	148	100.00	17.59	8.73	19.53	22.22	25.02	32.54	37.85	36.51	2.98	1.72	3.67	2.62	3.16	
Kansas City	3,176	100.00	18.48	7.60	18.58	25.00	23.30	30.22	39.64	37.18	1.99	1.44	2.25	2.31	1.76	
Lake County-Kenosha County	1,837	100.00	18.97	5.41	18.40	14.92	22.80	32.89	39.82	46.77	1.91	1.29	1.28	2.30	2.02	
Lewiston	204	100.00	18.86	11.51	19.63	15.11	21.00	25.18	40.51	48.20	3.48	8.70	4.09	2.60	3.43	
Louisville	1,275	100.00	20.15	7.99	17.87	22.85	22.55	25.78	39.44	43.38	1.30	1.28	1.19	1.20	1.41	
Minneapolis-St. Paul-Bloomington	11,302	100.00	17.02	8.04	18.92	25.08	26.36	32.21	37.71	34.68	3.89	3.50	3.74	4.05	3.96	
Omaha-Council Bluffs	1,333	100.00	17.50	11.29	19.17	23.18	24.41	27.82	38.92	37.71	2.46	2.69	2.39	2.51	2.41	
Portland-Vancouver-Beaverton	3,889	100.00	18.33	5.89	19.17	18.95	23.60	30.45	38.90	44.71	1.14	1.61	1.23	1.03	1.15	
St. Louis	12,915	100.00	19.50	7.93	18.44	24.01	22.60	30.71	39.47	37.35	4.14	3.23	4.51	4.43	3.94	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 23.86% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: MULTISTATE			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less	
Full-Review:										
Cincinnati-Middletown	15,450	100.00	61.16	68.25	91.53	3.68	4.79	7.19	13.38	
Clarksville	1,034	100.00	49.12	77.85	88.78	6.09	5.13	7.31	14.40	
Davenport-Moline-Rock Island	1,857	100.00	60.57	62.41	85.25	7.00	7.75	5.57	8.42	
Fargo	644	100.00	50.56	68.17	81.83	8.54	9.63	2.35	3.46	
Grand Forks	739	100.00	47.04	52.91	95.13	2.03	2.84	6.85	9.66	
Kansas City	7,296	100.00	63.68	64.32	88.21	4.95	6.84	3.05	5.70	
Lake County-Kenosha County	2,139	100.00	67.10	68.40	96.21	2.20	1.59	1.56	3.24	
Lewiston	646	100.00	60.91	67.34	89.63	6.35	4.02	9.58	14.38	
Louisville	2,287	100.00	61.56	70.18	90.95	3.28	5.77	2.08	4.08	
Minneapolis-St. Paul-Bloomington	41,358	100.00	64.21	58.57	94.60	1.97	3.43	9.62	12.48	
Omaha-Council Bluffs	4,450	100.00	61.62	66.90	90.16	4.36	5.48	4.83	8.73	
Portland-Vancouver-Beaverton	24,737	100.00	66.34	67.68	94.34	1.88	3.78	7.36	11.17	
St. Louis	12,723	100.00	64.49	72.84	90.33	4.65	5.01	3.30	6.63	

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B – 2007.5).

**** 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 16.71% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: MULTISTATE			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Cincinnati-Middletown	184	100.00	97.13	88.04	91.30	8.70	0.00	13.32	14.25
Clarksville	197	100.00	98.18	98.48	57.36	31.98	10.66	57.84	64.44
Davenport-Moline-Rock Island	91	100.00	97.90	97.80	76.92	20.88	2.20	13.27	18.42
Fargo	12	100.00	97.20	83.33	50.00	33.33	16.67	0.43	0.39
Grand Forks	34	100.00	97.24	61.76	35.29	20.59	44.12	1.04	0.40
Kansas City	409	100.00	96.35	97.31	78.24	15.89	5.87	20.42	24.51
Lake County-Kenosha County	1	100.00	93.37	100.00	100.00	0.00	0.00	0.00	0.00
Lewiston	37	100.00	98.49	91.89	40.54	35.14	24.32	10.28	11.11
Louisville	4	100.00	97.75	75.00	100.00	0.00	0.00	0.00	0.00
Minneapolis-St. Paul-Bloomington	31	100.00	96.84	74.19	87.10	6.45	6.45	0.56	0.44
Omaha-Council Bluffs	347	100.00	97.91	93.37	68.01	21.61	10.37	17.03	18.90
Portland-Vancouver-Beaverton	103	100.00	94.99	55.34	83.50	10.68	5.83	1.94	2.35
St. Louis	468	100.00	97.62	91.24	73.08	22.44	4.49	12.40	13.80

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 6.00% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MULTISTATE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Cincinnati-Middletown	69	22,129	296	54,627	365	76,756	100.00	4	2,040
Clarksville	10	766	12	2,930	22	3,696	100.00	0	0
Davenport-Moline-Rock Island	9	3,265	57	5,258	66	8,523	100.00	0	0
Fargo	5	567	9	3,559	14	4,126	100.00	1	57
Grand Forks	4	123	18	1,522	22	1,645	100.00	0	0
Kansas City	27	18,589	226	68,561	253	87,150	100.00	18	53,177
Lake County-Kenosha County	10	1,291	17	2,590	27	3,881	100.00	0	0
Lewiston	5	334	8	2,116	13	2,450	100.00	0	0
Louisville	21	11,341	38	54,196	59	65,537	100.00	1	32
Minneapolis-St. Paul-Bloomington	79	56,127	344	148,679	423	204,806	100.00	13	15,961
Omaha-Council Bluffs	21	15,194	311	10,877	332	26,071	100.00	1	4,922
Portland-Vancouver-Beaverton	42	20,080	271	125,945	313	146,025	100.00	13	42,945
St. Louis	48	52,212	518	292,173	566	344,385	100.00	42	75,289

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS Geography: MULTISTATE Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Cincinnati-Middletown	100.00	120	100.00	5.00	18.33	53.33	22.50	6	1	1	0	2	2	6.41	19.48	47.85	26.16
Clarksville	100.00	12	100.00	0.00	25.00	66.67	8.33	0	0	0	0	0	0	0.00	21.56	56.38	22.06
Davenport-Moline-Rock Island	100.00	10	100.00	10.00	20.00	40.00	30.00	0	0	0	0	0	0	2.73	17.86	56.92	22.48
Fargo	100.00	7	100.00	0.00	42.86	42.86	14.29	1	0	0	0	1	0	0.00	16.18	67.69	16.12
Grand Forks	100.00	3	100.00	0.00	0.00	66.67	33.33	0	0	0	0	0	0	5.13	6.27	70.35	18.25
Kansas City	100.00	41	100.00	0.00	14.63	53.66	29.27	1	0	0	1	0	0	5.34	21.07	43.77	29.80
Lake County-Kenosha County	100.00	9	100.00	0.00	44.44	33.33	22.22	0	2	0	0	-1	-1	3.53	27.25	37.38	31.84
Lewiston	100.00	3	100.00	0.00	66.67	0.00	33.33	0	0	0	0	0	0	0.00	17.72	45.21	37.07
Louisville	100.00	28	100.00	0.00	25.00	39.29	35.71	4	1	0	2	1	0	4.72	21.38	45.47	28.42
Minneapolis-St. Paul-Bloomington	100.00	88	100.00	4.55	20.45	57.95	17.05	4	1	1	0	2	0	4.62	16.88	52.82	25.61
Omaha-Council Bluffs	100.00	34	100.00	0.00	20.59	52.94	26.47	3	3	0	-1	0	1	2.10	26.18	47.00	24.72
Portland-Vancouver-Beaverton	100.00	103	100.00	2.91	29.13	53.40	14.56	3	0	0	2	1	0	1.58	20.92	53.55	23.96
St. Louis	100.00	114	100.00	5.26	16.67	45.61	32.46	17	0	2	2	6	7	5.75	20.55	48.84	24.85

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: ARIZONA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Phoenix-Mesa-Scottsdale	90.33	12,708	2,565,572	6,001	172,996	6	303	19	136,409	18,734	2,875,280	90.63
Limited-Review												
Tucson	9.67	1,258	232,343	744	10,770	3	187	1	824	2,006	244,124	9.37
AZ Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: ARIZONA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	7,619	92.72	1.63	1.43	24.02	26.25	39.20%	44.60	35.14	27.71	1.66	2.39	2.22	1.82	1.07
Limited-Review															
Tucson	598	7.28	2.25	0.50	24.74	15.72	36.40%	40.97	36.61	42.81	0.45	0.00	0.46	0.53	0.39

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	276	82.63	1.63	0.72	24.02	25.36	39.20	44.20	35.14	29.71	0.69	0.00	0.82	0.74	0.56
Limited-Review															
Tucson	58	17.37	2.25	3.45	24.74	15.52	36.40	34.48	36.61	46.55	0.74	2.38	0.42	0.60	1.01

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	4,808	88.87	1.63	1.02	24.02	20.78	39.20	41.12	35.14	37.08	0.95	0.69	1.02	0.94	0.93
Limited-Review															
Tucson	602	11.13	2.25	1.00	24.74	13.62	36.40	41.53	36.61	43.85	0.68	0.41	0.51	0.81	0.67

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ARIZONA										Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Phoenix-Mesa-Scottsdale	5	100.00	6.87	20.00	41.48	60.00	36.08	20.00	15.57	0.00	0.00	0.00	0.00	0.00	0.00	
Limited-Review																
Tucson	0	0.00	5.05	0.00	38.28	0.00	38.41	0.00	18.26	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: ARIZONA										Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Phoenix-Mesa-Scottsdale	6,001	88.97	4.88	6.55	24.02	22.76	31.92	29.18	39.11	41.51	0.67	1.50	0.85	0.62	0.60	
Limited-Review																
Tucson	744	11.03	4.10	2.69	30.30	24.33	34.20	23.25	31.39	49.73	0.50	0.39	0.45	0.39	0.68	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	6	66.67	2.79	0.00	24.59	0.00	35.71	66.67	36.88	33.33	0.13	0.00	0.00	0.37	0.00
Limited-Review															
Tucson	3	33.33	2.49	0.00	28.77	0.00	33.93	66.67	34.81	33.33	0.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	7,619	92.72	19.62	5.48	18.79	21.48	21.81	25.91	39.78	47.12	0.44	0.69	0.65	0.48	0.36
Limited-Review															
Tucson	598	7.28	20.12	8.29	18.51	12.44	21.13	25.39	40.24	53.89	0.19	0.45	0.22	0.25	0.14

Data shown includes only one to four-family and manufactured housing (property type of 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 57.05% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	276	82.63	19.62	5.80	18.79	21.74	21.81	25.72	39.78	46.74	0.71	0.53	0.81	0.63	0.73
Limited-Review															
Tucson	58	17.37	20.12	1.72	18.51	13.79	21.13	24.14	40.24	60.34	0.76	0.00	0.41	0.96	0.86

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Phoenix-Mesa-Scottsdale	4,808	88.87	19.62	4.78	18.79	18.48	21.81	27.46	39.78	49.28	0.62	0.75	0.64	0.63	0.60
Limited-Review															
Tucson	602	11.13	20.12	4.00	18.51	21.20	21.13	27.20	40.24	47.60	0.38	0.40	0.58	0.37	0.33

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 47.86% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES				Geography: ARIZONA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Phoenix-Mesa-Scottsdale	6,001	88.97	61.73	66.07	95.48	1.87	2.65	0.67	1.14
Limited-Review									
Tucson	744	11.03	64.08	77.15	98.25	1.34	0.40	0.50	1.00

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.93% of small loans to businesses originated and purchased by the USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS				Geography: ARIZONA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Phoenix-Mesa-Scottsdale	6	66.67	91.60	83.33	83.33	16.67	0.00	0.13	0.20
Limited-Review									
Tucson	3	33.33	95.20	66.67	66.67	33.33	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 16.13% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Phoenix-Mesa-Scottsdale	6	8,317	105	69,999	111	78,316	99.50	3	20,236
Limited-Review									
Tucson	0	0	13	280	13	280	0.36	0	0
AZ Statewide	1	100	5	16	6	116	0.15	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS		Geography: ARIZONA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008											
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Phoenix-Mesa-Scottsdale	90.63	56	80.00	1.79	21.43	32.14	44.64	13	3	0	3	3	4	4.89	30.55	36.18	28.36
Limited-Review																	
Tucson	9.37	14	20.00	7.14	35.71	0.00	57.14	5	0	0	3	0	2	4.41	33.94	33.03	28.62

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: ARKANSAS												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Little Rock-North Little Rock-Conway	58.41	2,603	262,509	1,998	96,897	20	1,200	3	3,280	4,624	363,886	56.13
Limited-Review												
Fort Smith	7.73	485	40,082	123	7,876	3	23	1	6	612	47,987	6.18
Hot Springs	11.97	415	45,443	531	39,120	2	403	0	0	948	84,966	13.92
AR nonMSA	21.89	1,062	73,748	642	17,569	29	1,344	0	0	1,733	92,661	23.77
AR Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Little Rock-North Little Rock-Conway	1,634	62.82	1.60	0.92	15.69	14.32	52.34	60.83	30.36	23.93	3.01	1.55	4.49	3.50	1.91
Limited-Review															
Fort Smith	380	14.61	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	8.81	0.00	0.00	8.81	0.00
Hot Springs	203	7.80	0.00	0.00	15.07	12.32	71.45	75.37	13.48	12.32	2.85	0.00	2.48	3.17	1.79
AR nonMSA	384	14.76	0.00	0.00	0.00	0.00	95.46	95.31	4.54	4.69	4.59	0.00	0.00	4.59	4.72

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Little Rock-North Little Rock-Conway	298	45.43	1.60	2.35	15.69	13.76	52.34	52.01	30.36	31.88	5.91	13.04	4.95	5.87	6.13	
Limited-Review																
Fort Smith	43	6.55	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	6.76	0.00	0.00	6.76	0.00	
Hot Springs	87	13.26	0.00	0.00	15.07	12.64	71.45	64.37	13.48	22.99	12.92	0.00	12.00	13.22	12.50	
AR nonMSA	228	34.76	0.00	0.00	0.00	0.00	95.46	95.18	4.54	4.82	17.54	0.00	0.00	17.25	30.77	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Little Rock-North Little Rock-Conway	668	51.31	1.60	0.60	15.69	14.37	52.34	57.49	30.36	27.54	1.72	1.71	2.21	1.80	1.41	
Limited-Review																
Fort Smith	62	4.76	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.37	0.00	0.00	1.37	0.00	
Hot Springs	122	9.37	0.00	0.00	15.07	7.38	71.45	81.15	13.48	11.48	1.63	0.00	0.51	1.94	0.98	
AR nonMSA	450	34.56	0.00	0.00	0.00	0.00	95.46	96.44	4.54	3.56	4.78	0.00	0.00	4.75	5.30	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Little Rock-North Little Rock-Conway	3	50.00	7.22	0.00	16.39	66.67	46.17	33.33	30.23	0.00	1.79	0.00	8.33	0.00	0.00	
Limited-Review																
Fort Smith	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Hot Springs	3	50.00	0.00	0.00	49.40	33.33	41.51	66.67	9.09	0.00	11.76	0.00	14.29	12.50	0.00	
AR nonMSA	0	0.00	0.00	0.00	0.00	0.00	74.86	0.00	25.14	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*									
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp			
Full-Review:																				
Little Rock-North Little Rock-Conway	1,998	60.66	6.81	5.81	19.68	20.32	47.48	43.39	26.03	30.48	2.35	3.68	3.40	2.07	2.28					
Limited-Review																				
Fort Smith	123	3.73	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.58	0.00	0.00	2.68	0.00					
Hot Springs	531	16.12	0.00	0.00	30.00	25.24	58.59	57.82	11.41	16.95	4.10	0.00	5.23	3.80	4.36					
AR nonMSA	642	19.49	0.00	0.00	0.00	0.00	94.78	93.46	5.22	6.54	3.73	0.00	0.00	3.85	4.18					

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Little Rock-North Little Rock-Conway	20	37.04	2.88	0.00	15.45	5.00	52.30	80.00	29.37	15.00	2.88	0.00	0.00	3.31	3.64
Limited-Review															
Fort Smith	3	5.56	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.70	0.00	0.00	2.86	0.00
Hot Springs	2	3.70	0.00	0.00	11.11	0.00	74.85	100.00	14.04	0.00	0.00	0.00	0.00	0.00	0.00
AR nonMSA	29	53.70	0.00	0.00	0.00	0.00	94.74	93.10	5.26	6.90	1.52	0.00	0.00	1.59	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ARKANSAS								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Little Rock-North Little Rock-Conway	1,634	62.82	19.86	14.85	18.06	30.29	22.37	23.53	39.70	31.32	1.64	3.49	2.14	1.51	1.08
Limited-Review															
Fort Smith	380	14.61	18.27	15.91	18.50	15.91	25.36	31.82	37.87	36.36	1.36	6.52	0.87	2.09	0.71
Hot Springs	203	7.80	19.07	12.93	18.11	23.81	23.06	32.65	39.75	30.61	2.17	3.17	3.54	4.72	0.93
AR nonMSA	384	14.76	16.65	5.28	17.74	21.95	24.07	31.30	41.53	41.46	3.31	2.36	2.60	5.95	2.55

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 57.05% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ARKANSAS						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Little Rock-North Little Rock-Conway	298	45.43	19.86	10.07	18.06	22.48	22.37	28.19	39.70	39.26	6.17	8.67	7.93	5.38	5.61
Limited-Review															
Fort Smith	43	6.55	18.27	11.63	18.50	20.93	25.36	32.56	37.87	34.88	6.86	5.00	9.38	9.52	4.96
Hot Springs	87	13.26	19.07	13.79	18.11	8.05	23.06	31.03	39.75	47.13	13.50	43.75	7.69	17.65	10.86
AR nonMSA	228	34.76	16.65	8.77	17.74	14.47	24.07	29.39	41.53	47.37	18.71	30.43	16.28	24.06	15.31

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Little Rock-North Little Rock-Conway	668	51.31	19.86	7.74	18.06	23.02	22.37	24.91	39.70	44.34	1.49	1.43	2.50	1.38	1.20	
Limited-Review																
Fort Smith	62	4.76	18.27	8.62	18.50	20.69	25.36	29.31	37.87	41.38	1.35	1.79	3.07	1.17	0.89	
Hot Springs	122	9.37	19.07	9.17	18.11	18.35	23.06	22.94	39.75	49.54	1.48	2.91	1.88	0.56	1.59	
AR nonMSA	450	34.56	16.65	5.65	17.74	17.69	24.07	22.36	41.53	54.30	4.93	2.88	6.07	4.95	4.78	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 15.21% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: ARKANSAS		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Little Rock-North Little Rock-Conway	1,998	60.66	61.33	76.38	90.64	3.90	5.46	2.35	4.57
Limited-Review									
Fort Smith	123	3.73	51.55	75.61	86.99	4.88	8.13	2.58	3.99
Hot Springs	531	16.12	70.34	78.91	84.93	7.16	7.91	4.10	7.52
AR nonMSA	642	19.49	51.83	79.60	95.02	3.58	1.40	3.73	6.24

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 9.90% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: ARKANSAS			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Little Rock-North Little Rock-Conway	20	37.04	95.68	80.00	90.00	5.00	5.00	2.88	3.85
Limited-Review									
Fort Smith	3	5.56	96.70	33.33	100.00	0.00	0.00	2.70	3.03
Hot Springs	2	3.70	97.08	100.00	50.00	0.00	50.00	0.00	0.00
AR nonMSA	29	53.70	96.57	89.66	89.66	10.34	0.00	1.52	1.56

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 12.96% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Little Rock-North Little Rock-Conway	9	2,893	44	3,486	53	6,379	50.26	0	0
Limited-Review									
Fort Smith	3	135	4	276	7	411	3.23	0	0
Hot Springs	7	358	14	1,087	21	1,445	11.38	0	0
AR nonMSA	14	2,898	11	1,544	25	4,442	34.99	0	0
AR Statewide	0	0	6	17	6	17	0.13	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																Geography: ARKANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of USB 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:																							
Little Rock-North Little Rock-Conway	56.13	22	47.83	4.55	22.73	31.82	40.91	0	0	0	0	0	0	3.04	20.79	50.68	25.49						
Limited-Review																							
Fort Smith	6.18	4	8.70	0.00	0.00	100.0	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00						
Hot Springs	13.92	6	13.04	0.00	50.00	16.67	33.33	0	0	0	0	0	0	0.00	21.35	65.29	13.36						
AR nonMSA	23.77	14	30.43	0.00	0.00	92.86	7.14	0	0	0	0	0	0	0.00	0.00	92.77	7.23						

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: CALIFORNIA												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Los Angeles-Long Beach-Glendale	24.29	4,416	1,436,340	16,079	650,003	7	867	63	201,071	20,565	2,288,281	24.47
Sacramento	12.08	2,932	759,114	7,255	244,593	12	539	28	198,508	10,227	1,202,754	28.06
Limited-Review												
Chico	1.56	324	53,243	988	34,938	6	477	2	6,287	1,320	94,945	0.71
Modesto	1.85	706	137,214	855	41,328	1	2	4	5,559	1,566	184,103	0.82
Napa	0.60	135	58,385	374	10,082	0	0	0	0	509	68,467	0.23
Oakland-Fremont-Haywood	8.58	1,835	631,335	5,396	197,236	7	751	29	96,898	7,267	926,220	6.94
Oxnard-Thousand Oaks-Ventura	1.25	442	144,246	612	28,827	3	650	4	4,054	1,061	177,777	0.16
Redding	1.53	429	74,533	859	20,061	8	46	1	3,850	1,297	98,490	0.97
Riverside-San Bernardino-Ontario	8.65	4,617	1,092,612	2,691	104,751	0	0	12	36,701	7,320	1,234,064	0.93
Salinas	0.52	110	34,840	330	4,713	0	0	1	36,000	441	75,553	0.03
San Diego-Carlsbad-San Marcos	8.89	1,874	647,904	5,630	268,749	8	157	13	166,100	7,525	1,082,910	9.93
San Francisco-San Mateo-Redwood City	6.85	923	351,452	4,856	143,830	3	107	18	53,636	5,800	549,025	10.44
San Jose-Sunnyvale-Santa Clara	4.95	1,063	435,987	3,116	93,195	4	824	7	43,895	4,190	573,901	2.11
Santa Ana-Anaheim-Irvine	7.72	1,200	418,579	5,322	231,890	3	63	9	32,111	6,534	682,643	6.56
Santa Cruz-Watsonville	0.76	69	24,034	574	10,749	2	10	1	1,000	646	35,793	0.37
Santa Rosa-Petaluma	1.65	259	83,712	1,130	20,179	1	10	4	19,998	1,394	123,899	0.81
Stockton	1.50	556	123,386	706	21,967	5	35	0	0	1,267	145,388	0.55
Vallejo-Fairfield	1.41	450	134,544	742	18,925	3	75	0	0	1,195	153,544	1.61
Yuba City-Marysville	0.61	169	31,835	337	20,244	11	2,711	1	200	518	54,990	0.45
CA nonMSA	4.74	1,161	210,138	2,785	87,417	62	8,329	8	19,004	4,016	324,888	3.85
CA Statewide	0.00	0	0	0	0	0	0	4	20,618	4	20,618	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Los Angeles-Long Beach-Glendale	1,839	17.70	1.91	2.50	15.46	12.72	31.30	34.26	51.33	50.30	0.30	0.34	0.26	0.36	0.27
Sacramento	1,434	13.80	3.32	4.11	18.33	16.60	42.14	41.63	36.21	37.66	0.74	0.69	0.48	0.98	0.60
Limited-Review															
Chico	79	0.76	0.38	0.00	14.86	12.66	60.46	50.63	24.30	36.71	0.62	0.00	0.70	0.50	0.82
Modesto	292	2.81	1.12	0.34	14.63	9.93	53.88	63.01	30.36	26.71	0.74	1.01	0.85	0.69	0.77
Napa	48	0.46	0.00	0.00	13.85	14.58	60.87	56.25	25.28	29.17	0.94	0.00	0.21	0.84	2.20
Oakland-Fremont-Haywood	776	7.47	3.49	1.80	13.07	13.14	43.58	47.55	39.86	37.50	0.27	0.16	0.19	0.31	0.27
Oxnard-Thousand Oaks-Ventura	177	1.70	1.20	1.69	15.46	13.56	46.06	45.76	37.29	38.98	0.28	0.00	0.12	0.35	0.25
Redding	118	1.14	0.00	0.00	12.78	17.80	70.92	64.41	16.30	17.80	1.19	0.00	0.89	1.36	0.93
Riverside-San Bernardino-Ontario	2,264	21.79	1.49	0.88	21.74	21.64	43.33	49.82	33.44	27.65	0.41	0.53	0.55	0.42	0.32
Salinas	56	0.54	0.00	0.00	13.83	12.50	45.09	48.21	41.08	39.29	0.08	0.00	0.00	0.06	0.15
San Diego-Carlsbad-San Marcos	987	9.50	2.30	3.44	14.03	13.98	41.01	41.13	42.66	41.44	0.45	0.51	0.49	0.56	0.35
San Francisco-San Mateo-Redwood City	375	3.61	1.54	4.00	12.79	16.00	45.12	48.80	40.55	31.20	0.21	0.27	0.12	0.27	0.18
San Jose-Sunnyvale-Santa Clara	521	5.01	1.17	2.69	14.81	20.54	48.40	54.13	35.63	22.65	0.26	0.00	0.20	0.27	0.29
Santa Ana-Anaheim-Irvine	533	5.13	1.25	0.94	19.56	23.08	33.56	36.40	45.63	39.59	0.14	0.00	0.19	0.17	0.10
Santa Cruz-Watsonville	33	0.32	0.00	0.00	20.21	18.18	40.44	45.45	39.35	36.36	0.06	0.00	0.00	0.00	0.15
Santa Rosa-Petaluma	129	1.24	0.00	0.00	9.17	6.20	71.27	78.29	19.56	15.50	0.14	0.00	0.22	0.14	0.07
Stockton	233	2.24	1.80	0.43	19.48	9.01	39.28	36.05	39.43	54.51	0.34	0.00	0.26	0.40	0.34

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans (continued)

Geographic Distribution: HOME PURCHASE		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Limited-Review (cont):															
Vallejo-Fairfield	157	1.51	0.52	0.00	15.69	18.47	50.32	47.77	33.48	33.76	0.24	0.00	0.55	0.19	0.19
Yuba-City-Marysville	65	0.63	0.00	0.00	17.49	36.92	52.57	47.69	29.94	15.38	0.33	0.00	0.44	0.31	0.22
CA nonMSA	275	2.65	0.00	0.00	10.20	8.00	69.14	65.09	20.66	26.91	0.66	0.00	1.11	0.71	0.39

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Los Angeles-Long Beach-Glendale	112	10.14	1.91	1.79	15.46	15.18	31.30	41.96	51.33	41.07	0.12	0.09	0.06	0.16	0.12	
Sacramento	192	17.38	3.32	1.56	18.33	18.75	42.14	45.83	36.21	33.85	0.61	0.30	0.51	0.70	0.60	
Limited-Review																
Chico	64	5.79	0.38	0.00	14.86	12.50	60.46	60.94	24.30	26.56	2.55	0.00	1.40	2.35	4.07	
Modesto	69	6.24	1.12	1.45	14.63	10.14	53.88	52.17	30.36	36.23	1.18	0.00	0.35	1.09	1.87	
Napa	3	0.27	0.00	0.00	13.85	0.00	60.87	100.00	25.28	0.00	0.21	0.00	0.00	0.33	0.00	
Oakland-Fremont-Haywood	71	6.43	3.49	0.00	13.07	14.08	43.58	46.48	39.86	39.44	0.35	0.00	0.36	0.38	0.37	
Oxnard-Thousand Oaks-Ventura	13	1.18	1.20	0.00	15.46	7.69	46.06	69.23	37.29	23.08	0.12	0.00	0.00	0.08	0.23	
Redding	57	5.16	0.00	0.00	12.78	17.54	70.92	77.19	16.30	5.26	2.43	0.00	3.48	2.78	0.00	
Riverside-San Bernardino-Ontario	101	9.14	1.49	1.98	21.74	18.81	43.33	44.55	33.44	34.65	0.19	0.00	0.12	0.19	0.23	
Salinas	1	0.09	0.00	0.00	13.83	0.00	45.09	100.00	41.08	0.00	0.00	0.00	0.00	0.00	0.00	
San Diego-Carlsbad-San Marcos	44	3.98	2.30	0.00	14.03	13.64	41.01	40.91	42.66	45.45	0.28	0.00	0.31	0.21	0.38	
San Francisco-San Mateo-Redwood City	43	3.89	1.54	0.00	12.79	23.26	45.12	58.14	40.55	18.60	0.36	0.00	0.62	0.46	0.08	
San Jose-Sunnyvale-Santa Clara	12	1.09	1.17	0.00	14.81	16.67	48.40	50.00	35.63	33.33	0.12	0.00	0.00	0.14	0.17	
Santa Ana-Anaheim-Irvine	19	1.72	1.25	0.00	19.56	21.05	33.56	15.79	45.63	63.16	0.06	0.00	0.04	0.03	0.10	
Santa Cruz-Watsonville	2	0.18	0.00	0.00	20.21	0.00	40.44	50.00	39.35	50.00	0.15	0.00	0.00	0.40	0.00	
Santa Rosa-Petaluma	6	0.54	0.00	0.00	9.17	0.00	71.27	66.67	19.56	33.33	0.27	0.00	0.00	0.19	0.76	
Stockton	49	4.43	1.80	4.08	19.48	6.12	39.28	26.53	39.43	63.27	0.99	4.88	0.00	0.85	1.38	

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans (continued)

Geographic Distribution: HOME IMPROVEMENT			Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Limited Review (cont):																
Vallejo-Fairfield	26	2.35	0.52	0.00	15.69	11.54	50.32	76.92	33.48	11.54	0.45	0.00	0.27	0.79	0.00	
Yuba-City-Marysville	12	1.09	0.00	0.00	17.49	16.67	52.57	25.00	29.94	58.33	0.87	0.00	1.75	0.68	0.60	
CA nonMSA	209	18.91	0.00	0.00	10.20	17.70	69.14	74.64	20.66	7.66	3.44	0.00	7.66	3.56	1.24	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Los Angeles-Long Beach-Glendale	2,438	20.20	1.91	2.17	15.46	16.28	31.30	37.98	51.33	43.52	0.27	0.21	0.20	0.33	0.26
Sacramento	1,289	10.68	3.32	3.34	18.33	19.39	42.14	41.89	36.21	35.38	0.51	0.48	0.60	0.53	0.46
Limited-Review															
Chico	176	1.46	0.38	0.00	14.86	16.48	60.46	64.20	24.30	19.32	0.63	0.00	0.54	0.67	0.60
Modesto	343	2.84	1.12	1.46	14.63	9.04	53.88	53.94	30.36	35.57	0.52	0.42	0.20	0.62	0.50
Napa	84	0.70	0.00	0.00	13.85	7.14	60.87	64.29	25.28	28.57	0.48	0.00	0.25	0.49	0.63
Oakland-Fremont-Haywood	970	8.04	3.49	2.68	13.07	12.06	43.58	43.09	39.86	42.16	0.34	0.23	0.26	0.34	0.39
Oxnard-Thousand Oaks-Ventura	252	2.09	1.20	1.59	15.46	11.51	46.06	49.60	37.29	37.30	0.27	0.28	0.30	0.29	0.23
Redding	252	2.09	0.00	0.00	12.78	17.06	70.92	66.67	16.30	16.27	1.30	0.00	1.37	1.26	1.38
Riverside-San Bernardino-Ontario	2,245	18.60	1.49	1.07	21.74	22.90	43.33	49.58	33.44	26.46	0.47	0.28	0.55	0.52	0.36
Salinas	53	0.44	0.00	0.00	13.83	9.43	45.09	54.72	41.08	35.85	0.16	0.00	0.10	0.18	0.17
San Diego-Carlsbad-San Marcos	835	6.92	2.30	1.68	14.03	12.81	41.01	41.68	42.66	43.83	0.28	0.05	0.33	0.31	0.26
San Francisco-San Mateo-Redwood City	503	4.17	1.54	1.79	12.79	14.31	45.12	54.27	40.55	29.62	0.27	0.26	0.22	0.34	0.22
San Jose-Sunnyvale-Santa Clara	528	4.37	1.17	1.14	14.81	14.58	48.40	46.97	35.63	37.31	0.16	0.10	0.17	0.16	0.17
Santa Ana-Anaheim-Irvine	643	5.33	1.25	1.40	19.56	16.49	33.56	30.95	45.63	51.17	0.17	0.21	0.12	0.20	0.18
Santa Cruz-Watsonville	34	0.28	0.00	0.00	20.21	20.59	40.44	44.12	39.35	35.29	0.13	0.00	0.13	0.07	0.19
Santa Rosa-Petaluma	123	1.02	0.00	0.00	9.17	9.76	71.27	64.23	19.56	26.02	0.25	0.00	0.28	0.25	0.27
Stockton	274	2.27	1.80	1.46	19.48	11.31	39.28	39.42	39.43	47.81	0.39	0.26	0.40	0.46	0.34

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans (continued)

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Limited Review (cont):															
Vallejo-Fairfield	264	2.19	0.52	0.38	15.69	11.74	50.32	52.27	33.48	35.61	0.52	1.15	0.39	0.49	0.61
Yuba-City-Marysville	92	0.76	0.00	0.00	17.49	21.74	52.57	51.09	29.94	27.17	0.57	0.00	0.87	0.48	0.51
CA nonMSA	671	5.56	0.00	0.00	10.20	8.05	69.14	71.54	20.66	20.42	0.93	0.00	0.97	1.04	0.65

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total**	% of MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Los Angeles-Long Beach-Glendale	27	25.71	12.95	22.22	31.74	48.15	28.34	18.52	26.96	11.11	0.10	0.43	0.11	0.00	0.00	
Sacramento	17	16.19	10.57	17.65	36.09	35.29	35.54	47.06	17.80	0.00	0.87	0.00	0.95	1.40	0.00	
Limited-Review																
Chico	5	4.76	8.41	20.00	34.73	60.00	34.21	20.00	22.65	0.00	1.79	0.00	4.55	0.00	0.00	
Modesto	2	1.90	3.38	0.00	26.24	50.00	49.18	50.00	21.20	0.00	0.00	0.00	0.00	0.00	0.00	
Napa	0	0.00	0.00	0.00	24.02	0.00	72.18	0.00	3.80	0.00	0.00	0.00	0.00	0.00	0.00	
Oakland-Fremont-Haywood	18	17.14	13.31	11.11	27.95	44.44	45.35	38.89	13.38	5.56	0.52	0.00	0.96	0.39	0.00	
Oxnard-Thousand Oaks-Ventura	0	0.00	3.57	0.00	34.60	0.00	47.43	0.00	14.41	0.00	0.00	0.00	0.00	0.00	0.00	
Redding	2	1.90	0.00	0.00	44.43	0.00	47.48	50.00	8.09	50.00	0.00	0.00	0.00	0.00	0.00	
Riverside-San Bernardino-Ontario	7	6.67	7.73	14.29	38.68	28.57	37.84	28.57	15.76	28.57	0.43	0.00	0.48	0.00	2.94	
Salinas	0	0.00	0.00	0.00	28.29	0.00	58.50	0.00	13.21	0.00	0.00	0.00	0.00	0.00	0.00	
San Diego-Carlsbad-San Marcos	8	7.62	11.77	12.50	32.61	25.00	37.33	50.00	18.29	12.50	0.24	0.00	0.00	0.47	1.69	
San Francisco-San Mateo-Redwood City	2	1.90	19.98	0.00	23.42	0.00	31.54	100.00	25.05	0.00	0.00	0.00	0.00	0.00	0.00	
San Jose-Sunnyvale-Santa Clara	2	1.90	6.98	0.00	25.75	50.00	53.88	50.00	13.39	0.00	0.20	0.00	0.58	0.00	0.00	
Santa Ana-Anaheim-Irvine	5	4.76	6.27	0.00	41.07	80.00	33.61	20.00	19.05	0.00	0.28	0.00	0.49	0.00	0.00	
Santa Cruz-Watsonville	0	0.00	0.00	0.00	43.78	0.00	44.77	0.00	11.45	0.00	0.00	0.00	0.00	0.00	0.00	
Santa Rosa-Petaluma	1	0.95	0.00	0.00	29.86	0.00	65.54	100.00	4.60	0.00	0.93	0.00	0.00	1.39	0.00	
Stockton	0	0.00	22.11	0.00	26.33	0.00	37.30	0.00	14.27	0.00	0.00	0.00	0.00	0.00	0.00	

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans (continued)

Geographic Distribution: MULTIFAMILY		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Limited Review (cont):															
Vallejo-Fairfield	3	2.86	6.21	0.00	35.41	33.33	37.98	66.67	20.40	0.00	2.33	0.00	0.00	8.00	0.00
Yuba-City-Marysville	0	0.00	0.00	0.00	49.32	0.00	37.49	0.00	13.19	0.00	0.00	0.00	0.00	0.00	0.00
CA nonMSA	6	5.71	0.00	0.00	33.99	50.00	60.71	50.00	5.30	0.00	2.50	0.00	10.00	0.00	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*									
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp					
Full-Review:																				
Los Angeles-Long Beach-Glendale	16,079	26.52	7.94	10.25	21.05	22.92	26.58	24.92	43.63	41.11	0.66	1.40	0.85	0.61	0.54					
Sacramento	7,255	11.96	7.44	6.78	22.54	19.46	37.69	39.82	32.33	33.94	2.05	2.63	2.28	2.31	1.83					
Limited-Review																				
Chico	988	1.63	0.48	0.91	27.46	26.32	47.14	46.66	24.92	26.11	1.69	1.75	2.96	1.55	1.39					
Modesto	855	1.41	8.38	7.72	15.83	11.35	49.98	54.97	25.80	25.96	1.45	2.43	1.44	1.51	1.25					
Napa	374	0.62	0.00	0.00	26.13	21.66	55.37	50.80	18.50	27.54	1.10	0.00	1.37	0.85	1.76					
Oakland-Fremont-Haywood	5,396	8.90	10.67	6.63	16.77	13.01	38.98	41.77	33.46	38.57	1.02	0.95	0.87	1.18	0.97					
Oxnard-Thousand Oaks-Ventura	612	1.01	3.85	3.59	18.57	15.52	50.22	48.53	27.36	32.35	0.30	0.78	0.32	0.30	0.27					
Redding	859	1.42	0.00	0.00	25.58	20.49	62.17	70.78	12.25	8.73	3.01	0.00	3.11	3.28	2.41					
Riverside-San Bernardino-Ontario	2,691	4.44	3.80	2.08	28.85	24.93	41.00	38.98	26.29	33.97	0.36	0.48	0.47	0.34	0.33					
Salinas	330	0.54	0.00	0.00	20.95	17.27	45.44	41.82	33.61	40.91	0.29	0.00	0.25	0.35	0.30					
San Diego-Carlsbad-San Marcos	5,630	9.28	4.95	4.85	21.53	18.38	37.07	34.46	36.42	42.27	0.80	1.21	0.92	0.75	0.80					
San Francisco-San Mateo-Redwood City	4,856	8.01	15.59	9.53	18.13	16.95	34.67	43.97	31.51	29.55	0.94	0.91	0.97	1.04	0.87					
San Jose-Sunnyvale-Santa Clara	3,116	5.14	3.00	2.76	23.04	20.80	43.67	43.93	30.30	32.51	0.76	0.57	0.88	0.74	0.77					
Santa Ana-Anaheim-Irvine	5,322	8.78	3.13	2.35	29.05	31.19	35.25	32.28	31.76	33.58	0.57	0.47	0.78	0.57	0.47					
Santa Cruz-Watsonville	574	0.95	0.00	0.00	21.98	21.25	47.14	46.86	30.89	31.88	0.73	0.00	0.66	0.81	0.68					
Santa Rosa-Petaluma	1,130	1.86	0.00	0.00	16.45	15.75	69.07	72.83	14.49	11.42	0.96	0.00	1.36	0.99	0.83					
Stockton	706	1.16	9.14	3.97	22.04	12.89	36.10	35.41	32.71	47.73	0.89	1.00	0.62	1.10	0.90					

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses (continued)

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Limited Review (cont):															
Vallejo-Fairfield	742	1.22	2.92	3.91	24.90	25.07	45.33	38.95	26.81	32.08	1.44	2.37	2.00	1.33	1.33
Yuba-City-Marysville	337	0.56	0.00	0.00	32.81	20.18	44.57	50.74	22.62	29.08	1.64	0.00	1.37	1.81	1.85
CA nonMSA	2,785	4.59	0.00	0.00	16.86	19.03	65.49	64.42	17.65	16.55	2.75	0.00	4.63	2.83	2.40

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Los Angeles-Long Beach-Glendale	7	4.79	3.97	0.00	15.59	71.43	31.60	28.57	48.40	0.00	0.19	0.00	0.67	0.22	0.00	
Sacramento	12	8.22	3.98	8.33	17.68	8.33	47.84	58.33	30.50	25.00	0.26	0.00	0.00	0.54	0.00	
Limited-Review																
Chico	6	4.11	0.10	0.00	9.74	0.00	50.70	83.33	39.46	16.67	0.40	0.00	0.00	0.83	0.00	
Modesto	1	0.68	2.17	0.00	13.65	0.00	61.53	100.00	22.65	0.00	0.00	0.00	0.00	0.00	0.00	
Napa	0	0.00	0.00	0.00	13.45	0.00	45.92	0.00	40.63	0.00	0.00	0.00	0.00	0.00	0.00	
Oakland-Fremont-Haywood	7	4.79	6.40	0.00	16.63	0.00	37.64	14.29	39.33	85.71	0.49	0.00	0.00	0.00	1.17	
Oxnard-Thousand Oaks-Ventura	3	2.05	3.83	0.00	22.07	0.00	54.29	100.00	19.82	0.00	0.30	0.00	0.00	0.59	0.00	
Redding	8	5.48	0.00	0.00	15.43	0.00	72.22	100.00	12.35	0.00	4.12	0.00	0.00	5.88	0.00	
Riverside-San Bernardino-Ontario	0	0.00	2.32	0.00	26.90	0.00	41.58	0.00	29.20	0.00	0.00	0.00	0.00	0.00	0.00	
Salinas	0	0.00	0.00	0.00	20.83	0.00	50.85	0.00	28.32	0.00	0.00	0.00	0.00	0.00	0.00	
San Diego-Carlsbad-San Marcos	8	5.48	3.53	0.00	19.33	0.00	40.34	50.00	36.77	50.00	0.12	0.00	0.00	0.00	0.32	
San Francisco-San Mateo-Redwood City	3	2.05	6.76	0.00	15.97	0.00	43.15	0.00	34.12	100.00	0.24	0.00	0.00	0.00	0.75	
San Jose-Sunnyvale-Santa Clara	4	2.74	2.89	0.00	26.32	0.00	44.22	100.00	26.57	0.00	0.00	0.00	0.00	0.00	0.00	
Santa Ana-Anaheim-Irvine	3	2.05	3.39	0.00	26.49	0.00	34.87	66.67	34.99	33.33	0.00	0.00	0.00	0.00	0.00	
Santa Cruz-Watsonville	2	1.37	0.00	0.00	25.40	0.00	40.85	100.00	33.75	0.00	0.46	0.00	0.00	1.47	0.00	
Santa Rosa-Petaluma	1	0.68	0.00	0.00	6.38	0.00	81.23	100.00	12.39	0.00	0.25	0.00	0.00	0.32	0.00	
Stockton	5	3.42	2.09	0.00	10.67	0.00	52.60	20.00	34.64	80.00	0.18	0.00	0.00	0.00	0.43	

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms (continued)

Geographic Distribution: SMALL LOANS TO FARMS				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Limited Review (cont):																
Vallejo-Fairfield	3	2.05	0.72	0.00	13.29	0.00	55.92	0.00	30.06	100.00	0.72	0.00	0.00	0.00	2.13	
Yuba-City-Marysville	11	7.53	0.00	0.00	7.84	0.00	62.38	100.00	29.78	0.00	1.59	0.00	0.00	2.96	0.00	
CA nonMSA	62	42.47	0.00	0.00	14.27	30.65	75.36	69.35	10.37	0.00	2.32	0.00	6.76	2.36	0.00	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: CALIFORNIA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Los Angeles-Long Beach-Glendale	1,839	17.70	23.87	0.23	16.49	1.28	17.40	6.87	42.24	91.62	0.15	0.50	0.00	0.14	0.15
Sacramento	1,434	13.80	20.59	6.35	18.32	12.69	21.00	22.49	40.09	58.46	0.52	0.55	0.31	0.51	0.55
Limited-Review															
Chico	79	0.76	21.91	0.00	17.06	8.77	21.06	17.54	39.97	73.68	0.49	0.00	0.31	0.42	0.55
Modesto	292	2.81	21.74	1.22	17.27	10.98	20.71	31.71	40.28	56.10	0.15	0.00	0.27	0.07	0.16
Napa	48	0.46	18.55	0.00	19.66	6.06	22.34	9.09	39.45	84.85	0.76	0.00	1.20	0.62	0.76
Oakland-Fremont-Haywood	776	7.47	20.97	1.94	17.47	7.96	21.18	20.65	40.38	69.46	0.18	0.36	0.22	0.18	0.17
Oxnard-Thousand Oaks-Ventura	177	1.70	19.55	1.96	18.43	6.86	22.09	16.67	39.92	74.51	0.18	0.00	0.18	0.05	0.21
Redding	118	1.14	20.36	1.39	18.02	9.72	21.24	27.78	40.38	61.11	0.91	0.00	1.42	0.61	0.97
Riverside-San Bernardino-Ontario	2,264	21.79	21.73	3.06	17.48	9.17	20.23	17.03	40.56	70.74	0.11	0.60	0.31	0.15	0.09
Salinas	56	0.54	19.70	12.50	18.38	0.00	21.52	18.75	40.40	68.75	0.03	0.00	0.00	0.00	0.03
San Diego-Carlsbad-San Marcos	987	9.50	21.02	1.27	17.91	9.37	20.09	14.68	40.98	74.68	0.20	0.34	0.35	0.12	0.20
San Francisco-San Mateo-Redwood City	375	3.61	21.33	0.75	17.59	4.87	19.98	26.22	41.11	68.16	0.16	0.00	0.29	0.42	0.14
San Jose-Sunnyvale-Santa Clara	521	5.01	20.21	1.79	17.95	4.30	21.63	30.47	40.21	63.44	0.10	0.00	0.00	0.19	0.09
Santa Ana-Anaheim-Irvine	533	5.13	20.69	0.00	17.97	4.74	20.68	18.01	40.65	77.25	0.08	0.00	0.07	0.13	0.07
Santa Cruz-Watsonville	33	0.32	19.96	0.00	17.98	0.00	21.23	6.67	40.83	93.33	0.00	0.00	0.00	0.00	0.00
Santa Rosa-Petaluma	129	1.24	17.73	3.17	18.87	17.46	24.32	23.81	39.08	55.56	0.09	0.00	0.22	0.00	0.10
Stockton	233	2.24	22.77	1.98	16.48	4.95	19.80	15.84	40.95	77.23	0.18	0.00	0.00	0.12	0.21

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans (continued)

Borrower Distribution: HOME PURCHASE		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Limited Review (cont):															
Vallejo-Fairfield	157	1.51	19.26	0.00	18.51	14.46	23.45	28.92	38.79	56.63	0.10	0.00	0.00	0.30	0.05
Yuba-City-Marysville	65	0.63	20.84	0.00	18.18	3.70	20.53	25.93	40.46	70.37	0.12	0.00	0.00	0.13	0.13
CA nonMSA	275	2.65	20.57	1.34	17.73	8.72	21.49	20.13	40.20	69.80	0.38	0.00	0.60	0.23	0.39

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 55.42% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: CALIFORNIA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Los Angeles-Long Beach-Glendale	112	10.14	23.87	0.91	16.49	12.73	17.40	8.18	42.24	78.18	0.13	0.18	0.24	0.05	0.13
Sacramento	192	17.38	20.59	6.77	18.32	17.19	21.00	29.17	40.09	46.88	0.66	0.82	0.65	0.61	0.67
Limited-Review															
Chico	64	5.79	21.91	4.69	17.06	9.38	21.06	26.56	39.97	59.38	2.70	2.86	1.05	2.99	2.95
Modesto	69	6.24	21.74	2.90	17.27	7.25	20.71	23.19	40.28	66.67	1.33	0.00	1.08	0.74	1.66
Napa	3	0.27	18.55	33.33	19.66	0.00	22.34	33.33	39.45	33.33	0.24	0.00	0.00	0.00	0.38
Oakland-Fremont-Haywood	71	6.43	20.97	5.71	17.47	17.14	21.18	30.00	40.38	47.14	0.39	0.28	0.48	0.48	0.35
Oxnard-Thousand Oaks-Ventura	13	1.18	19.55	0.00	18.43	23.08	22.09	30.77	39.92	46.15	0.13	0.00	0.35	0.00	0.14
Redding	57	5.16	20.36	1.75	18.02	8.77	21.24	42.11	40.38	47.37	2.56	0.00	1.04	5.88	1.87
Riverside-San Bernardino-Ontario	101	9.14	21.73	4.00	17.48	12.00	20.23	17.00	40.56	67.00	0.20	0.15	0.33	0.15	0.19
Salinas	1	0.09	19.70	0.00	18.38	0.00	21.52	100.00	40.40	0.00	0.00	0.00	0.00	0.00	0.00
San Diego-Carlsbad-San Marcos	44	3.98	21.02	0.00	17.91	9.09	20.09	18.18	40.98	72.73	0.31	0.00	0.35	0.30	0.32
San Francisco-San Mateo-Redwood City	43	3.89	21.33	25.58	17.59	20.93	19.98	16.28	41.11	37.21	0.41	3.75	0.55	0.14	0.25
San Jose-Sunnyvale-Santa Clara	12	1.09	20.21	0.00	17.95	8.33	21.63	41.67	40.21	50.00	0.13	0.00	0.00	0.23	0.13
Santa Ana-Anaheim-Irvine	19	1.72	20.69	10.53	17.97	5.26	20.68	21.05	40.65	63.16	0.07	0.31	0.00	0.00	0.09
Santa Cruz-Watsonville	2	0.18	19.96	0.00	17.98	0.00	21.23	50.00	40.83	50.00	0.17	0.00	0.00	0.94	0.00
Santa Rosa-Petaluma	6	0.54	17.73	0.00	18.87	33.33	24.32	16.67	39.08	50.00	0.30	0.00	0.62	0.00	0.38
Stockton	49	4.43	22.77	2.04	16.48	8.16	19.80	10.20	40.95	79.59	1.12	0.00	0.76	0.55	1.46

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans (continued)

Borrower Distribution: HOME IMPROVEMENT				Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Limited Review (cont):																
Vallejo-Fairfield	26	2.35	19.26	7.69	18.51	3.85	23.45	34.62	38.79	53.85	0.53	0.00	0.00	0.70	0.62	
Yuba-City-Marysville	12	1.09	20.84	0.00	18.18	8.33	20.53	33.33	40.46	58.33	0.91	0.00	2.00	0.75	0.86	
CA nonMSA	209	18.91	20.57	7.18	17.73	14.35	21.49	22.49	40.20	55.98	3.65	8.51	4.23	4.62	2.92	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.36% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Los Angeles-Long Beach-Glendale	2,438	20.20	23.87	1.09	16.49	5.07	17.40	16.42	42.24	77.41	0.14	0.00	0.17	0.20	0.13	
Sacramento	1,289	10.68	20.59	4.34	18.32	15.30	21.00	24.82	40.09	55.54	0.38	0.53	0.42	0.36	0.38	
Limited-Review																
Chico	176	1.46	21.91	3.73	17.06	16.42	21.06	24.63	39.97	55.22	0.49	0.00	0.56	0.39	0.53	
Modesto	343	2.84	21.74	1.26	17.27	11.32	20.71	20.13	40.28	67.30	0.19	0.00	0.08	0.20	0.21	
Napa	84	0.70	18.55	5.17	19.66	10.34	22.34	25.86	39.45	58.62	0.43	0.00	0.30	0.45	0.45	
Oakland-Fremont-Haywood	970	8.04	20.97	3.52	17.47	11.74	21.18	23.99	40.38	60.74	0.21	0.32	0.23	0.25	0.20	
Oxnard-Thousand Oaks-Ventura	252	2.09	19.55	2.65	18.43	7.96	22.09	24.78	39.92	64.60	0.14	0.00	0.21	0.11	0.14	
Redding	252	2.09	20.36	1.79	18.02	16.07	21.24	26.79	40.38	55.36	0.96	0.71	1.60	1.24	0.73	
Riverside-San Bernardino-Ontario	2,245	18.60	21.73	2.79	17.48	11.75	20.23	24.38	40.56	61.09	0.15	0.17	0.20	0.16	0.15	
Salinas	53	0.44	19.70	0.00	18.38	0.00	21.52	0.00	40.40	100.00	0.05	0.00	0.00	0.00	0.06	
San Diego-Carlsbad-San Marcos	835	6.92	21.02	2.42	17.91	7.00	20.09	19.57	40.98	71.01	0.16	0.25	0.14	0.18	0.16	
San Francisco-San Mateo-Redwood City	503	4.17	21.33	5.99	17.59	18.70	19.98	25.44	41.11	49.88	0.28	0.46	0.70	0.53	0.19	
San Jose-Sunnyvale-Santa Clara	528	4.37	20.21	1.75	17.95	5.26	21.63	21.64	40.21	71.35	0.08	0.20	0.10	0.08	0.07	
Santa Ana-Anaheim-Irvine	643	5.33	20.69	3.33	17.97	8.79	20.68	22.12	40.65	65.76	0.11	0.23	0.23	0.12	0.08	
Santa Cruz-Watsonville	34	0.28	19.96	8.33	17.98	16.67	21.23	8.33	40.83	66.67	0.09	0.00	0.41	0.00	0.07	
Santa Rosa-Petaluma	123	1.02	17.73	7.58	18.87	15.15	24.32	18.18	39.08	59.09	0.18	1.37	0.43	0.11	0.13	
Stockton	274	2.27	22.77	3.91	16.48	4.69	19.80	24.22	40.95	67.19	0.22	0.53	0.06	0.21	0.24	

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans (continued)

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: CALIFORNIA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Limited Review (cont):																
Vallejo-Fairfield	264	2.19	19.26	4.71	18.51	12.94	23.45	28.24	38.79	54.12	0.44	1.04	0.47	0.42	0.42	
Yuba-City-Marysville	92	0.76	20.84	5.45	18.18	9.09	20.53	25.45	40.46	60.00	0.47	0.00	0.98	0.38	0.45	
CA nonMSA	671	5.56	20.57	3.05	17.73	12.91	21.49	24.88	40.20	59.15	0.65	0.84	0.65	0.84	0.59	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 49.45% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: CALIFORNIA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008	
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Los Angeles-Long Beach-Glendale	16,079	26.52	67.99	65.71	94.38	1.52	4.10	0.66	1.06
Sacramento	7,255	11.96	67.17	66.59	94.25	2.34	3.40	2.05	3.05
Limited-Review									
Chico	988	1.63	70.08	69.33	93.32	2.53	4.15	1.69	3.54
Modesto	855	1.41	66.41	69.01	92.05	2.57	5.38	1.45	2.41
Napa	374	0.62	69.02	63.64	94.92	2.94	2.14	1.10	1.38
Oakland-Fremont-Haywood	5,396	8.90	67.68	68.46	94.03	2.17	3.80	1.02	1.63
Oxnard-Thousand Oaks-Ventura	612	1.01	68.50	74.18	93.14	1.47	5.39	0.30	0.54
Redding	859	1.42	69.88	71.25	96.39	1.86	1.75	3.01	5.44
Riverside-San Bernardino-Ontario	2,691	4.44	67.96	69.23	93.83	1.86	4.31	0.36	0.55
Salinas	330	0.54	68.15	77.58	99.39	0.00	0.61	0.29	0.49
San Diego-Carlsbad-San Marcos	5,630	9.28	68.02	68.56	92.29	2.74	4.97	0.80	1.25
San Francisco-San Mateo-Redwood City	4,856	8.01	67.56	68.39	96.09	1.36	2.55	0.94	1.47
San Jose-Sunnyvale-Santa Clara	3,116	5.14	66.04	67.43	95.99	1.38	2.63	0.76	1.14
Santa Ana-Anaheim-Irvine	5,322	8.78	67.66	62.76	92.88	2.22	4.90	0.57	0.83
Santa Cruz-Watsonville	574	0.95	71.21	75.26	98.61	0.17	1.22	0.73	1.20
Santa Rosa-Petaluma	1,130	1.86	69.70	69.73	97.96	1.15	0.88	0.96	1.79
Stockton	706	1.16	64.67	69.26	95.04	1.70	3.26	0.89	1.46

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses (continued)

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: CALIFORNIA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Limited Review (cont):									
Vallejo-Fairfield	742	1.22	67.64	68.87	95.15	2.83	2.02	1.44	2.22
Yuba-City-Marysville	337	0.56	64.89	69.14	86.65	8.31	5.04	1.64	2.53
CA nonMSA	2,785	4.59	69.68	68.44	94.65	2.66	2.69	2.75	4.78

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 14.18% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: CALIFORNIA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Los Angeles-Long Beach-Glendale	7	4.79	94.32	42.86	71.43	14.29	14.29	0.19	0.09
Sacramento	12	8.22	93.73	25.00	91.67	8.33	0.00	0.26	0.17
Limited-Review									
Chico	6	4.11	94.88	66.67	66.67	33.33	0.00	0.40	0.54
Modesto	1	0.68	92.38	0.00	100.00	0.00	0.00	0.00	0.00
Napa	0	0.00	90.63	0.00	0.00	0.00	0.00	0.00	0.00
Oakland-Fremont-Haywood	7	4.79	94.09	71.43	57.14	42.86	0.00	0.49	0.65
Oxnard-Thousand Oaks-Ventura	3	2.05	88.81	100.00	0.00	100.00	0.00	0.30	0.47
Redding	8	5.48	95.27	25.00	100.00	0.00	0.00	4.12	2.86
Riverside-San Bernardino-Ontario	0	0.00	92.26	0.00	0.00	0.00	0.00	0.00	0.00
Salinas	0	0.00	79.59	0.00	0.00	0.00	0.00	0.00	0.00
San Diego-Carlsbad-San Marcos	8	5.48	93.90	75.00	100.00	0.00	0.00	0.12	0.18
San Francisco-San Mateo-Redwood City	3	2.05	94.35	66.67	100.00	0.00	0.00	0.24	0.35
San Jose-Sunnyvale-Santa Clara	4	2.74	92.77	100.00	25.00	25.00	50.00	0.00	0.00
Santa Ana-Anaheim-Irvine	3	2.05	91.99	66.67	100.00	0.00	0.00	0.00	0.00
Santa Cruz-Watsonville	2	1.37	90.16	0.00	100.00	0.00	0.00	0.46	0.00
Santa Rosa-Petaluma	1	0.68	92.66	100.00	100.00	0.00	0.00	0.25	0.36
Stockton	5	3.42	90.56	40.00	100.00	0.00	0.00	0.18	0.28

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms (continued)

Borrower Distribution: SMALL LOANS TO FARMS		Geography: CALIFORNIA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Limited Review (cont):										
Vallejo-Fairfield	3	2.05	95.09	100.00	100.00	0.00	0.00	0.72	0.91	
Yuba-City-Marysville	11	7.53	91.42	72.73	36.36	18.18	45.45	1.59	2.29	
CA nonMSA	62	42.47	94.23	53.23	61.29	17.74	20.97	2.32	1.79	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 42.47% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: CALIFORNIA					Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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:									
Los Angeles-Long Beach-Glendale	34	27,045	380	101,722	414	128,766	17.77	6	37,538
Sacramento	48	15,553	173	33,714	221	49,267	6.80	3	14,247
Limited-Review									
Chico	5	404	16	4,526	21	4,930	0.68	0	0
Modesto	7	267	25	2,223	32	2,490	0.34	0	0
Napa	3	90	5	366	8	456	0.06	0	0
Oakland-Fremont-Haywood	38	16,566	202	122,197	240	138,763	19.15	6	72,660
Oxnard-Thousand Oaks-Ventura	6	418	30	11,249	36	11,667	1.61	0	0
Redding	8	414	28	1,112	36	1,526	0.21	0	0
Riverside-San Bernardino-Ontario	14	14,305	61	41,339	75	55,644	7.68	1	13,262
Salinas	2	447	11	1,122	13	1,569	0.22	0	0
San Diego-Carlsbad-San Marcos	35	10,639	200	71,500	235	82,139	11.33	0	0
San Francisco-San Mateo-Redwood City	25	9,310	148	68,521	173	77,831	10.74	4	18,853
San Jose-Sunnyvale-Santa Clara	6	14,513	61	34,425	67	48,938	6.75	1	7,595
Santa Ana-Anaheim-Irvine	12	21,295	78	16,208	90	37,503	5.18	0	0
Santa Cruz-Watsonville	2	252	23	11,817	25	12,069	1.67	1	296
Santa Rosa-Petaluma	2	485	20	3,158	22	3,643	0.50	0	0
Stockton	3	279	17	1,122	20	1,401	0.19	0	0
Vallejo-Fairfield	9	958	18	4,298	27	5,256	0.73	0	0
Yuba City-Marysville	5	1,419	10	1,289	15	2,708	0.37	0	0
CA nonMSA	26	1,556	103	27,099	129	28,655	3.95	0	0
CA Statewide	11	7,616	150	21,821	161	29,437	4.06	6	11,706

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS Geography: CALIFORNIA Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Los Angeles-Long Beach-Glendale	24.47	54	15.34	5.56	16.67	25.93	50.00	4	0	2	0	0	2	8.00	29.44	30.88	31.58
Sacramento	28.06	43	12.22	6.98	16.28	46.51	30.23	3	1	0	0	1	1	6.61	25.18	38.80	29.41
Limited-Review																	
Chico	0.71	5	1.42	0.00	40.00	40.00	20.00	0	0	0	0	0	0	2.16	23.07	52.76	22.01
Modesto	0.82	5	1.42	20.00	0.00	80.00	0.00	0	0	0	0	0	0	2.66	21.22	52.77	23.35
Napa	0.23	3	0.85	0.00	66.67	33.33	0.00	0	0	0	0	0	0	0.00	16.66	63.01	20.33
Oakland-Fremont-Haywood	6.94	35	9.94	8.57	8.57	51.43	31.43	3	1	0	1	0	1	8.54	20.25	41.14	30.04
Oxnard-Thousand Oaks-Ventura	0.16	9	2.56	0.00	11.11	55.56	33.33	3	0	0	0	3	0	3.86	23.98	44.41	27.75
Redding	0.97	6	1.70	0.00	33.33	66.67	0.00	0	0	0	0	0	0	0.00	18.51	66.24	15.25
Riverside-San Bernardino-Ontario	0.93	19	5.40	0.00	21.05	31.58	47.37	6	1	0	1	2	2	3.53	28.54	41.16	26.73
Salinas	0.03	2	0.57	0.00	50.00	50.00	0.00	1	0	0	0	1	0	0.00	26.32	48.43	25.25
San Diego-Carlsbad-San Marcos	9.93	45	12.78	6.67	24.44	37.78	31.11	7	0	0	3	3	1	7.78	24.46	37.46	30.01
San Francisco-San Mateo-Redwood City	10.44	31	8.81	12.90	22.58	45.16	19.35	2	1	1	1	-1	0	7.21	21.80	42.21	28.77
San Jose-Sunnyvale-Santa Clara	2.11	17	4.83	0.00	5.88	41.18	52.94	2	1	0	0	0	1	4.03	22.79	47.69	25.49
Santa Ana-Anaheim-Irvine	6.56	26	7.39	0.00	19.23	34.62	46.15	6	0	0	1	1	4	4.95	30.96	31.84	32.26
Santa Cruz-Watsonville	0.37	4	1.14	0.00	25.00	50.00	25.00	2	0	0	1	1	0	0.00	31.25	39.43	29.32
Santa-Rosa-Petaluma	0.81	9	2.56	0.00	33.33	66.67	0.00	1	0	0	0	1	0	0.00	14.38	69.79	15.83

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS Geography: CALIFORNIA Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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
Limited Review (cont):																	
Stockton	0.55	6	1.70	0.00	16.67	33.33	50.00	0	0	0	0	0	0	5.88	25.65	38.34	30.13
Vallejo-Fairfield	1.61	7	1.99	0.00	28.57	57.14	14.29	1	0	0	0	1	0	1.55	22.77	47.80	27.02
Yuba City-Marysville	0.45	1	0.28	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	25.62	51.20	23.18
CA nonMSA	3.85	25	7.10	0.00	28.00	60.00	12.00	0	0	0	0	0	0	0.000	13.52	69.78	16.71

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: COLORADO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Denver-Aurora	59.85	10,905	2,222,052	22,058	583,171	34	2,112	33	144,581	33,030	2,951,916	71.66
Limited-Review												
Boulder	6.08	1,029	248,916	2,317	52,962	5	265	3	2,758	3,354	304,901	3.42
Colorado Springs	12.88	2,649	499,892	4,438	129,484	11	541	9	14,100	7,107	644,017	9.17
Fort Collins-Loveland	4.99	1,200	242,448	1,550	26,576	3	137	3	8,709	2,756	277,870	2.11
Grand Junction	3.03	737	115,087	922	61,300	11	1,955	3	4,305	1,673	182,647	2.09
Greeley	3.41	866	147,945	1,011	24,816	4	507	0	0	1,881	173,268	0.51
Pueblo	3.31	782	79,017	1,031	31,102	11	1,901	2	5,800	1,826	117,820	3.05
CO nonMSA	6.45	1,382	405,570	2,163	116,348	10	1,161	5	29,414	3,560	552,493	7.98
CO Statewide	0.01	0	0	0	0	0	0	3	500	3	500	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	5,061	57.30	1.94	2.73	22.29	18.69	42.16	40.07	33.62	37.23	1.70	2.40	2.15	1.70	1.47
Limited-Review															
Boulder	521	5.90	0.27	0.19	19.36	20.73	44.99	46.45	35.39	32.63	1.59	0.00	1.44	1.71	1.52
Colorado Springs	1,199	13.57	0.12	0.83	19.55	11.51	49.48	46.12	30.85	41.53	1.49	6.45	1.21	1.43	1.60
Fort Collins-Loveland	576	6.52	1.28	0.17	13.61	11.11	62.79	56.42	22.32	32.29	1.73	0.00	1.44	1.94	1.50
Grand Junction	244	2.76	0.00	0.00	14.19	15.16	60.18	61.48	25.63	23.36	0.99	0.00	0.62	1.02	1.26
Greeley	393	4.45	0.70	0.25	14.59	6.87	53.62	48.60	31.09	44.27	1.35	4.55	1.02	1.32	1.42
Pueblo	290	3.28	0.00	0.00	24.22	19.66	46.83	45.52	28.95	34.83	2.21	0.00	2.58	2.00	2.31
CO nonMSA	549	6.22	0.00	0.00	6.03	2.91	51.60	26.96	42.38	70.13	1.66	0.00	1.90	1.63	1.66

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: COLORADO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008						
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	725	51.90	1.94	3.17	22.29	17.10	42.16	38.90	33.62	40.41	3.88	5.69	4.63	3.58	3.76
Limited-Review															
Boulder	39	2.79	0.27	0.00	19.36	30.77	44.99	43.59	35.39	25.64	1.85	0.00	2.27	1.51	2.09
Colorado Springs	205	14.67	0.12	0.00	19.55	12.20	49.48	51.22	30.85	36.59	3.20	0.00	2.08	3.58	3.14
Fort Collins-Loveland	52	3.72	1.28	0.00	13.61	11.54	62.79	57.69	22.32	30.77	2.08	0.00	1.98	2.64	0.90
Grand Junction	88	6.30	0.00	0.00	14.19	12.50	60.18	57.95	25.63	29.55	5.92	0.00	8.25	5.03	6.82
Greeley	44	3.15	0.70	0.00	14.59	0.00	53.62	54.55	31.09	45.45	3.61	0.00	0.00	3.44	4.66
Pueblo	103	7.37	0.00	0.00	24.22	12.62	46.83	49.51	28.95	37.86	7.51	0.00	3.09	8.14	9.04
CO nonMSA	141	10.09	0.00	0.00	6.03	9.22	51.60	48.23	42.38	42.55	5.93	0.00	14.71	7.53	4.16

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	5,098	54.95	1.94	2.61	22.29	17.07	42.16	40.25	33.62	39.53	2.31	2.87	2.86	2.32	2.01
Limited-Review															
Boulder	468	5.04	0.27	0.21	19.36	17.09	44.99	47.22	35.39	35.47	1.89	0.00	1.76	2.03	1.79
Colorado Springs	1,240	13.37	0.12	0.40	19.55	12.10	49.48	49.76	30.85	37.74	2.27	0.00	1.90	2.39	2.28
Fort Collins-Loveland	569	6.13	1.28	0.18	13.61	11.78	62.79	59.40	22.32	28.65	1.99	6.25	1.50	2.17	1.84
Grand Junction	404	4.35	0.00	0.00	14.19	12.13	60.18	71.04	25.63	16.83	1.53	0.00	1.04	1.75	1.21
Greeley	428	4.61	0.70	0.00	14.59	7.94	53.62	51.17	31.09	40.89	1.86	0.00	2.12	2.12	1.51
Pueblo	384	4.14	0.00	0.00	24.22	14.58	46.83	45.83	28.95	39.58	2.64	0.00	2.25	3.14	2.27
CO nonMSA	686	7.39	0.00	0.00	6.03	3.06	51.60	35.71	42.38	61.22	1.72	0.00	1.02	1.63	1.81

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: COLORADO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	21	48.84	8.56	14.29	40.77	47.62	41.87	33.33	8.80	4.76	0.81	0.00	1.27	0.56	0.00
Limited-Review															
Boulder	1	2.33	5.73	0.00	38.53	100.00	42.03	0.00	13.71	0.00	0.00	0.00	0.00	0.00	0.00
Colorado Springs	5	11.63	0.76	20.00	43.58	40.00	44.09	40.00	11.57	0.00	4.26	100.00	3.45	0.00	0.00
Fort Collins-Loveland	3	6.98	3.99	0.00	39.68	66.67	46.38	33.33	9.95	0.00	2.33	0.00	0.00	4.00	0.00
Grand Junction	1	2.33	0.00	0.00	21.50	0.00	52.56	100.00	25.94	0.00	0.00	0.00	0.00	0.00	0.00
Greeley	1	2.33	9.66	0.00	49.21	0.00	27.61	100.00	13.52	0.00	0.00	0.00	0.00	0.00	0.00
Pueblo	5	11.63	0.00	0.00	46.91	0.00	48.33	80.00	4.76	20.00	0.00	0.00	0.00	0.00	0.00
CO nonMSA	6	13.95	0.00	0.00	2.15	0.00	8.89	16.67	88.97	83.33	9.09	0.00	0.00	0.00	16.67

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	22,058	62.15	3.87	4.11	23.53	23.86	37.00	31.52	34.62	39.27	4.97	6.90	6.16	4.77	4.58
Limited-Review															
Boulder	2,317	6.53	1.16	0.69	31.37	26.03	38.99	37.25	28.46	36.04	3.25	3.03	3.14	3.29	3.57
Colorado Springs	4,438	12.50	5.05	4.57	23.95	19.42	41.12	39.32	29.88	36.68	4.79	6.14	4.84	4.88	4.85
Fort Collins-Loveland	1,550	4.37	1.10	0.65	24.41	19.61	50.69	53.10	23.80	26.65	2.66	2.56	2.16	3.11	2.63
Grand Junction	922	2.60	0.00	0.00	26.12	22.56	51.19	48.48	22.70	28.96	3.66	0.00	3.59	3.95	3.96
Greeley	1,011	2.85	5.01	2.37	12.36	7.81	49.01	42.04	33.60	47.77	2.57	1.20	1.69	2.83	2.89
Pueblo	1,031	2.91	0.00	0.00	32.58	26.58	36.67	37.83	30.70	35.60	6.30	0.00	5.88	7.09	6.35
CO nonMSA	2,163	6.09	0.00	0.00	5.73	3.42	32.48	24.36	61.79	72.21	3.50	0.00	3.09	3.10	4.35

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Denver-Aurora	34	38.20	1.88	0.00	20.33	17.65	38.97	32.35	38.25	50.00	1.68	0.00	2.00	2.51	0.99	
Limited-Review																
Boulder	5	5.62	0.27	0.00	23.46	0.00	48.01	100.00	28.12	0.00	0.97	0.00	0.00	2.63	0.00	
Colorado Springs	11	12.36	2.76	0.00	17.64	0.00	51.63	45.45	27.98	54.55	2.61	0.00	0.00	1.85	4.08	
Fort Collins-Loveland	3	3.37	1.04	0.00	16.05	33.33	55.49	33.33	27.43	33.33	0.48	0.00	0.00	0.71	0.00	
Grand Junction	11	12.36	0.00	0.00	7.81	0.00	67.68	90.91	24.51	9.09	2.40	0.00	0.00	3.19	0.00	
Greeley	4	4.49	1.61	0.00	7.13	0.00	65.87	75.00	25.38	25.00	0.00	0.00	0.00	0.00	0.00	
Pueblo	11	12.36	0.00	0.00	18.58	18.18	45.06	36.36	36.36	45.45	9.80	0.00	11.11	15.00	4.55	
CO nonMSA	10	11.24	0.00	0.00	4.97	0.00	53.73	50.00	41.31	50.00	0.96	0.00	0.00	0.80	2.67	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: COLORADO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	5,061	57.30	18.26	8.92	18.82	24.72	23.74	26.07	39.18	40.29	1.23	0.97	1.35	1.32	1.17
Limited-Review															
Boulder	521	5.90	19.44	8.08	18.52	26.26	22.39	22.22	39.66	43.43	0.65	0.93	1.01	0.63	0.49
Colorado Springs	1,199	13.57	17.17	7.52	18.97	28.66	24.84	26.42	39.03	37.40	0.76	1.01	0.90	0.80	0.63
Fort Collins-Loveland	576	6.52	16.76	9.67	19.36	18.96	25.32	30.11	38.56	41.26	0.93	0.38	0.79	1.08	0.98
Grand Junction	244	2.76	17.40	3.60	19.63	16.55	23.69	33.09	39.28	46.76	0.54	0.74	0.80	0.61	0.45
Greeley	393	4.45	19.33	6.67	17.93	24.89	24.16	27.56	38.59	40.89	0.85	2.22	0.70	0.82	0.82
Pueblo	290	3.28	20.21	13.22	18.34	34.36	21.79	14.54	39.67	37.89	1.87	2.54	3.65	1.31	1.37
CO nonMSA	549	6.22	16.71	1.36	17.20	6.79	22.46	16.58	43.63	75.27	1.27	0.00	0.65	1.47	1.31

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 43.02% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: COLORADO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Denver-Aurora	725	51.90	18.26	7.89	18.82	21.19	23.74	24.24	39.18	46.68	3.98	4.55	4.60	3.60	3.87
Limited-Review															
Boulder	39	2.79	19.44	10.26	18.52	17.95	22.39	23.08	39.66	48.72	1.95	1.69	0.00	2.63	2.39
Colorado Springs	205	14.67	17.17	7.35	18.97	18.14	24.84	31.86	39.03	42.65	3.34	6.12	5.03	3.14	2.42
Fort Collins-Loveland	52	3.72	16.76	12.00	19.36	26.00	25.32	20.00	38.56	42.00	2.15	4.62	2.65	1.38	1.96
Grand Junction	88	6.30	17.40	2.27	19.63	22.73	23.69	21.59	39.28	53.41	6.08	0.00	11.83	3.14	6.24
Greeley	44	3.15	19.33	2.27	17.93	18.18	24.16	22.73	38.59	56.82	3.74	2.78	2.38	3.16	4.59
Pueblo	103	7.37	20.21	3.88	18.34	23.30	21.79	25.24	39.67	47.57	7.77	3.45	11.25	6.67	7.69
CO nonMSA	141	10.09	16.71	6.62	17.20	11.76	22.46	21.32	43.63	60.29	6.14	14.29	11.25	8.29	4.65

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.79% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Denver-Aurora	5,098	54.95	18.26	5.64	18.82	21.31	23.74	28.10	39.18	44.95	2.01	2.68	2.41	1.98	1.80	
Limited-Review																
Boulder	468	5.04	19.44	7.77	18.52	20.14	22.39	25.09	39.66	47.00	1.39	1.29	1.27	1.88	1.18	
Colorado Springs	1,240	13.37	17.17	4.67	18.97	17.40	24.84	29.26	39.03	48.68	1.85	0.40	1.79	2.11	1.89	
Fort Collins-Loveland	569	6.13	16.76	6.25	19.36	22.55	25.32	30.71	38.56	40.49	1.57	1.11	1.80	1.72	1.44	
Grand Junction	404	4.35	17.40	2.11	19.63	13.73	23.69	28.17	39.28	55.99	1.07	1.52	1.07	0.71	1.21	
Greeley	428	4.61	19.33	2.87	17.93	20.70	24.16	26.11	38.59	50.32	1.67	0.57	2.19	1.73	1.57	
Pueblo	384	4.14	20.21	6.01	18.34	14.87	21.79	28.80	39.67	50.32	2.40	1.62	1.41	2.58	2.70	
CO nonMSA	686	7.39	16.71	1.37	17.20	8.59	22.46	16.80	43.63	73.24	1.58	0.83	2.14	1.32	1.62	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 28.71% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: COLORADO		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Denver-Aurora	22,058	62.15	63.59	71.48	95.86	1.67	2.47	4.97	8.68
Limited-Review									
Boulder	2,317	6.53	64.94	70.61	96.72	1.12	2.16	3.25	5.84
Colorado Springs	4,438	12.50	65.15	70.84	94.95	2.01	3.04	4.79	7.98
Fort Collins-Loveland	1,550	4.37	65.52	64.32	98.32	0.52	1.16	2.66	4.30
Grand Junction	922	2.60	62.66	68.76	83.62	8.13	8.24	3.66	5.88
Greeley	1,011	2.85	62.20	63.90	96.74	0.89	2.37	2.57	4.12
Pueblo	1,031	2.91	63.89	75.07	93.99	4.27	1.75	6.30	11.12
CO nonMSA	2,163	6.09	64.35	68.01	88.95	4.72	6.33	3.50	5.68

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.34% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: COLORADO			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Denver-Aurora	34	38.20	94.62	61.76	88.24	2.94	8.82	1.68	1.55
Limited-Review									
Boulder	5	5.62	95.88	40.00	80.00	0.00	20.00	0.97	1.14
Colorado Springs	11	12.36	96.06	63.64	90.91	0.00	9.09	2.61	2.02
Fort Collins-Loveland	3	3.37	97.00	100.00	100.00	0.00	0.00	0.48	0.62
Grand Junction	11	12.36	98.26	54.55	45.45	27.27	27.27	2.40	1.23
Greeley	4	4.49	93.10	25.00	75.00	0.00	25.00	0.00	0.00
Pueblo	11	12.36	97.63	81.82	54.55	9.09	36.36	9.80	11.90
CO nonMSA	10	11.24	96.01	50.00	70.00	10.00	20.00	0.96	0.25

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 25.84% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: COLORADO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Denver-Aurora	23	15,745	314	58,300	337	74,045	67.20	12	34,092
Limited-Review									
Boulder	9	991	49	3,326	58	4,317	3.92	2	4,477
Colorado Springs	17	1,796	84	7,245	101	9,041	8.20	0	0
Fort Collins-Loveland	3	1,275	29	4,649	32	5,924	5.38	1	36
Grand Junction	3	164	20	999	23	1,163	1.06	0	0
Greeley	3	96	5	257	8	353	0.32	0	0
Pueblo	6	353	18	9,487	24	9,840	8.93	0	0
CO nonMSA	4	368	31	3,647	35	4,015	3.64	0	0
CO Statewide	3	900	31	586	34	1,486	1.35	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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: COLORADO Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Denver-Aurora	71.66%	77	53.85	2.60	20.78	38.96	36.36	12	1	1	0	1	9	4.67	28.17	39.55	27.49
Limited-Review																	
Boulder	3.42%	8	5.59	0.00	25.00	62.50	12.50	2	0	0	0	2	0	3.35	25.38	41.56	29.70
Colorado Springs	9.17%	14	9.79	7.14	7.14	71.43	14.29	3	0	0	0	3	0	0.34	26.24	47.96	25.46
Fort Collins-Loveland	2.11%	8	5.59	0.00	12.50	50.00	37.50	1	0	0	0	1	0	3.28	19.05	59.01	18.66
Grand Junction	2.09%	4	2.80	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	17.70	60.49	21.81
Greeley	0.51%	5	3.50	0.00	0.00	40.00	60.00	2	0	0	0	0	2	2.21	21.67	49.61	25.28
Pueblo	3.05%	6	4.20	0.00	16.67	33.33	50.00	0	0	0	0	0	0	0.00	30.02	43.31	25.47
CO nonMSA	7.98%	21	14.69	0.00	4.76	23.81	71.43	1	0	0	0	1	0	0.00	6.18	47.05	44.87

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: IDAHO												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Boise City-Nampa	46.04	3,119	450,002	6,541	380,083	201	32,947	10	25,857	9,871	888,889	56.41
Limited-Review												
Coeur d'Alene	9.11	777	105,634	1,168	65,898	4	16	4	14,728	1,953	186,276	6.05
Idaho Falls	5.82	584	88,531	596	23,824	67	7,981	1	1,658	1,248	121,994	4.76
Logan	1.77	61	6,984	195	5,945	122	9,548	2	293	380	22,770	0.72
Pocatello	3.13	243	30,315	351	21,090	60	13,551	17	2,581	671	67,537	1.77
ID nonMSA	34.12	2,442	323,846	4,343	176,352	501	58,085	28	27,419	7,314	585,702	30.29
ID Statewide	0.01	0	0	0	0	0	0	2	7,498	2	7,498	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Boise City-Nampa	1,051	46.02	0.82	0.00	17.25	13.51	48.01	49.19	33.92	37.30	1.71	0.00	1.71	1.95	1.42	
Limited-Review																
Coeur d'Alene	200	8.76	0.00	0.00	5.20	5.00	77.44	80.50	17.36	14.50	1.62	0.00	3.97	1.55	1.54	
Idaho Falls	175	7.66	0.00	0.00	10.92	6.29	67.32	63.43	21.76	30.29	1.19	0.00	1.04	1.08	1.60	
Logan	20	0.88	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.63	0.00	0.00	2.63	0.00	
Pocatello	101	4.42	0.00	0.00	18.36	18.81	52.28	38.61	29.37	42.57	1.17	0.00	0.69	0.99	1.73	
ID nonMSA	737	32.27	0.00	0.00	6.29	3.66	81.03	79.10	12.68	17.23	2.43	0.00	0.68	2.44	3.02	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Boise City-Nampa	472	40.87	0.82	0.85	17.25	15.04	48.01	45.76	33.92	38.35	8.50	7.14	8.64	7.92	9.36	
Limited-Review																
Coeur d'Alene	152	13.16	0.00	0.00	5.20	5.92	77.44	78.29	17.36	15.79	9.46	0.00	15.63	8.11	15.66	
Idaho Falls	49	4.24	0.00	0.00	10.92	12.24	67.32	69.39	21.76	18.37	3.83	0.00	5.88	4.00	2.82	
Logan	6	0.52	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	7.41	0.00	0.00	7.41	0.00	
Pocatello	26	2.25	0.00	0.00	18.36	15.38	52.28	69.23	29.37	15.38	4.83	0.00	0.00	9.92	0.00	
ID nonMSA	450	38.96	0.00	0.00	6.29	2.22	81.03	87.11	12.68	10.67	11.63	0.00	7.46	11.98	10.56	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Boise City-Nampa	1,594	42.21	0.82	0.63	17.25	14.43	48.01	50.44	33.92	34.50	2.02	3.13	2.28	2.26	1.52
Limited-Review															
Coeur d'Alene	423	11.20	0.00	0.00	5.20	5.67	77.44	79.43	17.36	14.89	1.88	0.00	2.58	2.00	1.15
Idaho Falls	358	9.48	0.00	0.00	10.92	3.35	67.32	70.67	21.76	25.98	3.67	0.00	1.54	3.82	3.97
Logan	35	0.93	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	2.97	0.00	0.00	2.97	0.00
Pocatello	116	3.07	0.00	0.00	18.36	14.66	52.28	48.28	29.37	37.07	1.48	0.00	0.86	1.77	1.36
ID nonMSA	1,250	33.10	0.00	0.00	6.29	2.64	81.03	83.12	12.68	14.24	3.27	0.00	2.39	3.40	2.87

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Boise City-Nampa	2	18.18	1.79	0.00	38.65	50.00	32.72	0.00	26.84	50.00	3.70	0.00	12.50	0.00	0.00	
Limited-Review																
Coeur d'Alene	2	18.18	0.00	0.00	24.85	50.00	61.21	50.00	13.94	0.00	0.00	0.00	0.00	0.00	0.00	
Idaho Falls	2	18.18	0.00	0.00	36.24	0.00	53.48	100.00	10.29	0.00	0.00	0.00	0.00	0.00	0.00	
Logan	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Pocatello	0	0.00	0.00	0.00	48.34	0.00	43.72	0.00	7.95	0.00	0.00	0.00	0.00	0.00	0.00	
ID nonMSA	5	45.45	0.00	0.00	10.37	0.00	67.00	80.00	22.62	20.00	7.69	0.00	0.00	5.56	33.33	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Boise City-Nampa	6,541	49.58	0.96	0.38	24.87	23.65	41.52	36.66	32.64	39.31	6.75	3.56	8.82	6.13	6.76
Limited-Review															
Coeur d'Alene	1,168	8.85	0.00	0.00	13.49	10.96	75.08	73.72	11.43	15.33	5.04	0.00	5.43	5.30	5.02
Idaho Falls	596	4.52	0.00	0.00	19.63	17.79	57.95	61.74	22.42	20.47	2.95	0.00	2.58	3.39	2.57
Logan	195	1.48	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	11.04	0.00	0.00	11.55	0.00
Pocatello	351	2.66	0.00	0.00	33.26	30.77	45.77	44.44	20.97	24.79	4.11	0.00	4.50	4.12	4.44
ID nonMSA	4,343	32.92	0.00	0.00	7.73	5.36	74.80	74.86	17.47	19.78	6.09	0.00	5.27	6.46	7.70

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Boise City-Nampa	201	21.05	0.55	1.49	21.52	31.34	56.96	56.22	20.97	10.95	10.17	50.00	8.70	12.18	5.88	
Limited-Review																
Coeur d'Alene	4	0.42	0.00	0.00	5.78	0.00	82.67	75.00	11.56	25.00	1.32	0.00	0.00	0.00	6.67	
Idaho Falls	67	7.02	0.00	0.00	4.79	0.00	80.31	97.01	14.90	2.99	5.18	0.00	0.00	5.73	0.00	
Logan	122	12.77	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	40.00	0.00	0.00	40.48	0.00	
Pocatello	60	6.28	0.00	0.00	9.09	1.67	75.06	91.67	15.84	6.67	15.09	0.00	0.00	19.83	3.23	
ID nonMSA	501	52.46	0.00	0.00	5.92	5.99	84.18	85.83	9.90	8.18	6.19	0.00	8.89	5.93	11.11	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: IDAHO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Boise City-Nampa	1,051	46.02	17.83	4.97	19.15	18.65	23.65	30.91	39.38	45.47	0.94	1.52	0.87	1.17	0.80
Limited-Review															
Coeur d'Alene	200	8.76	17.20	4.76	19.03	11.90	25.04	25.40	38.73	57.94	1.00	0.00	1.10	0.94	1.03
Idaho Falls	175	7.66	18.07	7.37	18.91	18.95	23.84	24.21	39.18	49.47	0.72	0.47	0.69	0.59	0.85
Logan	20	0.88	15.15	0.00	24.79	45.45	28.04	27.27	32.02	27.27	2.21	0.00	5.56	1.59	1.35
Pocatello	101	4.42	19.76	11.43	18.53	17.14	22.10	25.71	39.62	45.71	0.57	0.00	0.46	0.61	0.65
ID nonMSA	737	32.27	17.96	3.40	19.17	15.78	24.01	20.87	38.85	59.95	1.39	2.55	1.06	0.94	1.60

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 45.62% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: IDAHO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Boise City-Nampa	472	40.87	17.83	5.53	19.15	20.21	23.65	27.23	39.38	47.02	8.86	4.08	8.11	8.73	10.03
Limited-Review															
Coeur d'Alene	152	13.16	17.20	5.92	19.03	18.42	25.04	27.63	38.73	48.03	9.59	17.65	8.49	8.43	10.09
Idaho Falls	49	4.24	18.07	4.08	18.91	20.41	23.84	22.45	39.18	53.06	3.86	3.13	4.10	2.78	4.42
Logan	6	0.52	15.15	0.00	24.79	16.67	28.04	33.33	32.02	50.00	7.69	0.00	14.29	16.67	0.00
Pocatello	26	2.25	19.76	23.08	18.53	19.23	22.10	23.08	39.62	34.62	4.98	18.18	7.50	2.60	4.51
ID nonMSA	450	38.96	17.96	7.57	19.17	20.04	24.01	24.50	38.85	47.88	11.88	15.05	17.09	10.18	10.89

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.26% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Boise City-Nampa	1,594	42.21	17.83	7.99	19.15	20.48	23.65	32.60	39.38	38.93	1.29	1.68	1.49	1.54	0.99	
Limited-Review																
Coeur d'Alene	423	11.20	17.20	5.37	19.03	13.43	25.04	27.76	38.73	53.43	1.60	4.08	1.55	1.67	1.50	
Idaho Falls	358	9.48	18.07	3.68	18.91	22.79	23.84	25.74	39.18	47.79	1.19	1.20	0.94	1.66	1.01	
Logan	35	0.93	15.15	5.88	24.79	17.65	28.04	29.41	32.02	47.06	0.80	0.00	0.00	0.00	1.80	
Pocatello	116	3.07	19.76	10.17	18.53	23.73	22.10	22.03	39.62	44.07	0.79	0.00	1.66	0.57	0.73	
ID nonMSA	1,250	33.10	17.96	7.19	19.17	15.95	24.01	25.42	38.85	51.44	2.15	5.44	2.40	2.38	1.80	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 34.59% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: IDAHO		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Boise City-Nampa	6,541	49.58	62.67	65.28	88.06	4.92	7.02	6.75	10.04
Limited-Review									
Coeur d'Alene	1,168	8.85	61.92	72.17	89.21	4.28	6.51	5.04	7.97
Idaho Falls	596	4.52	60.24	60.40	90.44	5.37	4.19	2.95	3.62
Logan	195	1.48	56.27	86.67	93.85	4.62	1.54	11.04	18.80
Pocatello	351	2.66	58.71	62.68	83.48	11.11	5.41	4.11	5.76
ID nonMSA	4,343	32.92	60.84	71.84	92.13	3.52	4.35	6.09	9.57

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 16.23% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: IDAHO			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Boise City-Nampa	201	21.05	95.89	81.59	47.26	31.84	20.90	10.17	10.71
Limited-Review									
Coeur d'Alene	4	0.42	96.89	75.00	100.00	0.00	0.00	1.32	1.85
Idaho Falls	67	7.02	94.52	55.22	62.69	23.88	13.43	5.18	2.94
Logan	122	12.77	97.89	91.80	86.89	4.10	9.02	40.00	41.89
Pocatello	60	6.28	95.32	70.00	21.67	38.33	40.00	15.09	13.82
ID nonMSA	501	52.46	95.26	83.83	65.47	20.16	14.37	6.19	6.27

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 7.02% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: IDAHO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Boise City-Nampa	29	6,154	70	11,835	99	17,989	54.34	0	0
Limited-Review									
Coeur d'Alene	9	518	23	1,171	32	1,689	5.10	0	0
Idaho Falls	1	1,169	9	1,066	10	2,235	6.75	0	0
Logan	1	74	3	230	4	304	0.92	0	0
Pocatello	4	104	17	767	21	871	2.63	0	0
ID nonMSA	34	2,972	60	6,103	94	9,075	27.41	0	0
ID Statewide	3	625	12	317	15	942	2.84	0	0

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

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

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																		Geography: IDAHO		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008														
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population																				
	% of Rated Area Deposits in AA	# of USB 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:																																		
Boise City-Nampa	56.41	35	39.77	0.00	37.14	28.57	34.29	0	0	0	0	0	0	0	1.58	21.28	46.43	30.71																
Limited-Review																																		
Coeur d'Alene	6.05	5	5.68	0.00	20.00	80.00	0.00	0	0	0	0	0	0	0.00	7.82	76.03	16.15																	
Idaho Falls	4.76	4	4.55	0.00	50.00	25.00	25.00	0	0	0	0	0	0	0.00	13.54	66.55	19.91																	
Logan	0.72	1	1.14	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00																	
Pocatello	1.77	3	3.41	0.00	66.67	33.33	0.00	0	0	0	0	0	0	0.00	21.77	51.13	27.10																	
ID nonMSA	30.29	40	45.45	0.00	5.00	80.00	15.00	0	0	0	0	0	0	0.00	7.82	80.13	12.05																	

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: ILLINOIS												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Chicago-Naperville-Joliet	76.10	21,747	5,016,912	12,782	359,721	13	1,748	22	64,642	34,564	5,443,023	65.83
Limited-Review:												
Bloomington-Normal	1.78	509	72,094	282	18,957	18	1,792	0	0	809	92,843	0.94
Rockford	2.63	576	59,131	606	24,875	13	1,320	0	0	1,195	85,326	4.92
Springfield	4.07	795	89,532	909	94,995	142	14,781	1	4,158	1,847	203,466	8.12
IL nonMSA	15.42	3,882	315,947	2,198	148,095	919	86,495	3	3,578	7,002	554,115	20.19
IL Statewide	0.00	0	0	0	0	0	0	2	2,500	2	2,500	0.00

* Loan Data as of December 31, 2008 Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008

*** Deposit Data as of June 30, 2008 Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Chicago-Naperville-Joliet	8,688	71.90	2.62	2.83	15.23	11.61	44.44	37.95	37.70	47.50	1.67	0.85	1.43	1.57	1.98	
Limited-Review:																
Bloomington-Normal	309	2.56	0.00	0.00	21.24	25.57	55.27	48.54	23.49	25.89	1.47	0.00	1.91	1.58	1.01	
Rockford	225	1.86	1.61	0.89	17.05	9.33	56.27	60.89	25.07	28.89	1.17	0.00	1.01	1.10	1.51	
Springfield	438	3.62	2.60	1.14	20.47	15.98	40.90	44.06	36.04	38.81	4.01	5.06	4.27	4.33	3.56	
IL nonMSA	2,423	20.05	0.00	0.00	14.92	18.49	73.14	72.31	11.95	9.20	12.86	0.00	22.03	11.96	9.83	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Chicago-Naperville-Joliet	490	52.63	2.62	4.08	15.23	23.47	44.44	41.22	37.70	31.22	0.65	0.19	0.37	0.71	0.81	
Limited-Review:																
Bloomington-Normal	15	1.61	0.00	6.67	21.24	13.33	55.27	53.33	23.49	26.67	1.32	0.00	1.37	1.62	0.75	
Rockford	60	6.44	1.61	3.33	17.05	16.67	56.27	56.67	25.07	23.33	2.14	6.25	1.76	1.62	3.27	
Springfield	68	7.30	2.60	7.35	20.47	26.47	40.90	45.59	36.04	20.59	3.85	7.69	8.82	2.86	2.68	
IL nonMSA	298	32.01	0.00	0.00	14.92	13.42	73.14	71.81	11.95	14.77	10.24	0.00	11.60	9.90	10.64	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Chicago-Naperville-Joliet	12,541	86.83	2.62	2.57	15.23	12.08	44.44	38.92	37.70	46.37	1.70	1.49	1.64	1.53	1.95
Limited-Review:															
Bloomington-Normal	183	1.27	0.00	0.00	21.24	24.04	55.27	42.62	23.49	33.33	0.97	0.00	1.65	0.98	0.54
Rockford	291	2.01	1.61	1.03	17.05	9.97	56.27	56.70	25.07	32.30	1.56	0.00	1.13	1.72	1.56
Springfield	274	1.90	2.60	2.19	20.47	13.87	40.90	35.40	36.04	48.54	2.49	3.28	3.72	1.99	2.56
IL nonMSA	1,154	7.99	0.00	0.00	14.92	15.16	73.14	73.92	11.95	10.92	5.85	0.00	9.46	5.58	4.46

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: ILLINOIS						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:																	
Chicago-Naperville-Joliet	28	53.85	11.65	10.71	24.27	35.71	35.55	42.86	28.53	10.71	0.57	0.48	0.65	0.53	0.54		
Limited-Review:																	
Bloomington-Normal	2	3.85	2.12	0.00	36.51	0.00	54.30	100.00	7.07	0.00	1.59	0.00	0.00	2.94	0.00		
Rockford	0	0.00	10.79	0.00	27.95	0.00	49.69	0.00	11.57	0.00	0.00	0.00	0.00	0.00	0.00		
Springfield	15	28.85	12.05	6.67	41.81	66.67	22.14	20.00	24.00	6.67	4.35	0.00	10.00	0.00	0.00		
IL nonMSA	7	13.46	0.00	0.00	21.76	28.57	66.52	57.14	11.72	14.29	8.70	0.00	20.00	0.00	100.00		

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Chicago-Naperville-Joliet	12,782	76.19	4.00	2.15	14.79	11.28	37.08	36.57	43.83	49.89	1.04	0.99	0.92	1.04	1.10
Limited-Review:															
Bloomington-Normal	282	1.68	0.58	2.13	23.62	26.24	59.57	46.45	16.22	25.18	1.20	4.35	1.41	1.00	1.53
Rockford	606	3.61	4.98	2.97	19.27	15.35	51.12	52.64	24.63	29.04	1.49	1.98	1.76	1.39	1.30
Springfield	909	5.42	9.48	9.57	26.63	24.42	31.43	26.73	32.45	39.27	4.81	10.09	5.68	3.69	4.69
IL nonMSA	2,198	13.10	0.00	0.00	20.09	19.15	70.32	71.38	9.58	9.46	4.87	0.00	5.99	4.98	4.18

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Chicago-Naperville-Joliet	13	1.18	1.40	0.00	8.78	0.00	46.33	15.38	43.49	84.62	0.26	0.00	0.00	0.15	0.53	
Limited-Review:																
Bloomington-Normal	18	1.63	0.00	0.00	6.42	5.56	73.09	94.44	20.49	0.00	1.22	0.00	0.00	1.57	0.00	
Rockford	13	1.18	0.49	0.00	9.69	7.69	52.55	30.77	37.27	61.54	6.12	0.00	12.50	6.67	5.00	
Springfield	142	12.85	1.79	1.41	9.23	2.11	59.82	49.30	29.17	47.18	24.58	0.00	12.50	15.27	58.97	
IL nonMSA	919	83.17	0.00	0.00	5.06	2.61	78.49	89.23	16.45	8.16	24.13	0.00	28.57	26.62	11.86	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **						
Full-Review:																
Chicago-Naperville-Joliet	8,688	71.90	20.92	4.52	17.56	19.16	22.00	30.83	39.52	45.49	1.09	1.36	0.95	1.16	1.10	
Limited-Review:																
Bloomington-Normal	309	2.56	17.41	13.09	18.87	32.98	26.57	26.70	37.15	27.23	1.33	0.74	1.60	1.56	1.20	
Rockford	225	1.86	19.09	15.57	19.24	17.37	24.25	31.14	37.43	35.93	0.86	0.90	0.41	1.08	1.00	
Springfield	438	3.62	18.59	15.50	18.94	32.25	23.76	27.00	38.71	25.25	3.96	4.19	5.66	3.39	3.13	
IL nonMSA	2,423	20.05	17.88	11.83	19.13	27.55	24.56	29.60	38.43	31.01	14.40	13.83	15.77	16.31	12.26	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 31.85% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ILLINOIS								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Chicago-Naperville-Joliet	490	52.63	20.92	9.03	17.56	21.15	22.00	29.36	39.52	40.45	0.67	0.71	0.67	0.72	0.63
Limited-Review:															
Bloomington-Normal	15	1.61	17.41	13.33	18.87	33.33	26.57	6.67	37.15	46.67	1.35	0.00	3.74	0.00	1.07
Rockford	60	6.44	19.09	16.67	19.24	26.67	24.25	31.67	37.43	25.00	2.22	2.14	3.17	2.45	1.48
Springfield	68	7.30	18.59	22.06	18.94	29.41	23.76	23.53	38.71	25.00	3.94	8.99	5.26	3.46	2.41
IL nonMSA	298	32.01	17.88	12.08	19.13	27.18	24.56	25.50	38.43	35.23	10.75	9.23	14.62	11.90	8.05

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.32% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Chicago-Naperville-Joliet	12,541	86.83	20.92	3.66	17.56	15.05	22.00	30.17	39.52	51.12	1.36	1.01	1.19	1.39	1.45	
Limited-Review:																
Bloomington-Normal	183	1.27	17.41	7.58	18.87	21.97	26.57	35.61	37.15	34.85	0.68	0.79	0.90	0.96	0.36	
Rockford	291	2.01	19.09	7.63	19.24	23.73	24.25	33.05	37.43	35.59	1.32	0.57	1.04	1.70	1.32	
Springfield	274	1.90	18.59	11.89	18.94	21.31	23.76	22.13	38.71	44.67	2.47	2.02	3.20	2.83	2.00	
IL nonMSA	1,154	7.99	17.88	7.96	19.13	18.81	24.56	28.48	38.43	44.76	6.29	6.15	5.91	6.02	6.67	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 30.67% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: ILLINOIS		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Chicago-Naperville-Joliet	12,782	76.19	66.95	69.13	95.53	2.10	2.37	1.04	2.29
Limited-Review:									
Bloomington-Normal	282	1.68	61.99	42.91	83.33	8.16	8.51	1.20	1.32
Rockford	606	3.61	66.92	60.23	92.41	3.63	3.96	1.49	2.85
Springfield	909	5.42	61.85	70.52	75.47	13.20	11.33	4.81	9.71
IL nonMSA	2,198	13.10	58.89	77.25	86.08	7.10	6.82	4.87	9.86

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.99% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: ILLINOIS			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Chicago-Naperville-Joliet	13	1.18	94.68	61.54	53.85	30.77	15.38	0.26	0.32
Limited-Review:									
Bloomington-Normal	18	1.63	98.15	22.22	50.00	50.00	0.00	1.22	0.00
Rockford	13	1.18	96.55	100.00	53.85	46.15	0.00	6.12	7.79
Springfield	142	12.85	97.92	92.25	70.42	17.61	11.97	24.58	28.78
IL nonMSA	919	83.17	98.98	96.63	72.25	20.24	7.51	24.13	27.78

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 3.35% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: ILLINOIS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Chicago-Naperville-Joliet	15	2,494	301	48,675	316	51,169	72.61	8	26,302
Limited-Review:									
Bloomington-Normal	2	44	8	303	10	347	0.49	0	0
Rockford	17	2,558	39	3,636	56	6,194	8.79	2	605
Springfield	11	762	15	2,540	26	3,302	4.69	0	0
IL nonMSA	21	2,553	94	6,842	115	9,395	13.33	1	104
IL Statewide	2	35	5	25	7	60	0.08	1	58

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																		Geography: ILLINOIS		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of USB 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:																							
Chicago-Naperville-Joliet	65.83	48	55.81	0.00	8.33	43.75	47.92	6	2	0	1	3	0	7.98	23.66	38.77	29.58						
Limited-Review:																							
Bloomington-Normal	0.94	2	2.33	0.00	0.00	100.00	0.00	0	0	0	0	0	0	5.16	22.68	53.48	18.67						
Rockford	4.92	8	9.30	12.50	25.00	25.00	37.50	0	0	0	0	0	0	4.28	22.43	51.50	21.79						
Springfield	8.12	6	6.98	33.33	0.00	16.67	50.00	0	0	0	0	0	0	5.38	23.74	38.50	32.38						
IL nonMSA	20.19	22	25.58	0.00	18.18	72.73	9.09	0	0	0	0	0	0	0.00	16.27	72.74	10.99						

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full-Review:												
IN nonMSA	100.00	922	72,670	867	34,406	101	8,786	0	0	1,890	115,862	100.00
Limited Review:												
IN Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: INDIANA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	475	100.00	1.66	1.89	14.76	12.00	74.94	74.53	8.63	11.58	9.99	14.71	6.38	10.38	11.54

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	97	100.00	1.66	2.06	14.76	12.37	74.94	82.47	8.63	3.09	14.55	10.00	10.64	15.38	15.38

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	350	100.00	1.66	2.00	14.76	10.00	74.94	75.14	8.63	12.86	5.21	2.13	3.83	5.46	6.21

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	0	0.00	13.54	0.00	20.56	0.00	48.16	0.00	17.74	0.00	0.00	0.00	0.00	0.00	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	867	100.00	8.45	6.34	16.38	19.84	65.42	63.09	9.75	10.73	9.86	8.84	10.65	10.07	10.96

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	101	100.00	0.28	0.00	4.60	1.98	89.40	95.05	5.72	2.97	5.76	0.00	12.50	5.68	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	475	100.00	19.85	17.55	21.13	27.90	24.54	25.39	34.49	29.15	6.86	3.66	5.67	8.33	8.88

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 32.84% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	97	100.00	19.85	13.40	21.13	39.18	24.54	22.68	34.49	24.74	14.77	15.38	21.92	11.83	12.50

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
IN nonMSA	350	100.00	19.85	15.15	21.13	22.12	24.54	33.03	34.49	29.70	5.63	5.31	6.47	5.68	5.15

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 5.71% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES				Geography: INDIANA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
IN nonMSA	867	100.00	63.17	72.32	93.43	2.88	3.69	9.86	16.59

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 14.76% of small loans to businesses originated and purchased by the USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS				Geography: INDIANA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
IN nonMSA	101	100.00	98.88	91.09	76.24	16.83	6.93	5.76	14.46

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 8.91% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full-Review:									
IN nonMSA	14	707	45	2,613	59	3,321	100.00	0	0
Limited Review:									
IN Statewide	0	0	0	0	0	0	0.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS		Geography: INDIANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008											
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of USB Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full-Review:																	
IN nonMSA	100.00	13	100.00	15.38	7.69	61.54	15.38	0	1	0	0	-1	0	3.64	15.95	72.51	7.90

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: IOWA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Des Moines-West Des Moines	20.38	3,607	479,032	2,641	165,301	88	8,248	4	11,450	6,340	664,031	20.46
Limited-Review:												
Ames	3.09	306	34,459	495	25,724	160	20,267	0	0	961	80,450	4.38
Cedar Rapids	12.94	1,980	222,769	1,432	123,719	609	54,951	5	35,157	4,026	436,596	20.19
Dubuque	2.99	303	29,614	482	40,433	144	9,667	1	1,250	930	80,964	5.02
Iowa City	5.87	655	114,297	734	61,777	432	30,499	4	5,224	1,825	211,797	6.32
Sioux City	3.44	395	28,920	561	30,975	113	14,165	1	1,500	1,070	75,560	3.49
Waterloo-Cedar Falls	6.73	745	85,386	1,139	123,697	207	19,257	2	2,456	2,093	230,796	8.33
IA nonMSA	44.55	3,869	349,416	4,203	229,510	5,773	459,869	14	19,433	13,859	1,058,228	31.81
IA Statewide	0.01	0	0	0	0	0	0	2	4,173	2	4,173	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Des Moines-West Des Moines	2,020	32.67	1.78	1.24	17.64	5.64	54.64	48.27	25.94	44.85	4.33	1.92	2.42	4.33	5.02	
Limited-Review:																
Ames	156	2.52	4.12	5.13	0.00	0.00	74.25	60.26	21.63	33.97	2.42	6.38	0.00	1.40	4.31	
Cedar Rapids	1,141	18.45	0.47	0.18	9.14	9.90	66.14	55.83	24.25	34.09	4.89	0.00	5.94	4.72	5.03	
Dubuque	138	2.23	0.00	0.00	4.59	3.62	91.12	94.20	4.29	2.17	2.19	0.00	1.53	2.30	0.82	
Iowa City	351	5.68	0.00	0.28	17.87	9.40	49.67	59.83	32.46	30.48	3.09	0.00	2.23	3.16	3.33	
Sioux City	201	3.25	0.00	0.00	12.81	10.45	54.83	51.24	32.35	38.31	4.33	0.00	6.08	3.88	4.59	
Waterloo-Cedar Falls	360	5.82	1.04	0.28	25.33	10.83	49.34	50.56	24.29	38.33	2.40	2.63	1.29	2.55	2.96	
IA nonMSA	1,816	29.37	0.00	0.00	6.19	9.20	82.39	70.32	11.42	20.48	7.50	0.00	12.16	6.92	8.76	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Des Moines-West Des Moines	269	22.49	1.78	1.86	17.64	14.87	54.64	53.53	25.94	29.74	4.05	5.41	2.83	4.25	4.20	
Limited-Review:																
Ames	36	3.01	4.12	0.00	0.00	0.00	74.25	72.22	21.63	27.78	3.52	0.00	0.00	3.45	4.08	
Cedar Rapids	181	15.13	0.47	0.00	9.14	11.60	66.14	59.12	24.25	29.28	7.87	0.00	10.29	7.43	8.66	
Dubuque	19	1.59	0.00	0.00	4.59	0.00	91.12	94.74	4.29	5.26	3.13	0.00	0.00	3.37	0.00	
Iowa City	43	3.60	0.00	0.00	17.87	11.63	49.67	53.49	32.46	34.88	4.95	0.00	0.99	5.29	7.41	
Sioux City	55	4.60	0.00	0.00	12.81	7.27	54.83	45.45	32.35	47.27	5.82	0.00	5.08	4.80	7.56	
Waterloo-Cedar Falls	92	7.69	1.04	0.00	25.33	19.57	49.34	55.43	24.29	25.00	11.75	0.00	7.61	14.58	12.33	
IA nonMSA	501	41.89	0.00	0.00	6.19	11.18	82.39	75.85	11.42	12.97	10.20	0.00	15.08	9.64	11.30	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	1,308	29.64	1.78	0.92	17.64	11.85	54.64	51.45	25.94	35.78	3.37	2.23	2.42	3.55	3.67
Limited-Review:															
Ames	109	2.47	4.12	2.75	0.00	0.00	74.25	63.30	21.63	33.94	2.82	0.00	0.00	2.49	4.00
Cedar Rapids	654	14.82	0.47	0.61	9.14	11.16	66.14	55.81	24.25	32.42	4.34	3.33	7.87	3.56	5.03
Dubuque	146	3.31	0.00	0.00	4.59	1.37	91.12	91.78	4.29	6.85	3.74	0.00	1.20	3.69	8.62
Iowa City	244	5.53	0.00	0.00	17.87	13.93	49.67	44.67	32.46	41.39	3.43	0.00	3.86	2.84	4.19
Sioux City	137	3.10	0.00	0.00	12.81	6.57	54.83	56.20	32.35	37.23	3.05	0.00	2.03	3.15	3.19
Waterloo-Cedar Falls	281	6.37	1.04	0.71	25.33	14.95	49.34	48.40	24.29	35.94	4.13	0.00	2.30	5.54	3.99
IA nonMSA	1,534	34.76	0.00	0.00	6.19	7.24	82.39	76.27	11.42	16.49	6.24	0.00	9.33	5.84	7.53

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: IOWA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	10	14.71	13.42	10.00	15.25	10.00	47.89	80.00	23.44	0.00	5.06	0.00	5.88	8.82	0.00
Limited-Review:															
Ames	5	7.35	18.70	0.00	0.00	0.00	62.64	100.00	18.44	0.00	0.00	0.00	0.00	0.00	0.00
Cedar Rapids	4	5.88	3.39	0.00	16.23	0.00	64.38	100.00	16.00	0.00	3.45	0.00	0.00	4.55	0.00
Dubuque	0	0.00	0.00	0.00	25.04	0.00	72.85	0.00	2.12	0.00	0.00	0.00	0.00	0.00	0.00
Iowa City	17	25.00	4.22	29.41	45.39	41.18	30.77	23.53	19.62	5.88	7.50	0.00	0.00	9.09	16.67
Sioux City	2	2.94	0.07	0.00	28.29	50.00	47.97	50.00	23.67	0.00	8.70	0.00	14.29	7.14	0.00
Waterloo-Cedar Falls	12	17.65	12.44	8.33	13.68	8.33	43.93	50.00	29.95	33.33	19.35	25.00	33.33	20.00	11.11
IA nonMSA	18	26.47	0.00	0.00	10.11	5.56	76.02	77.78	13.87	16.67	4.55	0.00	0.00	3.33	8.33

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

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Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	2,641	22.60	11.41	10.15	10.16	11.55	48.71	44.38	29.72	33.93	3.90	6.36	5.67	3.56	3.76
Limited-Review:															
Ames	495	4.24	12.64	13.74	0.00	0.00	60.66	53.13	23.66	31.92	5.05	5.08	0.00	4.25	6.89
Cedar Rapids	1,432	12.25	3.40	4.75	15.05	24.72	60.31	46.44	21.24	24.09	6.03	8.68	12.47	4.99	5.28
Dubuque	482	4.12	0.00	0.00	18.03	17.84	77.37	77.39	4.59	4.77	5.94	0.00	5.88	6.30	2.94
Iowa City	734	6.28	5.23	5.31	21.81	22.07	50.21	44.28	22.75	28.34	3.34	3.02	4.89	2.84	3.55
Sioux City	561	4.80	3.11	1.78	29.19	35.65	40.20	36.90	27.50	25.67	6.21	1.10	9.43	6.07	5.07
Waterloo-Cedar Falls	1,139	9.75	13.16	11.50	18.76	16.15	47.40	41.79	20.67	30.55	11.30	13.38	10.83	9.92	14.54
IA nonMSA	4,203	35.96	0.00	0.00	7.50	14.97	82.58	73.23	9.93	11.80	6.98	0.00	14.54	6.55	7.35

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	88	1.17	1.35	2.27	6.37	3.41	68.34	54.55	23.93	39.77	8.71	0.00	0.00	5.95	19.54
Limited-Review:															
Ames	160	2.13	3.81	0.00	0.00	0.00	73.31	66.25	21.84	33.75	33.33	0.00	0.00	28.30	45.45
Cedar Rapids	609	8.09	0.38	0.00	3.88	13.46	81.89	85.06	13.85	1.48	46.35	0.00	88.00	48.64	5.00
Dubuque	144	1.91	0.00	0.00	1.36	0.00	97.59	100.00	1.06	0.00	56.98	0.00	0.00	58.33	0.00
Iowa City	432	5.74	0.41	0.00	23.94	18.52	60.68	61.11	14.96	20.37	14.24	0.00	20.00	11.14	28.10
Sioux City	113	1.50	0.53	0.00	4.94	0.88	77.43	82.30	17.11	16.81	37.50	0.00	0.00	39.33	35.00
Waterloo-Cedar Falls	207	2.75	1.57	0.97	5.02	0.48	61.54	65.22	31.87	33.33	33.33	100.00	14.29	31.54	39.62
IA nonMSA	5,773	76.71	0.00	0.00	3.17	11.10	89.89	83.56	6.93	5.34	41.87	0.00	53.22	40.92	39.06

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: IOWA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	2,020	32.67	17.25	11.00	18.76	33.16	25.35	28.51	38.64	27.33	3.02	3.19	3.28	2.86	2.82
Limited-Review:															
Ames	156	2.52	18.30	10.24	18.69	26.77	24.96	38.58	38.05	24.41	2.00	3.33	1.50	2.24	1.77
Cedar Rapids	1,141	18.45	15.32	11.63	19.40	28.23	26.55	29.82	38.73	30.32	4.85	4.03	4.86	4.70	5.33
Dubuque	138	2.23	15.16	20.61	20.52	21.37	27.05	31.30	37.28	26.72	2.29	2.23	1.99	2.91	1.93
Iowa City	351	5.68	17.81	11.25	19.50	24.44	24.19	23.15	38.50	41.16	2.93	3.17	2.62	3.18	2.90
Sioux City	201	3.25	17.63	22.56	19.20	27.69	24.42	26.67	38.75	23.08	4.49	4.73	3.61	5.39	4.38
Waterloo-Cedar Falls	360	5.82	17.68	9.86	20.72	20.00	23.35	24.35	38.26	45.80	2.57	2.75	2.08	1.91	3.48
IA nonMSA	1,816	29.37	15.80	9.46	18.60	26.33	26.07	28.57	39.53	35.65	6.17	3.98	6.04	7.26	6.42

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 20.12% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: IOWA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Des Moines-West Des Moines	269	22.49	17.25	8.18	18.76	30.11	25.35	30.48	38.64	31.23	4.23	3.19	5.78	4.16	3.58
Limited-Review:															
Ames	36	3.01	18.30	16.67	18.69	22.22	24.96	19.44	38.05	41.67	3.63	10.53	4.35	2.15	3.39
Cedar Rapids	181	15.13	15.32	14.92	19.40	24.31	26.55	19.34	38.73	41.44	8.13	7.69	9.32	2.94	11.71
Dubuque	19	1.59	15.16	26.32	20.52	15.79	27.05	26.32	37.28	31.58	3.19	5.56	5.71	1.54	2.86
Iowa City	43	3.60	17.81	16.28	19.50	16.28	24.19	23.26	38.50	44.19	5.70	5.88	5.62	6.25	5.39
Sioux City	55	4.60	17.63	21.82	19.20	18.18	24.42	29.09	38.75	30.91	6.02	10.71	3.81	8.89	3.55
Waterloo-Cedar Falls	92	7.69	17.68	13.04	20.72	18.48	23.35	31.52	38.26	36.96	12.01	11.11	9.09	14.29	12.61
IA nonMSA	501	41.89	15.80	13.43	18.60	21.44	26.07	27.86	39.53	37.27	10.50	9.22	10.21	10.59	11.00

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.17% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Des Moines-West Des Moines	1,308	29.64	17.25	8.70	18.76	24.05	25.35	29.42	38.64	37.84	3.06	2.81	2.95	3.28	3.04	
Limited-Review:																
Ames	109	2.47	18.30	9.38	18.69	12.50	24.96	39.58	38.05	38.54	2.73	1.27	1.80	2.98	3.31	
Cedar Rapids	654	14.82	15.32	8.73	19.40	24.22	26.55	24.38	38.73	42.67	4.43	3.63	4.75	3.66	5.02	
Dubuque	146	3.31	15.16	10.14	20.52	20.29	27.05	31.16	37.28	38.41	4.08	4.41	3.62	3.73	4.56	
Iowa City	244	5.53	17.81	8.11	19.50	17.57	24.19	21.17	38.50	53.15	3.67	6.67	3.13	3.02	3.85	
Sioux City	137	3.10	17.63	13.43	19.20	20.15	24.42	26.12	38.75	40.30	3.18	3.30	4.17	2.46	3.07	
Waterloo-Cedar Falls	281	6.37	17.68	5.73	20.72	14.50	23.35	32.44	38.26	47.33	4.41	1.10	2.05	7.06	5.10	
IA nonMSA	1,534	34.76	15.80	9.76	18.60	21.27	26.07	27.21	39.53	41.77	5.30	6.98	4.96	5.10	5.30	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 12.71% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: IOWA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Des Moines-West Des M	2,641	22.60	61.27	66.34	87.09	5.83	7.08	3.90	6.20
Limited-Review:									
Ames	495	4.24	60.00	69.09	87.27	7.68	5.05	5.05	8.13
Cedar Rapids	1,432	12.25	59.42	66.55	81.91	8.59	9.50	6.03	9.29
Dubuque	482	4.12	59.70	72.41	85.06	4.77	10.17	5.94	11.16
Iowa City	734	6.28	61.89	74.52	81.61	7.22	11.17	3.34	5.45
Sioux City	561	4.80	58.77	59.18	86.63	8.02	5.35	6.21	8.87
Waterloo-Cedar Falls	1,139	9.75	59.29	67.43	73.13	13.35	13.52	11.30	17.78
IA nonMSA	4,203	35.96	56.91	77.83	87.63	7.73	4.64	6.98	12.03

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 10.77% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: IOWA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Des Moines-West Des Moines	88	1.17	97.41	92.05	68.18	27.27	4.55	8.71	11.83
Limited-Review:									
Ames	160	2.13	97.05	96.88	58.13	26.88	15.00	33.33	42.74
Cedar Rapids	609	8.09	98.86	97.54	72.91	18.88	8.21	46.35	54.20
Dubuque	144	1.91	98.19	97.92	77.78	20.14	2.08	56.98	67.61
Iowa City	432	5.74	97.52	94.44	76.85	21.30	1.85	14.24	20.14
Sioux City	113	1.50	97.53	86.73	58.41	27.43	14.16	37.50	45.00
Waterloo-Cedar Falls	207	2.75	98.59	99.52	72.46	17.87	9.66	33.33	43.21
IA nonMSA	5773	76.71	98.80	95.18	76.16	18.50	5.34	41.87	47.72

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 2.44% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: IOWA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Des Moines-West Des Moines	11	5,137	78	18,747	89	23,884	34.77	3	733
Limited-Review:									
Ames	6	344	13	900	19	1,244	1.81	0	0
Cedar Rapids	10	2,812	50	4,255	60	7,067	10.29	0	0
Dubuque	10	1,370	24	8,086	34	9,456	13.77	1	2
Iowa City	5	1,051	27	1,858	32	2,909	4.23	0	0
Sioux City	5	481	31	3,762	36	4,243	6.18	0	0
Waterloo-Cedar Falls	11	1,049	41	2,134	52	3,183	4.63	0	0
IA nonMSA	35	4,391	125	6,486	160	10,877	15.83	0	0
IA Statewide	0	0	25	5,837	25	5,837	8.50	1	21

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS								Geography: IOWA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Des Moines-West Des Moines	20.46	15	17.05	13.33	20.00	60.00	6.67	0	0	0	0	0	0	4.47	19.02	52.29	24.21
Limited-Review:																	
Ames	4.38	4	4.55	0.00	0.00	75.00	25.00	0	0	0	0	0	0	7.09	0.00	64.15	22.80
Cedar Rapids	20.19	9	10.23	0.00	33.33	44.44	22.22	0	0	0	0	0	0	0.85	11.31	65.17	22.67
Dubuque	5.02	5	5.68	0.00	40.00	60.00	0.00	0	0	0	0	0	0	0.00	7.77	88.54	3.69
Iowa City	6.32	6	6.82	16.67	16.67	50.00	16.67	0	1	0	-1	0	0	2.75	24.53	43.36	29.35
Sioux City	3.49	3	3.41	0.00	33.33	33.33	33.33	0	0	0	0	0	0	0.05	19.36	52.57	28.01
Waterloo-Cedar Falls	8.33	5	5.68	20.00	0.00	40.00	40.00	0	0	0	0	0	0	2.96	25.75	49.38	21.91
IA nonMSA	31.81	41	46.59	0.00	9.76	78.05	12.20	0	1	0	0	-1	0	0.00	6.87	82.32	10.81

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: KANSAS						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Lawrence	38.18	392	57,328	1,008	49,141	17	1,670	1	1,727	1,418	109,866	59.17
Limited-Review:												
Topeka	56.11	1,213	107,968	848	52,249	21	2,367	2	5,467	2,084	168,051	36.23
KS nonMSA	5.63	110	6,858	97	3,702	2	200	0	0	209	10,760	4.60
KS Statewide	0.08	0	0	0	0	0	0	3	5,537	3	5,537	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: KANSAS						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	230	17.52	0.11	1.30	19.97	29.13	49.84	46.09	30.08	23.48	4.47	12.50	6.53	4.88	2.67
Limited-Review:															
Topeka	1,024	77.99	0.65	0.10	21.77	28.71	41.36	53.03	36.23	18.16	10.03	7.69	15.12	12.98	4.11
KS nonMSA	59	4.49	0.00	0.00	9.69	23.73	77.61	69.49	12.70	6.78	3.29	0.00	5.83	2.47	3.66

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Lawrence	27	38.57	0.11	0.00	19.97	14.81	49.84	44.44	30.08	40.74	3.86	0.00	5.26	3.45	3.61	
Limited-Review:																
Topeka	33	47.14	0.65	0.00	21.77	12.12	41.36	45.45	36.23	42.42	1.10	0.00	0.92	0.89	1.45	
KS nonMSA	10	14.29	0.00	0.00	9.69	40.00	77.61	50.00	12.70	10.00	1.04	0.00	11.11	0.00	0.00	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

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Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	131	40.06	0.11	0.00	19.97	14.50	49.84	59.54	30.08	25.95	2.02	0.00	1.73	2.37	1.63
Limited-Review:															
Topeka	155	47.40	0.65	0.65	21.77	15.48	41.36	45.81	36.23	38.06	1.69	11.11	1.85	1.66	1.57
KS nonMSA	41	12.54	0.00	0.00	9.69	14.63	77.61	73.17	12.70	12.20	2.49	0.00	2.44	2.65	1.59

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** Home mortgage refinance loans originated and purchased in the MA/AA as a percentage of all home mortgage refinance loans originated and purchase 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 2000 Census information.

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Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	4	80.00	10.24	0.00	34.66	50.00	37.90	50.00	17.20	0.00	3.85	0.00	6.25	0.00	0.00
Limited-Review:															
Topeka	1	20.00	5.50	0.00	22.25	0.00	52.47	100.00	19.77	0.00	0.00	0.00	0.00	0.00	0.00
KS nonMSA	0	0.00	0.00	0.00	43.04	0.00	33.81	0.00	23.15	0.00	0.00	0.00	0.00	0.00	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	1,008	51.61	2.08	0.00	25.31	28.67	46.53	37.20	26.08	34.13	8.66	0.00	11.35	7.73	8.96
Limited-Review:															
Topeka	848	43.42	12.96	10.85	20.44	17.57	39.05	45.99	27.55	25.59	4.83	4.50	5.23	5.64	3.87
KS nonMSA	97	4.97	0.00	0.00	23.49	18.56	64.87	63.92	11.64	17.53	2.40	0.00	2.01	2.58	3.14

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	17	42.50	0.00	0.00	12.07	5.88	57.24	41.18	30.69	52.94	13.89	0.00	0.00	11.11	21.43
Limited-Review:															
Topeka	21	52.50	4.23	0.00	11.38	4.76	47.62	57.14	36.77	38.10	16.67	0.00	0.00	11.11	27.27
KS nonMSA	2	5.00	0.00	0.00	4.90	0.00	87.25	0.00	7.84	100.00	0.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	230	17.52	18.17	7.77	18.89	24.27	24.70	33.98	38.24	33.98	1.83	1.34	3.05	2.36	1.15
Limited-Review:															
Topeka	1,024	77.99	13.32	16.67	15.07	34.44	21.62	27.78	49.99	21.11	0.92	1.45	0.84	1.33	0.47
KS nonMSA	59	4.49	20.88	14.29	20.19	42.86	23.71	22.86	35.22	20.00	2.50	5.66	5.80	0.83	0.48

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 82.64% of loans originated and purchased by USB.

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

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Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	27	38.57	18.17	11.11	18.89	14.81	24.70	29.63	38.24	44.44	4.03	15.00	4.00	4.35	2.24
Limited-Review:															
Topeka	33	47.14	13.32	18.18	15.07	24.24	21.62	24.24	49.99	33.33	1.14	0.00	0.91	2.03	0.92
KS nonMSA	10	14.29	20.88	0.00	20.19	40.00	23.71	20.00	35.22	40.00	1.11	0.00	0.00	0.00	3.13

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lawrence	131	40.06	18.17	5.45	18.89	16.36	24.70	34.55	38.24	43.64	1.96	0.94	0.88	3.14	1.87
Limited-Review:															
Topeka	155	47.40	13.32	10.17	15.07	26.27	21.62	27.97	49.99	35.59	1.30	1.88	1.24	0.83	1.51
KS nonMSA	41	12.54	20.88	11.11	20.19	27.78	23.71	30.56	35.22	30.56	2.22	0.00	0.00	4.46	2.34

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 19.27% of loans originated and purchased by USB.

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

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Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: KANSAS			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less	
Full-Review:										
Lawrence	1,008	51.61	61.84	67.86	89.88	3.97	6.15	8.66	14.05	
Limited-Review:										
Topeka	848	43.42	60.00	67.10	86.08	7.31	6.60	4.83	7.92	
KS nonMSA	97	4.97	57.11	65.98	95.88	0.00	4.12	2.40	4.15	

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 11.98% of small loans to businesses originated and purchased by the USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: KANSAS			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Full-Review:										
Lawrence	17	42.50	99.31	94.12	82.35	5.88	11.76	13.89	16.13	
Limited-Review:										
Topeka	21	52.50	97.88	80.95	66.67	23.81	9.52	16.67	19.23	
KS nonMSA	2	5.00	98.53	100.00	100.00	0.00	0.00	0.00	0.00	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 10.00% of small loans to farms originated and purchased by USB.

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Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: KANSAS				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Lawrence	13	646	30	1,867	43	2,513	27.94	0	0
Limited-Review:									
Topeka	3	1,777	20	727	23	2,504	27.84	0	0
KS nonMSA	3	3,060	8	917	11	3,977	44.22	1	188
KS Statewide	0	0	0	0	0	0	0.00	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS														Geography: KANSAS		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of USB 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:																			
Lawrence	59.17	5	33.33	0.00	40.00	40.00	20.00	0	0	0	0	0	0	5.95	25.54	46.20	22.31		
Limited-Review:																			
Topeka	36.23	9	60.00	22.22	11.11	55.56	11.11	0	0	0	0	0	0	1.72	26.54	40.50	31.24		
KS nonMSA	4.60	1	6.67	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	14.19	68.33	17.48		

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: KENTUCKY												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Owensboro	8.08	801	61,287	488	27,359	4	40	2	85	1,295	88,771	16.42
Limited-Review:												
Bowling Green	13.59	1,176	148,174	951	73,440	49	6,784	2	2,400	2,178	230,798	11.31
Evansville	0.74	47	4,078	72	1,892	0	0	0	0	119	5,970	0.53
Lexington-Fayette	8.23	623	85,239	689	22,531	8	399	0	0	1,320	108,169	5.21
KY nonMSA	69.36	5,517	450,089	5,151	241,508	447	32,789	5	6,050	11,120	730,436	66.53
KY Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

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Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE				Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	465	12.01	0.00	0.00	16.32	12.90	62.69	58.92	20.99	28.17	7.00	0.00	5.16	7.26	7.57	
Limited-Review:																
Bowling Green	700	18.07	0.00	0.00	9.66	8.86	54.60	46.43	35.74	44.71	8.87	0.00	10.37	8.36	9.19	
Evansville	23	0.59	0.00	0.00	27.84	13.04	72.16	86.96	0.00	0.00	1.46	0.00	1.64	1.40	0.00	
Lexington-Fayette	351	9.06	4.47	5.41	13.97	14.53	42.17	31.62	39.39	48.43	1.35	1.57	2.87	1.31	1.06	
KY nonMSA	2,334	60.26	0.01	0.04	11.43	5.14	45.21	44.47	43.35	50.34	10.16	0.00	7.00	11.67	9.44	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Owensboro	77	7.97	0.00	0.00	16.32	6.49	62.69	67.53	20.99	25.97	7.47	0.00	1.79	6.88	13.51	
Limited-Review:																
Bowling Green	68	7.04	0.00	0.00	9.66	7.35	54.60	50.00	35.74	42.65	8.63	0.00	10.53	10.27	6.19	
Evansville	6	0.62	0.00	0.00	27.84	33.33	72.16	66.67	0.00	0.00	2.24	0.00	4.00	1.83	0.00	
Lexington-Fayette	20	2.07	4.47	5.00	13.97	35.00	42.17	35.00	39.39	25.00	1.17	0.00	3.03	0.69	0.97	
KY nonMSA	795	82.30	0.01	0.00	11.43	16.48	45.21	52.70	43.35	30.82	15.73	0.00	20.56	17.30	12.41	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	259	7.84	0.00	0.00	16.32	13.13	62.69	60.62	20.99	26.25	5.61	0.00	5.58	4.93	7.59	
Limited-Review:																
Bowling Green	404	12.23	0.00	0.00	9.66	7.18	54.60	42.57	35.74	50.25	6.51	0.00	6.41	5.29	7.88	
Evansville	18	0.54	0.00	0.00	27.84	22.22	72.16	77.78	0.00	0.00	0.65	0.00	1.36	0.37	0.00	
Lexington-Fayette	243	7.36	4.47	4.53	13.97	14.40	42.17	37.86	39.39	43.21	1.39	1.14	1.03	1.49	1.45	
KY nonMSA	2,379	72.03	0.01	0.00	11.43	8.58	45.21	48.93	43.35	42.50	8.52	0.00	8.82	9.77	7.44	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	0	0.00	0.00	0.00	25.00	0.00	69.55	0.00	5.45	0.00	0.00	0.00	0.00	0.00	0.00	
Limited-Review:																
Bowling Green	4	18.18	0.00	0.00	41.81	50.00	47.25	50.00	10.94	0.00	3.33	0.00	0.00	7.69	0.00	
Evansville	0	0.00	0.00	0.00	40.17	0.00	59.83	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Lexington-Fayette	9	40.91	18.78	22.22	21.51	0.00	40.87	55.56	18.84	22.22	2.41	4.35	0.00	3.70	0.00	
KY nonMSA	9	40.91	0.97	0.00	17.60	11.11	48.11	66.67	33.31	22.22	9.62	0.00	0.00	16.67	8.70	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Owensboro	488	6.64	0.00	0.00	25.10	17.42	57.40	65.37	17.50	17.21	5.25	0.00	3.52	6.32	4.92
Limited-Review:															
Bowling Green	951	12.94	0.00	0.00	22.17	20.93	52.56	49.00	25.27	30.07	10.19	0.00	12.16	10.41	9.46
Evansville	72	0.98	0.00	0.00	42.84	59.72	57.16	40.28	0.00	0.00	1.27	0.00	2.16	0.75	0.00
Lexington-Fayette	689	9.37	15.25	13.79	13.40	13.35	34.48	34.69	36.59	38.17	1.53	1.58	1.51	1.83	1.33
KY nonMSA	5,151	70.07	0.06	0.04	12.16	13.40	45.45	47.31	42.32	39.25	9.67	6.25	11.50	11.40	8.13

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	4	0.79	0.00	0.00	15.28	25.00	71.32	75.00	13.40	0.00	0.76	0.00	6.67	0.00	0.00	
Limited-Review:																
Bowling Green	49	9.65	0.00	0.00	8.18	2.04	56.97	61.22	34.85	36.73	36.07	0.00	33.33	39.39	32.00	
Evansville	0	0.00	0.00	0.00	13.30	0.00	86.70	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Lexington-Fayette	8	1.57	7.12	12.50	8.98	12.50	36.41	37.50	47.49	37.50	0.00	0.00	0.00	0.00	0.00	
KY nonMSA	447	87.99	0.00	0.00	3.16	2.68	44.10	56.82	52.74	40.49	13.47	0.00	18.52	14.81	11.74	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	465	12.01	19.92	10.57	17.72	31.50	23.36	24.67	39.00	33.26	7.34	5.58	10.50	6.54	6.13	
Limited-Review:																
Bowling Green	700	18.07	19.59	6.25	16.71	19.59	20.88	27.53	42.83	46.62	7.90	5.75	8.21	8.18	7.98	
Evansville	23	0.59	24.22	6.25	17.91	50.00	23.57	18.75	34.30	25.00	0.94	1.59	0.61	1.01	0.94	
Lexington-Fayette	351	9.06	20.53	7.50	16.68	33.50	21.17	19.00	41.62	40.00	0.78	0.25	1.34	0.59	0.69	
KY nonMSA	2,334	60.26	19.39	4.61	15.27	17.93	19.07	24.25	46.28	53.21	10.33	9.43	11.07	11.95	9.59	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 10.25% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Owensboro	77	7.97	19.92	12.99	17.72	27.27	23.36	18.18	39.00	41.56	7.76	10.00	7.35	4.71	9.15
Limited-Review:															
Bowling Green	68	7.04	19.59	7.35	16.71	17.65	20.88	30.88	42.83	44.12	8.89	7.14	10.87	11.54	6.78
Evansville	6	0.62	24.22	0.00	17.91	50.00	23.57	16.67	34.30	33.33	2.29	0.00	4.76	2.63	2.00
Lexington-Fayette	20	2.07	20.53	10.53	16.68	36.84	21.17	21.05	41.62	31.58	1.21	1.59	2.84	1.03	0.58
KY nonMSA	795	82.30	19.39	7.55	15.27	17.74	19.07	23.27	46.28	51.45	16.13	12.08	17.78	17.06	15.88

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.10% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: KENTUCKY				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Owensboro	259	7.84	19.92	9.84	17.72	22.54	23.36	27.05	39.00	40.57	5.53	5.26	4.73	5.17	6.20	
Limited-Review:																
Bowling Green	404	12.23	19.59	4.37	16.71	16.03	20.88	26.82	42.83	52.77	6.15	3.45	4.96	3.57	8.16	
Evansville	18	0.54	24.22	15.38	17.91	23.08	23.57	38.46	34.30	23.08	0.15	0.00	0.00	0.45	0.00	
Lexington-Fayette	243	7.36	20.53	9.34	16.68	22.53	21.17	22.53	41.62	45.60	1.08	0.88	1.30	0.69	1.21	
KY nonMSA	2,379	72.03	19.39	4.13	15.27	12.90	19.07	24.02	46.28	58.95	8.64	8.36	7.60	9.63	8.54	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 6.63% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: KENTUCKY		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Owensboro	488	6.64	52.69	69.47	90.37	3.89	5.74	5.25	9.53
Limited-Review:									
Bowling Green	951	12.94	55.54	70.77	84.96	6.20	8.83	10.19	18.97
Evansville	72	0.98	50.05	70.83	91.67	8.33	0.00	1.27	2.07
Lexington-Fayette	689	9.37	63.53	66.33	93.90	3.05	3.05	1.53	2.98
KY nonMSA	5,151	70.07	51.63	76.92	89.98	5.69	4.33	9.67	17.99

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 10.86% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: KENTUCKY			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Owensboro	4	0.79	98.87	75.00	100.00	0.00	0.00	0.76	1.00
Limited-Review:									
Bowling Green	49	9.65	98.18	95.92	53.06	32.65	14.29	36.07	40.38
Evansville	0	0.00	98.94	0.00	0.00	0.00	0.00	0.00	0.00
Lexington-Fayette	8	1.57	95.92	62.50	75.00	25.00	0.00	0.00	0.00
KY nonMSA	447	87.99	98.38	92.62	75.84	21.92	2.24	13.47	14.97

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 2.95% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: KENTUCKY					Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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:									
Owensboro	5	1,083	27	2,362	32	3,445	13.91	0	0
Limited-Review:									
Bowling Green	7	819	16	1,380	23	2,199	8.88	0	0
Evansville	1	50	4	111	5	161	0.65	0	0
Lexington-Fayette	9	487	20	684	29	1,171	4.73	0	0
KY nonMSA	29	4,096	52	7,214	81	11,310	45.67	1	47
KY Statewide	1	200	3	6,280	4	6,480	26.17	1	632

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: KENTUCKY Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Owensboro	16.42	9	12.50	0.00	11.11	77.78	11.11	0	0	0	0	0	0	0.00	19.40	61.61	18.99
Limited-Review:																	
Bowling Green	11.31	6	8.33	0.00	16.67	66.67	16.67	0	0	0	0	0	0	0.00	18.05	54.35	27.60
Evansville	0.53	1	1.39	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	33.51	66.49	0.00
Lexington-Fayette	5.21	6	8.33	0.00	33.33	33.33	33.33	0	0	0	0	0	0	11.25	17.22	39.42	31.95
KY nonMSA	66.53	50	69.44	0.00	22.00	42.00	36.00	0	0	0	0	0	0	0.67	12.05	46.01	41.27

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: MINNESOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Duluth	22.61	1,897	251,689	1,917	57,754	1	10	5	151,235	3,820	460,688	28.74
Limited-Review:												
Rochester	10.25	785	125,998	940	64,833	4	904	3	19,700	1,732	211,435	14.66
St. Cloud	17.23	1,256	191,495	1,648	91,781	4	215	2	2,938	2,910	286,429	12.97
MN nonMSA	49.88	4,408	680,193	3,845	154,158	160	27,920	13	44,139	8,426	906,410	43.63
MN Statewide	0.02	0	0	0	0	0	0	4	6,000	4	6,000	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MINNESOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	727	20.84	0.86	3.03	12.81	12.38	65.96	54.47	20.38	30.12	5.85	9.86	6.50	5.27	6.60
Limited-Review:															
Rochester	467	13.39	0.00	0.00	10.87	9.85	61.08	50.96	28.04	38.76	4.37	0.00	3.64	4.42	4.43
St. Cloud	653	18.72	0.00	0.92	7.89	6.89	73.68	62.63	18.43	29.56	6.18	11.11	4.52	5.80	7.49
MN nonMSA	1,641	47.05	0.00	0.00	6.52	6.52	86.77	84.77	6.71	8.71	6.92	0.00	8.78	6.90	5.92

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Duluth	236	40.20	0.86	0.42	12.81	11.44	65.96	65.68	20.38	22.46	7.54	0.00	9.02	7.82	6.55	
Limited-Review:																
Rochester	36	6.13	0.00	0.00	10.87	16.67	61.08	38.89	28.04	44.44	3.01	0.00	4.69	1.92	4.65	
St. Cloud	48	8.18	0.00	0.00	7.89	2.08	73.68	66.67	18.43	31.25	3.47	0.00	2.33	2.80	6.60	
MN nonMSA	267	45.49	0.00	0.00	6.52	8.24	86.77	80.90	6.71	10.86	4.92	0.00	5.52	4.46	11.20	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	933	21.88	0.86	0.96	12.81	11.58	65.96	63.56	20.38	23.90	5.30	4.35	5.91	4.93	6.13
Limited-Review:															
Rochester	281	6.59	0.00	0.00	10.87	11.03	61.08	58.36	28.04	30.60	3.53	0.00	3.83	3.30	3.90
St. Cloud	555	13.01	0.00	0.00	7.89	4.50	73.68	67.21	18.43	28.29	6.03	0.00	4.39	5.40	8.62
MN nonMSA	2,496	58.52	0.00	0.00	6.52	8.41	86.77	86.78	6.71	4.81	7.07	0.00	8.87	7.0%	5.54

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: MINNESOTA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	1	16.67	24.32	100.00	25.27	0.00	40.24	0.00	10.17	0.00	0.00	0.00	0.00	0.00	0.00
Limited-Review:															
Rochester	1	16.67	0.00	0.00	34.28	0.00	54.30	100.00	11.42	0.00	0.00	0.00	0.00	0.00	0.00
St. Cloud	0	0.00	1.91	0.00	17.24	0.00	66.46	0.00	14.39	0.00	0.00	0.00	0.00	0.00	0.00
MN nonMSA	4	66.67	0.00	0.00	8.52	25.00	86.14	75.00	5.34	0.00	2.78	0.00	0.00	3.45	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	1,917	22.96	10.51	15.81	13.80	13.77	60.41	50.65	15.28	19.77	7.02	12.46	8.28	6.52	6.77
Limited-Review:															
Rochester	940	11.26	0.00	0.00	18.09	22.55	56.26	40.21	25.45	37.23	5.15	0.00	8.17	4.10	5.81
St. Cloud	1,648	19.74	3.54	4.67	10.14	11.95	70.14	58.13	16.18	25.24	7.35	16.67	10.06	6.34	9.93
MN nonMSA	3,845	46.05	0.00	0.00	7.99	7.62	87.46	84.84	4.55	7.54	5.32	0.00	6.97	5.49	6.06

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	1	0.59	2.25	0.00	7.00	0.00	71.25	100.00	19.50	0.00	0.00	0.00	0.00	0.00	0.00
Limited-Review:															
Rochester	4	2.37	0.00	0.00	2.79	0.00	82.11	50.00	15.10	50.00	0.88	0.00	0.00	1.20	0.00
St. Cloud	4	2.37	0.26	0.00	11.79	0.00	81.86	75.00	6.09	25.00	0.77	0.00	0.00	0.56	8.33
MN nonMSA	160	94.67	0.00	0.00	1.65	1.25	94.58	83.13	3.77	15.63	3.22	0.00	2.04	3.01	7.62

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MINNESOTA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	727	20.84	18.14	9.93	18.58	24.24	23.82	24.75	39.46	41.08	5.37	4.47	5.42	5.06	5.80
Limited-Review:															
Rochester	467	13.39	14.78	13.31	18.03	29.59	26.74	22.19	40.45	34.91	3.25	1.88	3.20	2.96	4.12
St. Cloud	653	18.72	16.15	8.96	19.14	27.16	27.52	32.54	37.19	31.34	3.58	2.25	2.89	3.20	4.91
MN nonMSA	1,641	47.05	17.55	8.11	19.38	20.85	25.38	25.97	37.70	45.08	4.80	4.19	4.39	4.93	5.06

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 33.97% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Duluth	236	40.20	18.14	9.32	18.58	21.19	23.82	31.36	39.46	38.14	7.71	7.23	6.01	9.06	7.74
Limited-Review:															
Rochester	36	6.13	14.78	16.67	18.03	11.11	26.74	30.56	40.45	41.67	3.07	7.58	1.50	2.25	3.41
St. Cloud	48	8.18	16.15	4.17	19.14	27.08	27.52	29.17	37.19	39.58	3.51	0.00	4.00	3.72	3.81
MN nonMSA	267	45.49	17.55	13.48	19.38	24.72	25.38	28.46	37.70	33.33	5.00	8.60	7.13	3.28	4.45

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Duluth	933	21.88	18.14	7.47	18.58	21.77	23.82	26.58	39.46	44.18	5.06	3.50	4.96	5.08	5.45	
Limited-Review:																
Rochester	281	6.59	14.78	9.16	18.03	23.90	26.74	26.69	40.45	40.24	3.60	1.18	4.53	3.43	3.79	
St. Cloud	555	13.01	16.15	6.97	19.14	19.70	27.52	38.18	37.19	35.15	3.49	3.17	3.11	4.24	3.09	
MN nonMSA	2,496	58.52	17.55	6.92	19.38	20.30	25.38	29.11	37.70	43.67	5.41	4.62	5.26	5.96	5.26	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 28.23% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: MINNESOTA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Duluth	1,917	22.96	57.19	60.77	94.16	2.82	3.03	7.02	8.77
Limited-Review:									
Rochester	940	11.26	63.81	60.32	83.51	10.00	6.49	5.15	6.16
St. Cloud	1,648	19.74	58.55	55.64	88.53	4.79	6.67	7.35	9.10
MN nonMSA	3,845	46.05	57.69	59.14	92.35	3.07	4.58	5.32	6.84

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.95% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: MINNESOTA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Duluth	1	0.59	98.00	0.00	100.00	0.00	0.00	0.00	0.00
Limited-Review:									
Rochester	4	2.37	97.80	100.00	25.00	50.00	25.00	0.88	1.18
St. Cloud	4	2.37	98.27	100.00	100.00	0.00	0.00	0.77	0.90
MN nonMSA	160	94.67	98.16	83.75	37.50	43.13	19.38	3.22	3.90

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 8.88% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
				Geography: MINNESOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008	
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:									
Duluth	11	1,564	52	51,688	63	53,252	48.46	1	34
Limited-Review:									
Rochester	6	1,690	13	1,438	19	3,128	2.85	0	0
St. Cloud	6	1,459	32	1,210	38	2,669	2.43	0	0
MN nonMSA	29	3,153	91	42,544	120	45,697	41.59	1	26
MN Statewide	6	2,838	19	2,302	25	5,140	4.68	2	1,121

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: MINNESOTA																	
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Duluth	28.74	10	25.64	20.00	20.00	40.00	20.00	0	0	0	0	0	0	3.40	15.13	61.82	19.66
Limited-Review:																	
Rochester	14.66	4	10.26	0.00	50.00	25.00	25.00	0	0	0	0	0	0	0.00	15.00	58.83	25.96
St. Cloud	12.97	5	12.82	20.00	20.00	40.00	20.00	0	0	0	0	0	0	0.66	9.93	71.05	18.36
MN nonMSA	43.63	20	51.28	0.00	25.00	75.00	0.00	1	0	0	0	1	0	0.00	6.94	86.32	6.74

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: MISSOURI						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Joplin	6.47	790	75,671	758	59,722	141	14,346	8	6,352	1,697	156,091	11.56
Limited-Review												
Columbia	3.82	520	66,556	427	44,048	53	5,051	2	8,578	1,002	124,233	3.10
Fayetteville-Springdale-Rogers	0.97	58	4,091	123	3,718	74	7,027	0	0	255	14,836	1.12
Jefferson City	0.78	149	17,116	51	2,710	4	188	1	2,329	205	22,343	0.71
Springfield	12.39	1,968	256,046	1,218	83,708	55	5,908	7	6,483	3,248	352,145	9.71
St. Joseph	5.96	586	56,204	736	59,174	227	15,050	13	23,654	1,562	154,082	7.71
MO nonMSA	69.58	7,194	718,362	5,926	434,349	5,089	368,518	28	42,575	18,237	1,563,804	66.09
MO Statewide	0.01	0	0	0	0	0	0	3	54,417	3	54,417	0.00

* Loan Data as of December 31, 2008 Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MISSOURI						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Joplin	337	5.98	0.00	0.00	8.10	11.28	84.22	81.60	7.68	7.12	2.55	0.00	2.06	2.60	2.71
Limited-Review															
Columbia	300	5.32	1.83	2.00	10.60	7.00	59.18	68.33	28.39	22.67	2.53	0.00	1.64	2.85	2.53
Fayetteville-Springdale-Rogers	11	0.20	0.00	0.00	70.73	81.82	29.27	18.18	0.00	0.00	2.04	0.00	1.52	4.17	0.00
Jefferson City	88	1.56	1.13	1.14	7.40	6.82	62.91	68.18	28.55	23.86	1.67	0.00	1.50	2.35	0.39
Springfield	1,076	19.09	0.04	0.09	16.16	14.22	56.80	56.23	27.01	29.46	2.14	8.33	1.96	2.14	2.21
St. Joseph	266	4.72	0.00	0.00	8.35	6.02	61.89	53.01	29.76	40.98	4.10	0.00	3.64	4.49	3.49
MO nonMSA	3,559	63.14	0.00	0.00	6.40	9.36	75.55	65.81	18.05	24.84	5.84	0.00	14.75	5.45	5.47

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Joplin	98	10.49	0.00	0.00	8.10	15.31	84.22	74.49	7.68	10.20	6.97	0.00	5.68	6.95	10.00	
Limited-Review																
Columbia	26	2.78	1.83	0.00	10.60	7.69	59.18	65.38	28.39	26.92	3.92	0.00	4.17	4.04	4.00	
Fayetteville-Springdale-Rogers	12	1.28	0.00	0.00	70.73	83.33	29.27	16.67	0.00	0.00	2.73	0.00	3.41	0.00	0.00	
Jefferson City	6	0.64	1.13	16.67	7.40	0.00	62.91	66.67	28.55	16.67	0.78	0.00	0.00	0.59	1.52	
Springfield	107	11.46	0.04	0.00	16.16	23.36	56.80	52.34	27.01	24.30	4.57	0.00	7.06	4.07	4.18	
St. Joseph	79	8.46	0.00	0.00	8.35	6.33	61.89	62.03	29.76	31.65	10.00	0.00	8.33	8.97	13.16	
MO nonMSA	606	64.88	0.00	0.00	6.40	12.05	75.55	71.29	18.05	16.67	8.12	0.00	17.61	7.73	6.96	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Joplin	352	7.59	0.00	0.00	8.10	9.38	84.22	82.39	7.68	8.24	3.80	0.00	4.04	3.66	5.15	
Limited-Review																
Columbia	193	4.16	1.83	2.07	10.60	16.58	59.18	66.32	28.39	15.03	2.89	6.52	8.45	2.68	1.36	
Fayetteville-Springdale-Rogers	35	0.75	0.00	0.00	70.73	74.29	29.27	25.71	0.00	0.00	3.78	0.00	3.82	3.61	0.00	
Jefferson City	55	1.19	1.13	0.00	7.40	10.91	62.91	67.27	28.55	21.82	1.66	0.00	0.00	1.81	1.77	
Springfield	774	16.68	0.04	0.00	16.16	13.70	56.80	59.30	27.01	27.00	2.18	0.00	3.07	2.25	1.65	
St. Joseph	239	5.15	0.00	0.00	8.35	9.21	61.89	56.07	29.76	34.73	3.71	0.00	3.88	3.45	4.17	
MO nonMSA	2,992	64.48	0.00	0.00	6.40	6.48	75.55	71.42	18.05	22.09	5.33	0.00	7.30	5.24	5.22	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: MISSOURI						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:																	
Joplin	3	5.56	0.00	0.00	33.32	33.33	59.26	66.67	7.41	0.00	18.18	0.00	33.33	16.67	0.00		
Limited-Review																	
Columbia	1	1.85	26.68	0.00	30.14	100.00	16.38	0.00	26.79	0.00	6.25	0.00	20.00	0.00	0.00		
Fayetteville-Springdale-Rogers	0	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Jefferson City	0	0.00	17.28	0.00	39.17	0.00	26.05	0.00	17.50	0.00	0.00	0.00	0.00	0.00	0.00		
Springfield	11	20.37	7.78	0.00	20.58	18.18	53.39	63.64	18.25	18.18	1.43	0.00	0.00	2.22	0.00		
St. Joseph	2	3.70	0.00	0.00	27.60	0.00	32.97	100.00	39.43	0.00	0.00	0.00	0.00	0.00	0.00		
MO nonMSA	37	68.52	0.30	0.00	9.41	8.11	62.52	75.68	27.77	16.22	12.63	0.00	0.00	11.59	18.18		

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*									
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp			
Full-Review:																				
Joplin	758	8.20	0.00	0.00	15.01	20.98	77.12	66.09	7.87	12.93	4.09	0.00	4.86	3.89	6.13					
Limited-Review																				
Columbia	427	4.62	18.53	16.39	15.26	10.77	44.23	48.71	21.99	24.12	2.59	3.05	2.31	2.97	1.98					
Fayetteville-Springdale-Rogers	123	1.33	0.00	0.00	76.13	76.42	23.87	23.58	0.00	0.00	9.06	0.00	9.48	12.33	0.00					
Jefferson City	51	0.55	18.87	23.53	16.38	17.65	44.59	43.14	20.12	15.69	0.97	1.06	1.17	1.02	0.77					
Springfield	1,218	13.18	2.74	3.45	17.71	18.14	55.22	46.14	24.32	32.27	2.05	2.88	2.88	1.79	2.21					
St. Joseph	736	7.97	0.00	0.00	14.81	13.32	51.50	38.04	33.69	48.64	6.17	0.00	5.98	6.30	6.46					
MO nonMSA	5,926	64.14	0.02	0.03	8.72	12.67	74.23	66.12	17.03	21.18	4.82	0.00	9.01	4.57	5.55					

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Joplin	141	2.50	0.00	0.00	4.07	0.00	93.10	98.58	2.83	1.42	22.75	0.00	0.00	23.50	20.00	
Limited-Review																
Columbia	53	0.94	5.20	0.00	8.14	5.66	73.98	79.25	12.67	15.09	11.19	0.00	0.00	11.88	12.50	
Fayetteville-Springdale-Rogers	74	1.31	0.00	0.00	75.26	41.89	24.74	58.11	0.00	0.00	24.36	0.00	15.56	36.36	0.00	
Jefferson City	4	0.07	4.62	0.00	3.78	0.00	63.87	100.00	27.73	0.00	0.00	0.00	0.00	0.00	0.00	
Springfield	55	0.97	0.32	0.00	15.65	27.27	66.21	67.27	17.82	5.45	2.61	0.00	7.69	2.28	0.00	
St. Joseph	227	4.02	0.00	0.00	1.70	2.20	73.34	75.33	24.96	22.47	26.40	0.00	75.00	26.75	22.54	
MO nonMSA	5,089	90.18	0.00	0.00	3.57	5.82	79.77	80.80	16.65	13.38	27.14	0.00	52.00	27.76	21.72	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MISSOURI						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Joplin	337	5.98	17.53	14.14	19.46	23.03	24.59	25.66	38.41	37.17	2.67	3.43	2.34	2.81	2.57
Limited-Review															
Columbia	300	5.32	19.11	7.97	17.92	21.91	22.87	27.89	40.10	42.23	2.30	1.70	2.27	2.64	2.22
Fayetteville-Springdale-Rogers	11	0.20	29.84	9.09	24.80	9.09	22.72	36.36	22.63	45.45	2.30	2.17	1.27	0.00	6.67
Jefferson City	88	1.56	15.40	13.24	15.13	29.41	25.63	23.53	43.85	33.82	1.42	1.48	1.17	1.59	1.46
Springfield	1,076	19.09	17.54	8.94	19.69	26.52	24.11	28.33	38.66	36.21	1.54	1.42	1.36	1.81	1.50
St. Joseph	266	4.72	18.18	10.08	18.63	25.63	23.95	27.31	39.24	36.97	4.08	4.07	4.03	3.89	4.25
MO nonMSA	3,559	63.14	17.98	7.98	18.08	21.40	23.16	27.15	40.77	43.47	5.58	7.66	7.58	6.65	4.34

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 19.69% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MISSOURI						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Joplin	98	10.49	17.53	16.49	19.46	19.59	24.59	23.71	38.41	40.21	7.28	10.71	7.83	9.04	5.34
Limited-Review															
Columbia	26	2.78	19.11	7.69	17.92	19.23	22.87	30.77	40.10	42.31	3.96	5.00	3.17	4.44	3.87
Fayetteville-Springdale-Rogers	12	1.28	29.84	8.33	24.80	41.67	22.72	25.00	22.63	25.00	2.88	5.88	0.00	3.85	2.70
Jefferson City	6	0.64	15.40	33.33	15.13	16.67	25.63	16.67	43.85	33.33	0.82	0.00	2.00	0.00	1.02
Springfield	107	11.46	17.54	10.28	19.69	33.64	24.11	29.91	38.66	26.17	4.77	3.67	10.40	5.69	1.83
St. Joseph	79	8.46	18.18	16.46	18.63	17.72	23.95	22.78	39.24	43.04	10.76	18.18	7.89	9.52	11.04
MO nonMSA	606	64.88	17.98	11.30	18.08	22.59	23.16	24.25	40.77	41.86	8.74	9.85	12.55	8.31	7.36

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.54% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Joplin	352	7.59	17.53	7.01	19.46	18.60	24.59	30.18	38.41	44.21	3.93	3.59	4.31	5.53	3.01	
Limited-Review																
Columbia	193	4.16	19.11	10.13	17.92	14.56	22.87	34.81	40.10	40.51	2.69	1.45	1.06	5.07	2.18	
Fayetteville-Springdale-Rogers	35	0.75	29.84	15.15	24.80	30.30	22.72	18.18	22.63	36.36	3.91	5.88	6.67	2.00	3.03	
Jefferson City	55	1.19	15.40	3.85	15.13	21.15	25.63	21.15	43.85	53.85	1.49	0.00	0.91	1.32	2.19	
Springfield	774	16.68	17.54	9.60	19.69	20.90	24.11	29.57	38.66	39.92	1.67	2.35	1.71	2.17	1.25	
St. Joseph	239	5.15	18.18	9.86	18.63	26.29	23.95	28.17	39.24	35.68	3.66	3.33	5.21	4.38	2.41	
MO nonMSA	2,992	64.48	17.98	5.98	18.08	17.25	23.16	24.90	40.77	51.87	5.19	4.63	6.44	5.46	4.81	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 15.06% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: MISSOURI		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Joplin	758	8.20	60.44	70.32	80.61	10.69	8.71	4.09	7.67
Limited-Review									
Columbia	427	4.62	63.00	71.43	80.33	8.43	11.24	2.59	4.64
Fayetteville-Springdale-Rogers	123	1.33	43.74	86.99	93.50	4.07	2.44	9.06	14.69
Jefferson City	51	0.55	60.49	62.75	82.35	13.73	3.92	0.97	1.75
Springfield	1,218	13.18	59.75	71.02	85.96	5.58	8.46	2.05	3.66
St. Joseph	736	7.97	58.72	76.49	80.71	10.05	9.24	6.17	12.19
MO nonMSA	5,926	64.14	54.72	78.77	82.75	9.69	7.56	4.82	8.75

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 10.51% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: MISSOURI			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Joplin	141	2.50	98.58	92.20	70.21	22.70	7.09	22.75	25.13
Limited-Review									
Columbia	53	0.94	96.83	92.45	66.04	32.08	1.89	11.19	13.86
Fayetteville-Springdale-Rogers	74	1.31	93.81	79.73	68.92	21.62	9.46	24.36	23.29
Jefferson City	4	0.07	97.06	100.00	100.00	0.00	0.00	0.00	0.00
Springfield	55	0.97	97.59	89.09	63.64	25.45	10.91	2.61	2.53
St. Joseph	227	4.02	97.79	97.80	83.26	11.01	5.73	26.40	29.04
MO nonMSA	5,089	90.18	98.66	87.05	80.27	14.95	4.78	27.14	27.27

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 11.08% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MISSOURI				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Joplin	7	1,340	53	4,799	60	6,139	7.40	4	5,777
Limited-Review									
Columbia	4	180	22	4,436	26	4,616	5.56	0	0
Fayetteville-Springdale-Rogers	1	58	2	155	3	213	0.26	0	0
Jefferson City	3	3,343	6	129	9	3,472	4.19	0	0
Springfield	13	2,079	65	2,404	78	4,483	5.40	3	646
St. Joseph	8	621	19	11,076	27	11,697	14.10	0	0
MO nonMSA	59	11,020	229	14,312	288	25,332	30.54	6	7,431
MO Statewide	1	50	15	26,956	16	27,006	32.55	1	50

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: MISSOURI Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Joplin	11.56	10	9.71	0.00	20.00	70.00	10.00	0	0	0	0	0	0	0.00	11.30	81.76	6.94
Limited-Review																	
Columbia	3.10	4	3.88	50.00	0.00	25.00	25.00	0	0	0	0	0	0	7.49	17.95	50.57	23.99
Fayetteville-Springdale-Rogers	1.12	1	0.97	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	74.84	25.16	0.00
Jefferson City	0.71	1	0.97	100.00	0.00	0.00	0.00	0	0	0	0	0	0	5.62	11.52	56.24	23.97
Springfield	9.71	13	12.62	7.69	23.08	53.85	15.38	0	0	0	0	0	0	1.64	19.56	55.52	23.28
St. Joseph	7.71	6	5.83	0.00	16.67	50.00	33.33	0	0	0	0	0	0	0.00	11.62	58.75	29.62
MO nonMSA	66.09	68	66.02	0.00	13.24	75.00	11.76	1	2	0	0	-1	0	0.24	7.44	74.85	17.48

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: MONTANA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Billings	20.65	923	127,764	945	73,361	20	2,396	4	6,369	1,892	209,890	47.14
Limited-Review:												
Great Falls	18.17	1,010	140,003	603	39,745	50	5,800	2	602	1,665	186,150	15.34
Missoula	12.92	396	62,880	784	28,411	1	5	3	5,345	1,184	96,641	8.54
MT nonMSA	48.23	1,978	352,427	2,135	78,720	304	34,240	2	2,115	4,419	467,502	28.99
MT Statewide	0.03	0	0	0	0	0	0	3	900	3	900	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MONTANA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Billings	496	24.84	1.60	1.61	10.16	10.48	68.29	68.55	19.95	19.35	3.75	6.56	2.97	3.92	3.43
Limited-Review:															
Great Falls	573	28.69	0.11	0.35	11.87	12.39	72.01	67.19	16.02	20.07	13.36	50.00	13.38	12.95	14.44
Missoula	156	7.81	0.00	0.00	13.67	16.67	72.98	76.92	13.35	6.41	2.02	0.00	1.37	2.35	1.03
MT nonMSA	772	38.66	0.00	0.00	3.57	4.79	61.47	54.66	34.96	40.54	3.65	0.00	9.39	3.63	3.36

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Billings	84	23.20	1.60	1.19	10.16	7.14	68.29	76.19	19.95	15.48	3.71	6.67	1.25	4.55	1.96	
Limited-Review:																
Great Falls	66	18.23	0.11	0.00	11.87	16.67	72.01	66.67	16.02	16.67	3.82	0.00	6.98	2.80	4.88	
Missoula	49	13.54	0.00	0.00	13.67	8.16	72.98	79.59	13.35	12.24	4.01	0.00	1.54	4.13	6.52	
MT nonMSA	163	45.03	0.00	0.00	3.57	1.84	61.47	63.80	34.96	34.36	5.24	0.00	2.70	4.99	5.80	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Billings	342	17.62	1.60	0.58	10.16	9.94	68.29	67.25	19.95	22.22	3.42	0.00	1.92	3.33	4.89
Limited-Review:															
Great Falls	369	19.01	0.11	0.00	11.87	12.47	72.01	66.94	16.02	20.60	8.00	0.00	7.17	8.02	8.75
Missoula	189	9.74	0.00	0.00	13.67	8.99	72.98	70.90	13.35	20.11	1.91	0.00	0.82	1.90	3.19
MT nonMSA	1,041	53.63	0.00	0.00	3.57	1.92	61.47	61.38	34.96	36.70	4.03	0.00	3.62	4.25	3.70

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Billings	1	14.29	5.95	100.00	17.03	0.00	62.43	0.00	14.60	0.00	0.00	0.00	0.00	0.00	0.00	
Limited-Review:																
Great Falls	2	28.57	11.78	0.00	31.62	0.00	53.79	100.00	2.81	0.00	0.00	0.00	0.00	0.00	0.00	
Missoula	2	28.57	0.00	0.00	36.83	0.00	50.11	100.00	13.06	0.00	10.00	0.00	0.00	12.50	0.00	
MT nonMSA	2	28.57	0.00	0.00	16.50	50.00	50.72	50.00	32.78	0.00	4.55	0.00	0.00	6.67	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Billings	945	21.16	3.99	3.07	12.98	11.43	71.09	68.15	11.94	17.35	3.78	2.63	3.93	3.87	3.98	
Limited-Review:																
Great Falls	603	13.50	10.02	10.28	19.82	22.72	60.04	53.73	10.11	13.27	5.52	8.05	6.62	4.87	5.19	
Missoula	784	17.55	0.00	0.00	32.55	34.95	59.78	52.42	7.67	12.63	4.54	0.00	6.56	3.64	6.67	
MT nonMSA	2,135	47.79	0.00	0.00	5.70	8.85	60.08	48.81	34.22	42.34	2.48	0.00	7.31	2.15	2.66	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Billings	20	5.33	4.68	0.00	5.06	0.00	82.02	90.00	8.24	10.00	3.28	0.00	0.00	2.97	10.00
Limited-Review:															
Great Falls	50	13.33	4.09	0.00	5.37	0.00	84.14	92.00	6.39	8.00	8.50	0.00	0.00	9.92	0.00
Missoula	1	0.27	0.00	0.00	18.26	0.00	73.31	0.00	8.43	100.00	0.00	0.00	0.00	0.00	0.00
MT nonMSA	304	81.07	0.04	0.00	2.86	5.92	73.77	88.16	23.33	5.92	7.98	0.00	19.35	8.66	3.28

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Billings	496	24.84	19.07	3.69	17.84	25.85	23.54	28.41	39.55	42.05	3.10	1.07	4.42	2.45	3.20
Limited-Review:															
Great Falls	573	28.69	18.42	4.47	18.98	21.23	24.09	32.03	38.51	42.27	14.57	13.00	16.81	15.49	13.25
Missoula	156	7.81	19.20	5.88	18.95	20.17	22.65	27.73	39.20	46.22	1.82	3.80	1.58	2.36	1.49
MT nonMSA	772	38.66	16.29	5.10	17.14	13.53	23.23	26.71	43.34	54.66	3.31	6.86	4.82	3.55	2.81

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 21.03% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Billings	84	23.20	19.07	5.95	17.84	14.29	23.54	34.52	39.55	45.24	3.92	3.64	0.76	4.81	4.67
Limited-Review:															
Great Falls	66	18.23	18.42	13.64	18.98	24.24	24.09	18.18	38.51	43.94	3.92	13.64	3.45	1.14	4.37
Missoula	49	13.54	19.20	12.24	18.95	22.45	22.65	20.41	39.20	44.90	4.13	10.71	5.41	3.76	3.11
MT nonMSA	163	45.03	16.29	3.68	17.14	19.63	23.23	25.15	43.34	51.53	5.47	2.33	9.09	6.09	4.63

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Billings	342	17.62	19.07	3.45	17.84	16.09	23.54	27.97	39.55	52.49	3.06	1.80	2.03	2.97	3.64	
Limited-Review:																
Great Falls	369	19.01	18.42	4.01	18.98	17.28	24.09	26.85	38.51	51.85	8.34	2.04	8.97	6.14	10.23	
Missoula	189	9.74	19.20	1.76	18.95	12.35	22.65	30.59	39.20	55.29	1.92	1.77	2.04	1.69	2.01	
MT nonMSA	1,041	53.63	16.29	2.00	17.14	10.85	23.23	27.95	43.34	59.20	3.86	3.98	3.49	4.33	3.76	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 17.41% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: MONTANA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Billings	945	21.16	64.73	55.24	81.27	9.74	8.99	3.78	5.32
Limited-Review:									
Great Falls	603	13.50	60.81	56.22	86.57	7.30	6.14	5.52	7.15
Missoula	784	17.55	65.52	63.01	92.73	3.32	3.95	4.54	7.94
MT nonMSA	2,135	47.79	63.38	62.25	92.88	3.84	3.28	2.48	4.05

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 18.36% of small loans to businesses originated and purchased by the USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: MONTANA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Billings	20	5.33	96.44	80.00	60.00	30.00	10.00	3.28	3.16
Limited-Review:									
Great Falls	50	13.33	96.42	82.00	58.00	32.00	10.00	8.50	7.44
Missoula	1	0.27	96.35	100.00	100.00	0.00	0.00	0.00	0.00
MT nonMSA	304	81.07	98.44	76.97	60.86	29.28	9.87	7.98	6.88

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 15.47% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Billings	6	519	38	5,530	44	6,049	39.38	0	0
Limited-Review:									
Great Falls	2	135	14	2,183	16	2,318	15.09	0	0
Missoula	6	1,393	26	1,384	32	2,777	18.08	1	4,786
MT nonMSA	10	863	52	3,351	62	4,214	27.44	0	0
MT Statewide	0	0	1	3	1	3	0.02	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																Geography: MONTANA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population											
	% of Rated Area Deposits in AA	# of USB 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:																							
Billings	47.14	4	16.67	0.00	0.00	75.00	25.00	0	0	0	0	0	0	2.78	12.48	66.17	18.57						
Limited-Review:																							
Great Falls	15.34	5	20.83	20.00	20.00	60.00	0.00	0	0	0	0	0	0	0.90	16.06	71.11	11.93						
Missoula	8.54	3	12.50	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	18.66	69.39	11.95						
MT nonMSA	28.99	12	50.00	0.00	16.67	66.67	16.67	0	0	0	0	0	0	0.27	6.12	60.01	33.60						

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: NEBRASKA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Lincoln	51.30	3,529	385,064	1,896	64,096	12	980	7	5,025	5,444	455,165	57.49
Limited-Review:												
NE nonMSA	48.70	3,230	270,127	1,679	77,261	256	26,383	3	8,088	5,168	381,859	42.51
NE Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEBRASKA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	3,084	53.07	0.63	1.72	13.30	22.18	55.94	59.18	30.13	16.41	18.37	21.95	28.78	20.69	10.26
Limited-Review:															
NE nonMSA	2,727	46.93	0.00	0.00	2.34	3.04	74.45	75.98	23.22	20.98	19.96	0.00	25.33	20.89	17.05

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	73	43.45	0.63	0.00	13.30	16.44	55.94	57.53	30.13	26.03	2.31	0.00	2.67	2.64	1.56
Limited-Review:															
NE nonMSA	95	56.55	0.00	0.00	2.34	1.05	74.45	70.53	23.22	28.42	5.02	0.00	4.76	4.35	7.51

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	369	47.92	0.63	0.81	13.30	14.63	55.94	52.57	30.13	31.98	2.11	2.44	2.77	2.08	1.91
Limited-Review:															
NE nonMSA	401	52.08	0.00	0.00	2.34	2.49	74.45	77.31	23.22	20.20	3.55	0.00	5.56	3.43	3.82

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: NEBRASKA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	3	30.00	14.41	100.00	32.84	0.00	35.21	0.00	17.38	0.00	4.11	14.29	0.00	0.00	0.00
Limited-Review:															
NE nonMSA	7	70.00	0.00	0.00	11.89	14.29	57.14	71.43	30.97	14.29	5.26	0.00	0.00	7.14	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: NEBRASKA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	1,896	53.03	2.30	2.32	27.37	33.07	41.89	38.19	27.22	25.05	5.27	5.47	7.48	5.12	4.11
Limited-Review:															
NE nonMSA	1,679	46.97	0.00	0.00	3.66	7.98	75.59	68.20	20.75	23.82	3.88	0.00	8.32	3.68	4.42

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	12	4.48	0.44	0.00	9.69	8.33	67.25	58.33	22.47	33.33	2.34	0.00	7.14	2.22	1.61
Limited-Review:															
NE nonMSA	256	95.52	0.00	0.00	0.90	0.00	85.52	82.42	13.59	17.58	2.84	0.00	0.00	2.69	3.91

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	3,084	53.07	17.18	37.50	19.02	36.85	26.09	15.52	37.71	10.13	2.69	8.10	3.67	1.83	0.74
Limited-Review:															
NE nonMSA	2,727	46.93	15.43	11.58	17.71	27.89	24.38	27.89	42.47	32.63	2.94	3.92	3.98	3.07	2.14

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 85.48% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	73	43.45	17.18	32.88	19.02	26.03	26.09	15.07	37.71	26.03	2.36	6.31	2.23	1.21	2.29
Limited-Review:															
NE nonMSA	95	56.55	15.43	3.16	17.71	24.21	24.38	28.42	42.47	44.21	5.15	1.23	8.27	4.26	5.46

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: NEBRASKA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Lincoln	369	47.92	17.18	11.00	19.02	27.15	26.09	29.55	37.71	32.30	1.67	1.09	2.70	1.76	1.17
Limited-Review:															
NE nonMSA	401	52.08	15.43	6.76	17.71	19.73	24.38	30.27	42.47	43.24	3.41	1.76	3.08	3.10	3.95

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 14.16% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: NEBRASKA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less	
Full-Review:										
Lincoln	1,896	53.03	63.80	69.46	95.20	2.00	2.80	5.27	8.19	
Limited-Review:										
NE nonMSA	1,679	46.97	54.24	71.47	90.95	4.41	4.65	3.88	6.63	

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 12.14% of small loans to businesses originated and purchased by USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: NEBRASKA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Full-Review:										
Lincoln	12	4.48	97.80	83.33	66.67	33.33	0.00	2.34	2.26	
Limited-Review:										
NE nonMSA	256	95.52	97.20	98.05	66.02	25.00	8.98	2.84	3.19	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 1.12% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: NEBRASKA									
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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:									
Lincoln	20	1,899	46	3,567	66	5,466	57.76	0	0
Limited-Review:									
NE nonMSA	17	827	155	2,602	172	3,429	36.23	0	0
NE Statewide	4	550	8	19	12	569	6.01	7	6,061

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																		
Geography: NEBRASKA																		
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																		
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population				
	% of Rated Area Deposits in AA	# of USB 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:																		
Lincoln	57.49	12	41.38	0.00	25.00	50.00	25.00	0	0	0	0	0	0	0	3.32	21.12	49.31	24.05
Limited-Review:																		
NE nonMSA	42.51	17	58.62	0.00	5.88	82.35	11.76	0	0	0	0	0	0	0.00	3.73	74.53	21.74	

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: NEVADA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Las Vegas-Paradise	70.18	4,798	1,061,240	6,096	201,498	6	237	6	33,149	10,906	1,296,124	59.70
Limited-Review:												
Carson City	2.95	93	13,691	364	13,961	0	0	1	3,000	458	30,652	4.41
Reno-Sparks	19.65	750	169,466	2,294	101,794	5	522	5	60,470	3,054	332,252	27.35
NV nonMSA	7.23	420	58,168	696	23,095	6	523	1	5,511	1,123	87,297	8.53
NV Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEVADA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	2,344	84.29	0.39	0.43	16.32	9.26	44.57	46.97	38.72	43.26	0.71	0.68	1.14	0.74	0.60
Limited-Review:															
Carson City	17	0.61	0.00	0.00	6.70	5.88	68.56	82.35	24.74	11.76	0.40	0.00	0.51	0.51	0.00
Reno-Sparks	285	10.25	0.99	0.70	16.60	8.77	43.47	28.07	38.95	62.46	0.67	1.01	0.64	0.49	0.82
NV nonMSA	135	4.85	0.00	0.00	6.78	5.93	59.42	49.63	33.80	44.44	1.39	0.00	3.57	1.10	1.60

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Las Vegas-Paradise	241	54.77	0.39	0.41	16.32	10.37	44.57	43.15	38.72	46.06	1.64	0.00	1.30	1.54	1.84	
Limited-Review:																
Carson City	31	7.05	0.00	0.00	6.70	9.68	68.56	64.52	24.74	25.81	5.26	0.00	0.00	4.63	9.09	
Reno-Sparks	96	21.82	0.99	0.00	16.60	8.33	43.47	45.83	38.95	45.83	2.95	0.00	2.42	3.07	3.04	
NV nonMSA	72	16.36	0.00	0.00	6.78	4.17	59.42	59.72	33.80	36.11	6.75	0.00	0.00	8.94	4.52	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	2,210	78.01	0.39	0.54	16.32	13.89	44.57	42.62	38.72	42.94	1.29	2.73	1.57	1.34	1.16
Limited-Review:															
Carson City	45	1.59	0.00	0.00	6.70	6.67	68.56	73.33	24.74	20.00	0.84	0.00	0.95	1.03	0.30
Reno-Sparks	367	12.95	0.99	0.54	16.60	9.54	43.47	40.60	38.95	49.32	0.82	1.75	0.80	0.90	0.74
NV nonMSA	211	7.45	0.00	0.00	6.78	3.79	59.42	61.14	33.80	35.07	1.39	0.00	1.33	1.89	0.81

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Las Vegas-Paradise	3	42.86	5.43	0.00	45.22	66.67	37.62	33.33	11.50	0.00	0.69	0.00	1.47	0.00	0.00	
Limited-Review:																
Carson City	0	0.00	0.00	0.00	23.09	0.00	63.04	0.00	13.87	0.00	0.00	0.00	0.00	0.00	0.00	
Reno-Sparks	2	28.57	11.65	0.00	53.61	100.00	24.69	0.00	10.05	0.00	1.56	0.00	2.78	0.00	0.00	
NV nonMSA	2	28.57	0.00	0.00	8.31	0.00	60.15	100.00	31.54	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	6,096	64.51	4.51	1.85	20.59	15.35	37.65	34.12	36.84	48.59	1.89	2.33	2.59	1.66	1.92
Limited-Review:															
Carson City	364	3.85	0.00	0.00	15.20	14.29	75.89	71.43	8.91	14.29	2.89	0.00	5.05	2.90	2.24
Reno-Sparks	2,294	24.28	3.38	1.74	44.14	35.48	27.55	32.65	24.93	30.12	2.85	2.71	3.26	3.54	2.29
NV nonMSA	696	7.37	0.00	0.00	4.31	4.60	65.92	65.52	29.78	29.89	3.24	0.00	3.83	4.46	2.42

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	6	35.29	2.48	0.00	16.50	16.67	42.23	33.33	38.80	50.00	0.50	0.00	4.17	0.00	0.00
Limited-Review:															
Carson City	0	0.00	0.00	0.00	10.78	0.00	71.86	0.00	17.37	0.00	0.00	0.00	0.00	0.00	0.00
Reno-Sparks	5	29.41	2.07	0.00	28.10	0.00	36.55	80.00	33.28	20.00	0.00	0.00	0.00	0.00	0.00
NV nonMSA	6	35.29	0.00	0.00	8.42	0.00	68.86	100.00	22.73	0.00	0.98	0.00	0.00	1.90	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEVADA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	2,344	84.29	18.69	3.00	18.74	15.28	23.47	30.47	39.10	51.25	0.35	0.28	0.65	0.49	0.26
Limited-Review:															
Carson City	17	0.61	18.53	9.09	18.74	18.18	22.28	36.36	40.45	36.36	0.46	0.00	0.68	0.71	0.24
Reno-Sparks	285	10.25	19.17	1.08	18.84	9.68	23.06	13.98	38.94	75.27	0.25	0.00	0.13	0.10	0.36
NV nonMSA	135	4.85	15.54	2.50	17.13	7.50	24.63	30.00	42.70	60.00	0.70	0.00	0.00	0.71	0.88

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 58.83% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Las Vegas-Paradise	241	54.77	18.69	3.33	18.74	16.25	23.47	25.83	39.10	54.58	1.70	0.51	1.83	1.76	1.72
Limited-Review:															
Carson City	31	7.05	18.53	3.23	18.74	29.03	22.28	22.58	40.45	45.16	5.56	0.00	11.54	0.00	6.90
Reno-Sparks	96	21.82	19.17	0.00	18.84	15.63	23.06	26.04	38.94	58.33	3.07	0.00	2.96	4.18	2.80
NV nonMSA	72	16.36	15.54	4.17	17.13	9.72	24.63	30.56	42.70	55.56	6.97	14.29	7.14	8.53	5.69

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.23% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Las Vegas-Paradise	2,210	78.01	18.69	5.08	18.74	14.35	23.47	29.75	39.10	50.82	0.88	1.15	0.95	1.07	0.76	
Limited-Review:																
Carson City	45	1.59	18.53	6.90	18.74	13.79	22.28	17.24	40.45	62.07	0.69	0.00	0.53	0.66	0.80	
Reno-Sparks	367	12.95	19.17	5.47	18.84	20.40	23.06	24.88	38.94	49.25	0.55	0.52	0.71	0.59	0.48	
NV nonMSA	211	7.45	15.54	5.17	17.13	17.24	24.63	35.34	42.70	42.24	0.78	1.09	2.30	0.41	0.65	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 40.56% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: NEVADA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Las Vegas-Paradise	6,096	64.51	62.26	68.77	94.87	1.64	3.49	1.89	2.81
Limited-Review:									
Carson City	364	3.85	55.47	74.45	94.51	1.37	4.12	2.89	4.75
Reno-Sparks	2,294	24.28	63.32	66.26	91.37	3.05	5.58	2.85	4.17
NV nonMSA	696	7.37	63.26	70.11	95.55	0.72	3.74	3.24	5.02

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 17.11% of small loans to businesses originated and purchased by USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: NEVADA		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Las Vegas-Paradise	6	35.29	94.31	83.33	83.33	16.67	0.00	0.50	0.61
Limited-Review:									
Carson City	0	0.00	97.60	0.00	0.00	0.00	0.00	0.00	0.00
Reno-Sparks	5	29.41	93.28	20.00	80.00	0.00	20.00	0.00	0.00
NV nonMSA	6	35.29	95.45	83.33	66.67	33.33	0.00	0.98	1.23

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 35.29% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Las Vegas-Paradise	31	5,513	67	9,108	98	14,621	59.73	0	0
Limited-Review:									
Carson City	4	804	5	513	9	1,317	5.38	0	0
Reno-Sparks	11	1,910	35	3,314	46	5,224	21.35	0	0
NV nonMSA	7	2,200	12	1,052	19	3,252	13.28	0	0
NV Statewide	0	0	15	62	15	62	0.26	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS		Geography: NEVADA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008											
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Las Vegas-Paradise	59.70	41	68.33	4.88	12.20	41.46	41.46	6	0	0	1	2	3	2.05	27.84	41.73	28.38
Limited-Review:																	
Carson City	4.41	2	3.33	0.00	0.00	50.00	50.00	0	0	0	0	0	0	0.00	11.55	66.93	21.52
Reno-Sparks	27.35	13	21.67	0.00	46.15	23.08	30.77	2	0	0	0	0	2	3.65	29.63	39.48	27.25
NV nonMSA	8.53	4	6.67	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	9.22	61.12	29.66

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Bismarck	45.97	331	35,988	1,159	38,817	32	3,558	7	3,388	1,529	81,751	45.99
Limited-Review:												
ND nonMSA	54.03	503	39,384	1,246	20,922	44	4,626	4	3,642	1,797	68,574	54.01
ND Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	152	40.86	0.00	0.00	19.62	7.89	69.12	75.00	11.26	17.11	1.71	0.00	1.49	1.88	1.19
Limited-Review:															
ND nonMSA	220	59.14	0.00	0.00	3.94	1.36	76.29	75.00	19.78	23.64	2.95	0.00	0.00	3.10	3.05

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: NORTH DAKOTA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	20	17.54	0.00	0.00	19.62	15.00	69.12	80.00	11.26	5.00	0.99	0.00	1.30	1.10	0.00
Limited-Review:															
ND nonMSA	94	82.46	0.00	0.00	3.94	4.26	76.29	65.96	19.78	29.79	7.79	0.00	7.69	7.32	9.52

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** Home improvement loans originated and purchased in the MA/AA as a percentage of all home improvement loans originated and purchased in the 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 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NORTH DAKOTA								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	156	45.61	0.00	0.00	19.62	10.90	69.12	75.00	11.26	14.10	2.45	0.00	2.46	2.62	1.68
Limited-Review:															
ND nonMSA	186	54.39	0.00	0.00	3.94	2.69	76.29	68.28	19.78	29.03	2.42	0.00	1.22	2.25	3.21

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	3	50.00	0.00	0.00	4.08	0.00	84.44	100.00	11.48	0.00	3.85	0.00	0.00	4.76	0.00
Limited-Review:															
ND nonMSA	3	50.00	0.00	0.00	8.72	0.00	80.86	33.33	10.41	66.67	3.23	0.00	0.00	0.00	50.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	1,159	48.19	0.00	0.00	21.35	16.39	69.03	69.97	9.63	13.63	9.95	0.00	8.34	10.65	12.15
Limited-Review:															
ND nonMSA	1,246	51.81	0.00	0.00	4.49	4.74	78.71	74.08	16.80	21.19	5.30	0.00	4.98	5.33	6.76

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: NORTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	32	42.11	0.00	0.00	35.81	15.63	56.95	84.38	7.24	0.00	4.85	0.00	2.17	6.12	0.00
Limited-Review:															
ND nonMSA	44	57.89	0.00	0.00	1.10	0.00	80.42	47.73	18.48	52.27	0.57	0.00	0.00	0.41	1.20

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: NORTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	152	40.86	17.38	10.22	18.54	36.50	27.27	31.39	36.81	21.90	1.63	2.23	2.58	1.55	0.88
Limited-Review:															
ND nonMSA	220	59.14	15.66	9.14	17.30	23.66	24.90	24.73	42.14	42.47	2.83	3.25	2.67	2.17	3.40

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 13.17% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	20	17.54	17.38	5.00	18.54	10.00	27.27	45.00	36.81	40.00	1.01	0.00	1.10	1.90	0.48
Limited-Review:															
ND nonMSA	94	82.46	15.66	2.13	17.30	18.09	24.90	27.66	42.14	52.13	7.99	2.78	8.70	8.20	8.19

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NORTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Bismarck	156	45.61	17.38	12.34	18.54	18.18	27.27	34.42	36.81	35.06	2.64	4.00	2.51	3.51	1.68
Limited-Review:															
ND nonMSA	186	54.39	15.66	6.29	17.30	18.86	24.90	36.00	42.14	38.86	2.45	2.26	3.00	3.02	1.90

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 3.80% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: NORTH DAKOTA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less	
Full-Review:										
Bismarck	1,159	48.19	49.04	63.50	94.82	2.16	3.02	9.95	13.80	
Limited-Review:										
ND nonMSA	1,246	51.81	45.40	71.51	97.83	1.28	0.88	5.30	7.62	

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 14.64% of small loans to businesses originated and purchased by USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: NORTH DAKOTA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Full-Review:										
Bismarck	32	42.11	97.65	78.13	68.75	21.88	9.38	4.85	4.91	
Limited-Review:										
ND nonMSA	44	57.89	98.32	79.55	63.64	15.91	20.45	0.57	0.72	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 10.53% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NORTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Bismarck	6	2,368	33	2,024	39	4,392	53.05	0	0
Limited-Review:									
ND nonMSA	16	1,094	40	2,042	56	3,136	37.88	0	0
ND Statewide	3	750	1	1	4	751	9.07	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																Geography: N. DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of USB 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:																							
Bismarck	45.99	4	26.67	0.00	0.00	100.00	0.00	1	0	0	0	1	0	0.00	17.05	71.16	11.79						
Limited-Review:																							
ND nonMSA	54.01	11	73.33	0.00	9.09	81.82	9.09	0	0	0	0	0	0	0.00	4.21	78.28	17.51						

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: OHIO												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Cleveland-Elyria-Mentor	26.06	8,195	924,769	6,442	216,267	13	92	10	60,394	14,660	1,201,522	33.20
Limited-Review:												
Akron	7.83	2,751	287,209	1,644	39,213	8	131	1	20,150	4,404	346,703	4.57
Canton-Massillon	3.78	1,668	178,876	456	10,447	3	23	2	9,802	2,129	199,148	0.70
Columbus	22.59	8,281	994,642	4,414	158,940	10	1,040	3	8,945	12,708	1,163,567	18.75
Dayton	14.43	4,365	450,160	3,506	145,130	230	25,446	14	37,961	8,115	658,697	13.39
Huntington-Ashland	0.90	316	21,734	192	4,831	0	0	1	300	509	26,865	2.76
Lima	0.62	151	13,954	195	4,905	0	0	1	8,400	347	27,259	0.73
Mansfield	1.37	573	45,861	191	3,610	4	123	0	0	768	49,594	0.94
Sandusky	1.25	456	40,167	246	11,239	0	0	0	0	702	51,406	0.71
Springfield	0.87	338	39,141	149	3,201	4	220	1	1,544	492	44,106	0.07
Toledo	0.69	223	24,683	160	4,650	2	93	1	75	386	29,501	1.04
Weirton-Steubenville	1.38	620	40,042	156	2,191	0	0	0	0	776	42,233	1.28
Youngstown-Warren-Boardman	2.62	895	74,056	577	10,534	0	0	0	0	1,472	84,590	0.95
OH nonMSA	15.62	4,772	393,244	3,729	137,501	281	25,049	2	487	8,784	556,281	20.92
OH Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Cleveland-Elyria-Mentor	6,135	24.92	4.83	2.17	12.41	12.76	48.22	63.31	34.54	21.76	5.48	4.10	7.39	7.15	3.01	
Limited-Review:																
Akron	2,128	8.64	2.76	1.60	18.38	22.74	51.56	58.60	27.30	17.06	5.07	3.64	7.83	6.05	2.58	
Canton-Massillon	1,297	5.27	0.92	0.15	14.69	11.72	65.16	71.55	19.23	16.58	6.35	5.56	7.32	6.74	4.96	
Columbus	6,663	27.06	3.03	1.92	18.34	20.49	44.92	53.20	33.71	24.39	5.19	3.20	8.53	6.42	3.11	
Dayton	3,127	12.70	1.91	1.50	17.03	14.97	51.27	58.04	29.78	25.49	5.88	8.95	7.13	6.93	3.90	
Huntington-Ashland	133	0.54	0.00	0.00	5.05	7.52	94.95	92.48	0.00	0.00	4.93	0.00	11.36	4.55	0.00	
Lima	62	0.25	1.24	0.00	19.97	12.90	56.56	75.81	22.23	11.29	1.75	0.00	1.57	2.29	0.79	
Mansfield	425	1.73	0.16	0.00	14.17	12.94	58.08	62.59	27.58	24.47	7.81	0.00	9.38	8.47	6.12	
Sandusky	356	1.45	0.00	0.00	18.57	31.46	65.56	55.62	15.87	12.92	8.95	0.00	13.31	8.24	6.20	
Springfield	207	0.84	1.73	0.48	9.72	5.31	59.32	70.05	29.23	24.15	2.67	0.00	0.57	2.82	3.05	
Toledo	141	0.57	0.00	0.00	0.00	0.00	91.86	99.29	8.14	0.71	6.02	0.00	0.00	6.24	2.17	
Weirton-Steubenville	389	1.58	0.92	0.00	8.50	8.23	87.23	89.72	3.35	2.06	18.87	0.00	23.68	18.95	8.57	
Youngstown-Warren-Boardman	633	2.57	2.74	0.16	12.34	6.00	60.78	70.77	24.14	23.06	3.60	1.96	2.11	4.19	2.90	
OH nonMSA	2,926	11.88	0.07	0.00	14.11	15.96	74.22	70.64	11.59	13.40	8.58	0.00	12.25	7.74	9.69	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cleveland-Elyria-Mentor	687	31.33	4.83	3.93	12.41	12.81	48.22	50.07	34.54	33.19	4.59	2.45	4.04	4.61	5.21	
Limited-Review:																
Akron	146	6.66	2.76	4.11	18.38	30.14	51.56	53.42	27.30	12.33	3.07	4.44	5.44	3.04	1.17	
Canton-Massillon	32	1.46	0.92	3.13	14.69	9.38	65.16	71.88	19.23	15.63	1.57	11.11	0.57	1.68	1.61	
Columbus	272	12.40	3.03	2.21	18.34	12.13	44.92	47.79	33.71	37.87	2.64	1.57	1.52	2.51	3.61	
Dayton	282	12.86	1.91	0.71	17.03	15.25	51.27	61.35	29.78	22.70	5.43	0.00	4.90	6.14	4.71	
Huntington-Ashland	62	2.83	0.00	0.00	5.05	1.61	94.95	98.39	0.00	0.00	8.70	0.00	0.00	9.09	0.00	
Lima	15	0.68	1.24	0.00	19.97	6.67	56.56	93.33	22.23	0.00	3.03	0.00	1.59	5.30	0.00	
Mansfield	33	1.50	0.16	0.00	14.17	6.06	58.08	81.82	27.58	12.12	3.69	0.00	0.00	5.30	2.02	
Sandusky	18	0.82	0.00	0.00	18.57	11.11	65.56	77.78	15.87	11.11	3.03	0.00	1.82	3.70	2.44	
Springfield	18	0.82	1.73	0.00	9.72	11.11	59.32	55.56	29.23	33.33	1.57	0.00	0.00	1.81	1.67	
Toledo	17	0.78	0.00	0.00	0.00	0.00	91.86	100.00	8.14	0.00	5.93	0.00	0.00	6.96	0.00	
Weirton-Steubenville	73	3.33	0.92	0.00	8.50	6.85	87.23	93.15	3.35	0.00	8.33	0.00	3.23	9.12	0.00	
Youngstown-Warren-Boardman	46	2.10	2.74	2.17	12.34	4.35	60.78	71.74	24.14	21.74	1.07	0.00	0.68	1.08	1.22	
OH nonMSA	492	22.44	0.07	0.20	14.11	15.85	74.22	67.48	11.59	16.46	8.43	33.33	8.48	7.61	13.55	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cleveland-Elyria-Mentor	1,366	20.23	4.83	3.00	12.41	15.30	48.22	52.64	34.54	29.06	1.55	2.10	2.86	1.42	1.23
Limited-Review:															
Akron	475	7.03	2.76	2.74	18.38	25.26	51.56	52.00	27.30	20.00	1.30	2.49	1.75	1.45	0.69
Canton-Massillon	336	4.98	0.92	0.30	14.69	10.42	65.16	65.18	19.23	24.11	1.75	0.00	1.09	2.02	1.38
Columbus	1,341	19.86	3.03	2.61	18.34	16.55	44.92	45.12	33.71	35.72	1.60	0.96	1.41	1.72	1.61
Dayton	943	13.97	1.91	0.85	17.03	11.66	51.27	61.72	29.78	25.77	2.14	0.51	1.88	2.49	1.75
Huntington-Ashland	121	1.79	0.00	0.00	5.05	7.44	94.95	92.56	0.00	0.00	4.55	0.00	7.14	4.43	0.00
Lima	74	1.10	1.24	4.05	19.97	9.46	56.56	74.32	22.23	12.16	1.61	6.25	0.00	2.07	1.28
Mansfield	115	1.70	0.16	0.00	14.17	8.70	58.08	68.70	27.58	22.61	2.23	0.00	2.21	2.79	1.16
Sandusky	82	1.21	0.00	0.00	18.57	32.93	65.56	53.66	15.87	13.41	2.13	0.00	4.35	1.49	2.16
Springfield	112	1.66	1.73	3.57	9.72	9.82	59.32	54.46	29.23	32.14	1.87	6.98	0.00	2.05	1.86
Toledo	65	0.96	0.00	0.00	0.00	0.00	91.86	84.62	8.14	15.38	2.88	0.00	0.00	2.31	7.78
Weirton-Steubenville	158	2.34	0.92	0.00	8.50	12.03	87.23	86.08	3.35	1.90	6.13	0.00	8.93	5.92	6.45
Youngstown-Warren-Boardman	216	3.20	2.74	0.46	12.34	7.41	60.78	70.37	24.14	21.76	0.88	0.00	0.76	0.94	0.81
OH nonMSA	1,348	19.96	0.07	0.00	14.11	12.91	74.22	69.51	11.59	17.58	3.15	0.00	3.97	2.84	4.32

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans						
Full-Review:																
Cleveland-Elyria-Mentor	7	18.92	12.81	14.29	25.25	28.57	44.28	42.86	17.65	14.29	0.62	0.00	0.00	1.39	0.00	
Limited-Review:																
Akron	2	5.41	12.03	0.00	24.76	100.00	44.88	0.00	18.33	0.00	1.79	0.00	9.09	0.00	0.00	
Canton-Massillon	3	8.11	6.01	0.00	15.88	0.00	49.84	100.00	28.27	0.00	0.00	0.00	0.00	0.00	0.00	
Columbus	5	13.51	12.38	20.00	32.01	20.00	34.58	20.00	21.03	40.00	0.73	1.04	0.00	0.00	3.03	
Dayton	13	35.14	8.55	0.00	21.41	53.85	48.98	46.15	21.05	0.00	6.94	0.00	16.67	5.13	0.00	
Huntington-Ashland	0	0.00	0.00	0.00	25.55	0.00	74.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Lima	0	0.00	10.31	0.00	43.37	0.00	37.90	0.00	8.43	0.00	0.00	0.00	0.00	0.00	0.00	
Mansfield	0	0.00	1.06	0.00	25.75	0.00	53.27	0.00	19.92	0.00	0.00	0.00	0.00	0.00	0.00	
Sandusky	0	0.00	0.00	0.00	31.32	0.00	48.15	0.00	20.53	0.00	0.00	0.00	0.00	0.00	0.00	
Springfield	1	2.70	4.16	0.00	21.72	0.00	70.62	100.00	3.49	0.00	0.00	0.00	0.00	0.00	0.00	
Toledo	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Weirton-Steubenville	0	0.00	1.32	0.00	49.89	0.00	41.78	0.00	7.01	0.00	0.00	0.00	0.00	0.00	0.00	
Youngstown-Warren-Boardman	0	0.00	7.90	0.00	14.86	0.00	59.75	0.00	17.50	0.00	0.00	0.00	0.00	0.00	0.00	
OH nonMSA	6	16.22	2.71	0.00	19.51	16.67	70.05	83.33	7.72	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cleveland-Elyria-Mentor	6,442	29.21	8.44	6.75	14.97	14.08	40.43	40.41	35.46	37.81	2.66	4.21	3.46	2.66	2.29
Limited-Review:															
Akron	1,644	7.45	9.50	9.49	14.54	16.61	43.26	43.67	32.70	30.23	2.00	3.56	3.23	1.96	1.56
Canton-Massillon	456	2.07	3.80	1.97	15.07	6.58	57.29	62.06	23.84	29.39	1.02	0.93	0.47	1.12	1.11
Columbus	4,414	20.01	7.69	5.10	19.52	12.96	39.33	36.66	33.45	45.29	2.38	2.71	2.21	2.32	2.53
Dayton	3,506	15.90	6.41	3.68	19.43	16.06	45.40	53.54	28.76	26.73	4.78	4.85	5.25	5.91	3.42
Huntington-Ashland	192	0.87	0.00	0.00	13.98	9.90	86.02	90.10	0.00	0.00	6.73	0.00	7.79	7.11	0.00
Lima	195	0.88	8.97	2.05	21.42	9.23	50.30	75.38	19.32	13.33	1.82	0.00	1.45	2.63	0.94
Mansfield	191	0.87	3.72	0.00	20.08	2.62	51.58	53.93	24.63	43.46	1.61	0.00	0.33	2.24	1.71
Sandusky	246	1.12	0.00	0.00	24.29	30.89	60.37	58.54	15.34	10.57	2.42	0.00	3.12	2.66	1.05
Springfield	149	0.68	2.77	2.68	17.92	11.41	54.79	45.64	24.52	40.27	1.50	1.32	1.16	1.31	2.09
Toledo	160	0.73	0.00	0.00	0.00	0.00	95.64	99.38	4.36	0.63	3.95	0.00	0.00	4.27	1.18
Weirton-Steubenville	156	0.71	1.64	0.00	19.21	22.44	73.44	77.56	5.71	0.00	3.36	0.00	5.29	3.48	0.00
Youngstown-Warren-Boardman	577	2.62	5.13	3.29	14.73	9.19	51.08	54.94	28.77	32.41	0.97	1.04	0.42	1.17	0.89
OH nonMSA	3,729	16.91	0.98	1.34	14.64	16.09	74.38	63.02	10.01	19.55	4.77	9.64	6.95	4.13	7.50

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cleveland-Elyria-Mentor	13	2.34	2.76	0.00	6.91	15.38	50.42	23.08	39.78	61.54	0.78	0.00	6.25	0.00	0.88	
Limited-Review:																
Akron	8	1.44	2.82	0.00	8.19	12.50	57.04	62.50	31.95	25.00	5.71	0.00	20.00	7.32	0.00	
Canton-Massillon	3	0.54	1.02	0.00	8.32	0.00	73.71	100.00	16.95	0.00	0.00	0.00	0.00	0.00	0.00	
Columbus	10	1.80	1.53	0.00	12.69	0.00	59.93	90.00	25.85	10.00	0.54	0.00	0.00	0.79	0.00	
Dayton	230	41.44	0.87	0.00	8.84	0.43	70.25	94.78	20.04	4.78	21.39	0.00	7.69	22.84	15.63	
Huntington-Ashland	0	0.00	0.00	0.00	4.55	0.00	95.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Lima	0	0.00	1.17	0.00	3.50	0.00	75.52	0.00	19.81	0.00	0.00	0.00	0.00	0.00	0.00	
Mansfield	4	0.72	0.29	0.00	4.02	0.00	70.40	25.00	25.29	75.00	1.67	0.00	0.00	0.00	7.14	
Sandusky	0	0.00	0.00	0.00	6.48	0.00	80.09	0.00	13.43	0.00	0.00	0.00	0.00	0.00	0.00	
Springfield	4	0.72	0.81	0.00	4.59	0.00	48.92	100.00	45.68	0.00	0.63	0.00	0.00	1.37	0.00	
Toledo	2	0.36	0.00	0.00	0.00	0.00	87.19	100.00	12.81	0.00	2.63	0.00	0.00	3.33	0.00	
Weirton-Steubenville	0	0.00	0.86	0.00	1.72	0.00	97.41	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Youngstown-Warren-Boardman	0	0.00	1.16	0.00	5.55	0.00	68.67	0.00	24.62	0.00	0.00	0.00	0.00	0.00	0.00	
OH nonMSA	281	50.63	0.05	0.00	6.27	1.78	76.15	55.52	17.52	42.70	7.92	0.00	2.50	5.93	18.45	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cleveland-Elyria-Mentor	6,135	24.92	20.34	16.19	18.08	35.64	22.21	24.48	39.37	23.69	1.00	1.62	1.44	0.88	0.68	
Limited-Review:																
Akron	2,128	8.64	19.24	18.05	18.62	46.00	23.21	22.45	38.93	13.50	1.54	3.31	2.69	1.52	0.48	
Canton-Massillon	1,297	5.27	17.81	9.75	19.41	32.70	24.06	34.28	38.73	23.27	1.92	1.09	2.71	2.70	1.08	
Columbus	6,663	27.06	19.62	15.35	18.45	34.29	22.99	29.17	38.94	21.19	0.93	1.61	1.33	0.99	0.50	
Dayton	3,127	12.70	19.16	13.53	18.89	34.51	22.87	26.66	39.08	25.30	1.54	1.63	2.28	1.42	1.14	
Huntington-Ashland	133	0.54	23.36	9.86	18.32	36.62	22.74	25.35	35.58	28.17	3.09	5.80	3.36	2.49	2.76	
Lima	62	0.25	19.16	12.50	18.83	18.75	22.82	25.00	39.19	43.75	0.56	0.57	0.00	1.01	0.68	
Mansfield	425	1.73	17.95	18.18	19.32	36.36	23.37	31.82	39.36	13.64	0.47	0.60	0.58	0.70	0.18	
Sandusky	356	1.45	19.00	27.98	18.59	45.83	23.34	19.05	39.07	7.14	5.24	11.90	11.79	4.14	1.19	
Springfield	207	0.84	18.75	4.88	18.55	36.59	24.25	41.46	38.44	17.07	0.61	0.00	0.80	0.76	0.55	
Toledo	141	0.57	15.16	7.50	18.81	27.50	25.38	12.50	40.65	52.50	1.89	2.13	2.61	1.25	1.92	
Weirton-Steubenville	389	1.58	20.15	14.66	19.32	38.35	22.60	25.94	37.94	21.05	12.50	15.56	16.29	13.17	7.32	
Youngstown-Warren-Boardman	633	2.57	18.59	16.13	18.34	41.40	22.23	25.27	40.83	17.20	1.18	2.26	1.82	0.90	0.57	
OH nonMSA	2,926	11.88	18.47	11.36	19.64	32.31	24.36	29.60	37.53	26.74	4.48	5.30	5.30	4.55	3.62	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 76.20% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: OHIO						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cleveland-Elyria-Mentor	687	31.33	20.34	14.99	18.08	26.93	22.21	29.99	39.37	28.09	4.68	5.52	5.23	5.69	3.40
Limited-Review:															
Akron	146	6.66	19.24	23.29	18.62	27.40	23.21	28.08	38.93	21.23	3.12	4.85	4.67	2.75	1.86
Canton-Massillon	32	1.46	17.81	18.75	19.41	25.00	24.06	25.00	38.73	31.25	1.59	4.69	0.73	1.83	0.99
Columbus	272	12.40	19.62	14.34	18.45	18.01	22.99	31.62	38.94	36.03	2.70	2.80	2.50	3.08	2.50
Dayton	282	12.86	19.16	19.15	18.89	30.85	22.87	24.47	39.08	25.53	5.52	8.15	9.09	5.19	3.31
Huntington-Ashland	62	2.83	23.36	17.74	18.32	27.42	22.74	25.81	35.58	29.03	8.87	10.00	17.65	5.80	5.88
Lima	15	0.68	19.16	26.67	18.83	26.67	22.82	33.33	39.19	13.33	3.09	5.26	2.99	4.76	1.82
Mansfield	33	1.50	17.95	9.09	19.32	18.18	23.37	30.30	39.36	42.42	3.76	1.85	2.17	5.65	3.85
Sandusky	18	0.82	19.00	16.67	18.59	22.22	23.34	38.89	39.07	22.22	3.14	4.35	1.69	3.57	3.53
Springfield	18	0.82	18.75	27.78	18.55	27.78	24.25	11.11	38.44	33.33	1.60	0.00	3.19	0.88	1.72
Toledo	17	0.78	15.16	0.00	18.81	29.41	25.38	41.18	40.65	29.41	5.93	0.00	3.45	8.33	5.88
Weirton-Steubenville	73	3.33	20.15	13.70	19.32	21.92	22.60	34.25	37.94	30.14	8.46	8.33	12.79	11.93	3.77
Youngstown-Warren-Boardman	46	2.10	18.59	6.52	18.34	17.39	22.23	36.96	40.83	39.13	1.08	1.10	0.99	1.68	0.69
OH nonMSA	492	22.44	18.47	12.83	19.64	21.79	24.36	28.51	37.53	36.86	8.55	10.12	8.47	9.00	7.94

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.05% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Cleveland-Elyria-Mentor	1,366	20.23	20.34	9.82	18.08	28.69	22.21	28.69	39.37	32.79	1.41	1.96	1.66	1.60	1.02	
Limited-Review:																
Akron	475	7.03	19.24	12.44	18.62	30.49	23.21	30.73	38.93	26.34	1.17	1.01	1.71	1.52	0.68	
Canton-Massillon	336	4.98	17.81	4.71	19.41	27.84	24.06	31.76	38.73	35.69	1.45	0.91	1.65	1.64	1.32	
Columbus	1,341	19.86	19.62	11.18	18.45	24.06	22.99	30.14	38.94	34.62	1.54	1.57	1.60	1.84	1.31	
Dayton	943	13.97	19.16	11.45	18.89	26.07	22.87	27.41	39.08	35.08	2.09	2.12	2.22	2.16	1.95	
Huntington-Ashland	121	1.79	23.36	5.31	18.32	24.78	22.74	23.89	35.58	46.02	4.69	2.82	5.03	4.78	4.82	
Lima	74	1.10	19.16	12.24	18.83	22.45	22.82	40.82	39.19	24.49	0.89	1.50	0.66	1.53	0.47	
Mansfield	115	1.70	17.95	11.65	19.32	25.24	23.37	33.01	39.36	30.10	2.15	2.27	3.34	1.71	1.87	
Sandusky	82	1.21	19.00	7.25	18.59	30.43	23.34	33.33	39.07	28.99	2.03	2.00	2.55	1.93	1.78	
Springfield	112	1.66	18.75	6.06	18.55	22.73	24.25	34.85	38.44	36.36	1.13	0.56	0.97	1.28	1.22	
Toledo	65	0.96	15.16	13.04	18.81	13.04	25.38	26.09	40.65	47.83	1.66	1.96	0.68	1.04	2.30	
Weirton-Steubenville	158	2.34	20.15	12.67	19.32	20.00	22.60	32.00	37.94	35.33	6.31	12.99	4.67	8.10	4.64	
Youngstown-Warren-Boardman	216	3.20	18.59	12.12	18.34	23.23	22.23	30.30	40.83	34.34	0.78	1.16	0.81	0.81	0.67	
OH nonMSA	1,348	19.96	18.47	9.66	19.64	23.20	24.36	30.01	37.53	37.13	3.23	4.36	3.06	3.53	2.91	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 13.63% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: OHIO			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Cleveland-Elyria-Mentor	6,442	29.21	66.13	67.76	93.82	3.17	3.01	2.66	5.33
Limited-Review:									
Akron	1,644	7.45	65.80	70.68	96.23	2.01	1.76	2.00	4.30
Canton-Massillon	456	2.07	65.45	78.73	97.15	1.32	1.54	1.02	2.42
Columbus	4,414	20.01	62.66	70.25	93.02	2.97	4.01	2.38	4.75
Dayton	3,506	15.90	62.04	69.91	91.47	4.51	4.02	4.78	9.66
Huntington-Ashland	192	0.87	59.43	75.52	95.83	2.08	2.08	6.73	11.16
Lima	195	0.88	58.62	76.92	96.92	0.00	3.08	1.82	4.39
Mansfield	191	0.87	64.02	71.73	97.91	1.05	1.05	1.61	3.27
Sandusky	246	1.12	64.76	61.38	88.21	6.91	4.88	2.42	4.40
Springfield	149	0.68	59.76	79.87	95.97	2.68	1.34	1.50	2.81
Toledo	160	0.73	66.02	72.50	92.50	6.25	1.25	3.95	7.43
Weirton-Steubenville	156	0.71	65.57	77.56	97.44	2.56	0.00	3.36	7.11
Youngstown-Warren-Boardman	577	2.62	62.25	72.96	98.44	0.52	1.04	0.97	2.10
OH nonMSA	3,729	16.91	59.73	72.08	93.05	3.67	3.27	4.77	8.67

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 14.02% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: OHIO			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Full-Review:										
Cleveland-Elyria-Mentor	13	2.34	96.69	38.46	100.00	0.00	0.00	0.78	0.96	
Limited-Review:										
Akron	8	1.44	97.01	37.50	100.00	0.00	0.00	5.71	5.56	
Canton-Massillon	3	0.54	97.87	33.33	100.00	0.00	0.00	0.00	0.00	
Columbus	10	1.80	96.52	50.00	50.00	50.00	0.00	0.54	0.36	
Dayton	230	41.44	97.80	96.96	65.65	24.35	10.00	21.39	23.95	
Huntington-Ashland	0	0.00	98.18	0.00	0.00	0.00	0.00	0.00	0.00	
Lima	0	0.00	97.44	0.00	0.00	0.00	0.00	0.00	0.00	
Mansfield	4	0.72	98.56	75.00	100.00	0.00	0.00	1.67	1.89	
Sandusky	0	0.00	96.76	0.00	0.00	0.00	0.00	0.00	0.00	
Springfield	4	0.72	97.03	100.00	100.00	0.00	0.00	0.63	0.67	
Toledo	2	0.36	96.06	100.00	100.00	0.00	0.00	2.63	2.86	
Weirton-Steubenville	0	0.00	98.28	0.00	0.00	0.00	0.00	0.00	0.00	
Youngstown-Warren-Boardman	0	0.00	97.92	0.00	0.00	0.00	0.00	0.00	0.00	
OH nonMSA	281	50.63	98.68	94.31	72.95	21.00	6.05	7.92	9.38	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 5.77% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: OHIO				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Cleveland-Elyria-Mentor	20	2,881	255	49,403	275	52,284	39.76	1	8,352
Limited-Review:									
Akron	2	10	74	3,893	76	3,903	2.97	0	0
Canton-Massillon	3	115	36	14,531	39	14,646	11.14	2	8,070
Columbus	23	1,961	189	12,720	212	14,681	11.16	1	1,735
Dayton	22	2,542	98	20,721	120	23,263	17.69	0	0
Huntington-Ashland	3	153	20	741	23	894	0.68	0	0
Lima	2	58	5	205	7	263	0.20	0	0
Mansfield	1	38	32	1,429	33	1,467	1.12	0	0
Sandusky	2	84	6	182	8	266	0.20	0	0
Springfield	4	162	27	600	31	762	0.58	0	0
Toledo	2	205	6	319	8	524	0.40	0	0
Weirton-Steubenville	2	196	17	1,091	19	1,287	0.98	0	0
Youngstown-Warren-Boardman	3	172	46	1,591	49	1,763	1.34	1	100
OH nonMSA	40	2,830	190	12,082	230	14,912	11.34	2	5,310
OH Statewide	2	210	19	391	21	601	0.46	4	2,740

* '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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: OHIO Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Cleveland-Elyria-Mentor	33.20	71	29.34	7.04	14.08	43.66	33.80	2	2	-1	0	1	0	9.74	16.77	43.79	29.67
Limited-Review:																	
Akron	4.57	19	7.85	15.79	5.26	42.11	36.84	0	0	0	0	0	0	6.29	21.45	48.11	24.15
Canton-Massillon	0.70	6	2.48	0.00	16.67	66.67	16.67	1	0	0	0	1	0	1.88	17.09	62.40	18.63
Columbus	18.75	45	18.60	4.44	26.67	31.11	37.78	5	3	-1	0	-1	4	6.81	23.47	41.03	28.45
Dayton	13.39	30	12.40	6.67	6.67	53.33	33.33	0	1	0	0	0	-1	3.32	21.76	49.08	25.85
Huntington-Ashland	2.76	5	2.07	0.00	20.00	80.00	0.00	0	0	0	0	0	0	0.00	6.27	93.73	0.00
Lima	0.73	2	0.83	0.00	0.00	100.00	0.00	0	0	0	0	0	0	2.94	24.02	53.54	19.50
Mansfield	0.94	3	1.24	0.00	0.00	66.67	33.33	0	0	0	0	0	0	2.08	17.95	56.06	23.91
Sandusky	0.71	2	0.83	0.00	50.00	50.00	0.00	0	1	0	0	-1	0	0.00	24.16	61.49	14.35
Springfield	0.07	1	0.41	0.00	0.00	100.00	0.00	0	0	0	0	0	0	3.37	15.18	57.07	24.38
Toledo	1.04	2	0.83	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	91.24	8.76
Weirton-Steubenville	1.28	4	1.65	0.00	25.00	75.00	0.00	0	0	0	0	0	0	1.78	12.77	82.17	3.27
Youngstown-Warren-Boardman	0.95	9	3.72	0.00	22.22	33.33	44.44	0	0	0	0	0	0	4.61	15.87	58.03	21.49
OH nonMSA	20.92	43	17.77	4.65	13.95	55.81	25.58	0	0	0	0	0	0	0.26	15.18	73.60	10.95

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: OREGON						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Salem	20.60	1,653	203,841	3,349	157,925	113	24,262	18	32,907	5,133	418,935	19.91
Limited-Review:												
Bend	9.58	628	125,319	1,737	93,744	13	2,449	9	10,143	2,387	231,655	8.22
Corvallis	2.83	214	34,822	485	16,163	6	1,141	0	0	705	52,126	3.19
Eugene-Springfield	15.40	1,216	191,352	2,592	88,422	24	787	6	4,806	3,838	285,367	15.10
Medford	8.74	417	87,522	1,753	113,582	2	40	5	9,557	2,177	210,701	11.11
OR nonMSA	42.83	3,690	460,772	6,632	227,871	318	36,899	33	33,207	10,673	758,749	42.46
OR Statewide	0.03	0	0	0	0	0	0	7	61,831	7	61,831	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salem	444	18.60	0.09	1.13	14.36	14.64	59.70	59.01	25.85	25.23	1.42	16.67	1.17	1.57	1.13	
Limited-Review:																
Bend	190	7.96	0.00	0.00	18.64	18.95	48.92	53.16	32.44	27.89	1.01	0.00	1.13	1.24	0.62	
Corvallis	106	4.44	0.00	0.00	26.55	35.85	28.42	15.09	45.02	49.06	2.05	0.00	2.01	1.89	2.18	
Eugene-Springfield	398	16.67	0.53	0.50	10.64	11.31	65.10	59.80	23.73	28.39	1.31	0.00	1.56	1.25	1.38	
Medford	149	6.24	0.31	0.00	15.60	14.77	56.76	53.69	27.33	31.54	0.87	0.00	0.85	0.85	0.93	
OR nonMSA	1,100	46.08	0.00	0.00	8.61	5.00	75.81	78.45	15.58	16.55	2.17	0.00	2.12	2.19	2.11	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Salem	257	18.29	0.09	0.00	14.36	18.29	59.70	54.86	25.85	26.85	8.62	0.00	8.57	7.86	10.20	
Limited-Review:																
Bend	118	8.40	0.00	0.00	18.64	37.29	48.92	42.37	32.44	20.34	8.18	0.00	11.98	6.60	6.41	
Corvallis	32	2.28	0.00	0.00	26.55	28.13	28.42	21.88	45.02	50.00	7.85	0.00	11.63	7.55	6.32	
Eugene-Springfield	175	12.46	0.53	0.00	10.64	12.57	65.10	69.71	23.73	17.71	9.94	0.00	11.46	10.49	8.04	
Medford	51	3.63	0.31	0.00	15.60	23.53	56.76	47.06	27.33	29.41	3.08	0.00	1.00	3.39	3.70	
OR nonMSA	772	54.95	0.00	0.00	8.61	4.40	75.81	77.59	15.58	18.01	10.60	0.00	4.35	10.50	14.00	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salem	941	23.65	0.09	0.00	14.36	14.35	59.70	57.60	25.85	28.06	2.25	0.00	2.60	2.29	1.95
Limited-Review:															
Bend	319	8.02	0.00	0.00	18.64	25.71	48.92	43.89	32.44	30.41	0.83	0.00	0.88	0.87	0.74
Corvallis	75	1.88	0.00	0.00	26.55	18.67	28.42	30.67	45.02	50.67	1.53	0.00	1.52	1.61	1.48
Eugene-Springfield	637	16.01	0.53	0.31	10.64	8.48	65.10	70.02	23.73	21.19	1.74	2.67	1.21	1.83	1.71
Medford	215	5.40	0.31	0.00	15.60	14.42	56.76	57.21	27.33	28.37	1.12	0.00	0.84	1.11	1.36
OR nonMSA	1,792	45.04	0.00	0.00	8.61	5.36	75.81	77.34	15.58	17.30	2.30	0.00	1.73	2.34	2.35

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salem	11	23.40	0.46	0.00	40.27	54.55	41.61	36.36	17.66	9.09	4.49	0.00	6.25	2.22	9.09	
Limited-Review:																
Bend	1	2.13	0.00	0.00	27.32	100.00	57.45	0.00	15.23	0.00	7.69	0.00	20.00	0.00	0.00	
Corvallis	1	2.13	0.00	0.00	69.50	100.00	11.08	0.00	19.41	0.00	6.67	0.00	9.09	0.00	0.00	
Eugene-Springfield	6	12.77	14.02	0.00	28.02	50.00	42.14	50.00	15.82	0.00	4.48	0.00	8.70	3.45	0.00	
Medford	2	4.26	4.18	0.00	38.22	0.00	32.71	50.00	24.89	50.00	0.00	0.00	0.00	0.00	0.00	
OR nonMSA	26	55.32	0.00	0.00	11.03	26.92	75.44	57.69	13.54	15.38	4.76	0.00	0.00	6.41	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salem	3,349	20.24	0.26	0.24	23.23	23.56	58.39	53.78	18.12	22.42	7.20	29.41	8.06	7.92	6.40
Limited-Review:															
Bend	1,737	10.50	0.00	0.00	23.68	18.48	44.96	39.49	31.36	42.03	5.35	0.00	5.00	5.11	6.42
Corvallis	485	2.93	0.00	0.00	47.76	54.23	24.18	16.70	28.06	29.07	4.93	0.00	7.01	2.74	4.38
Eugene-Springfield	2,592	15.66	4.73	6.17	18.05	14.62	56.64	59.10	20.57	20.10	5.37	9.39	5.07	5.72	4.59
Medford	1,753	10.59	6.17	8.67	24.58	27.21	48.83	41.99	20.43	22.13	4.70	9.64	5.88	4.60	3.88
OR nonMSA	6,632	40.08	0.00	0.00	10.64	7.93	75.42	78.20	13.94	13.87	6.18	0.00	5.47	6.81	5.94

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salem	113	23.74	0.00	0.00	9.14	0.00	73.20	99.12	17.65	0.88	7.84	0.00	0.00	10.85	0.00
Limited-Review:															
Bend	13	2.73	0.00	0.00	15.41	0.00	49.33	92.31	35.26	7.69	2.70	0.00	0.00	6.56	0.00
Corvallis	6	1.26	0.00	0.00	27.49	0.00	51.46	100.00	21.05	0.00	4.17	0.00	0.00	8.11	0.00
Eugene-Springfield	24	5.04	1.20	0.00	10.41	8.33	68.85	83.33	19.54	8.33	2.63	0.00	0.00	3.17	2.44
Medford	2	0.42	2.00	0.00	18.33	50.00	57.48	0.00	22.19	50.00	0.00	0.00	0.00	0.00	0.00
OR nonMSA	318	66.81	0.00	0.00	8.31	4.09	77.72	86.16	13.97	9.75	5.50	0.00	3.53	6.18	3.86

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: OREGON						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salem	444	18.60	18.49	7.97	18.97	24.18	23.62	26.10	38.92	41.76	1.28	3.59	2.19	0.98	1.08
Limited-Review:															
Bend	190	7.96	17.37	6.25	20.54	11.81	22.66	25.69	39.43	56.25	0.87	1.39	1.41	0.88	0.79
Corvallis	106	4.44	19.62	16.92	18.42	20.00	22.30	26.15	39.65	36.92	1.50	4.62	1.50	1.43	1.31
Eugene-Springfield	398	16.67	19.02	2.90	18.57	14.84	22.91	39.03	39.49	43.23	1.23	0.69	1.00	1.67	1.08
Medford	149	6.24	19.34	3.53	18.89	11.76	21.45	23.53	40.32	61.18	0.51	1.37	0.44	0.31	0.59
OR nonMSA	1,100	46.08	19.07	5.96	18.75	18.01	22.82	25.22	39.37	50.81	1.75	5.82	2.79	1.77	1.45

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 25.72% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: OREGON						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salem	257	18.29	18.49	5.47	18.97	18.75	23.62	30.08	38.92	45.70	8.86	11.36	8.92	8.86	8.64
Limited-Review:															
Bend	118	8.40	17.37	8.55	20.54	20.51	22.66	24.79	39.43	46.15	8.31	23.53	6.93	8.72	6.84
Corvallis	32	2.28	19.62	12.50	18.42	28.13	22.30	15.63	39.65	43.75	8.02	11.11	15.63	6.38	6.06
Eugene-Springfield	175	12.46	19.02	8.00	18.57	15.43	22.91	34.86	39.49	41.71	10.14	23.81	8.49	11.16	8.81
Medford	51	3.63	19.34	7.84	18.89	23.53	21.45	25.49	40.32	43.14	3.21	3.85	4.76	2.58	3.06
OR nonMSA	772	54.95	19.07	5.19	18.75	18.81	22.82	23.35	39.37	52.66	10.92	9.84	13.30	9.38	11.01

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.21% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salem	941	23.65	18.49	3.80	18.97	16.67	23.62	29.66	38.92	49.88	2.22	3.07	2.20	2.14	2.23	
Limited-Review:																
Bend	319	8.02	17.37	4.30	20.54	20.31	22.66	25.39	39.43	50.00	0.78	1.67	1.51	0.50	0.71	
Corvallis	75	1.88	19.62	9.23	18.42	30.77	22.30	30.77	39.65	29.23	1.57	2.74	1.90	1.94	1.07	
Eugene-Springfield	637	16.01	19.02	4.24	18.57	18.27	22.91	28.97	39.49	48.52	1.74	1.42	1.76	1.88	1.68	
Medford	215	5.40	19.34	1.20	18.89	14.37	21.45	23.95	40.32	60.48	0.96	0.76	0.57	1.05	1.02	
OR nonMSA	1,792	45.04	19.07	4.77	18.75	14.12	22.82	25.78	39.37	55.32	2.03	2.38	2.06	2.32	1.89	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 16.76% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: OREGON		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Salem	3,349	20.24	65.46	64.94	91.07	3.52	5.40	7.20	10.27
Limited-Review:									
Bend	1,737	10.50	67.07	71.39	89.46	4.78	5.76	5.35	7.91
Corvallis	485	2.93	66.04	62.89	94.64	1.86	3.51	4.93	7.49
Eugene-Springfield	2,592	15.66	66.17	66.63	93.87	2.47	3.67	5.37	8.87
Medford	1,753	10.59	67.18	68.97	85.40	7.07	7.53	4.70	7.83
OR nonMSA	6,632	40.08	65.58	69.09	93.52	3.23	3.26	6.18	9.51

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 15.75% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS			Geography: OREGON		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Salem	113	23.74	92.52	58.41	40.71	17.70	41.59	7.84	7.20
Limited-Review:									
Bend	13	2.73	96.89	76.92	15.38	84.62	0.00	2.70	2.78
Corvallis	6	1.26	96.20	83.33	50.00	0.00	50.00	4.17	5.08
Eugene-Springfield	24	5.04	95.96	37.50	91.67	4.17	4.17	2.63	1.97
Medford	2	0.42	96.13	50.00	100.00	0.00	0.00	0.00	0.00
OR nonMSA	318	66.81	95.82	83.65	63.52	22.96	13.52	5.50	6.19

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 11.13% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: OREGON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Salem	16	1,952	47	7,914	63	9,866	24.54	0	0
Limited-Review:									
Bend	5	1,011	35	3,526	40	4,537	11.29	0	0
Corvallis	2	1,850	4	617	6	2,467	6.13	0	0
Eugene-Springfield	12	1,515	45	3,581	57	5,096	12.68	0	0
Medford	11	1,373	19	1,904	30	3,277	8.15	0	0
OR nonMSA	45	4,889	128	8,094	173	12,983	32.29	1	5,283
OR Statewide	5	1,516	43	461	48	1,977	4.92	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.

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																		Geography: OREGON		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of USB 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:																							
Salem	19.91	16	16.49	0.00	25.00	56.25	18.75	0	0	0	0	0	0	0.98	21.38	56.75	20.89						
Limited-Review:																							
Bend	8.22	8	8.25	0.00	25.00	62.50	12.50	1	0	0	0	1	0	0.00	21.19	49.23	29.58						
Corvallis	3.19	2	2.06	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	43.47	23.14	33.39						
Eugene-Springfield	15.10	17	17.53	17.65	11.76	58.82	11.76	1	0	0	1	0	0	2.90	14.69	61.85	20.56						
Medford	11.11	10	10.31	30.00	10.00	30.00	30.00	0	0	0	0	0	0	1.16	22.53	52.66	23.65						
OR nonMSA	42.46	44	45.36	0.00	13.64	77.27	9.09	0	0	0	0	0	0	0.00	9.29	76.02	14.69						

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: SOUTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Sioux Falls	52.12	871	114,670	1,962	133,225	404	51,720	9	12,498	3,246	312,113	42.73
Limited-Review:												
Rapid City	31.17	340	54,004	1,585	182,247	13	1,840	3	4,957	1,941	243,048	40.33
SD nonMSA	16.71	291	28,145	677	54,504	70	10,287	3	1,305	1,041	94,241	16.94
SD Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: SOUTH DAKOTA						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	457	59.82	0.00	0.00	9.83	8.53	71.68	68.93	18.48	22.54	2.17	0.00	2.57	2.13	2.21
Limited-Review:															
Rapid City	198	25.92	0.00	0.00	21.00	12.12	45.37	34.85	33.63	53.03	2.97	0.00	1.18	3.24	3.63
SD nonMSA	109	14.27	0.00	0.00	2.60	1.83	49.08	44.95	48.32	53.21	2.05	0.00	0.00	2.27	1.98

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Sioux Falls	64	46.38	0.00	0.00	9.83	15.63	71.68	64.06	18.48	20.31	3.75	0.00	6.67	3.71	2.89	
Limited-Review:																
Rapid City	28	20.29	0.00	0.00	21.00	7.14	45.37	32.14	33.63	60.71	1.87	0.00	1.20	0.00	5.00	
SD nonMSA	46	33.33	0.00	0.00	2.60	2.17	49.08	45.65	48.32	52.17	7.78	0.00	0.00	8.70	7.52	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	345	58.38	0.00	0.00	9.83	8.12	71.68	72.75	18.48	19.13	2.73	0.00	3.60	2.53	3.23
Limited-Review:															
Rapid City	111	18.78	0.00	0.00	21.00	11.71	45.37	36.04	33.63	52.25	1.47	0.00	0.75	1.34	2.08
SD nonMSA	135	22.84	0.00	0.00	2.60	2.22	49.08	57.04	48.32	40.74	4.28	0.00	6.67	6.68	2.33

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	5	55.56	0.00	0.00	32.66	20.00	59.58	60.00	7.76	20.00	6.12	0.00	11.11	5.26	0.00
Limited-Review:															
Rapid City	3	33.33	0.00	0.00	45.55	66.67	26.09	33.33	28.36	0.00	6.25	0.00	10.00	0.00	0.00
SD nonMSA	1	11.11	0.00	0.00	9.06	100.00	45.63	0.00	45.31	0.00	6.25	0.00	50.00	0.00	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	1,962	46.45	0.00	0.00	19.03	17.64	71.93	71.00	9.04	11.37	6.55	0.00	7.14	6.61	7.96
Limited-Review:															
Rapid City	1,585	37.52	0.00	0.00	37.71	36.21	42.59	34.51	19.70	29.27	12.42	0.00	14.00	11.58	13.72
SD nonMSA	677	16.03	0.00	0.00	10.75	18.32	50.67	38.11	38.58	43.57	6.94	0.00	16.12	6.51	6.15

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

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Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	404	82.96	0.00	0.00	3.55	0.25	91.43	98.02	5.02	1.73	22.37	0.00	0.00	23.24	15.38
Limited-Review:															
Rapid City	13	2.67	0.00	0.00	16.92	7.69	69.17	69.23	13.91	23.08	7.35	0.00	0.00	8.51	7.69
SD nonMSA	70	14.37	0.00	0.00	2.50	5.71	57.29	55.71	40.21	38.57	2.49	0.00	10.00	2.17	2.84

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	457	59.82	14.74	17.49	19.03	28.33	28.53	22.66	37.70	31.53	2.13	3.57	2.42	1.80	1.82
Limited-Review:															
Rapid City	198	25.92	17.91	4.00	17.68	14.86	24.97	27.43	39.44	53.71	2.96	1.42	1.87	3.23	3.51
SD nonMSA	109	14.27	13.96	1.05	14.57	26.32	23.03	22.11	48.45	50.53	2.23	1.32	2.98	2.46	1.93

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 11.52% of loans originated and purchased by USB.

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

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Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	64	46.38	14.74	9.38	19.03	25.00	28.53	29.69	37.70	35.94	4.02	5.77	6.21	3.16	3.21
Limited-Review:															
Rapid City	28	20.29	17.91	3.57	17.68	32.14	24.97	25.00	39.44	39.29	1.90	0.00	3.17	0.91	2.33
SD nonMSA	46	33.33	13.96	2.17	14.57	19.57	23.03	30.43	48.45	47.83	8.13	0.00	12.20	6.15	9.82

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Sioux Falls	345	58.38	14.74	4.78	19.03	20.38	28.53	30.89	37.70	43.95	2.84	0.81	3.19	3.20	2.76
Limited-Review:															
Rapid City	111	18.78	17.91	0.00	17.68	12.90	24.97	19.35	39.44	67.74	1.32	0.00	1.03	1.06	1.69
SD nonMSA	135	22.84	13.96	5.47	14.57	14.84	23.03	29.69	48.45	50.00	4.67	6.45	6.06	6.09	3.45

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 9.48% of loans originated and purchased by USB.

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

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Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Geography: SOUTH DAKOTA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less	
Full-Review:										
Sioux Falls	1,962	46.45	58.95	63.51	88.18	3.26	8.56	6.55	9.27	
Limited-Review:										
Rapid City	1,585	37.52	61.76	59.75	73.38	11.55	15.08	12.42	16.58	
SD nonMSA	677	16.03	51.90	64.55	84.79	3.40	11.82	6.94	9.39	

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.47% of small loans to businesses originated and purchased by USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Geography: SOUTH DAKOTA			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008		
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less	
Full-Review:										
Sioux Falls	404	82.96	98.23	99.75	61.63	23.51	14.85	22.37	25.76	
Limited-Review:										
Rapid City	13	2.67	99.25	92.31	46.15	38.46	15.38	7.35	9.09	
SD nonMSA	70	14.37	97.90	94.29	52.86	34.29	12.86	2.49	2.94	

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.62% of small loans to farms originated and purchased by USB.

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Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
				Geography: SOUTH DAKOTA				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008	
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:									
Sioux Falls	2	374	17	1,692	19	2,066	30.20	0	0
Limited-Review:									
Rapid City	10	755	27	1,848	37	2,603	38.06	0	0
SD nonMSA	7	347	12	674	19	1,021	14.93	0	0
SD Statewide	3	801	2	350	5	1,151	16.82	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: S. DAKOTA Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Sioux Falls	42.73	10	58.82	0.00	30.00	70.00	0.00	1	0	0	1	0	0	0.00	14.37	70.12	15.50
Limited-Review:																	
Rapid City	40.33	4	23.53	0.00	50.00	25.00	25.00	0	0	0	0	0	0	0.00	28.29	41.37	30.34
SD nonMSA	16.94	3	17.65	0.00	33.33	33.33	33.33	0	0	0	0	0	0	0.00	4.23	50.23	45.54

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: TENNESSEE												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full-Review:												
Nashville-Davidson-Murfreesboro-Franklin	69.11	4,081	593,555	4,572	136,192	13	967	3	13,033	8,669	743,747	56.07
Limited-Review:												
Kingsport-Bristol-Bristol	3.47	249	19,100	183	4,801	2	242	1	825	435	24,968	7.12
Morristown	1.42	96	8,564	82	1,560	0	0	0	0	178	10,124	2.61
TN nonMSA	26.00	2,136	188,496	1,105	38,065	17	1,757	3	5,900	3,261	234,218	34.20
TN Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

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Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	1,814	63.76	1.71	1.93	12.82	10.36	60.33	64.55	25.13	23.15	1.09	1.58	1.27	1.11	0.92	
Limited-Review:																
Kingsport-Bristol-Bristol	86	3.02	0.00	0.00	6.94	3.49	93.06	96.51	0.00	0.00	3.64	0.00	2.08	3.74	0.00	
Morristown	29	1.02	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	0.83	0.00	0.00	0.83	0.00	
TN nonMSA	916	32.20	0.00	0.00	4.36	3.17	75.15	74.02	20.49	22.82	3.02	0.00	4.11	3.13	2.68	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	296	51.21	1.71	0.34	12.82	11.82	60.33	64.86	25.13	22.97	2.98	1.12	1.96	3.31	2.84	
Limited-Review:																
Kingsport-Bristol-Bristol	32	5.54	0.00	0.00	6.94	3.13	93.06	96.88	0.00	0.00	7.64	0.00	5.00	8.06	0.00	
Morristown	15	2.60	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	5.20	0.00	0.00	5.20	0.00	
TN nonMSA	235	40.66	0.00	0.00	4.36	3.83	75.15	80.43	20.49	15.74	6.60	0.00	9.76	7.72	2.89	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Nashville-Davidson-Murfreesboro-Franklin	1,967	62.76	1.71	1.17	12.82	11.18	60.33	67.01	25.13	20.64	1.84	1.77	1.78	1.98	1.50
Limited-Review:															
Kingsport-Bristol-Bristol	131	4.18	0.00	0.00	6.94	3.05	93.06	96.95	0.00	0.00	3.83	0.00	2.33	3.99	0.00
Morristown	52	1.66	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.37	0.00	0.00	1.37	0.00
TN nonMSA	984	31.40	0.00	0.00	4.36	4.88	75.15	78.46	20.49	16.67	3.60	0.00	4.20	3.90	2.57

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	4	80.00	7.87	50.00	24.06	25.00	51.46	25.00	16.60	0.00	1.14	7.14	0.00	0.00	0.00	
Limited-Review:																
Kingsport-Bristol-Bristol	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Morristown	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TN nonMSA	1	20.00	0.00	0.00	13.74	0.00	66.11	100.00	20.16	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	4,572	76.94	3.44	2.08	20.68	17.10	50.26	50.35	25.30	30.27	2.60	2.03	2.73	2.80	2.42	
Limited-Review:																
Kingsport-Bristol-Bristol	183	3.08	0.00	0.00	6.32	3.83	93.68	96.17	0.00	0.00	5.56	0.00	4.55	5.76	0.00	
Morristown	82	1.38	0.00	0.00	0.00	0.00	100.00	100.00	0.00	0.00	1.83	0.00	0.00	1.89	0.00	
TN nonMSA	1,105	18.60	0.00	0.00	8.39	8.05	73.25	72.76	18.36	19.19	2.70	0.00	2.83	2.85	2.54	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Nashville-Davidson-Murfreesboro-Franklin	13	40.63	1.42	0.00	11.80	0.00	64.48	76.92	22.10	23.08	1.00	0.00	0.00	0.52	3.33
Limited-Review:															
Kingsport-Bristol-Bristol	2	6.25	0.00	0.00	2.13	50.00	97.87	50.00	0.00	0.00	2.63	0.00	33.33	0.00	0.00
Morristown	0	0.00	0.00	0.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TN nonMSA	17	53.13	0.00	0.00	3.80	11.76	74.62	88.24	21.59	0.00	2.27	0.00	16.67	2.58	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: TENNESSEE								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Nashville-Davidson-Murfreesboro-Franklin	1,814	63.76	18.47	12.09	17.91	29.12	23.51	24.82	40.11	33.97	0.68	1.06	0.78	0.64	0.60
Limited-Review:															
Kingsport-Bristol-Bristol	86	3.02	22.51	9.88	18.76	18.52	22.71	33.33	36.02	38.27	3.72	6.25	1.27	5.56	3.32
Morristown	29	1.02	18.02	0.00	18.32	9.52	23.98	23.81	39.69	66.67	0.35	0.00	0.00	0.00	0.67
TN nonMSA	916	32.20	18.10	7.54	16.74	22.00	21.72	28.68	43.43	41.78	2.98	5.99	3.49	3.45	2.32

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 29.60% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	296	51.21	18.47	15.20	17.91	21.28	23.51	29.73	40.11	33.78	3.04	2.70	3.47	4.10	2.22	
Limited-Review:																
Kingsport-Bristol-Bristol	32	5.54	22.51	21.88	18.76	18.75	22.71	21.88	36.02	37.50	7.64	8.33	12.90	2.33	8.70	
Morristown	15	2.60	18.02	6.67	18.32	13.33	23.98	26.67	39.69	53.33	5.26	8.33	5.26	7.32	3.75	
TN nonMSA	235	40.66	18.10	14.04	16.74	20.43	21.72	23.40	43.43	42.13	6.73	10.64	8.65	7.16	5.24	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Nashville-Davidson-Murfreesboro-Franklin	1,967	62.76	18.47	9.22	17.91	25.87	23.51	29.35	40.11	35.57	1.04	1.27	0.99	1.09	0.98	
Limited-Review:																
Kingsport-Bristol-Bristol	131	4.18	22.51	15.20	18.76	27.20	22.71	28.00	36.02	29.60	3.80	9.86	4.62	3.85	1.89	
Morristown	52	1.66	18.02	7.32	18.32	39.02	23.98	21.95	39.69	31.71	1.11	1.75	3.70	0.73	0.25	
TN nonMSA	984	31.40	18.10	9.97	16.74	20.39	21.72	25.43	43.43	44.22	3.33	6.67	3.81	3.48	2.77	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 27.38% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: TENNESSEE		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Nashville-Davidson-Murfreesboro-Franklin	4,572	76.94	60.88	73.86	95.32	1.84	2.84	2.60	5.12
Limited-Review:									
Kingsport-Bristol-Bristol	183	3.08	55.14	81.42	93.99	4.92	1.09	5.56	9.67
Morristown	82	1.38	57.38	70.73	96.34	3.66	0.00	1.83	3.99
TN nonMSA	1,105	18.60	55.55	77.83	92.49	4.25	3.26	2.70	5.74

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 13.48% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Nashville-Davidson-Murfreesboro-Franklin	13	40.63	97.28	69.23	76.92	7.69	15.38	1.00	1.35
Limited-Review:									
Kingsport-Bristol-Bristol	2	6.25	95.74	100.00	50.00	50.00	0.00	2.63	2.86
Morristown	0	0.00	96.63	0.00	0.00	0.00	0.00	0.00	0.00
TN nonMSA	17	53.13	97.27	94.12	70.59	23.53	5.88	2.27	2.86

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 12.50% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full-Review:									
Nashville-Davidson-Murfreesboro-Franklin	35	5,128	70	6,384	105	11,512	58.49	0	0
Limited-Review:									
Kingsport-Bristol-Bristol	4	619	14	713	18	1,332	6.77	0	0
Morristown	1	210	3	245	4	455	2.31	0	0
TN nonMSA	16	2,170	48	4,208	64	6,378	32.41	1	4,557
TN Statewide	0	0	1	3	1	3	0.02	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of USB Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography										
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp							
Full-Review:																								
Nashville-Davidson-Murfreesboro-Franklin	56.07	48	68.57	0.00	12.50	60.42	27.08	12	1	0	1	7	3	4.23	17.56	56.71	21.49							
Limited-Review:																								
Kingsport-Bristol-Bristol	7.12	3	4.29	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	6.46	93.54	0.00							
Morristown	2.61	2	2.86	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	100.00	0.00							
TN nonMSA	34.20	17	24.29	0.00	11.76	76.47	11.76	0	0	0	0	0	0	0.00	5.77	73.91	20.32							

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: UTAH						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Salt Lake City	52.05	3,609	741,648	3,914	200,077	2	11	4	11,630	7,529	953,366	82.97
Limited-Review:												
Ogden-Clearfield	17.91	1,920	356,190	669	31,970	0	0	1	3,478	2,590	391,638	7.89
Provo-Orem	15.39	1,522	307,595	702	23,004	2	60	0	0	2,226	330,659	2.50
St. George	9.24	694	142,072	642	20,643	1	385	0	0	1,337	163,100	6.16
UT nonMSA	5.40	645	133,290	133	2,975	3	21	0	0	781	136,286	0.49
UT Statewide	0.01	0	0	0	0	0	0	1	1,000	1	1,000	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salt Lake City	1,406	41.22	0.20	0.28	16.76	18.78	51.08	53.27	31.95	27.67	1.05	1.35	1.44	1.04	0.80	
Limited-Review:																
Ogden-Clearfield	888	26.03	0.85	2.03	13.75	14.98	58.75	57.43	26.65	25.56	1.33	2.56	1.16	1.33	1.34	
Provo-Orem	637	18.67	1.44	1.88	11.29	7.06	53.20	60.75	34.07	30.30	1.03	0.52	1.14	1.00	1.11	
St. George	272	7.97	0.00	0.00	9.35	6.99	71.27	72.06	19.38	20.96	1.96	0.00	1.14	2.03	2.09	
UT nonMSA	208	6.10	0.00	0.00	8.24	11.06	61.99	57.69	29.78	31.25	1.84	0.00	1.97	1.98	1.47	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Salt Lake City	233	59.74	0.20	0.00	16.76	13.30	51.08	64.81	31.95	21.89	2.39	0.00	2.10	3.05	1.21	
Limited-Review:																
Ogden-Clearfield	68	17.44	0.85	0.00	13.75	8.82	58.75	64.71	26.65	26.47	1.39	0.00	1.46	1.38	1.44	
Provo-Orem	43	11.03	1.44	0.00	11.29	4.65	53.20	44.19	34.07	51.16	1.07	0.00	0.00	1.07	1.23	
St. George	27	6.92	0.00	0.00	9.35	0.00	71.27	88.89	19.38	11.11	2.85	0.00	0.00	3.28	2.90	
UT nonMSA	19	4.87	0.00	0.00	8.24	15.79	61.99	47.37	29.78	36.84	2.27	0.00	8.33	1.79	1.90	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salt Lake City	1,969	42.93	0.20	0.05	16.76	12.80	51.08	55.61	31.95	31.54	1.36	1.11	1.34	1.43	1.25
Limited-Review:															
Ogden-Clearfield	963	20.99	0.85	0.83	13.75	9.97	58.75	61.16	26.65	28.04	1.30	2.90	1.62	1.28	1.18
Provo-Orem	842	18.36	1.44	0.59	11.29	4.51	53.20	54.28	34.07	40.62	1.49	1.08	1.09	1.49	1.57
St. George	395	8.61	0.00	0.00	9.35	7.34	71.27	74.18	19.38	18.48	2.03	0.00	2.35	2.19	1.39
UT nonMSA	418	9.11	0.00	0.00	8.24	9.33	61.99	58.85	29.78	31.82	2.92	0.00	3.14	2.75	3.15

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salt Lake City	1	50.00	3.16	0.00	49.73	100.00	36.25	0.00	10.85	0.00	0.92	0.00	1.54	0.00	0.00	
Limited-Review:																
Ogden-Clearfield	1	50.00	10.10	0.00	37.79	100.00	42.96	0.00	9.15	0.00	2.04	0.00	4.55	0.00	0.00	
Provo-Orem	0	0.00	37.58	0.00	29.83	0.00	28.47	0.00	4.12	0.00	0.00	0.00	0.00	0.00	0.00	
St. George	0	0.00	0.00	0.00	17.60	0.00	80.02	0.00	2.38	0.00	0.00	0.00	0.00	0.00	0.00	
UT nonMSA	0	0.00	0.00	0.00	12.85	0.00	77.08	0.00	10.07	0.00	0.00	0.00	0.00	0.00	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salt Lake City	3,914	64.59	7.53	11.37	21.55	24.32	39.16	34.90	31.76	29.41	2.04	4.95	3.20	1.70	1.60
Limited-Review:															
Ogden-Clearfield	669	11.04	5.48	6.88	16.97	17.64	51.36	47.83	26.18	27.65	0.91	2.64	0.75	0.90	0.91
Provo-Orem	702	11.58	3.46	2.71	13.32	10.40	49.50	45.01	33.69	41.88	0.76	0.88	0.99	0.68	0.85
St. George	642	10.59	0.00	0.00	10.45	11.68	73.29	73.52	16.26	14.80	2.53	0.00	3.46	2.67	1.72
UT nonMSA	133	2.19	0.00	0.00	13.81	18.05	62.88	52.63	23.31	29.32	0.69	0.00	1.59	0.57	0.63

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salt Lake City	2	25.00	4.02	100.00	15.81	0.00	44.29	0.00	35.88	0.00	0.61	14.29	0.00	0.00	0.00
Limited-Review:															
Ogden-Clearfield	0	0.00	2.49	0.00	13.33	0.00	58.41	0.00	25.78	0.00	0.00	0.00	0.00	0.00	0.00
Provo-Orem	2	25.00	1.06	0.00	7.21	0.00	59.93	50.00	31.80	50.00	0.00	0.00	0.00	0.00	0.00
St. George	1	12.50	0.00	0.00	8.96	0.00	68.66	100.00	22.39	0.00	1.61	0.00	0.00	2.17	0.00
UT nonMSA	3	37.50	0.00	0.00	8.50	0.00	59.68	0.00	31.82	100.00	0.35	0.00	0.00	0.00	1.33

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: UTAH								Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salt Lake City	1,406	41.22	16.77	3.80	19.75	20.83	24.63	30.74	38.84	44.63	0.47	0.58	0.47	0.54	0.44
Limited-Review:															
Ogden-Clearfield	888	26.03	15.96	4.93	20.32	21.08	25.67	30.49	38.05	43.50	0.35	0.00	0.36	0.23	0.49
Provo-Orem	637	18.67	17.70	0.85	19.40	18.38	24.45	32.48	38.45	48.29	0.37	0.00	0.41	0.28	0.43
St. George	272	7.97	16.37	2.33	19.57	8.14	25.69	16.28	38.37	73.26	0.79	0.00	0.62	0.77	0.82
UT nonMSA	208	6.10	13.79	9.09	17.44	15.91	24.42	29.55	44.35	45.45	0.66	3.13	0.85	0.53	0.61

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 65.05% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: UTAH						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Salt Lake City	233	59.74	16.77	2.58	19.75	20.17	24.63	32.19	38.84	45.06	2.46	1.51	1.67	3.00	2.48
Limited-Review:															
Ogden-Clearfield	68	17.44	15.96	5.88	20.32	17.65	25.67	35.29	38.05	41.18	1.42	1.56	1.02	1.48	1.52
Provo-Orem	43	11.03	17.70	0.00	19.40	9.30	24.45	44.19	38.45	46.51	1.10	0.00	1.06	1.41	0.99
St. George	27	6.92	16.37	0.00	19.57	7.41	25.69	25.93	38.37	66.67	2.96	0.00	2.22	2.47	3.52
UT nonMSA	19	4.87	13.79	0.00	17.44	5.26	24.42	26.32	44.35	68.42	2.31	0.00	4.35	0.98	2.86

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Salt Lake City	1,969	42.93	16.77	3.62	19.75	19.84	24.63	30.11	38.84	46.43	0.70	0.58	0.83	0.72	0.64	
Limited-Review:																
Ogden-Clearfield	963	20.99	15.96	4.43	20.32	25.26	25.67	28.39	38.05	41.93	0.51	0.12	0.82	0.45	0.45	
Provo-Orem	842	18.36	17.70	0.96	19.40	13.46	24.45	36.22	38.45	49.36	0.49	0.47	0.45	0.74	0.39	
St. George	395	8.61	16.37	0.91	19.57	11.82	25.69	20.91	38.37	66.36	0.67	0.00	0.45	1.06	0.59	
UT nonMSA	418	9.11	13.79	2.97	17.44	13.86	24.42	31.68	44.35	51.49	0.60	2.13	1.17	0.78	0.43	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 57.92% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: UTAH		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Salt Lake City	3,914	64.59	61.89	65.05	89.65	3.99	6.36	2.04	3.92
Limited-Review:									
Ogden-Clearfield	669	11.04	61.99	76.23	90.73	3.89	5.38	0.91	2.14
Provo-Orem	702	11.58	61.51	70.37	94.02	2.42	3.56	0.76	1.31
St. George	642	10.59	64.53	70.72	95.33	1.71	2.96	2.53	4.39
UT nonMSA	133	2.19	63.03	73.68	97.74	0.00	2.26	0.69	1.10

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 16.11% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: UTAH			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Salt Lake City	2	25.00	95.23	50.00	100.00	0.00	0.00	0.61	0.73
Limited-Review:									
Ogden-Clearfield	0	0.00	96.01	0.00	0.00	0.00	0.00	0.00	0.00
Provo-Orem	2	25.00	95.86	0.00	100.00	0.00	0.00	0.00	0.00
St. George	1	12.50	97.01	100.00	0.00	0.00	100.00	1.61	2.04
UT nonMSA	3	37.50	97.43	33.33	100.00	0.00	0.00	0.35	0.39

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 50.00% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Salt Lake City	11	2,939	70	29,009	81	31,948	92.53	2	2,200
Limited-Review:									
Ogden-Clearfield	3	509	5	566	8	1,075	3.11	0	0
Provo-Orem	2	85	7	509	9	594	1.72	0	0
St. George	2	20	7	505	9	525	1.52	0	0
UT nonMSA	2	123	3	55	5	178	0.51	0	0
UT Statewide	0	0	5	208	5	208	0.60	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS				Geography: UTAH				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of USB 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:																	
Salt Lake City	82.97	24	52.17	12.50	20.83	45.83	20.83	0	0	0	0	0	0	0.82	22.79	48.24	28.15
Limited-Review:																	
Ogden-Clearfield	7.89	10	21.74	10.00	30.00	50.00	10.00	0	0	0	0	0	0	2.33	17.15	55.26	25.26
Provo-Orem	2.50	6	13.04	16.67	0.00	50.00	33.33	1	0	0	0	1	9.06	14.93	47.32	28.54	
St. George	6.16	3	6.52	0.00	0.00	100.00	0.00	0	0	0	0	0	0.00	10.35	72.42	17.23	
UT nonMSA	0.49	3	6.52	0.00	0.00	100.00	0.00	0	0	0	0	0	0.00	10.36	63.07	26.57	

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: WASHINGTON												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Seattle-Bellevue-Everett	47.83	6,483	1,741,303	19,458	1,070,431	21	2,466	49	154,221	26,011	2,968,421	72.72
Limited-Review:												
Bellingham	3.82	1,058	212,826	985	61,562	22	6,228	13	10,864	2,078	291,480	1.87
Bremerton-Silverdale	2.43	659	141,268	656	21,618	3	71	1	10,000	1,319	172,957	0.60
Kennewick-Pasco-Richland-	3.93	828	108,245	1,227	65,405	72	13,021	9	8,179	2,136	194,850	2.71
Longview	1.24	260	39,953	414	11,226	2	286	1	55	677	51,520	0.80
Mount Vernon-Anacortes	1.82	478	89,616	500	21,486	7	1,051	4	3,532	989	115,685	1.27
Olympia	2.38	648	128,880	644	28,850	2	30	1	107	1,295	157,867	0.82
Spokane	9.63	1,936	275,320	3,278	197,784	12	838	13	46,024	5,239	519,966	5.51
Tacoma	11.40	2,319	449,748	3,860	154,907	11	100	9	61,282	6,199	666,037	4.60
Wenatchee	1.13	218	39,093	319	37,652	77	12,068	1	209	615	89,022	0.21
Yakima	4.01	783	97,980	1,341	98,461	54	10,794	4	19,500	2,182	226,735	2.96
WA nonMSA	10.35	2,243	360,858	2,863	107,902	518	82,430	5	4,302	5,629	555,492	5.92
WA Statewide	0.02	0	0	0	0	0	0	9	46,257	9	46,257	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Seattle-Bellevue-Everett	2,575	35.79	0.49	0.70	15.58	15.84	55.45	58.72	28.48	24.74	0.86	0.58	0.82	0.92	0.75
Limited-Review:															
Bellingham	608	8.45	0.00	0.00	8.83	7.40	71.28	73.36	19.90	19.24	3.73	0.00	2.31	4.22	2.75
Bremerton-Silverdale	236	3.28	1.75	2.12	9.31	6.78	69.62	69.49	19.32	21.61	1.31	0.00	0.91	1.43	1.51
Kennewick-Pasco-Richland-	442	6.14	2.95	1.36	13.08	9.50	55.11	59.05	28.86	30.09	1.77	1.39	1.72	1.98	1.50
Longview	72	1.00	2.18	4.17	10.31	15.28	66.32	62.50	21.20	18.06	1.18	0.72	1.30	1.03	1.77
Mount Vernon-Anacortes	192	2.67	0.00	0.00	9.11	15.10	71.16	71.35	19.73	13.54	1.89	0.00	2.83	1.80	1.69
Olympia	294	4.09	0.00	0.00	12.34	11.90	68.09	65.99	19.57	22.11	0.97	0.00	1.17	0.92	1.06
Spokane	719	9.99	0.28	0.97	21.71	26.29	44.82	41.45	33.20	31.29	1.92	3.10	1.78	1.87	2.10
Tacoma	715	9.94	0.50	0.84	10.96	8.11	63.09	66.99	25.46	24.06	0.80	0.00	0.76	0.84	0.72
Wenatchee	91	1.26	0.00	0.00	15.78	21.98	58.76	51.65	25.47	26.37	1.48	0.00	1.74	1.64	0.97
Yakima	351	4.88	1.43	0.28	22.04	14.53	38.95	46.15	37.58	39.03	3.30	1.72	2.86	3.98	2.92
WA nonMSA	900	12.51	0.11	0.22	11.59	9.67	66.97	59.78	21.33%	30.33	2.61	1.75	2.69	2.33	3.23

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Seattle-Bellevue-Everett	439	27.63	0.49	0.91	15.58	14.81	55.45	59.91	28.48	24.37	2.13	5.08	2.26	2.15	1.90	
Limited-Review:																
Bellingham	56	3.52	0.00	0.00	8.83	5.36	71.28	78.57	19.90	16.07	2.34	0.00	1.19	2.65	1.65	
Bremerton-Silverdale	59	3.71	1.75	1.69	9.31	10.17	69.62	84.75	19.32	3.39	2.05	0.00	2.70	2.42	0.00	
Kennewick-Pasco-Richland-	80	5.03	2.95	6.25	13.08	15.00	55.11	58.75	28.86	20.00	5.68	10.00	6.90	6.86	3.32	
Longview	42	2.64	2.18	2.38	10.31	2.38	66.32	78.57	21.20	16.67	3.41	8.33	2.78	3.70	2.06	
Mount Vernon-Anacortes	62	3.90	0.00	0.00	9.11	8.06	71.16	85.48	19.73	6.45	6.70	0.00	3.57	7.87	3.26	
Olympia	24	1.51	0.00	0.00	12.34	16.67	68.09	62.50	19.57	20.83	0.91	0.00	0.67	0.82	1.45	
Spokane	242	15.23	0.28	0.00	21.71	20.25	44.82	43.39	33.20	36.36	4.45	0.00	4.11	5.10	3.87	
Tacoma	226	14.22	0.50	0.44	10.96	10.62	63.09	63.72	25.46	25.22	2.72	0.00	1.68	2.88	2.86	
Wenatchee	10	0.63	0.00	0.00	15.78	10.00	58.76	50.00	25.47	40.00	1.27	0.00	0.00	1.27	2.27	
Yakima	96	6.04	1.43	1.04	22.04	21.88	38.95	34.38	37.58	42.71	6.86	0.00	11.86	6.20	5.75	
WA nonMSA	253	15.92	0.11	0.00	11.59	8.70	66.97	73.91	21.33	17.39	5.37	0.00	4.52	6.13	3.77	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Seattle-Bellevue-Everett	3,442	38.02	0.49	0.49	15.58	16.27	55.45	58.95	28.48	24.29	0.89	0.31	0.87	0.92	0.87	
Limited-Review:																
Bellingham	392	4.33	0.00	0.00	8.83	4.85	71.28	77.30	19.90	17.86	1.87	0.00	0.63	2.12	1.47	
Bremerton-Silverdale	363	4.01	1.75	2.75	9.31	7.99	69.62	75.76	19.32	13.50	1.06	0.35	0.85	1.20	0.66	
Kennewick-Pasco-Richland	301	3.32	2.95	2.33	13.08	8.64	55.11	60.80	28.86	28.24	2.36	2.44	1.27	2.69	2.13	
Longview	143	1.58	2.18	2.80	10.31	6.99	66.32	75.52	21.20	14.69	0.84	0.83	0.00	1.00	0.58	
Mount Vernon-Anacortes	224	2.47	0.00	0.00	9.11	7.14	71.16	76.34	19.73	16.52	1.55	0.00	1.27	1.81	0.51	
Olympia	329	3.63	0.00	0.00	12.34	10.33	68.09	74.77	19.57	14.89	1.14	0.00	1.03	1.24	0.77	
Spokane	967	10.68	0.28	0.41	21.71	20.48	44.82	42.61	33.20	36.50	2.06	2.82	1.95	2.06	2.14	
Tacoma	1,366	15.09	0.50	0.81	10.96	8.27	63.09	66.62	25.46	24.30	1.16	2.40	0.71	1.30	0.97	
Wenatchee	117	1.29	0.00	0.00	15.78	15.38	58.76	46.15	25.47	38.46	1.70	0.00	1.88	1.33	2.46	
Yakima	327	3.61	1.43	1.22	22.04	18.65	38.95	39.76	37.58	40.37	2.03	3.85	2.77	1.66	1.99	
WA nonMSA	1,082	11.95	0.11	0.00	11.59	10.07	66.97	62.66	21.33	27.26	2.30	0.00	2.21	2.32	2.29	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans						
Full-Review:																
Seattle-Bellevue-Everett	27	35.53	3.72	14.81	36.96	37.04	43.29	44.44	16.04	3.70	0.47	3.85	0.00	0.80	0.00	
Limited-Review:																
Bellingham	2	2.63	0.00	0.00	27.18	0.00	62.25	100.00	10.58	0.00	5.13	0.00	0.00	8.00	0.00	
Bremerton-Silverdale	1	1.32	9.25	0.00	28.01	0.00	54.98	100.00	7.76	0.00	0.00	0.00	0.00	0.00	0.00	
Kennewick-Pasco-Richland	5	6.58	18.46	0.00	22.92	40.00	45.18	40.00	13.44	20.00	9.09	0.00	16.67	0.00	0.00	
Longview	3	3.95	0.64	0.00	42.57	100.00	55.16	0.00	1.62	0.00	0.00	0.00	0.00	0.00	0.00	
Mount Vernon-Anacortes	0	0.00	0.00	0.00	13.16	0.00	84.67	0.00	2.16	0.00	0.00	0.00	0.00	0.00	0.00	
Olympia	1	1.32	0.00	0.00	31.69	0.00	66.41	100.00	1.90	0.00	0.00	0.00	0.00	0.00	0.00	
Spokane	8	10.53	9.33	25.00	54.66	62.50	25.88	12.50	10.14	0.00	2.50	9.09	2.56	0.00	0.00	
Tacoma	12	15.79	8.47	8.33	29.99	25.00	52.41	58.33	9.13	8.33	1.22	0.00	3.45	1.09	0.00	
Wenatchee	0	0.00	0.00	0.00	33.87	0.00	55.28	0.00	10.85	0.00	0.00	0.00	0.00	0.00	0.00	
Yakima	9	11.84	15.70	22.22	38.09	55.56	29.23	22.22	16.99	0.00	4.35	0.00	0.00	16.67	0.00	
WA nonMSA	8	10.53	11.28	0.00	21.30	25.00	59.00	75.00	8.42	0.00	1.69	0.00	0.00	3.23	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Seattle-Bellevue-Everett	19,458	54.74	2.56	1.89	24.07	22.59	47.28	47.01	26.09	28.51	4.50	4.38	5.24	4.32	4.58
Limited-Review:															
Bellingham	985	2.77	0.00	0.00	11.84	12.69	76.10	76.24	12.06	11.07	3.14	0.00	3.28	3.41	2.40
Bremerton-Silverdale	656	1.85	3.61	2.90	11.56	11.89	62.96	67.53	21.88	17.68	2.05	3.77	3.24	2.19	1.60
Kennewick-Pasco-Richland	1,227	3.45	4.34	5.95	22.89	21.76	47.54	45.40	25.24	26.89	5.13	14.36	6.11	4.82	4.71
Longview	414	1.16	1.50	1.93	22.24	18.84	65.56	67.87	10.70	11.35	5.19	6.06	4.71	6.19	2.48
Mount Vernon-Anacortes	500	1.41	0.00	0.00	18.69	16.20	66.44	65.80	14.87	18.00	2.61	0.00	3.06	2.55	3.01
Olympia	644	1.81	0.00	0.00	22.52	24.69	63.93	57.61	13.55	17.70	2.09	0.00	2.44	1.94	1.52
Spokane	3,278	9.22	4.30	5.77	37.00	35.94	36.34	32.25	22.36	26.05	5.74	10.15	7.07	5.25	4.96
Tacoma	3,860	10.86	2.04	1.42	21.87	22.07	55.22	52.59	20.87	23.91	4.03	6.38	4.77	4.12	3.85
Wenatchee	319	0.90	0.00	0.00	25.68	16.93	59.21	48.59	15.11	34.48	2.63	0.00	1.71	2.41	5.11
Yakima	1,341	3.77	10.28	7.83	23.42	22.22	37.73	36.24	28.57	33.71	6.29	5.41	7.06	6.62	6.29
WA nonMSA	2,863	8.05	0.66	1.36	15.18	17.46	66.95	63.57	17.21	17.60	4.08	4.44	5.62	4.49	3.14

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Seattle-Bellevue-Everett	21	2.62	1.07	0.00	16.80	0.00	58.02	71.43	24.12	28.57	0.90	0.00	0.00	0.36	3.30	
Limited-Review:																
Bellingham	22	2.75	0.00	0.00	5.62	0.00	86.36	100.00	8.01	0.00	3.13	0.00	0.00	3.33	0.00	
Bremerton-Silverdale	3	0.37	0.89	0.00	6.03	33.33	67.02	33.33	26.06	33.33	0.00	0.00	0.00	0.00	0.00	
Kennewick-Pasco-Richland-	72	8.99	1.07	0.00	21.63	9.72	64.21	77.78	13.09	12.50	7.48	0.00	1.82	9.88	4.00	
Longview	2	0.25	2.62	0.00	14.41	0.00	59.83	100.00	23.14	0.00	0.00	0.00	0.00	0.00	0.00	
Mount Vernon-Anacortes	7	0.87	0.00	0.00	10.76	0.00	60.76	71.43	28.48	28.57	0.76	0.00	0.00	1.45	0.00	
Olympia	2	0.25	0.00	0.00	18.35	0.00	65.90	100.00	15.75	0.00	0.00	0.00	0.00	0.00	0.00	
Spokane	12	1.50	0.77	0.00	17.03	0.00	45.36	41.67	36.84	58.33	2.14	0.00	0.00	1.69	3.08	
Tacoma	11	1.37	0.95	0.00	13.58	18.18	61.80	36.36	23.68	45.45	0.00	0.00	0.00	0.00	0.00	
Wenatchee	77	9.61	0.00	0.00	8.73	5.19	64.92	66.23	26.35	28.57	14.77	0.00	16.67	19.42	10.64	
Yakima	54	6.74	1.33	3.70	12.23	5.56	67.30	85.19	19.15	5.56	3.46	33.33	2.44	4.12	0.00	
WA nonMSA	518	64.67	0.39	0.00	16.02	26.45	70.90	65.83	12.68	7.72	10.84	0.00	18.14	10.37	6.51	

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Seattle-Bellevue-Everett	2,575	35.79	18.50	3.80	18.70	14.62	24.54	29.64	38.26	51.93	0.52	0.59	0.41	0.56	0.53	
Limited-Review:																
Bellingham	608	8.45	18.16	2.70	18.66	16.22	23.94	31.62	39.24	49.46	2.65	1.13	2.73	3.74	2.22	
Bremerton-Silverdale	236	3.28	17.45	4.48	19.02	14.93	24.52	17.91	39.02	62.69	0.29	0.85	0.20	0.12	0.39	
Kennewick-Pasco-Richland-	442	6.14	20.23	11.49	18.40	27.66	21.76	31.49	39.61	29.36	0.90	0.64	1.11	1.07	0.72	
Longview	72	1.00	20.36	3.85	17.47	19.23	23.64	36.54	38.53	40.38	0.86	1.19	1.20	1.16	0.56	
Mount Vernon-Anacortes	192	2.67	18.11	6.61	18.93	14.88	23.36	29.75	39.60	48.76	1.36	6.25	1.49	1.21	1.25	
Olympia	294	4.09	17.26	2.53	18.90	11.39	25.85	34.18	37.98	51.90	0.27	0.00	0.09	0.30	0.32	
Spokane	719	9.99	18.88	4.51	18.97	23.94	22.97	27.89	39.18	43.66	0.86	0.78	0.63	0.77	1.06	
Tacoma	715	9.94	18.66	3.46	18.89	13.85	23.23	31.92	39.22	50.77	0.31	1.11	0.39	0.36	0.25	
Wenatchee	91	1.26	19.23	0.00	19.25	17.86	20.52	28.57	41.01	53.57	0.49	0.00	0.00	0.27	0.65	
Yakima	351	4.88	20.45	5.88	18.68	15.29	20.51	31.76	40.36	47.06	0.59	0.47	0.86	0.53	0.54	
WA nonMSA	900	12.51	19.07	3.72	18.26	11.46	22.63	28.17	40.03	56.66	0.93	0.35	1.03	1.47	0.75	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 51.36% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: WASHINGTON						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Seattle-Bellevue-Everett	439	27.63	18.50	5.26	18.70	19.22	24.54	26.32	38.26	49.20	2.21	4.98	2.65	1.47	2.33
Limited-Review:															
Bellingham	56	3.52	18.16	3.57	18.66	17.86	23.94	23.21	39.24	55.36	2.40	1.61	1.92	2.87	2.38
Bremerton-Silverdale	59	3.71	17.45	3.39	19.02	18.64	24.52	44.07	39.02	33.90	2.11	0.00	2.48	3.45	1.21
Kennewick-Pasco-Richland	80	5.03	20.23	11.25	18.40	21.25	21.76	38.75	39.61	28.75	5.78	8.70	5.43	8.81	4.16
Longview	42	2.64	20.36	2.44	17.47	14.63	23.64	41.46	38.53	41.46	3.35	3.70	3.23	4.39	2.86
Mount Vernon-Anacortes	62	3.90	18.11	8.06	18.93	14.52	23.36	37.10	39.60	40.32	6.98	10.00	6.45	8.82	5.75
Olympia	24	1.51	17.26	0.00	18.90	20.83	25.85	50.00	37.98	29.17	0.95	0.00	1.21	2.20	0.17
Spokane	242	15.23	18.88	9.54	18.97	26.14	22.97	24.07	39.18	40.25	4.51	12.20	5.45	3.04	4.05
Tacoma	226	14.22	18.66	4.00	18.89	14.67	23.23	35.56	39.22	45.78	2.79	1.96	2.63	3.25	2.64
Wenatchee	10	0.63	19.23	0.00	19.25	20.00	20.52	40.00	41.01	40.00	1.31	0.00	6.90	0.00	1.05
Yakima	96	6.04	20.45	7.29	18.68	18.75	20.51	27.08	40.36	46.88	6.96	8.82	9.01	7.88	5.79
WA nonMSA	253	15.92	19.07	6.32	18.26	18.18	22.63	21.74	40.03	53.75	5.52	11.11	9.29	4.05	4.92

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.31% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Seattle-Bellevue-Everett	3,442	38.02	18.50	3.72	18.70	19.80	24.54	31.30	38.26	45.18	0.65	0.69	0.70	0.64	0.64	
Limited-Review:																
Bellingham	392	4.33	18.16	6.03	18.66	19.10	23.94	29.65	39.24	45.23	0.93	1.23	1.33	0.76	0.90	
Bremerton-Silverdale	363	4.01	17.45	3.03	19.02	21.72	24.52	27.27	39.02	47.98	0.64	0.63	0.73	0.81	0.52	
Kennewick-Pasco-Richland	301	3.32	20.23	7.48	18.40	22.90	21.76	28.50	39.61	41.12	1.88	1.49	2.47	2.27	1.45	
Longview	143	1.58	20.36	3.92	17.47	17.65	23.64	21.57	38.53	56.86	0.54	0.75	0.38	0.10	0.81	
Mount Vernon-Anacortes	224	2.47	18.11	2.55	18.93	15.29	23.36	31.21	39.60	50.96	1.23	1.04	2.15	1.14	1.03	
Olympia	329	3.63	17.26	4.49	18.90	19.87	25.85	37.18	37.98	38.46	0.70	0.77	0.76	0.90	0.55	
Spokane	967	10.68	18.88	6.33	18.97	25.75	22.97	26.66	39.18	41.27	1.39	1.81	1.79	1.20	1.25	
Tacoma	1,366	15.09	18.66	3.23	18.89	14.03	23.23	33.63	39.22	49.11	0.91	0.86	1.00	1.10	0.79	
Wenatchee	117	1.29	19.23	0.00	19.25	17.95	20.52	23.08	41.01	58.97	0.67	0.00	1.19	0.40	0.71	
Yakima	327	3.61	20.45	5.50	18.68	12.00	20.51	26.00	40.36	56.50	1.00	1.21	1.71	1.12	0.74	
WA nonMSA	1,082	11.95	19.07	4.07	18.26	15.79	22.63	27.84	40.03	52.29	1.25	0.90	1.66	1.19	1.20	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 36.72% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: WASHINGTON		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Seattle-Bellevue-Everett	19,458	54.74	69.32	66.50	90.71	2.86	6.43	4.50	6.98
Limited-Review:									
Bellingham	985	2.77	69.96	58.98	88.12	4.57	7.31	3.14	4.50
Bremerton-Silverdale	656	1.85	72.51	75.91	93.90	2.59	3.51	2.05	3.54
Kennewick-Pasco-Richland	1,227	3.45	66.84	66.01	89.41	5.22	5.38	5.13	8.63
Longview	414	1.16	67.03	66.67	96.14	1.45	2.42	5.19	8.64
Mount Vernon-Anacortes	500	1.41	68.80	66.60	92.20	4.00	3.80	2.61	4.62
Olympia	644	1.81	70.36	69.88	91.61	2.95	5.43	2.09	3.30
Spokane	3,278	9.22	66.92	64.37	87.07	5.98	6.96	5.74	9.19
Tacoma	3,860	10.86	68.94	71.99	92.80	2.93	4.27	4.03	6.94
Wenatchee	319	0.90	68.78	65.83	70.22	17.87	11.91	2.63	3.95
Yakima	1,341	3.77	65.99	68.31	87.25	4.40	8.35	6.29	11.54
WA nonMSA	2,863	8.05	68.81	69.51	93.47	2.69	3.84	4.08	6.66

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 14.58% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: WASHINGTON			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Seattle-Bellevue-Everett	21	2.62	95.59	52.38	57.14	28.57	14.29	0.90	1.29
Limited-Review:									
Bellingham	22	2.75	94.26	90.91	18.18	18.18	63.64	3.13	3.80
Bremerton-Silverdale	3	0.37	97.87	33.33	100.00	0.00	0.00	0.00	0.00
Kennewick-Pasco-Richland	72	8.99	90.49	63.89	43.06	30.56	26.39	7.48	9.70
Longview	2	0.25	96.94	50.00	50.00	0.00	50.00	0.00	0.00
Mount Vernon-Anacortes	7	0.87	92.62	14.29	42.86	28.57	28.57	0.76	0.00
Olympia	2	0.25	96.24	50.00	100.00	0.00	0.00	0.00	0.00
Spokane	12	1.50	96.56	91.67	75.00	25.00	0.00	2.14	2.94
Tacoma	11	1.37	95.26	45.45	100.00	0.00	0.00	0.00	0.00
Wenatchee	77	9.61	92.06	83.12	44.16	38.96	16.88	14.77	14.08
Yakima	54	6.74	88.40	79.63	44.44	16.67	38.89	3.46	4.94
WA nonMSA	518	64.67	95.24	87.84	47.68	30.31	22.01	10.84	11.91

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 7.49% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: WASHINGTON				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Seattle-Bellevue-Everett	60	30,047	267	130,215	327	160,262	54.25	8	17,764
Limited-Review:									
Bellingham	7	551	33	2,631	40	3,182	1.08	0	0
Bremerton-Silverdale	6	1,142	27	24,963	33	26,105	8.84	0	0
Kennewick-Pasco-Richland	14	1,482	25	1,869	39	3,351	1.13	0	0
Longview	4	249	14	1,056	18	1,305	0.44	0	0
Mount Vernon-Anacortes	6	817	32	3,580	38	4,397	1.49	1	3,399
Olympia	5	957	20	5,853	25	6,810	2.31	1	24
Spokane	10	939	75	58,197	85	59,136	20.02	6	9,022
Tacoma	9	1,222	43	8,255	52	9,477	3.21	0	0
Wenatchee	2	137	9	166	11	303	0.10	0	0
Yakima	12	857	33	1,627	45	2,484	0.84	0	0
WA nonMSA	24	2,292	38	6,221	62	8,513	2.88	1	3,153
WA Statewide	4	1,825	36	8,264	40	10,089	3.42	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/BRANCH OPENINGS/CLOSINGS Geography: WASHINGTON Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Seattle-Bellevue-Everett	72.72	65	38.92	4.62	30.77	44.62	20.00	3	5	1	1	-2	-2	1.93	21.89	52.39	23.79
Limited-Review:																	
Bellingham	1.87	5	2.99	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	13.44	70.37	16.19
Bremerton-Silverdale	0.60	4	2.40	0.00	25.00	75.00	0.00	0	0	0	0	0	0	3.15	16.39	63.80	16.66
Kennewick-Pasco-Richland	2.71	9	5.39	11.11	44.44	44.44	0.00	0	0	0	0	0	0	6.87	18.55	51.89	22.69
Longview	0.80	2	1.20	0.00	0.00	100.00	0.00	0	1	0	0	-1	0	4.85	16.59	61.75	16.81
Mount Vernon-Anacortes	1.27	4	2.40	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	9.71	74.25	16.04
Olympia	0.82	2	1.20	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	15.50	68.02	16.48
Spokane	5.51	16	9.58	0.00	50.00	31.25	18.75	1	0	0	1	0	0	1.61	30.19	40.90	27.30
Tacoma	4.60	22	13.17	0.00	27.27	54.55	18.18	1	0	0	0	1	0	2.73	18.13	58.48	20.44
Wenatchee	0.21	1	0.60	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	22.29	56.00	21.71
Yakima	2.96	10	5.99	10.00	20.00	30.00	40.00	0	0	0	0	0	0	3.68	29.57	38.98	27.77
WA nonMSA	5.92	27	16.17	0.00	18.52	74.07	7.41	2	0	0	1	1	0	1.59	17.28	62.74	18.39

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME												
Geography: WISCONSIN												
Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008												
MA/Assessment Area:	% 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:												
Milwaukee-Waukesha-West Allis	36.90	5,764	960,396	11,157	471,769	18	1,776	25	79,268	16,964	1,513,209	79.82
Limited-Review:												
Appleton	3.95	730	107,525	1,082	97,083	1	10	4	5,317	1,817	209,935	0.54
Eau Claire	3.06	446	58,158	951	46,864	7	819	2	3,335	1,406	109,176	1.18
Fond du Lac	3.49	977	124,545	603	21,520	24	2,607	0	0	1,604	148,672	0.94
Green Bay	6.14	1,714	269,077	1,109	43,677	0	0	1	668	2,824	313,422	0.79
Janesville	1.58	441	55,040	275	5,986	4	993	5	8,419	725	70,438	0.11
La Crosse	1.85	289	44,270	558	19,865	1	2	2	9,429	850	73,566	0.63
Madison	12.68	2,037	361,647	3,787	139,537	4	125	3	10,142	5,831	511,451	7.40
Oshkosh-Neenah	3.43	724	89,140	844	46,262	8	704	0	0	1,576	136,106	1.32
Racine	2.56	464	68,856	705	21,886	6	493	2	5,800	1,177	97,035	0.63
Sheboygan	3.40	832	86,241	721	51,503	8	218	0	0	1,561	137,962	1.09
Wausau	2.72	431	55,138	800	41,927	17	732	2	3,932	1,250	101,729	0.79
WI nonMSA	18.25	4,033	474,249	3,930	159,770	421	31,800	4	3,235	8,388	669,054	4.77
WI Statewide	0.00	0	0	0	0	0	0	1	4,000	1	4,000	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Charter Number 24

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: WISCONSIN						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008						
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Milwaukee-Waukesha-West Allis	2,487	32.18	4.46	5.99	12.07	17.61	46.58	42.22	36.88	34.18	2.66	2.29	3.52	2.35	2.84
Limited-Review:															
Appleton	277	3.58	0.00	0.00	4.66	4.69	83.48	72.92	11.86	22.38	1.71	0.00	0.76	1.76	1.80
Eau Claire	168	2.17	0.00	0.00	9.89	13.10	72.19	61.31	17.92	25.60	1.67	0.00	1.31	1.36	3.39
Fond du Lac	549	7.10	0.00	0.00	0.00	0.00	92.04	90.71	7.96	9.29	9.34	0.00	0.00	9.19	11.11
Green Bay	640	8.28	0.00	0.00	9.55	6.09	65.96	65.78	24.49	28.13	4.66	0.00	2.62	4.56	5.52
Janesville	180	2.33	0.00	0.00	13.85	10.00	64.93	58.89	21.22	31.11	1.75	0.00	0.93	2.15	1.33
La Crosse	134	1.73	0.00	0.00	11.09	8.21	75.06	62.69	13.85	29.10	3.11	0.00	1.59	2.44	7.95
Madison	965	12.49	0.61	0.21	14.21	10.36	64.94	59.69	20.24	29.74	2.23	0.00	1.87	2.07	2.91
Oshkosh-Neenah	356	4.61	0.00	0.00	5.18	6.18	74.00	69.10	20.82	24.72	3.80	0.00	2.43	4.04	3.47
Racine	155	2.01	3.43	4.52	6.59	4.52	71.55	72.90	18.42	18.06	1.65	2.09	0.82	1.73	1.49
Sheboygan	267	3.45	0.00	0.00	10.78	11.61	75.94	67.42	13.28	20.97	3.57	0.00	2.45	3.79	3.63
Wausau	177	2.29	0.00	0.00	14.02	9.04	70.90	66.10	15.08	24.86	2.05	0.00	1.69	2.18	1.87
WI nonMSA	1,374	17.78	0.00	0.00	5.76	4.73	75.35	78.97	18.90	16.30	3.98	0.00	3.49	4.17	3.45

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Milwaukee-Waukesha-West Allis	555	35.26	4.46	7.21	12.07	18.74	46.58	38.92	36.88	35.14	3.65	4.47	4.96	3.17	3.60	
Limited-Review:																
Appleton	25	1.59	0.00	0.00	4.66	8.00	83.48	84.00	11.86	8.00	0.38	0.00	0.00	0.48	0.00	
Eau Claire	42	2.67	0.00	0.00	9.89	11.90	72.19	64.29	17.92	23.81	2.00	0.00	1.59	2.07	1.96	
Fond du Lac	35	2.22	0.00	0.00	0.00	0.00	92.04	97.14	7.96	2.86	3.06	0.00	0.00	3.17	2.08	
Green Bay	34	2.16	0.00	0.00	9.55	17.65	65.96	55.88	24.49	26.47	1.41	0.00	3.57	1.15	1.29	
Janesville	21	1.33	0.00	0.00	13.85	9.52	64.93	57.14	21.22	33.33	1.49	0.00	1.57	1.35	1.80	
La Crosse	19	1.21	0.00	0.00	11.09	10.53	75.06	84.21	13.85	5.26	1.31	0.00	1.72	1.47	0.00	
Madison	118	7.50	0.61	0.00	14.21	14.41	64.94	55.93	20.24	29.66	1.57	0.00	1.68	1.55	1.61	
Oshkosh-Neenah	34	2.16	0.00	0.00	5.18	11.76	74.00	76.47	20.82	11.76	1.62	0.00	2.44	1.65	1.28	
Racine	45	2.86	3.43	0.00	6.59	2.22	71.55	64.44	18.42	33.33	2.59	0.00	0.00	2.37	4.88	
Sheboygan	63	4.00	0.00	0.00	10.78	12.70	75.94	73.02	13.28	14.29	3.87	0.00	4.23	3.67	4.55	
Wausau	29	1.84	0.00	0.00	14.02	13.79	70.90	68.97	15.08	17.24	1.37	0.00	0.00	0.92	5.71	
WI nonMSA	554	35.20	0.00	0.00	5.76	6.50	75.35	85.38	18.90	8.12	8.03	0.00	6.94	9.73	2.74	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Milwaukee-Waukesha-West Allis	2,685	28.24	4.46	4.43	12.07	14.04	46.58	43.39	36.88	38.14	1.92	1.04	2.04	1.87	2.12
Limited-Review:															
Appleton	425	4.47	0.00	0.00	4.66	3.29	83.48	77.65	11.86	19.06	2.05	0.00	1.54	1.94	2.78
Eau Claire	233	2.45	0.00	0.00	9.89	11.59	72.19	69.53	17.92	18.88	1.97	0.00	2.38	1.96	1.72
Fond du Lac	393	4.13	0.00	0.00	0.00	0.00	92.04	85.24	7.96	14.76	4.82	0.00	0.00	4.66	6.38
Green Bay	1,037	10.91	0.00	0.00	9.55	5.50	65.96	64.61	24.49	29.89	3.47	0.00	3.15	3.45	3.64
Janesville	238	2.50	0.00	0.00	13.85	11.34	64.93	64.29	21.22	24.37	2.31	0.00	2.21	2.39	2.12
La Crosse	136	1.43	0.00	0.00	11.09	8.82	75.06	72.79	13.85	18.38	1.90	0.00	1.90	1.81	2.39
Madison	949	9.98	0.61	0.21	14.21	14.86	64.94	58.80	20.24	26.13	1.61	0.00	2.02	1.51	1.76
Oshkosh-Neenah	328	3.45	0.00	0.00	5.18	7.93	74.00	71.95	20.82	20.12	2.49	0.00	2.48	2.58	2.16
Racine	262	2.76	3.43	1.53	6.59	6.87	71.55	71.37	18.42	20.23	1.18	0.40	1.72	1.17	1.17
Sheboygan	501	5.27	0.00	0.00	10.78	15.97	75.94	65.27	13.28	18.76	4.91	0.00	6.75	4.23	6.38
Wausau	222	2.33	0.00	0.00	14.02	12.61	70.90	62.16	15.08	25.23	1.75	0.00	1.07	1.48	3.27
WI nonMSA	2,100	22.08	0.00	0.00	5.76	4.57	75.35	80.76	18.90	14.67	3.66	0.00	1.98	3.99	2.95

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Milwaukee-Waukesha-West Allis	37	52.86	12.61	24.32	19.46	37.84	48.14	27.03	19.79	10.81	2.72	6.90	2.84	1.83	0.00	
Limited-Review:																
Appleton	3	4.29	0.00	0.00	8.75	0.00	81.14	100.00	10.11	0.00	2.63	0.00	0.00	3.33	0.00	
Eau Claire	3	4.29	0.00	0.00	32.43	0.00	46.32	33.33	21.26	66.67	0.00	0.00	0.00	0.00	0.00	
Fond du Lac	0	0.00	0.00	0.00	0.00	0.00	97.56	0.00	2.44	0.00	0.00	0.00	0.00	0.00	0.00	
Green Bay	3	4.29	0.00	0.00	22.93	33.33	69.00	33.33	8.07	33.33	0.00	0.00	0.00	0.00	0.00	
Janesville	2	2.86	0.00	0.00	22.23	50.00	54.80	50.00	22.97	0.00	0.00	0.00	0.00	0.00	0.00	
La Crosse	0	0.00	0.00	0.00	43.47	0.00	54.78	0.00	1.75	0.00	0.00	0.00	0.00	0.00	0.00	
Madison	5	7.14	15.60	0.00	20.64	40.00	48.53	60.00	15.23	0.00	0.56	0.00	1.85	0.00	0.00	
Oshkosh-Neenah	6	8.57	0.00	0.00	8.86	0.00	76.30	100.00	14.84	0.00	0.00	0.00	0.00	0.00	0.00	
Racine	2	2.86	3.26	0.00	24.26	0.00	57.04	100.00	15.44	0.00	0.00	0.00	0.00	0.00	0.00	
Sheboygan	1	1.43	0.00	0.00	32.21	0.00	62.80	100.00	4.99	0.00	0.00	0.00	0.00	0.00	0.00	
Wausau	3	4.29	0.00	0.00	28.01	0.00	59.37	100.00	12.62	0.00	0.00	0.00	0.00	0.00	0.00	
WI nonMSA	5	7.14	0.00	0.00	5.56	0.00	81.76	100.00	12.68	0.00	1.94	0.00	0.00	2.53	0.00	

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	% of Businesses ***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Milwaukee-Waukesha-West Allis	11,157	42.07	8.36	4.53	13.53	12.75	42.55	39.98	34.98	42.28	6.47	6.89	8.75	5.92	6.74
Limited-Review:															
Appleton	1,082	4.08	0.00	0.00	8.41	7.21	75.77	76.43	15.83	16.36	4.08	0.00	2.51	4.56	3.35
Eau Claire	951	3.59	0.00	0.00	19.64	23.97	66.54	56.99	13.81	19.03	7.14	0.00	10.53	5.98	8.75
Fond du Lac	603	2.27	0.00	0.00	0.00	0.00	94.44	91.04	5.56	8.96	4.89	0.00	0.00	4.90	5.88
Green Bay	1,109	4.18	0.00	0.00	14.74	14.34	66.15	62.49	19.07	23.17	3.24	0.00	4.56	3.33	2.66
Janesville	275	1.04	0.00	0.00	18.46	14.91	57.65	51.64	23.89	33.45	1.68	0.00	1.89	1.59	1.86
La Crosse	558	2.10	0.00	0.00	20.66	25.09	68.05	64.87	11.29	10.04	4.89	0.00	6.03	4.89	4.43
Madison	3,787	14.28	4.08	4.17	14.88	15.39	62.15	58.09	18.90	22.34	6.15	7.81	7.31	5.74	6.72
Oshkosh-Neenah	844	3.18	0.00	0.00	7.31	6.99	72.93	76.54	19.77	16.47	4.91	0.00	5.00	5.54	3.46
Racine	705	2.66	7.44	8.65	11.23	6.52	67.59	67.80	13.74	17.02	3.41	9.00	1.97	3.29	3.18
Sheboygan	721	2.72	0.00	0.00	16.80	23.16	71.39	65.19	11.81	11.65	5.53	0.00	8.74	5.07	5.14
Wausau	800	3.02	0.00	0.00	20.16	13.25	62.44	62.25	17.40	24.50	4.78	0.00	3.55	4.94	5.65
WI nonMSA	3,930	14.82	0.00	0.00	5.79	4.40	78.63	81.45	15.58	14.15	5.00	0.00	3.29	5.82	3.20

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Milwaukee-Waukesha-West Allis	18	3.47	2.42	0.00	5.09	27.78	48.38	27.78	43.96	44.44	2.72	0.00	7.69	1.25	3.66
Limited-Review:															
Appleton	1	0.19	0.00	0.00	0.85	0.00	89.82	0.00	9.33	100.00	0.00	0.00	0.00	0.00	0.00
Eau Claire	7	1.35	0.00	0.00	5.54	14.29	79.21	71.43	15.24	14.29	0.63	0.00	0.00	0.72	0.00
Fond du Lac	24	4.62	0.00	0.00	0.00	0.00	91.37	70.83	8.63	29.17	3.54	0.00	0.00	3.00	8.00
Green Bay	0	0.00	0.00	0.00	3.30	0.00	78.77	0.00	17.92	0.00	0.00	0.00	0.00	0.00	0.00
Janesville	4	0.77	0.00	0.00	3.80	0.00	75.87	50.00	20.33	50.00	0.79	0.00	0.00	0.55	1.47
La Crosse	1	0.19	0.00	0.00	4.07	0.00	86.63	100.00	9.30	0.00	0.00	0.00	0.00	0.00	0.00
Madison	4	0.77	0.83	0.00	10.04	0.00	71.74	75.00	17.39	25.00	0.23	0.00	0.00	0.31	0.00
Oshkosh-Neenah	8	1.54	0.00	0.00	1.59	0.00	79.82	75.00	18.59	25.00	1.89	0.00	0.00	2.35	0.00
Racine	6	1.16	0.65	0.00	2.18	0.00	75.38	83.33	21.79	16.67	0.68	0.00	0.00	0.00	2.70
Sheboygan	8	1.54	0.00	0.00	2.13	0.00	85.50	100.00	12.37	0.00	1.47	0.00	0.00	1.60	0.00
Wausau	17	3.28	0.00	0.00	10.72	0.00	79.02	100.00	10.26	0.00	1.57	0.00	0.00	1.99	0.00
WI nonMSA	421	81.12	0.00	0.00	4.31	1.90	74.99	95.96	20.69	2.14	8.31	0.00	2.63	10.28	1.02

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*					
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Milwaukee-Waukesha-West Allis	2,487	32.18	19.84	13.52	17.89	26.49	23.61	22.85	38.65	37.14	2.18	4.56	2.19	1.74	2.13	
Limited-Review:																
Appleton	277	3.58	13.81	10.12	20.05	27.13	30.79	30.36	35.34	32.39	1.63	0.97	2.01	1.47	1.67	
Eau Claire	168	2.17	16.25	6.20	20.21	19.38	26.25	34.88	37.29	39.53	1.19	1.31	1.31	1.27	1.04	
Fond du Lac	549	7.10	14.43	14.37	18.74	29.29	31.55	30.97	35.27	25.37	9.81	14.61	10.50	9.78	7.72	
Green Bay	640	8.28	15.64	7.69	18.07	27.22	26.77	31.76	39.52	33.33	3.88	2.86	3.76	4.82	3.50	
Janesville	180	2.33	15.96	17.37	20.02	34.13	26.44	25.75	37.57	22.75	1.80	2.95	1.95	1.56	1.48	
La Crosse	134	1.73	16.24	1.05	19.83	24.21	26.51	22.11	37.43	52.63	1.83	0.56	2.37	0.45	2.87	
Madison	965	12.49	15.60	6.63	19.05	23.67	28.46	25.44	36.89	44.26	2.27	2.18	2.24	1.82	2.66	
Oshkosh-Neenah	356	4.61	15.68	11.04	19.70	28.06	28.02	28.06	36.60	32.84	3.79	2.36	4.18	4.30	3.57	
Racine	155	2.01	17.83	13.64	18.46	28.18	25.73	26.36	37.98	31.82	0.96	2.09	1.30	0.38	0.95	
Sheboygan	267	3.45	14.72	14.98	19.38	21.86	29.30	27.53	36.60	35.63	3.25	4.95	2.86	2.13	4.19	
Wausau	177	2.29	15.30	11.11	19.58	27.16	28.61	29.63	36.51	32.10	1.97	1.93	3.07	1.58	1.42	
WI nonMSA	1,374	17.78	14.88	7.96	18.71	23.79	25.89	23.12	40.51	45.13	3.65	4.57	4.66	3.14	3.41	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 15.73% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: WISCONSIN						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Milwaukee-Waukesha-West Allis	555	35.26	19.84	14.05	17.89	20.54	23.61	28.11	38.65	37.30	3.80	5.37	3.68	3.84	3.54
Limited-Review:															
Appleton	25	1.59	13.81	8.00	20.05	20.00	30.79	36.00	35.34	36.00	0.38	0.93	0.00	0.97	0.00
Eau Claire	42	2.67	16.25	9.52	20.21	28.57	26.25	14.29	37.29	47.62	2.18	2.63	5.13	0.64	1.75
Fond du Lac	35	2.22	14.43	14.29	18.74	34.29	31.55	31.43	35.27	20.00	3.19	2.22	5.61	3.27	1.82
Green Bay	34	2.16	15.64	14.71	18.07	17.65	26.77	38.24	39.52	29.41	1.44	3.37	0.51	2.05	0.91
Janesville	21	1.33	15.96	0.00	20.02	9.52	26.44	28.57	37.57	61.90	1.60	0.00	0.68	1.82	2.22
La Crosse	19	1.21	16.24	5.26	19.83	31.58	26.51	42.11	37.43	21.05	1.37	0.00	0.85	3.23	0.54
Madison	118	7.50	15.60	7.76	19.05	19.83	28.46	29.31	36.89	43.10	1.54	1.71	1.43	1.66	1.47
Oshkosh-Neenah	34	2.16	15.68	23.53	19.70	17.65	28.02	32.35	36.60	26.47	1.67	1.47	1.26	1.96	1.74
Racine	45	2.86	17.83	15.56	18.46	17.78	25.73	24.44	37.98	42.22	2.65	3.28	1.99	1.15	3.92
Sheboygan	63	4.00	14.72	12.70	19.38	17.46	29.30	34.92	36.60	34.92	3.92	6.52	3.25	3.74	3.92
Wausau	29	1.84	15.30	14.29	19.58	25.00	28.61	32.14	36.51	28.57	1.42	1.72	0.69	2.72	0.93
WI nonMSA	554	35.20	14.88	7.22	18.71	22.02	25.89	27.26	40.51	43.50	8.27	7.18	10.00	8.05	7.94

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.19% of loans originated and purchased by USB.

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

Charter Number 24

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008									
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp	
Full-Review:																
Milwaukee-Waukesha-West Allis	2,685	28.24	19.84	6.39	17.89	22.40	23.61	27.34	38.65	43.86	1.89	1.00	2.02	1.72	2.10	
Limited-Review:																
Appleton	425	4.47	13.81	5.71	20.05	24.18	30.79	36.14	35.34	33.97	2.11	1.51	1.94	2.30	2.23	
Eau Claire	233	2.45	16.25	8.47	20.21	21.69	26.25	32.28	37.29	37.57	1.89	0.40	1.42	1.96	2.35	
Fond du Lac	393	4.13	14.43	5.94	18.74	25.84	31.55	30.75	35.27	37.47	5.20	4.37	5.94	4.42	5.65	
Green Bay	1,037	10.91	15.64	5.30	18.07	19.77	26.77	31.81	39.52	43.12	2.91	2.54	2.34	3.08	3.10	
Janesville	238	2.50	15.96	6.45	20.02	23.96	26.44	31.80	37.57	37.79	2.41	1.72	2.75	2.08	2.66	
La Crosse	136	1.43	16.24	7.69	19.83	17.58	26.51	25.27	37.43	49.45	1.00	1.72	1.13	0.54	1.13	
Madison	949	9.98	15.60	6.16	19.05	22.76	28.46	26.36	36.89	44.72	1.65	1.40	1.72	1.64	1.67	
Oshkosh-Neenah	328	3.45	15.68	7.97	19.70	23.59	28.02	34.88	36.60	33.55	2.65	2.16	2.74	2.96	2.47	
Racine	262	2.76	17.83	7.83	18.46	23.48	25.73	34.78	37.98	33.91	1.07	0.68	0.89	1.29	1.08	
Sheboygan	501	5.27	14.72	6.82	19.38	22.93	29.30	30.37	36.60	39.88	5.18	2.74	5.06	5.09	5.89	
Wausau	222	2.33	15.30	7.53	19.58	22.58	28.61	31.72	36.51	38.17	1.42	1.40	1.10	0.90	2.12	
WI nonMSA	2,100	22.08	14.88	7.68	18.71	20.58	25.89	29.01	40.51	42.73	3.50	4.40	3.66	3.45	3.34	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 13.99% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: WISCONSIN		Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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 ***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Milwaukee-Waukesha-West Allis	11,157	42.07	63.15	63.72	91.79	3.72	4.49	6.47	11.01
Limited-Review:									
Appleton	1,082	4.08	53.30	48.06	81.61	7.76	10.63	4.08	4.95
Eau Claire	951	3.59	50.86	63.83	90.12	4.94	4.94	7.14	11.36
Fond du Lac	603	2.27	54.20	65.34	92.54	3.15	4.31	4.89	7.37
Green Bay	1,109	4.18	57.41	51.76	92.97	2.98	4.06	3.24	4.62
Janesville	275	1.04	58.05	54.18	97.09	1.09	1.82	1.68	2.42
La Crosse	558	2.10	57.04	47.85	93.73	2.33	3.94	4.89	5.80
Madison	3,787	14.28	61.17	63.59	93.29	2.88	3.83	6.15	9.55
Oshkosh-Neenah	844	3.18	53.23	67.42	89.69	4.98	5.33	4.91	8.07
Racine	705	2.66	60.50	70.21	93.76	3.26	2.98	3.41	6.47
Sheboygan	721	2.72	61.17	54.79	85.16	7.91	6.93	5.53	6.67
Wausau	800	3.02	52.51	58.00	87.50	7.00	5.50	4.78	6.34
WI nonMSA	3,930	14.82	56.62	65.47	91.40	4.81	3.79	5.00	7.64

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** 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 16.65% of small loans to businesses originated and purchased by USB.

Charter Number 24

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: WISCONSIN			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Milwaukee-Waukesha-West Allis	18	3.47	95.89	72.22	61.11	27.78	11.11	2.72	2.70
Limited-Review:									
Appleton	1	0.19	97.03	100.00	100.00	0.00	0.00	0.00	0.00
Eau Claire	7	1.35	98.96	100.00	57.14	28.57	14.29	0.63	0.86
Fond du Lac	24	4.62	98.31	79.17	54.17	33.33	12.50	3.54	4.00
Green Bay	0	0.00	97.01	0.00	0.00	0.00	0.00	0.00	0.00
Janesville	4	0.77	97.52	75.00	0.00	50.00	50.00	0.79	0.47
La Crosse	1	0.19	97.97	0.00	100.00	0.00	0.00	0.00	0.00
Madison	4	0.77	96.95	75.00	100.00	0.00	0.00	0.23	0.28
Oshkosh-Neenah	8	1.54	96.60	87.50	75.00	25.00	0.00	1.89	2.15
Racine	6	1.16	96.08	83.33	83.33	0.00	16.67	0.68	0.77
Sheboygan	8	1.54	96.80	87.50	100.00	0.00	0.00	1.47	1.80
Wausau	17	3.28	98.14	82.35	82.35	17.65	0.00	1.57	1.36
WI nonMSA	421	81.12	97.18	96.67	80.29	16.86	2.85	8.31	9.47

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 4.43% of small loans to farms originated and purchased by USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: WISCONSIN				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008			
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:									
Milwaukee-Waukesha-West Allis	45	34,656	196	84,836	241	119,492	62.92	2	5,255
Limited-Review:									
Appleton	2	74	9	596	11	670	0.35	1	3,379
Eau Claire	3	894	36	1,132	39	2,026	1.07	0	0
Fond du Lac	4	1,425	23	734	27	2,159	1.14	0	0
Green Bay	9	420	12	593	21	1,013	0.53	0	0
Janesville	3	75	6	101	9	176	0.09	0	0
La Crosse	5	2,314	13	697	18	3,011	1.59	0	0
Madison	19	5,820	40	32,850	59	38,670	20.36	3	470
Oshkosh-Neenah	6	481	22	1,489	28	1,970	1.04	0	0
Racine	3	291	9	8,003	12	8,294	4.37	0	0
Sheboygan	2	657	18	815	20	1,472	0.77	0	0
Wausau	3	336	17	630	20	966	0.51	0	0
WI nonMSA	34	2,245	93	6,324	127	8,569	4.51	0	0
WI Statewide	3	500	12	934	15	1,434	0.75	0	0

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

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

Charter Number 24

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS Geography: WISCONSIN Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of USB 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:																	
Milwaukee-Waukesha-West Allis	79.82	43	39.09	9.30	6.98	46.51	37.21	1	1	-1	0	0	1	11.87	16.37	42.27	29.29
Limited-Review:																	
Appleton	0.54	2	1.82	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	6.16	82.89	10.95
Eau Claire	1.18	5	4.55	0.00	40.00	40.00	20.00	0	0	0	0	0	0	0.00	14.91	66.07	19.02
Fond du Lac	0.94	3	2.73	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	92.18	7.82
Green Bay	0.79	3	2.73	0.00	33.33	66.67	0.00	0	0	0	0	0	0	0.00	14.43	63.65	21.06
Janesville	0.11	1	0.91	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	19.07	60.23	20.70
La Crosse	0.63	2	1.82	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	19.38	69.70	10.92
Madison	7.40	11	10.00	0.00	18.18	54.55	27.27	0	0	0	0	0	0	6.75	16.08	60.09	17.09
Oshkosh-Neenah	1.32	3	2.73	0.00	33.33	66.67	0.00	0	0	0	0	0	0	0.00	6.60	75.01	18.39
Racine	0.63	3	2.73	0.00	33.33	66.67	0.00	0	0	0	0	0	0	7.23	9.47	66.60	16.70
Sheboygan	1.09	2	1.82	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	16.35	71.79	11.85
Wausau	0.79	5	4.55	0.00	20.00	40.00	40.00	0	0	0	0	0	0	0.00	17.15	68.63	14.22
WI Non MSA	4.77	27	24.55	0.00	3.70	88.89	7.41	1	1	0	0	0	0	0.00	5.51	76.16	18.33

Charter Number 24
Table 1. Lending Volume

LENDING VOLUME		Geography: WYOMING						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
MA/Assessment Area:	% 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:												
Cheyenne	17.94	279	42,473	238	17,137	1	50	0	0	518	59,660	52.63
Limited-Review:												
Casper	16.03	209	28,686	253	7,077	0	0	1	1,679	463	37,442	6.69
WY nonMSA	66.03	746	97,636	1,153	48,264	6	159	2	8,200	1,907	154,259	40.68
WY Statewide	0.00	0	0	0	0	0	0	0	0	0	0	0.00

* Loan Data as of December 31, 2008. Rated area refers to either the state or multistate MA rating area.

** The evaluation period for Community Development Loans is from January 1, 2006 to December 31, 2008.

*** Deposit Data as of June 30, 2008. Rated Area refers to either the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: WYOMING						Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	112	21.79	0.00	0.00	23.38	16.07	51.37	46.43	25.25	37.50	0.84	0.00	0.85	0.62	1.31
Limited-Review:															
Casper	88	17.12	0.00	0.00	18.11	9.09	59.40	59.09	22.49	31.82	1.17	0.00	0.61	1.10	1.73
WY nonMSA	314	61.09	0.03	0.00	8.96	6.37	74.86	75.16	16.15	18.47	1.55	0.00	2.15	1.50	1.55

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008					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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans						
Full-Review:																
Cheyenne	23	14.29	0.00	0.00	23.38	13.04	51.37	60.87	25.25	26.09	4.11	0.00	3.13	3.92	5.15	
Limited-Review:																
Casper	37	22.98	0.00	0.00	18.11	8.11	59.40	67.57	22.49	24.32	4.19	0.00	1.35	4.41	5.88	
WY nonMSA	101	62.73	0.03	0.00	8.96	2.97	74.86	61.39	16.15	35.64	3.96	0.00	1.79	2.71	8.30	

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data.

** 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 2000 Census information.

Charter Number 24

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE				Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	% Owner Occ Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	143	25.77	0.00	0.00	23.38	9.09	51.37	60.84	25.25	30.07	2.02	0.00	1.21	2.44	1.75
Limited-Review:															
Casper	83	14.95	0.00	0.00	18.11	14.46	59.40	69.88	22.49	15.66	1.20	0.00	0.91	1.36	0.95
WY nonMSA	329	59.28	0.03	0.00	8.96	3.95	74.86	75.68	16.15	20.36	1.86	0.00	1.70	2.04	1.37

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Charter Number 24

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008								
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***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	% MF Units***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	1	25.00	0.00	0.00	30.90	0.00	51.48	100.00	17.61	0.00	0.00	0.00	0.00	0.00	0.00
Limited-Review:															
Casper	1	25.00	0.00	0.00	40.92	100.00	25.76	0.00	33.32	0.00	10.00	0.00	50.00	0.00	0.00
WY nonMSA	2	50.00	3.40	0.00	10.07	0.00	78.10	100.00	8.43	0.00	0.00	0.00	0.00	0.00	0.00

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

* Based on 2007 Peer Mortgage Data (US).

** 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 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2006								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	% of Businesses***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	238	14.48	0.00	0.00	41.66	52.94	41.03	31.09	17.31	15.97	2.43	0.00	3.56	2.06	1.62
Limited-Review:															
Casper	253	15.39	0.00	0.00	37.29	36.36	48.09	45.45	14.61	18.18	1.83	0.00	2.28	1.53	1.95
WY nonMSA	1,153	70.13	0.37	0.43	9.15	4.77	77.11	77.54	13.37	17.26	3.59	5.88	1.88	3.86	4.88

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Charter Number 24

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS				Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	% of Farms***	% USB Loans	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	1	14.29	0.00	0.00	13.43	0.00	56.72	100.00	29.85	0.00	0.00	0.00	0.00	0.00	0.00
Limited-Review:															
Casper	0	0.00	0.00	0.00	22.75	0.00	58.68	0.00	18.56	0.00	0.00	0.00	0.00	0.00	0.00
WY nonMSA	6	85.71	0.14	0.00	8.33	33.33	83.77	50.00	7.75	16.67	0.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data -- US.

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

*** Source Data - Dun and Bradstreet (2007).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE				Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	% Families***	% USB Loans**	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	112	21.79	17.14	5.13	19.99	20.51	24.55	41.03	38.32	33.33	0.30	0.00	0.00	0.46	0.37
Limited-Review:															
Casper	88	17.12	19.04	1.64	19.09	13.11	23.45	26.23	38.43	59.02	0.74	0.51	0.00	0.26	1.57
WY nonMSA	314	61.09	19.14	5.67	17.94	23.89	23.33	29.15	39.59	41.30	1.40	1.45	1.41	1.46	1.36

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 32.49% of loans originated and purchased by USB.

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

Charter Number 24

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT				Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	23	14.29	17.14	8.70	19.99	17.39	24.55	17.39	38.32	56.52	4.23	4.00	5.77	0.92	5.92
Limited-Review:															
Casper	37	22.98	19.04	13.51	19.09	13.51	23.45	32.43	38.43	40.54	4.27	2.56	3.61	5.31	4.29
WY nonMSA	101	62.73	19.14	4.95	17.94	15.84	23.33	28.71	39.59	50.50	4.06	4.00	3.64	4.11	4.17

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 0.00% of loans originated and purchased by USB.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE				Geography: WYOMING				Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
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 ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	% Families ***	% USB Loans **	Overall	Low	Mod	Mid	Upp
Full-Review:															
Cheyenne	143	25.77	17.14	3.30	19.99	10.99	24.55	32.97	38.32	52.75	1.40	0.00	1.08	2.31	1.12
Limited-Review:															
Casper	83	14.95	19.04	1.43	19.09	18.57	23.45	47.14	38.43	32.86	0.97	0.00	0.82	1.26	1.02
WY nonMSA	329	59.28	19.14	4.44	17.94	19.63	23.33	31.11	39.59	44.81	1.78	2.93	2.59	2.01	1.35

Data shown includes only one to four-family and manufactured housing (property type 1 or 2).

* Based on 2007 Peer Mortgage Data (US).

** As a percentage of loans with borrower income information available. No information was available for 22.34% of loans originated and purchased by USB.

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

Charter Number 24

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: WYOMING			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
Full-Review:									
Cheyenne	238	14.48	58.58	66.39	85.71	4.20	10.08	2.43	4.36
Limited-Review:									
Casper	253	15.39	58.60	65.22	94.86	4.35	0.79	1.83	2.91
WY nonMSA	1,153	70.13	54.22	57.59	90.29	5.55	4.16	3.59	4.67

* Based on 2007 Peer Small Business (US).

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source Dun and Bradstreet - 2007).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 12.90% of small loans to businesses originated and purchased by the USB.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		Geography: WYOMING			Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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***	% USB Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
Full-Review:									
Cheyenne	1	14.29	95.52	100.00	100.00	0.00	0.00	0.00	0.00
Limited-Review:									
Casper	0	0.00	95.21	0.00	0.00	0.00	0.00	0.00	0.00
WY nonMSA	6	85.71	96.59	50.00	100.00	0.00	0.00	0.00	0.00

* Based on 2007 Peer Small Business Data (US).

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source Dun and Bradstreet - 2007).

**** 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 28.57% of small loans to farms originated and purchased by the USB.

Charter Number 24

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
Geography: WYOMING					Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008				
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:									
Cheyenne	3	854	13	5,280	16	6,134	52.98	0	0
Limited-Review:									
Casper	1	157	5	293	6	450	3.89	0	0
WY nonMSA	10	599	33	4,372	43	4,971	42.94	0	0
WY Statewide	0	0	6	22	6	22	0.19	0	0

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM/BRANCH OPENINGS/CLOSINGS																	
Geography: WYOMING										Evaluation Period: JANUARY 1, 2006 To DECEMBER 31, 2008							
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of USB 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:																	
Cheyenne	52.63	2	14.29	0.00	50.00	50.00	0.00	0	0	0	0	0	0	0.00	30.33	48.51	21.16
Limited-Review:																	
Casper	6.69	1	7.14	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	20.30	56.97	22.73
WY nonMSA	40.68	11	78.57	0.00	18.18	81.82	0.00	0	0	0	0	0	0	1.44	10.19	72.86	15.50