



**LARGE BANK**

---

Comptroller of the Currency  
Administrator of National Banks

---

Washington, DC 20219

**PUBLIC DISCLOSURE**

July 09, 2012

**COMMUNITY REINVESTMENT ACT  
PERFORMANCE EVALUATION**

Beverly Bank & Trust Company, National Association  
Charter Number 24466

10258 South Western  
Chicago, IL 60643

Office of the Comptroller of the Currency

North Chicago Field Office (8309)  
1700 East Golf Road, Suite 800  
Schaumburg, IL 60173

**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.

## Table of Contents

<b>OVERALL CRA RATING .....</b>	<b>1</b>
<b>DEFINITIONS AND COMMON ABBREVIATIONS .....</b>	<b>2</b>
<b>DESCRIPTION OF INSTITUTION .....</b>	<b>6</b>
<b>FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW.....</b>	<b>8</b>
<b>CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS.....</b>	<b>9</b>
<b>INVESTMENT TEST .....</b>	<b>13</b>
<b>SERVICE TEST.....</b>	<b>13</b>
<b>APPENDIX A: SCOPE OF EXAMINATION.....</b>	<b>A-1</b>
<b>APPENDIX B: MARKET PROFILES FOR FULL-SCOPE AREAS .....</b>	<b>B-1</b>
<b>APPENDIX C: TABLES OF PERFORMANCE DATA .....</b>	<b>C-1</b>

## Overall CRA Rating

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

The following table indicates the performance level of Beverly Bank & Trust Company, National Association (BBTC) with respect to the lending, investment, and service tests:

Performance Levels	(Name of Depository Institution) Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding		X	X
High Satisfactory	X		
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- BBTC’s overall Lending Test performance is good. BBTC’s lending activity reflects good responsiveness to the assessment area credit needs. A high percentage of loans are made in the AA. The geographic distribution of loans reflects good penetration throughout the assessment area. BBTC demonstrates adequate borrower distribution of home mortgage loans to individuals of all income levels and good borrower distribution of loans to small businesses.
- BBTC’s overall Investment Test performance is excellent. BBTC has an excellent level of qualified community development investments and grants.
- BBTC’s overall Service Test performance is excellent. BBTC’s delivery systems are accessible to essentially all portions of the bank’s assessment area. BBTC employees provide an excellent level providing community development services.

## Definitions and Common Abbreviations

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

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

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

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

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

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

Activities that revitalize or stabilize-

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

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

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

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

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

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

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

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

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

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

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

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

**Median Family Income (MFI):** The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income

determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

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

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

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

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

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

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

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

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

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

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

**Small Loan(s) to Business(es):** A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR)

instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

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

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

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

## Description of Institution

BBTC is \$401 million intrastate bank headquartered in the Beverly neighborhood of Chicago, IL. BBTC is a wholly owned subsidiary of Wintrust Financial Corporation (Wintrust). Wintrust headquarters are in Rosemont, IL. Wintrust owns fourteen other banks, an insurance finance company, a trust company, and an investment firm in addition to BBTC. A full service mortgage company, Wintrust Mortgage, is currently a division of an affiliate bank and for part of the performance evaluation period was a subsidiary of that affiliate bank. At BBTC's request, the HMDA-reportable loans originated by the mortgage company in BBTC's designated AA were considered as part of the bank's CRA performance. At BBTC's request we also took into consideration other consumer lending performance at the bank.

BBTC is a full service bank offering a variety of loan and deposit products BBTC has two locations, the head office in the Beverly neighborhood of Chicago and a branch also in Chicago, south of the downtown area. Both locations offer ATMs with a drive-up facility at the headquarters location and a walk-up window at the branch location. The bank has a website and online banking. As featured on the website, BBTC presents itself as a real Community Bank focused on serving the consumers in the community. The primary loan products offered are business loans and home mortgage loans through the affiliate mortgage company.

As of March 31, 2012, net loans totaled \$323 million, representing 81 percent of total assets. The bank's loan to deposit ratio was 89 percent and Tier 1 Capital totaled \$38 million. Loan portfolio composition is 69 percent commercial loans, 17 percent consumer loans, and 14 percent residential real estate loans.

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs in its AA. The bank received a Satisfactory rating at the last CRA examination, dated August 15, 2007, which was conducted using the small bank CRA procedures.

## Scope of the Evaluation

### Evaluation Period/Products Evaluated

Products reviewed in the Lending Test include home mortgage, small business, and consumer loans. Home mortgage loans reported by the bank's affiliate, WinTrust Mortgage Company, in the assessment area were also considered in the bank's performance. The evaluation period for home mortgage loans is July 1, 2007 through December 31, 2011. The evaluation period for small business and consumer loans is January 1, 2009 through December 31, 2011 as the bank did not collect and report this data prior to 2009. We used 2011 peer lending data, the most recent available, for small business to compare BBTC's lending performance to other reporting lenders in the assessment area. All loans were evaluated using 2000 census data.

Home mortgage loans represent the largest portion of overall lending activity during the evaluation period with 5,184 loans totaling \$1,167 million. These account for 94 percent by number and 95 percent by dollar of loans evaluated. During the same time period, small loans to businesses accounted for three percent by number and 3 percent of dollar volume while consumer loans accounted for two percent by number and less than one percent of dollar volume. As the bank did not originate or purchase any small farm loans, an analysis of that product would not be meaningful and was not done for this evaluation.

The evaluation period for community development activity (including community development loans) is August 15, 2007 through March 31, 2012.

We used deposit information reported to the Federal Deposit Insurance Corporation annually, to determine the bank's deposit market share and market presence within its assessment area. The most recent deposit information available is as of June 30 2012.

### **Data Integrity**

We conducted testing of the collected and reported HMDA and small business data. We found the information to be substantially accurate and used it for this evaluation. We also reviewed loans, investments, and services that were presented by management with the primary purpose of community development. Those activities that meet the definition of community development are included in this evaluation.

### **Selection of Areas for Full-Scope Review**

The bank has designated one AA, Cook County, IL. Cook County, IL is part of the Chicago-Naperville-Joliet Metropolitan Division of the Chicago MSA. It consists of 1,343 census tracts. We conducted a full scope review of the bank's Cook County AA.

### **Ratings**

The bank's overall rating is based on our full scope review of the AA.

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

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

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

## Conclusions with Respect to Performance Tests

### LENDING TEST

#### Conclusion

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

#### Lending Activity

Refer to Table 1 Lending Volume & Other Products in appendix C for the facts and data used to evaluate the bank's lending activity.

BBTC's lending activity is good. Lending levels reflect good responsiveness in relation to the identified credit needs and the bank's deposit market share.

The bank does not originate owner occupied first mortgages. Residential mortgage lending is primarily provided by the bank's affiliate, Wintrust Mortgage Company. During this examination we considered those mortgages originated by Wintrust Mortgage that are within the banks AA in addition to those originated directly by the bank.

We reviewed deposit market share reports for Cook County. The bank ranked 54<sup>th</sup> among 153 financial institutions with total deposits of \$336.8 million and a market share of 0.17%.

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

The geographic distribution of loans in the AA is good.

#### *Home Mortgage Loans*

Refer to Tables 2, 3, 4 and 5, appendix C for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations/purchases which includes multi-family loans.

The geographic distribution of BBTC's home purchase loans is excellent. The bank's home purchase lending to low-income geographies exceeds the AA demographic. The bank's home purchase lending to moderate-income geographies is good as the percentage of bank loans is near to the AA demographic.

The geographic distribution for home improvement loans is adequate. The bank's home improvement lending to low-income geographies exceeds the AA demographic. The bank's home improvement lending to moderate-income geographies is lower than the AA demographic.

The geographic distribution for home refinance loans is adequate. The bank's home refinance lending to low-income geographies is somewhat lower than the AA demographic. The bank's home refinance lending to moderate-income geographies is also somewhat lower than the percentage of the AA demographic.

The geographic distribution of multi-family lending is excellent. The bank's multi-family lending to low-income geographies exceeds the AA demographic. The bank's multi-family lending to moderate-income geographies also exceeds the AA demographic.

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

Refer to Table 6 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses is good. The geographic distribution of small loans to businesses in low-income geographies is near to the AA demographic. The geographic distribution of small loans to businesses in moderate-income geographies is also near to the AA demographic.

### ***Consumer Loans***

Refer to Table 13 appendix C for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

The geographic distribution for consumer loans is good. The bank's consumer lending in low-income geographies is lower than the AA demographic. The bank's consumer lending in moderate-income geographies exceeds the AA demographic.

### ***Lending Gap Analysis***

Our geographic distribution analysis included a review of lending gaps. We did not identify any unexplainable, conspicuous gaps in the AA.

### ***Inside/Outside Ratio***

For the geographic distribution analysis under the Lending Test, we performed an inside/outside ratio analysis at the bank level. This analysis included only those loans originated or purchased directly by the bank and did not include affiliate lending. BBTC originated or purchased a high percentage of the bank's loans within its designated AA. A total of 88% of all loans were originated or purchased within the AA. By product type, 90% of home loans, 80% of small business loans, and 99% of consumer loans were originated within the AA.

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

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

Refer to Tables 8, 9 and 10 Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases. This analysis includes loans originated by both the bank and its affiliate Wintrust Mortgage Company.

The overall borrower distribution of BBTC's home mortgage loans reflects adequate penetration among individuals of different income levels. Home mortgage refinance loans represent the largest category of residential real estate lending during the evaluation period, while home purchase lending represents the

second largest category. Home improvement lending was very limited during the evaluation period. As a result, home mortgage refinance received the greatest weight in our analysis followed by home purchase lending. Performance of lending to low-income individuals takes a moderate poverty level of 12% into consideration. Twenty-five percent of the AA families are low-income while 19% are moderate-income.

BBTC's distribution of home mortgage refinance loans to borrowers of different income levels is poor. The percentage of home refinance loans to low- and moderate-income borrowers is lower than each of the respective demographics. BBTC's poor performance is partially mitigated by the low level of owner occupied housing and the fact that many low- and moderate-income individuals would likely not meet underwriting criteria to refinance.

BBTC's distribution of home mortgage purchase lending to borrowers of different income levels is good. The percentage of home purchase loans to low-income borrower is somewhat lower than the AA demographic but considered good when considering the AA poverty level. The percentage of home purchase loans to moderate-income borrowers exceeds the demographic.

BBTC's distribution of home improvement lending to borrowers of different income levels is adequate. The percentage of home improvement loans to low- and moderate-income borrowers is somewhat lower than the AA demographics.

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

Refer to Table 11 appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

BBTC's distribution of loans to small businesses is good. The percentage of lending to small businesses is somewhat lower than the demographic, however, over 70% of the bank's small business loans were less than \$250 thousand and the bank's market share for loans to small businesses exceeds its overall market share.

### ***Consumer Loans***

Refer to Table 13 appendix C for the facts and data used to evaluate the borrower distribution of the bank's consumer loan originations and purchases.

BBTC's distribution of consumer lending to borrowers of different income levels is excellent. The percentage of lending to low- and moderate-income borrowers exceeds the demographics.

### **Community Development Lending**

Refer to Table 1 Lending Volume appendix C for the facts and data used to evaluate the bank's level of community development lending. This table includes all community development loans that BBTC originated within the AA during the evaluation period.

The Bank's community development lending activity during the review period has a positive impact on the bank's performance.

The bank made 24 loans for affordable housing, 19 loans to non-profits for community service purposes and one loan to a non-profit to assist with a project to revitalize and stabilize low- and moderate-income areas of the AA. The total amount of the community developments loans during this period was \$21 million.

BBTC also made 2 community development loans outside its AA totaling \$6.7 million.

### **Product Innovation and Flexibility**

Product flexibility had a positive impact on the Lending test conclusion. BBTC offers flexible products geared toward assisting with credit needs of LMI individuals and small businesses. The Everyday Loan product is short term designed to consolidate debt into a manageable payment, with more flexible underwriting criteria. 93% of outstanding consumer loans are the Everyday Loan Product. BBTC has recently begun offering the Borrow-N-Save product, a credit building product used to purchase a Certificate of Deposit which secures the loan until maturity. The borrower has an opportunity to establish a credit history and accumulate savings.

In the fall of 2010, the Bank developed 2 small business micro-loan products. The Easy Access Line of Credit, \$10,000 revolving loan marketed to businesses with less than \$1 million in revenues. The loan has a streamlined approval process. Easy Access loans, a business overdraft line of credit product was developed to meet the emergency or unexpected needs of Small Business Checking account customers. Since inception of this product in 2010 the bank originated 21 Easy Access loans.

The Bank was also able to make available through its affiliate Wintrust Mortgage innovative mortgage products: Smart Move Mortgage exclusively through the Illinois Housing Development Authority and offer affordable interest rates and down payment assistance for borrowers of low to moderate income. Also offered is the Welcome Home Heroes product. This program is offered to qualified Illinois veterans, active military personnel, reservists and Illinois National Guard members.

BBTC strategy is to continue to focus on developing and delivering alternative lending products such as Borrow-N-Save and Everyday Loan to distinguish itself from its competitors and meet the borrowing, saving and credit repair needs of its' low and moderate income households.

## Investment Test

The bank's performance under the investment test is rated **"Outstanding"**.

Refer to Table 14 of appendix C for the facts and data used to evaluate the bank's level of qualified investments. The table includes all qualified investments that BBTC made during the evaluation period, those that remained on the bank's books from prior periods, and unfunded commitments.

Based on full-scope review, the bank's performance in their designated AA of Cook County is excellent. BBTC made qualified investments totaling \$2.9 million during the review period. Additionally, the outstanding balance of prior period investments totals \$338 thousand. The bank provided 50 grants and donations to organizations with a community development purpose within the AA totaling \$245 thousand. The bank also has an unfunded commitment of \$680 thousand which was considered. In total, the bank's current and prior period investments as well as donations total \$3.26 million not including the unfunded commitment, which represents 8.48% of Tier 1 capital.

Qualified investments included:

- Investment in four mortgage backed securities totaling \$1.008 million. The portion of the pool of mortgages making up the security purchased by the bank represents one or more loans to individuals with incomes of 80% or less of the median MSA income.
- Three Certificates of Deposit in CDFI's of \$225 thousand each for a total of \$675 thousand. These CDFI's are committed to providing banking products and services to distressed and underserved urban communities in the AA.
- The bank invested in loan pools with a CDFI and with Neighborhood Housing Services (NHS) for a total of \$1.75 million committed with \$994 thousand disbursed this evaluation period. A \$680 thousand commitment is undisbursed and not included in the qualified investment totals. Both loan pools provide funds for non-profits and select for profit corporations serving LMI and for loans originated by NHS in the targeted neighborhoods.

## Service Test

The bank's performance under the Service Test is rated **"Outstanding"**. Based on the full-scope review, the bank's performance in their designated AA of Cook County is excellent.

### Retail Banking Services

Refer to Table 15 of appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

BBTC's delivery systems are accessible to individuals of different income levels within the bank's AA. Lobby hours and services provide good accessibility for all bank customers. The bank offers "NO CHARGE ATM" use at any of the ATM's owned and operated by BBTC or for the use of other Wintrust owned subsidiary Banks. An available alternative service offered to customers is Bank-By-

Phone. The Bank-by-Phone service is available for all customers. Internet services are also available to customers.

The Bank has executed a letter of intent to lease approximately 3,000 sq. ft. in a newly constructed retail strip center located in a moderate income community. At present, this new retail branch is slated for opening during the 4<sup>th</sup> quarter of 2012.

## **Community Development Services**

BBTC's performance in providing community development services in the AA is excellent. Nineteen senior officers and employees of BBTC serve on Boards of Directors or committees or as Officers or technical advisors of community development organizations that serve the bank's AA.

- Three employees teach the FDIC's Financial Literacy program "Money Smart" to various community organizations that serve low and moderate income clientele. Money Smart is a comprehensive financial education curriculum designed to help low and moderate-income individuals outside the financial mainstream enhance their financial skills and create positive banking relationships.
- Five Bank Officers including a Senior Vice president and including the President of the bank have held key Board positions and served on fundraising committees for Chicago Family Health Center (CFHC). CFHC provides affordable health care to patients regardless of their ability to pay. Chicago Family serves all areas of Chicago with 96% of patients being below 200% of the federal poverty guidelines. CFHC works to prevent disease and provide treatment through the delivery of quality, accessible primary health care that is culturally sensitive, affordable, and responsive to community and individual needs.
- Both the Vice Chairman and a member of the Board of Directors for the Bank have held Board positions with the Far South Community Development Corporation. The Far South CDC (FSCDC) is a not-for-profit corporation established in 1977 to foster economic development and eradicate blighted conditions in its service area. For thirty years it worked primarily in the Beverly Morgan Park area; however as of January 1, 2007 it has focused on the 34<sup>th</sup> Ward (Roseland Community) and will work in other communities and wards based upon their capacity and at the request of the Alderman. The FSCDC services low- and mod- income level census tracts.
- A Vice President of BBTC serves on the Roseland Advisory Council, the NHS Central Operations Committee and has taught the Money Smart Financial Literacy program for the organization. Neighborhood Housing Services (NHS) mission is to create opportunities for low- to mod individuals and families to live in affordable homes and strengthen their communities.
- Three employees of BBTC have taught the Money Smart Financial Literacy program to the participants of Beacon's Shelter Outreach program. Beacon Therapeutic Diagnostic and Treatment Center's mission is: empowering at-risk children and families by helping them find their way to a better future by providing accredited educational, mental health, and social services. It has three core programs which are Therapeutic Day Schools, Homeless Outreach Services (the largest in Chicago) and Outpatient Mental Health Services.

- Two BBTC senior executives serve as financial sponsors to Link students, three Bank Vice Presidents serve as mentors to Link students and one Vice President has taught the Money Smart Financial Literacy program to the Link high school students. Link Unlimited provides educational preparatory opportunities for economically disadvantaged African American High School youth. Link partners with 47 high schools throughout the AA and provides needed financial support to enable over 250 students to access a quality high school education. Link also provides a four year mentorship with business people from the AA.
- An Executive Vice President of Beverly Bank serves as the Board Chairman for CAIC. Calumet Area Industrials Commission's mission is to lead the industrial and business retention and expansion efforts of the Calumet Area which includes the moderate income communities of Hegewisch and South Chicago. The CAIC also assists companies find qualified workers and retain workforce. The Calumet area is in a State Enterprise Zone, Tax Increment Finance (TIF) District and Planned Manufacturing District. The CAIC has been contracted to recruit, screen, test and interview low income Chicago residents and dislocated workers (those with work histories who have been downsized) for placement in the private sector employment.

## Appendix A: Scope of Examination

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

<b>Time Period Reviewed</b>	Home Mortgage Loans (originated in-house): 07/01/2007 to 12/31/2011 Small Business, Consumer, and Affiliate Loans: 01/01/09 to 12/31/2011 Investment and Service Tests and CD Loans: 08/15/2007 to 03/31/2012	
<b>Financial Institution</b>		<b>Products Reviewed</b>
Beverly Bank & Trust Company, National Association (BBTC) 10258 South Western Chicago, IL 60643		Home mortgage, small business, consumer loans, community development loans, qualified investments, and community development services.
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
Wintrust Mortgage Company	Subsidiary of Barrington Bank and Trust Company	Home mortgages.
<b>List of Assessment Areas and Type of Examination</b>		
<b>Assessment Area</b>	<b>Type of Exam</b>	<b>Other Information</b>
Cook County, IL	Full-Scope	

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

### Cook County, IL

Demographic Information for Full-Scope Area: Cook County, IL						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	1,343	17.27	29.71	32.32	19.51	1.19
Population by Geography	5,376,741	11.09	30.78	37.48	20.65	0.00
Owner-Occupied Housing by Geography	2,096,121	3.93	21.20	46.44	28.43	0.00
Businesses by Geography	429,066	5.19	18.83	37.58	38.08	0.32
Farms by Geography	3,746	3.07	18.13	43.41	35.40	0.00
Family Distribution by Income Level	1,278,745	10.06	28.89	59.53	21.52	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	564,628	18.06	39.53	33.50	8.92	0.00
Median Family Income	= \$60,166					
HUD Adjusted Median Family Income for 2011	= \$76,200					
Households Below the Poverty Level	=12%					
				Median Housing Value	= \$173,839	
				Unemployment Rate	= 9.1%	

(\*) The NA category consists of geographies that have not been assigned an income classification.  
 Source: 2000 U.S. Census, 2011 HUD updated MFI, and 2011 Business Geodemographic Data.

The bank has one designated AA which includes all of Cook County, IL. BBTC AA consists of 1,343 census tracts, with a total population 5,376,741. The AA meets the requirements of the CRA regulation, and does not arbitrarily exclude any LMI geographies.

The AA has 232 low-income census tracts and 399 moderate-income census tracts. There are 16 census tracts with out income information, 434 middle-income census tracts and 262 upper-income census tracts.

As of June 30, 2011, BBTC’s total deposits were \$336,794 all within the Cook County designated AA. The bank is ranked 54<sup>th</sup> in the AA out of 153 financial institutions with a market share of .17%. The AA is competitive as there are a number of institutions of varying sizes both community banks and large banks. During the review period a majority of the lending activity reviewed was within the AA (87.74% by number and 4.81% by dollar amount).

The updated Housing and Urban Development (HUD) 2011 adjusted median family income was \$76,200 for the AA. Family income levels within the AA reflect 25.18% are low-income with 12% living below poverty level. 18.97% of families are distributed in the moderate-income level. Unemployment is 3.67% in the AA.

Of the housing units in the AA 1,142,743 are owner-occupied. Of these just 3.93% are in the low-income geographies and 21.20% in the moderate-income geographies. The median housing value is \$173,839 based on 2010 census data.

## Appendix C: Tables of Performance Data

---

### Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

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

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

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

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

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

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

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

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

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

**Table 1. Lending Volume**

LENDING VOLUME		Geography: Beverly Bank AA				Evaluation Period: July 1, 2007 TO December 31, 2011						
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)	
<b>Ful Review:</b>												
Beverly AA	100.0	5,184	1,167,464	169	36,720	0	0	44	21,134	5,397	1,225,318	100.0

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

\*\* The evaluation period for Community Development Loans is from August 15, 2007 through March 31, 2012.

\*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 1. Other Products**

LENDING VOLUME		Geography: Beverly Bank AA						Evaluation Period: January 1, 2009 to December 31, 2011						
Assessment Area:	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>														
Beverly AA	100.0	132	254	0	0	0	0	0	0	0	0	0	0	100.0

\* Loan Data as of December 31, 2011. Rated area refers to either the state or multi-state MA rating area.  
 \*\* The evaluation period for Optional Product Line(s) is From January 1, 2009 to December 31, 2011.  
 \*\*\* Deposit Data as of June 30, 2012. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

**Table 1. Other Products**

LENDING VOLUME		Geography: Beverly Bank AA		Evaluation Period: January 1, 2009 to December 31, 2011	
Assessment Area:	Other Unsecured Consumer Loans*		Other Optional Loans*		
	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>					
Beverly AA	132	254	0	0	

(\*)The evaluation period for Optional Product Line(s) is from January 1, 2009 to December 31, 2011.

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

Geographic Distribution: HOME PURCHASE															Geography: Beverly Bank AA					Evaluation Period: July 1, 2007 to December 31, 2011				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Beverly AA	2,345	100.00	3.93	4.99	21.20	20.26	46.44	46.95	28.43	27.80	0.00	0.00	0.00	0.00	0.00									

\* Based on 2010 Peer Mortgage Data (USPR)

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

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

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

Geographic Distribution: HOME IMPROVEMENT															Geography: Beverly Bank AA					Evaluation Period: July 1, 2007 to December 31, 2011									
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*																		
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp														
<b>Full Review:</b>																													
Beverly bank	25	100.0	3.93	4.00	21.20	12.00	46.44	56.00	28.43	28.00	0.00	0.00	0.00	0.00	0.00														

\* Based on 2010 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner Occupied Units is the number of owner occupied 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: Beverly Bank AA Evaluation Period: July 1, 2007 to December 31, 2011				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Beverly AA	2,778	100.0	3.93	2.38	21.20	10.87	46.44	34.48	28.43	52.27	0.01	0.23	0.03	0.00	0.00	

\* Based on 2010 Peer Mortgage Data (USPR)

\*\* 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.

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

Geographic Distribution: MULTIFAMILY		Geography: Beverly Bank AA				Evaluation Period: July 1, 2007 to December 31, 2011					Market Share (%) by Geography*				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% of MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans					
<b>Full Review:</b>															
Beverly AA	36	100.0	13.71	27.78	27.51	38.89	32.64	22.22	26.14	11.11	0.25	1.47	0.00	0.27	0.00

\* Based on 2010 Peer Mortgage Data (USPR)

\*\* 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: Beverly Bank AA					Evaluation Period: January 1, 2009 to December 31, 2011				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
<b>Full Review:</b>																					
Beverly AA	169	100.0	5.19	4.14	18.83	18.34	37.58	49.70	38.08	27.81	0.11	0.19	0.17	0.14	0.06						

\* Based on 2010 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 (2010).

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

Geographic Distribution: SMALL LOANS TO FARMS												Geography: BEVERLY BANK AA		E valuation Period: January 1, 2009 to December 31, 2011		
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Beverly AA	0	0.00	3.07	0.00	18.13	0.00	43.41	0.00	35.40	0.00	0.00	0.00	0.00	0.00	0.00	

\* Based on 2010 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 (2010).

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

Borrower Distribution: HOME PURCHASE		Geography: BEVERLY BANK AA				Evaluation Period: July 1, 2007 to December 31, 2011					Market Share <sup>*</sup>				
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 <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>					
<b>Full Review:</b>															
Beverly AA	2,345	100.0	25.18	14.63	18.97	28.49	21.29	25.93	34.56	30.95	0.00	0.00	0.00	0.00	0.00

<sup>\*</sup> Based on 2010 Peer Mortgage Data (USPR)

<sup>\*\*</sup> 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.

<sup>\*\*\*</sup> Percentage of Families is based on the 2000 Census information.

<sup>\*\*\*\*</sup> As a percentage of loans with borrower income information available.

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

Borrower Distribution: HOME IMPROVEMENT			Geography: BEVERLY BANK AA				Evaluation Period: July 1, 2007 to December 31, 2011					Market Share <sup>*</sup>				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Beverly AA	25	100.0	25.18	20.00	18.97	16.00	21.29	24.00	34.56	40.00	0.00	0.00	0.00	0.00	0.00	

<sup>\*</sup> Based on 2010 Peer Mortgage Data (USPR).

<sup>\*\*</sup> 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.

<sup>\*\*\*</sup> Percentage of Families is based on the 2000 Census information.

<sup>\*\*\*\*</sup> As a percentage of loans with borrower income information available.

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

Borrower Distribution: HOME MORTGAGE REFINANCE												Geography: BEVERLY BANK AA		Evaluation Period: July 1, 2007 to December 31, 2011		
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>*</sup>					
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Beverly AA	2,778	100.0	25.18	3.31	18.97	10.73	21.29	22.21	34.56	63.57	0.0`	0.02	0.00	0.00	0.02	

<sup>\*</sup> Based on 2010Peer Mortgage Data (USPR)

<sup>\*\*</sup> 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.

<sup>\*\*\*</sup> Percentage of Families is based on the 2000 Census information.

<sup>\*\*\*\*</sup> As a percentage of loans with borrower income information available. Income information was not available for 0.18% of borrowers.

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

Borrower Distribution: SMALL LOANS TO BUSINESSES				Geography: Beverly Bank AA		Evaluation Period: January 1, 2009 to December 31, 2011			
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Beverly AA	169	100.0	64.43	49.70	44.97	26.63	28.40	0.11	0.18

\* Based on 2010 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.

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2010).

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

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

Borrower Distribution: SMALL LOANS TO FARMS		Geography: Beverly Bank AA		Evaluation Period: January 1, 2009 to December 31, 2011					
Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$1 Million or Less
<b>Full Review:</b>									
Beverly AA	0	0.00	94.90	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2010 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 D&B - 2010).

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

**Table 13. Geographic and Borrower Distribution of Consumer Loans (Institution's Option)**

Geographic and Borrower Distribution: CONSUMER LOANS																			Geography: BEVERLY BANK AA																			Evaluation Period: January 1, 2009 to December 31, 2011																		
Assessment Area:	Geographic Distribution										Borrower Distribution																																													
	Total Consumer Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers																																							
	#	% of Total	% of Hhlds	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds*	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans																																						
<b>Full Review:</b>																																																								
Beverly AA	132	100.0	9.43	2.27	27.94	65.15	39.01	22.73	23.61	9.85	27.08	42.42	17.88	40.15	19.31	12.88	35.73	4.55																																						

\* Consumer loans originated and purchased in the MA/AA as a percentage of all consumer loans originated and purchased in the rated area.

\*\* Percentage of Households is based on the 2000 Census Information.

**Table 14. Qualified Investments**

QUALIFIED INVESTMENTS		Geography: Beverly Bank AA		Evaluation Period: September 30, 2007 to March 31, 2012					
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Beverly AA	5	338	59	2922	64	3260	100	1	680

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

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

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

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS Geography: BEVERLY BANK AA Evaluation Period: January 1, 2009 to December 31, 2011																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Beverly AA	100.00	2	0	0	0	50	50	0	0	0	0	0	0	11.09	30.78	37.48	20.65