INTERMEDIATE SMALL BANK

PUBLIC DISCLOSURE

March 18, 2019

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Auto Club Trust, FSB
Charter Number: 715850
1 Auto Club Drive
Dearborn, MI 48126

Office of the Comptroller of the Currency
200 Public Square Suite 1610
Cleveland, OH 44114-2301

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

Overall CRA Rating: Satisfactory

The Lending Test is rated: Satisfactory
The Community Development Test is rated: Satisfactory

The major factors supporting the institution's rating are:

- The loan-to-deposit (LTD) ratio is reasonable and meets the standard for satisfactory performance.

- Lending to borrowers of different incomes demonstrates a reasonable distribution of home mortgage loans among borrowers of different incomes and meets the standard for satisfactory performance.

- The geographic distribution of home loans demonstrates a reasonable distribution of loans throughout the assessment area (AA) and meets the standard for satisfactory performance.

- The bank's community development (CD) performance demonstrates adequate responsiveness to CD needs in its AAs based upon its record of qualified loans, investments, and services, and its capacity to participate.

- The bank received no complaints pertaining to its performance in helping meet the credit needs within either of its AA.

- The bank's low lending activity within its AAs is consistent with its business model of serving customers in the 11 state region that the Auto Club Group (ACG) serves and had a neutral impact on our geographic distribution performance conclusions.

Definitions and Common Abbreviations

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

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

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

Census Tract (CT): A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts generally have a population between 1,200 and 8,000 people, with an optimal size of 4,000 people. 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 Small Business Administration Development Company or Small Business Investment Company programs size eligibility standards or have gross annual revenues of $1 million or less; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities under HUD Neighborhood Stabilization Program criteria that benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or outside the assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

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 conduct 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 applicants, the amount of loan requested, the disposition of the application (e.g., approved, denied, and withdrawn, 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 five years and used to determine the income level category of geographies. Also, the median income determined by the Federal Financial Institutions Examination Council (FFIEC) 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 Core Based Statistical Area that contains an urbanized population of at least 2.5 million. A Metropolitan Division consists of one or more main/secondary counties that represent an employment center or centers, plus adjacent counties associated with the main/secondary county or counties through commuting ties.

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

Auto Club Trust, FSB (ACT) is a $505.8 million federally chartered thrift institution headquartered in Dearborn, Michigan. ACT is a wholly owned subsidiary of Auto Club Insurance Association (ACIA), and Auto Club Services, Inc. (ACS), which own 80.4 and 19.6 percent, respectively. ACS is 100 percent owned by ACG. ACIA, ACG, and ACS all operate under the American Automobile Association (AAA) brand.

ACT operated one banking office in Michigan and three offices in Omaha, Nebraska until 2017, when the bank changed its strategy to focus on delivering banking services electronically to its members throughout the same 11 state region that ACG services. This resulted in the closure of all its Nebraska offices during 2017 and made Wayne County, Michigan the bank's only AA. For additional details on the AAs, please refer to the Community Profile sections in *Appendix C* of this report.

ACT has one branch office located at its headquarters in Dearborn, Michigan, which is not easily visible. It is a full-service branch with an ATM but no drive-up and is located in an upper-income census tract (CT). Of the three Omaha, Nebraska branches closed during 2017, two were in middle-income CTs while the other was located in an upper-income CT. All three locations were full-service branches with no drive-up services. Two of the three branches offered ATM access.

ACT offers a range of traditional deposit and loan products and services, including checking, savings, certificates of deposit and individual retirement accounts, along with residential mortgage loans and automobile loans. The bank also offers trust and investment products and free access to online, mobile, and telephone banking services.

ACT's loan portfolio consists primarily of real estate loans secured by 1-4 family residential properties and consumer loans. As of December 31, 2018, the bank's loan portfolio totaled $335.1 million, of which 69.8 percent was secured by 1-4 family residential mortgage loans and 30.2 percent was consumer loans. ACT's loan portfolio represents 66.3 percent of total assets as of December 31, 2018. Tier One Capital equals $57.4 million or 11.4 percent of total assets.

There are no legal, financial, or other factors impeding the bank's ability to help meet the credit needs of the communities it serves. ACT received a "Satisfactory" rating at the prior Community Reinvestment Act (CRA) evaluation dated March 30, 2015.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This Performance Evaluation assesses ACT's record of meeting the credit and CD needs of the communities in which it operates. We performed a full-scope review using intermediate-small bank CRA procedures, which included a lending test and a CD test. The lending test evaluates the bank's record of meeting the credit needs of the bank's AA through its lending activities and uses home mortgage loans reported by the bank under the Home Mortgage

Disclosure Act (HMDA). The CD test evaluates the bank's responsiveness to CD needs in its AA through qualified CD lending, investments and services. The evaluation period for both lending and CD activity covers January 1, 2016 to December 31, 2018.

We evaluated ACT's lending performance for the year 2016 separately from the years 2017 and 2018 due to changes resulting from the Federal Financial Institutions Examination Council's (FFIECs) analysis of the American Community Survey (ACS) data that became effective on January 1, 2017. The ACS data resulted in updated population and housing demographic information, as well as changes to the income designations of some CTs. Based on the bank's internal reports for lending activity during the evaluation period and discussions with senior management, we determined that the bank's primary lending focus during the evaluation period was home mortgage loans, which include home purchase, home refinance and home improvement loans. We assessed these loan types on a combined basis, in order to make the geographic and borrower home mortgage lending analysis more meaningful. The bank does not offer non-residential real estate, commercial or agricultural loans.

We also utilized other supporting information while evaluating ACT's CRA performance. Additional supporting information included 2010 U.S. Census data, 2015 ACS census data, internal bank records, deposit market share data, and information from governmental websites regarding the characteristics and economy of the bank's AAs. We also considered information from community contacts to help assess the needs of the bank's AA's and opportunities for financial institutions to lend and provide CD services within these areas.

Data Integrity

This evaluation is based on reported loan data and qualifying CD activities. Prior to the evaluation, we tested the accuracy of the bank's reported HMDA loans and determined the information to be accurate. We also reviewed CD loans, qualified investments, and CD services to ensure that they meet the regulatory definition for CD.

Selection of Areas for Full-Scope Review

ACT has two AAs within different states and we completed a full-scope review of both the Wayne County, Michigan and Douglas County, Nebraska AAs. Please refer to *Appendix C* for more information on these AAs.

Ratings

Given the bank's change in strategic focus to delivering banking products electronically, which resulted in the closure of all three Douglas County, Nebraska offices during the evaluation period and exiting that market, ACT's overall rating is based primarily on its performance within the Wayne County AA. The rating for Michigan is based on the bank's lending performance in the Wayne County AA located in the Detroit-Warren-Dearborn MI Metropolitan Statistical Area (MSA). The rating for Nebraska is based on the bank's lending performance in the Douglas County AA located in the Omaha-Cedar Bluffs NE-IA MSA. In reaching our conclusion, we rated the bank based on the following performance criteria: loan to deposit ratio, lending within the AA, lending to borrowers of different incomes, geographic distribution of loans and CD activities.

Discriminatory or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. §25.28(c) or §195.28(c), respectively, in determining a national bank's or federal savings association's (collectively, bank) 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. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau, as applicable.

The OCC has not identified that this institution has engaged in discriminatory or other illegal credit practices that require consideration in this evaluation.

The OCC will consider any information that this institution engaged in discriminatory or other illegal credit practices, identified by or provided to the OCC before the end of the institution's next performance evaluation in that subsequent evaluation, even if the information concerns activities that occurred during the evaluation period addressed in this performance evaluation.

Conclusions with Respect to Performance Criteria

Loan-to-Deposit Ratio

ACT's LTD ratio is reasonable and meets the standard for satisfactory performance. During the evaluation period, the bank's average quarterly LTD ratio was 83.4 percent, with quarterly ratios ranging from a low of 70.6 percent in the fourth quarter of 2016 to a high of 96.1 percent in the fourth quarter of 2017. ACT's performance was comparable to its peer bank performance, as their quarterly LTD ratios ranged from 82.9 percent to 92.5 percent for an average quarterly LTD ratio of 89.9 percent within the same period.

Lending in Assessment Area

This ratio is an institution wide calculation and is not calculated by an individual rating area or AA. A substantial majority of ACT's reportable mortgage loans were made outside of its AAs. This low percentage of loans inside the AAs correlates with ACT's regional home mortgage lending business strategy. The bank's business model and strategic focus is reliant upon delivering banking products electronically to AAA members throughout an 11 state region. As a result, the low percentage of lending in the AAs had a neutral impact on our lending test conclusion.

During the evaluation period, the bank originated or purchased 28.5 percent of the total number and 16.8 percent of the total dollar amount of its total home mortgage loans within its AAs.

Table 1 - Lending Inside and Outside of the Assessment Areas

Loan Category	Number of Loans				Total	Dollar Amount of Loans $(000s)				Total
	Inside		Outside			Inside		Outside		
	#	%	#	%	#	$	%	$	%	$(000s)
Home Mortgage										
2016	136	42.6	183	57.4	319	17,630	26.2	49,729	73.8	67,359
2017	71	19.0	303	81.0	374	10,365	10.2	91,608	89.8	101,973
2018	24	20.5	93	79.5	117	3,056	19.5	12,603	80.5	15,658
Total	**231**	**28.5**	**579**	**71.5**	**810**	**31,051**	**16.8**	**153,940**	**83.2**	**184,990**

Source: Evaluation Period: 1/1/2016 - 12/31/2018 Bank and HMDA Data. Due to rounding, totals may not equal 100.0

State Rating

State of Michigan

CRA rating for Michigan: Satisfactory

The lending test is rated: Satisfactory
The community development test is rated: Satisfactory

The major factors that support the rating for the State of Michigan include:

- Lending to borrowers of different incomes is reasonable.
- Geographic distribution of home mortgage loans throughout the AA is reasonable.
- ACT demonstrated adequate responsiveness to the community development needs of its AA.

Description of Institution's Operations in Michigan

ACT has one AA in Michigan. Please see the Wayne County AA community profile in *Appendix C* and the Description of Institution for details of this AA and the bank's operations.

Scope of Evaluation in Michigan

This analysis reflects a full-scope review of the one AA in this state. To develop our conclusions, we gave consideration to factors within the Wayne County community profile that would impact the bank's ability to lend within AA. We also considered the number of home mortgage loans originated or purchased by ACT during the review period.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MICHIGAN

ACT's performance in Michigan is Satisfactory for both the lending test and the CD test.

LENDING TEST

The bank's performance under the lending test in the State of Michigan is rated Satisfactory. Based on a full-scope review, the bank's performance in the Wayne County AA is reasonable.

Lending to Borrowers of Different Incomes

ACT's distribution of home mortgage loans within the AA reflects reasonable penetration among borrowers of different income levels.

In evaluating the borrower distribution of home mortgage loans, we noted that families with incomes below the poverty level was 16.7 percent in 2016 and 19.9 percent in 2017. People living in poverty, including low- and moderate-income families, often have difficulty qualifying for conventional home mortgage products without flexible terms or reduced closing costs. We also considered the age of the housing stock within the Detroit portion of the AA, as 99 percent of owner-occupied homes are over 35 years old and 61 percent were built prior to 1950. Older homes often cost more to maintain, frequently require significant repairs and are typically less energy efficient. All of these factors add to the overall cost of homeownership, which can affect the ability of low- and moderate-income individuals to qualify for home mortgage loans.

2016

The overall borrower distribution of home mortgage loans originated or purchased during 2016 is reasonable. ACT's percentage of home mortgage loans to low-income borrowers was significantly lower than the percentage of low-income families in the AA, but exceeded peer aggregate lending of 3.8 percent to low-income borrowers. ACT's percentage of loans to moderate-income borrowers significantly exceeded both the percentage of moderate-income families in the AA and the HMDA peer aggregate lending percentage to moderate-income borrowers.

Refer to Table P-1 in *Appendix D-4* for the facts and data used to evaluate the borrower distribution of the bank's loan originations and purchases.

2017-2018

The overall borrower distribution of home mortgage loans originated or purchased during the period is reasonable. ACT's percentage of home mortgage loans to low-income borrowers was 7.5 percent, which was significantly lower than the percentage of low-income families in the AA. However, ACT does exceed the 2017 peer aggregate lending percentage to low-income borrowers. ACT's percentage of home mortgage loans to moderate-income borrowers significantly exceeded both the percentage of moderate-income families in the AA and the HMDA peer aggregate lending percentage to moderate-income borrowers.

Refer to Table P-2 in *Appendix D-4* for the facts and data used to evaluate the borrower distribution of the bank's loan originations and purchases.

Geographic Distribution of Loans

The geographic distribution of home mortgage loans among geographies of different income levels is reasonable. For comparative purposes, we considered the percentage of owner-occupied housing units in low- and moderate-income CTs and aggregate peer geographic distribution data in the AA. In determining our ratings for each area, we gave consideration to factors detailed within *Appendix C – Community Profile of AA* section of this report that could affect the bank's ability to lend throughout each AA. These factors included competition and where the majority of the population and owner-occupied housing are located. For example, while 80.9 percent of housing units in the low-income areas of the Wayne County AA are single-family homes, only 27.8 percent of housing units in the AA's low-income areas are owner-occupied.

2016

ACT's distribution of home mortgage loans among geographies of different income levels during 2016 is reasonable. While the bank's percentage of loans in low-income CTs was lower than the percentage of owner-occupied housing units in low-income CTs, the bank exceeded the peer aggregate lending percentage of 1.5 percent. In moderate-income CTs, ACT's percentage is near the percentage of owner-occupied housing units and significantly exceeds the HMDA peer aggregate lending percentage.

Refer to Table O-1 in *Appendix D-3* for the facts and data used to evaluate the geographic distribution of the bank's loan originations and purchases.

2017-2018

ACT's distribution of home mortgage loans among geographies of different income levels during 2017 and 2018 is reasonable. The bank's percentage of home mortgage loans in low- or moderate-income census tracts of the AA was lower than the percentage of owner-occupied housing. However, peer banks also have difficulty lending in the AA's low- and moderate-income tracts as their percentage of loans is also below the percentage of owner-occupied housing. Notably, in both low- and moderate-income tracts, ACT exceeded the peer aggregate lending percentages of 2.3 and 7.6 percent, respectively. This demonstrates that the bank's lending is consistent with the lending patterns of peer mortgage lenders within the AA.

Refer to Table O-2 in *Appendix D-3* for the facts and data used to evaluate the geographic distribution of the bank's loan originations and purchases.

Responses to Complaints

ACT did not receive any complaints pertaining to the Community Reinvestment Act during the evaluation period.

COMMUNITY DEVELOPMENT TEST

The bank's performance under the community development test in the State of Michigan is rated Satisfactory. The overall level of CD performance demonstrates adequate responsiveness to needs in its assessment area.

Number and Amount of Community Development Loans

ACT demonstrated an adequate responsiveness to the CD needs and opportunities in the Wayne County AA. ACT is a participating institution in the Detroit Home Mortgage lending consortium, which is a partnership with the Michigan State Housing Development Authority (MSHDA). The program was established in 2016 and ACT increased its participation in the program each year, from $55,151 in 2017 to $129,394 in 2018. Specifically, the bank participated in 63 loans equating to $184,545. The primary factor affecting the bank's ability to originate CD loans within the AA was competition from large banks.

Number and Amount of Qualified Investments

The bank's responsiveness in meeting the CD investment needs of the Wayne County AA is adequate. ACT invested $550,000 in nine qualifying investments and donations during the evaluation period. Investments made during the evaluation period included:

- MSHDA Housing Revenue Bonds through Community Capital Management, Inc., totaling $474,665, which were used to refinance newly originated mortgage loans for the construction, permanent financing, or acquisition and rehabilitation of housing developments. The fund targeted ACT's investment in six properties located in Wayne County, which provide affordable housing for low- to moderate-income families.

- A $25,335 investment in a Small Business Administration Loan Pool used to finance a small business located in a HUB-Zone and a low-income CT.

- Qualifying CD donations totaling $50,000 to seven local community organizations within Wayne County. The donations benefitted CD initiatives for affordable housing and social services to low- and moderate-income individuals.

Extent to Which the Bank Provides Community Development Services

Retail Services

The AA's one branch provides reasonable accessibility to banking services in low- and moderate-income CTs. While situated in an upper-income CT, the branch is adjacent to one moderate-income CT and is within two miles of nine low-income and four other moderate-income CTs. The bank's hours and days of operation, and available services are provided in a way that does not inconvenience any portions of the AA, including low- or moderate-income areas or individuals. Alternative delivery systems are available to further support access to financial services, such as an ATM that accepts deposits, and several free banking options, such as online or telephone banking, mobile banking, deposit capture and bill pay.

Community Development Services

ACT demonstrates an adequate level of responsiveness to community needs by providing a variety of CD services through financial and technical expertise to non-profit groups involved in affordable housing, social services for low- or moderate-income individuals, and financial literacy through the following activities:

- Sitting on the board of a non-profit organization primarily focused on providing year round tax assistance and counseling services to low- and moderate-income households.

- Teaching a homebuyer education workshop in a moderate-income area.

- Presenting a financial literacy seminar to residents of government-subsidized housing in a low-income area.

- Providing technical assistance to a coalition of financial institutions and community organizations established to bring financial services to the unbanked and underserved populations in the AA.

Additionally, employees participated in other non-qualifying volunteer, outreach, and fundraising service activities that benefitted low- and moderate-income individuals and non-profit organizations located within the bank's AA.

Responsiveness to Community Development Needs

Considering the bank's capacity, community needs, and the availability of CD opportunities, the bank's CD performance, through CD loans, investments, and services demonstrates an adequate responsiveness to the needs of the AA. There are a large number of financial institutions in the AA with greater capacity to provide CD investments and services. However, there are opportunities for ACT to provide CD loans, investments and services within its capacity.

State Rating

State of Nebraska

CRA rating for Nebraska: Satisfactory

The lending test is rated: Satisfactory
The community development test is rated: Satisfactory

The major factors that support this rating include:

- Lending to borrowers of different incomes is excellent.

- Geographic distribution of home mortgage loans throughout the AA is reasonable.

- ACT demonstrated adequate responsiveness to the CD needs and opportunities of the AA.

Description of Institution's Operations in Nebraska

ACT has one AA in Nebraska and was a participating institution in the Omaha 100, which is a consortium of seven institutions partnering to provide affordable home mortgages in the Omaha area with the goal of promoting homeownership among low- and moderate-income borrowers. Please see the Douglas County AA community profile in *Appendix C* and the Description of Institution for details of this AA and the bank's operations.

Scope of Evaluation in Nebraska

This analysis reflects a full-scope review of the one AA in this state. However, as ACT closed two of its three branches in May 2017 and fully exited the Douglas County AA with the closure of its last branch on December 31, 2017, we placed less weight on the results of their lending and CD tests in developing our overall conclusion.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NEBRASKA

ACT's performance in Nebraska is satisfactory for both the lending test and the CD test.

LENDING TEST

The bank's performance under the lending test in the State of Nebraska is rated Satisfactory. Based on a full-scope review, the bank's performance in the Douglas County AA is reasonable. As the bank closed its three Nebraska branches in 2017, we place more weight on the 2016 data to arrive at this conclusion.

Lending to Borrowers of Different Incomes

ACT's distribution of home mortgage loans to low- and moderate-income individuals within the AA reflects excellent penetration among borrowers of different income levels.

<u>2016</u>

The overall borrower distribution of home mortgage loans originated or purchased during 2016 is excellent. ACT's percentage of loans to low- and moderate-income borrowers exceeded both the percentage of low- and moderate-income families in the AA and the peer aggregate lending percentage. The bank originated or purchased 71 home mortgage loans in the AA during 2016, of which 25.4 percent were to low-income borrowers and 23.9 percent were to moderate-income borrowers.

Refer to Table P-3 in *Appendix D-6* for the facts and data used to evaluate the borrower distribution of the bank's loan originations and purchases.

<u>2017</u>

ACT's overall borrower distribution of home mortgage loans in 2017 is considered reasonable. The bank's proportionate lending to low-income families significantly exceeded both the percentage of low-income families in the AA and the peer aggregate percentage. ACT's percentage of home mortgage loans to moderate-income borrowers was slightly lower than both the percentage of moderate-income families in the AA and peer aggregate data. Given that ACT closed its three Nebraska branches during 2017, ACT's home mortgage loan activity was relatively low. Of the 31 home mortgage loans ACT made, 38.7 percent were to low-income borrowers and 16.1 percent were to moderate-income borrowers.

Refer to Table P-4 in *Appendix D-6* for the facts and data used to evaluate the borrower distribution of the bank's loan originations and purchases.

Geographic Distribution of Loans

The geographic distribution of home mortgage loans among geographies of different income levels is reasonable. For comparative purposes, we considered the percentage of owner-occupied housing units in low- and moderate-income CTs and peer performance data in the AA.

<u>2016</u>

ACT's distribution of home mortgage loans among geographies of different income levels during 2016 is reasonable. ACT's percentage of loans located in low-income CTs exceeded both the percentage of owner-occupied housing units and the peer aggregate lending percentage in low-income CTs. In moderate-income CTs, ACT's percentage was near the percentage of owner-occupied housing units and exceeded the peer aggregate lending percentage.

Refer to Table O-3 in *Appendix D-5* for the facts and data used to evaluate the geographic distribution of the bank's loan originations and purchases.

2017

ACT's distribution of home mortgage loans among geographies of different income levels during 2017 is excellent. The bank's percentage of residential real estate loans in low- or moderate-income census tracts of the AA exceeded both the percentage of owner-occupied housing and the aggregate peer lending percentages in these geographies. While ACT's distribution of residential home mortgage loans among geographies of different income levels during 2017 indicates excellent performance, these percentages are based upon only 31 loans originated during the year.

Refer to Table O-4 in *Appendix D-5* for the facts and data used to evaluate the geographic distribution of the bank's loan originations and purchases.

Responses to Complaints

ACT did not receive any complaints pertaining to the Community Reinvestment Act during the evaluation period.

COMMUNITY DEVELOPMENT TEST

The bank's performance under the community development test in the State of Nebraska is rated Satisfactory. The overall level of CD performance demonstrates adequate responsiveness to needs in its assessment area.

Number and Amount of Community Development Loans

The bank's CD lending had a neutral impact on the lending performance within the AA. During the evaluation period, ACT did not originate any CD loans, which is a result of the bank's strategic plan to consolidate its operations in Michigan and exit the Douglas County AA during 2017.

Number and Amount of Qualified Investments

The bank's performance of meeting the CD investment needs of Douglas County is adequate. ACT invested $532,500 in six qualifying investments and donations during the evaluation period. The investments and donations are detailed below:

- Four investments in Fannie Mae and Freddie Mac loan pools through Community Capital Management, Inc., totaling $500,000. The pools are comprised of loans to low- and moderate-income first-time, repeat, and refinancing home borrowers. Four of the loans were made within the Douglas County AA.

- Qualifying CD donations totaling $32,500 to two local community organizations within Douglas County. The donations benefitted CD initiatives for social services to low- and moderate-income individuals.

Extent to Which the Bank Provides Community Development Services

Retail Services

The AA's branches provided reasonable access to banking services to low- and moderate-income individuals. While all of the bank's branches were situated in upper- or middle-income CTs, one branch was adjacent to a moderate-income CT and within two miles of two other moderate-income CTs. One other branch was also within two miles of one low- and two moderate-income CTs. The bank's hours and days of operation, and available services were provided in a way that did not inconvenience low- or moderate-income individuals. Products and services offered were comparable among locations. Alternative delivery systems were available to further support access to financial services, such as deposit taking ATMs and several free banking options, such as online or telephone banking, mobile banking, deposit capture and bill pay.

Community Development Services

Bank personnel provided an adequate level of community development services within the AA. Employees participated in several qualified service activities targeted to low- and moderate-income individuals and geographies, such as:

- Participating as a member of the housing and development committee of a non-profit that works to stabilize and strengthen neighborhoods in decline and address housing needs for low-income households.

- Serving as an executive team member of a non-profit organization with a primary focus of increasing the understanding and use of financial services in low-income communities.

- Participating in a non-profit sponsored financial education program targeted to high school students from low- and moderate-income families.

Responsiveness to Community Development Needs

Considering the bank's capacity, community needs, and the availability of CD opportunities, the bank's CD performance, through CD loans, investments, and services demonstrates an adequate responsiveness to the needs of the AA.

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").

Time Period Reviewed	Lending Test (excludes CD loans): (01/01/16 to 12/31/18) Investment, Service Tests and CD Loans: (01/01/16 to 12/31/18)	
Financial Institution		**Products Reviewed**
Auto Club Trust, FSB (ACT) Dearborn, MI		Residential Mortgage Loans
List of Assessment Areas and Type of Examination		
Assessment Area	**Type of Exam**	**Other Information**
Michigan - Wayne County	Full-Scope	Part of the Detroit-Warren-Dearborn, MI MSA.
Nebraska - Douglas County	Full-Scope	Part of the Omaha-Council Bluffs NE-IA MSA.

Appendix B: Summary of Multistate Metropolitan Area and State Ratings

Overall Bank:	Lending Test Rating	Community Development Test Rating	Overall Bank/State/ Multistate Rating
Auto Club Trust, FSB	Satisfactory	Satisfactory	Satisfactory
Multistate Metropolitan Area or State:			
Michigan	Satisfactory	Satisfactory	Satisfactory
Nebraska	Satisfactory	Satisfactory	Satisfactory

Appendix C: Community Profiles for Full-Scope Areas

State of Michigan

Table A – Demographic Information of the Assessment Area

Assessment Area: Wayne County, MI 2016

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	611	17.5	28.5	23.6	28.8	1.6
Population by Geography	1,820,584	12.5	27.1	25.9	34.5	0.0
Housing Units by Geography	826,328	15.0	28.5	25.7	30.8	0.0
Owner-Occupied Units by Geography	464,603	7.4	21.8	28.5	42.2	0.0
Occupied Rental Units by Geography	226,340	23.0	34.9	23.7	18.3	0.0
Vacant Units by Geography	135,385	27.8	40.4	19.2	12.5	0.1
Businesses by Geography	80,676	10.4	18.9	27.0	43.1	0.6
Farms by Geography	1,427	5.5	15.8	25.2	53.4	0.0
Family Distribution by Income Level	441,506	24.6	15.8	17.7	41.9	0.0
Household Distribution by Income Level	690,943	26.0	15.1	16.4	42.5	0.0
Median Family Income MSA - 19804 Detroit-Dearborn-Livonia, MI MD		$52,946	Median Housing Value			$124,506
			Median Gross Rent			$770
			Families Below Poverty Level			16.7%

Source: 2010 US Census and 2016 D&B Data. Due to rounding, totals may not equal 100.0. (*) The NA category consists of geographies that have not been assigned an income classification.

Table B – Demographic Information of the Assessment Area

Assessment Area: Wayne County, MI 2017-18

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	611	20.6	28.5	19.8	28.3	2.8
Population by Geography	1,778,969	16.0	26.5	22.6	34.4	0.5
Housing Units by Geography	817,593	18.6	28.0	21.5	31.1	0.8
Owner-Occupied Units by Geography	420,277	10.0	21.5	24.6	43.6	0.3
Occupied Rental Units by Geography	246,998	24.3	32.0	21.0	21.7	1.0
Vacant Units by Geography	150,318	33.0	39.9	13.6	11.9	1.6
Businesses by Geography	82,990	11.6	19.5	21.4	46.4	1.0
Farms by Geography	1,493	7.7	16.0	24.9	51.2	0.2
Family Distribution by Income Level	416,796	25.9	15.2	16.4	42.5	0.0
Household Distribution by Income Level	667,275	27.4	14.3	15.3	43.0	0.0
Median Family Income MSA - 19804 Detroit-Dearborn-Livonia, MI MD		$52,733	Median Housing Value			$88,250
			Median Gross Rent			$803
			Families Below Poverty Level			19.9%

Source: 2015 ACS Census and 2017 D&B Data. Due to rounding, totals may not equal 100.0. (*) The NA category consists of geographies that have not been assigned an income classification.

Wayne County AA

ACT's AA within the state of Michigan consists of Wayne County. Wayne County is a part of the Detroit-Dearborn-Livonia, MI Metropolitan Division (MD) within the Detroit-Warren-Dearborn, MI MSA. The AA does not arbitrarily exclude any low- or moderate-income CTs. The AA is located in southeastern Michigan and offers a combination of both urban and suburban neighborhoods. Detroit is the primary city within the AA and contains most of the AA's low- and moderate-income CT's. Based on the 2010 US Census data, the Wayne County AA consists of 611 CTs, including 107 low-income CTs, 174 moderate-income CTs, 144 middle-income CTs and 176 upper-income CTs. Ten CTs have no income designation. As of the 2015 ACS US Census, the AA still consisted of 611 CTs; however, the number of low-income CTs increased to 126, middle-income CTs decreased to 121, upper-income CTs decreased to 173, and CTs with no income designation increased to 17.

According to the 2015 ACS U.S. Census, the AA contains approximately 17.8 percent of the state's population, which equates to 1,778,969 persons and 416,796 families. Compared to the 2010 U.S. Census data, the number of persons and the number of families declined by 2.3 percent and 5.9 percent, respectively. In aggregate, 40.4 percent of families in the AA were designated low- or moderate-income based on 2010 U.S. Census Data, which increased to 41.1 percent according to the 2015 ACS Census. Additionally, the 2010 U.S. Census showed 16.7 percent of families lived below the poverty level. This percentage increased to 19.9 as of the 2015 ACS Census. Living below poverty creates a barrier for home ownership, making it especially difficult for this segment of the low-income population to afford and maintain a home. Please see the tables above for additional detail on the percentage of families in each income level within the AA. The AA experienced a 9.5 percent reduction in the number of owner-occupied housing units over the evaluation period, from 464,603 to 420,777; however, the percentage of owner-occupied housing units in low-income tracts increased from 7.4 percent as of the 2010 U.S. Census to 10.0 percent at the 2015 ACS Census. Further, the AA's median housing value experienced a significant decrease of 29.1 percent from $124,506 to $88,250 as of the 2015 ACS Census, while the median family income within the Detroit-Dearborn-Livonia, MI MD declined slightly to $52,733 during the period.

Better opportunities for mortgage lending exist in the middle- and upper-income CTs within this AA, as those geographies contained over 68 percent of the owner-occupied housing units in the AA during the evaluation period. Conversely, the greatest percentages of rental and vacant households are in low- and moderate-income CTs. Furthermore, households considered to be below the poverty level are primarily located within the low- and moderate-income CTs of the AA.

The AA's economy has steadily improved during the three year period as measured by the unemployment rate; however, it still lags behind the state and national unemployment rates. According to the U.S. Bureau of Labor Statistics, Wayne County's unadjusted unemployment rate was 6.3 percent at the start of 2016 compared to 4.9 percent for the state of Michigan. As of December 31, 2018, the AA's unemployment rate fell to 5.0 percent but still exceeded the state and the national unemployment rates of 4.0 percent and 3.9 percent, respectively. For both census years, the majority of businesses within the AA operate with less than five employees, at a single location and have annual revenues of less than one million. Services and retail trade business sectors encompassed over 61 percent of employers in the AA during the evaluation period. Major employers include Ford Motor Company, Beaumont Health, Trinity Health, Dearborn Public Schools, and Henry Ford Health System. According to the 2010 US Census and the 2015 ACS Census, the percentage of households that derive their income from wages or salaries declined from 70.6 percent to 67.98 percent, while the percentage of households that receive social security and public assistance increased from 35.51 percent to 37.47 percent.

Wayne County has a competitive banking environment. According to the June 30, 2018 FDIC Deposit Market Share Report there are 22 institutions with 312 offices serving the county. ACT has the 10th largest deposit market share with 0.67 percent compared to the June 30, 2016 report when they were 11th with 0.5 percent. While ACT controls a small portion of deposits in the AA, they have experienced growth, increasing deposits by 35.4 percent to $365.3 million as of June 30, 2018. JPMorgan Chase, Comerica, Bank of America, PNC and Citizens are the top institutions in terms of market share, controlling 90.6 percent of deposits in the AA and operating 202 offices. The 2016 peer mortgage data shows 438 lenders (including non-depository institutions) originated or purchased loans within the AA. The 2017 peer mortgage data shows a slight decrease in lenders that originated or purchased loans in the AA at 419. According to the 2015 ACS Census data, the top five lenders accounted for 29.6 percent of the number of loans originated or purchased. ACT is ranked 116th with 0.1 percent of the mortgage loan market share.

We considered information obtained from two community organizations within the AA in order to gain an understanding of the CD needs and credit opportunities of the AA. Specifically, we met with representatives from two affordable housing organizations, who identified small home repair grants/loans, rehabilitation of existing homes, and more flexible and creative small dollar mortgages, as credit needs of the AA. Other opportunities include investing in the operation of the affordable housing organization, providing support for emergency utility assistance, and funding homeownership counseling and financial education programs. We also noted that the 2015-2019 Detroit Consolidated HUD plan reported the largest housing need to be affordable housing that would reduce the cost burden for low- and moderate-income families. It is expected that growth in low-skilled jobs will outpace medium and high-skilled job growth. Per the plan, approximately 20 percent of low-income households spend over 50 percent of their gross income on housing expenses. The plan also reports that 99 percent of owner-occupied housing and 97 percent of renter-occupied housing was built before 1980, with 61 percent of owner-occupied housing being built before 1950. This indicates a high need for housing rehabilitation in the Wayne County AA. Accordingly, housing rehabilitation and increased affordable housing for low- and moderate-income households are stated goals of the city's strategic plan.

State of Nebraska

Table A – Demographic Information of the Assessment Area
Assessment Area: Douglas County, NE 2016

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	156	17.9	21.8	32.7	26.9	0.6
Population by Geography	517,110	13.8	22.6	33.7	29.5	0.5
Housing Units by Geography	215,656	14.5	24.3	35.7	25.4	0.1
Owner-Occupied Units by Geography	127,698	9.0	18.5	38.0	34.6	0.0
Occupied Rental Units by Geography	70,712	21.0	32.8	33.9	12.2	0.2
Vacant Units by Geography	17,246	28.6	32.1	26.4	12.2	0.6
Businesses by Geography	33,315	8.8	19.3	37.9	33.2	0.6
Farms by Geography	961	4.2	13.3	45.8	36.6	0.1
Family Distribution by Income Level	123,927	22.8	17.2	21.3	38.6	0.0
Household Distribution by Income Level	198,410	25.8	17.3	17.7	39.2	0.0
Median Family Income MSA – 36540 Omaha-Council Bluffs, ME-IA MD		$69,538	Median Housing Value			$146,775
			Median Gross Rent			$729
			Families Below Poverty Level			9.4%

Source: 2010 US Census and 2016 D&B Data. Due to rounding, totals may not equal 100.0. (*) The NA category consists of geographies that have not been assigned an income classification.

Table B – Demographic Information of the Assessment Area
Assessment Area: Douglas County, NE 2017

Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	156	17.3	24.4	33.3	25.0	0.0
Population by Geography	537,655	13.6	24.4	34.8	27.2	0.0
Housing Units by Geography	225,046	13.9	24.9	36.8	24.4	0.0
Owner-Occupied Units by Geography	128,781	7.6	21.8	37.0	33.5	0.0
Occupied Rental Units by Geography	79,760	20.9	29.6	37.7	11.8	0.0
Vacant Units by Geography	16,505	29.1	26.4	30.8	13.7	0.0
Businesses by Geography	33,594	8.0	18.1	44.2	29.7	0.0
Farms by Geography	951	3.7	14.4	46.9	35.0	0.0
Family Distribution by Income Level	129,038	23.0	17.8	19.7	39.5	0.0
Household Distribution by Income Level	208,541	26.1	16.6	17.8	39.5	0.0
Median Family Income MSA – 36540 Omaha-Council Bluffs, NE-IA MSA		$73,632	Median Housing Value			$151,602
			Median Gross Rent			$824
			Families Below Poverty Level			10.5%

Source: 2015 ACS Census and 2017 D&B Data. Due to rounding, totals may not equal 100.0. (*) The NA category consists of geographies that have not been assigned an income classification.

Douglas County AA

ACT's Nebraska AA is comprised of Douglas County, which is part of the Omaha-Council Bluffs NE-IA MSA. The AA is situated on the state's eastern border with Iowa along the Missouri River. Douglas County includes Omaha, making it Nebraska's most populous county, housing over one quarter of the state's residents. Based on the 2010 U.S. Census data, the Douglas County AA consists of 156 CTs, including 28 low-income CTs, 34 moderate-income CTs, 51 middle-income CTs, 42 upper-income CTs and one CT without an income designation. As of the 2015 ACS Census, the AA contained 27 low-income CTs, 38 moderate-income CTs, 52 middle-income CTs, and 39 upper-income CTs. The area presents opportunities for urban, suburban and rural living. The AA does not arbitrarily exclude low-or moderate-income areas. As noted in the Description of Institution section above, ACT exited this AA in December 2017.

When comparing the data from 2010 U.S. Census and the 2015 ACS Census, both the number of persons and families increased approximately 4.0 percent, to 537,655 and 129,038 respectively. However, the AA experienced a less than one percent increase in the number of owner-occupied housing units during the same period and the total percentage of low- or moderate-income families in the AA increased from 40.0 percent to 40.8 percent. The 2015 ACS demographics also indicate that 2,950 more families in the AA live below the poverty level when compared to the 2010 U.S. Census. The percentage of families in each income level within the AA are identified in the tables above. The AA's median home value as of the 2015 ACS Census experienced a 3.3 percent increase over the 2010 U.S Census data, to $151,602, while median family income increased 5.9 percent, from $69,538 to $73,632.

A majority of non-farm businesses in the AA are small. According to 2016 and 2017 Dun & Bradstreet data, the percentage of businesses located in the AA with less than $1 million in gross annual revenues is approximately 79 percent. For both census years, most non-farm businesses operating in the AA had less than five employees and operated from a single location. The area is characterized by the service sector, accounting for 47.4 percent of businesses. Secondary industries in the area are retail, financial services and construction. Major employers include the Nebraska Medical Center, Offutt Air Force Base, and the University of Nebraska Medical Center.

Mortgage lending opportunities are more predominant within the middle- and upper-income CTs of this AA, with over 70 percent of the owner-occupied housing units located in these CTs during the evaluation period. Although the number of owner-occupied housing units in low- and moderate-income CTs increased by 2,745 between the 2010 U.S. Census and the 2015 ACS Census, the percentage of households in low-income CTs living below the poverty level also increased from 28.9 percent to 35.6 percent, respectively. According to the 2010 U.S. Census and the 2015 ACS Census, the percentage of households that derive their income from wages or salaries declined from 81.5 percent to 80.8 percent, respectively; while the percentage of households that rely on social security increased from 22.9 percent to 23.8 percent.

Douglas County enjoys a competitive banking environment, presenting consumers with multiple options of large and community banks, as well as credit unions to serve their needs. The FDIC Deposit Market Share Report as of June 30th, 2017 reports 34 depository institutions with 186 branches service the area. Leading lending institutions in the area include First National Bank of Omaha and Mutual of Omaha Bank, which total 52.3 percent of the market. ACT achieved a 0.25 percent deposit market share in the AA, ranking them 26th, which is up slightly from a 0.24 percent share as of June 30th, 2016. Based on 2016 and 2017 mortgage loan data, ACT ranked 63rd and 83rd, respectively, among 309 and 302 lenders originating or purchasing home mortgage loans within the AA. ACT's market share represented less than one percent of the market in both years. The top five home mortgage loan lenders in the AA are larger banks, credit unions, and mortgage companies, which hold a combined 38.3 percent share of the market.

Economic growth in the area kept pace with the rest of Nebraska. According to Moody's Analytics, the area is in a late expansion stage of the business cycle, noting that while the Omaha MSA enjoys a relatively low cost of living and a skilled workforce, it is highly exposed to the weak farm sector, and that some industries are experiencing labor shortages. According to the U.S. Department of Labor's Bureau of Labor Statistics database, the unadjusted average annual unemployment rate for Douglas County was 3.2 percent, as compared to a statewide rate of 2.8 percent, and remained fairly consistent throughout the evaluation period.

We relied on a community representative to gain additional insight into the CD needs and credit opportunities within the AA. The community contact indicated that local economic conditions were fairly strong with a need for small business start-up financing and commercial development financing, as the city is trying to revitalize a large portion of the downtown area. Competition is significant for affordable housing lending opportunities and the need is less in the low- and moderate-income areas of the county because numerous investors rehabilitate and rent multi-family units.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (1) purchased loans are treated as originations/purchases; (2) “aggregate” is the percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area. 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. Tables are identified by both letters and numbers, which results from how they are generated in supervisory analytical systems.

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

Table C. **Branch and ATM Branch Distribution by Geography Income Level**
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 O. **Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography** - 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 aggregate peer data for the years the data is available.

Table P. **Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower** - 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 aggregate peer data for the years the data is available.

Table C 1- Branch and ATM Distribution by Geography Income Level

Assessment Area: Wayne County, MI 2016-18

Tract Income Level	Census Tracts		Population		Branches		ATMs		Opened Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	126	20.6	284,554	16.0	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	174	28.5	471,496	26.5	0	0.0	0	0.0	0	0.0	0	0.0
Middle	121	19.8	402,865	22.6	0	0.0	0	0.0	0	0.0	0	0.0
Upper	173	28.3	611,700	34.4	1	100.0	1	100.0	0	0.0	0	0.0
NA	17	2.8	8,354	0.5	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**611**	**100.0**	**1,778,969**	**100.0**	**0**	**100.0**	**0**	**100.0**	**0**	**100.0**	**0**	**100.0**

Source: 2015 ACS Census & 2018 Bank Data. Due to rounding, totals may not equal 100.0

Table C 2- Branch and ATM Distribution by Geography Income Level

Assessment Area: Douglas County 2016-17

Tract Income Level	Census Tracts		Population		Branches		ATMs		Opened Branches		Closed Branches	
	#	%	#	%	#	%	#	%	#	%	#	%
Low	27	17.3	73,312	13.6	0	0.0	0	0.0	0	0.0	0	0.0
Moderate	38	24.4	131,404	24.4	0	0.0	0	0.0	0	0.0	0	0.0
Middle	52	33.3	186,896	34.8	2	66.7	1	50.0	0	0.0	2	66.7
Upper	39	25.0	146,043	27.2	1	33.3	1	50.0	0	0.0	1	33.3
NA	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0	0	0.0
Totals	**156**	**100.0**	**537,655**	**100.0**	**3**	**100.0**	**0**	**100.0**	**0**	**100.0**	**3**	**100.0**

Source: 2015 ACS Census & 2018 Bank Data. Due to rounding, totals may not equal 100.0

Wayne County, Michigan AA Lending

Table O1 : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2016**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Wayne County AA	65	7,532	100.0	90	7.4	3.1	1.5	21.8	18.5	6.0	28.5	32.3	24.4	42.2	46.2	68.1	0.0	0.0	0.0

Source: 2010 U.S Census; 01/01/2016 - 12/31/2016 Bank HMDA Data, 2016 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Table O2 : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2017-18**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Wayne County AA	40	6,087	100.0	116	10.0	2.5	2.3	21.5	12.5	7.6	24.6	47.5	25.7	43.6	37.5	64.3	0.3	0.0	0.1

Source: 2015 ACS Census; 01/01/2017 - 12/31/2018 Bank HMDA Data, 2017 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Table P1: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																					2016
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers				
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate		
Wayne County AA	65	7,532	100.0	90	24.6	10.8	3.8	15.8	46.2	12.8	17.7	12.3	19.8	41.9	29.2	48.3	0.0	1.5	15.4		

Source: 2010 U.S Census; 01/01/2016 - 12/31/2016 Bank HMDA Data, 2016 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased for peer banks.

Table P2: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																					2017-18
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers				
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate		
Wayne County AA	40	6,087	100.0	116	25.9	7.5	3.8	15.2	32.5	13.3	16.4	17.5	21.0	42.5	42.5	47.6	0.0	0.0	14.3		

Source: 2015 ACS Census; 01/01/2017 - 12/31/2018 Bank HMDA Data, 2017 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Douglas County, Nebraska AA Lending

Table O3 : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2016**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Douglas County AA	71	10,098	100.0	63	9.0	14.1	4.8	18.5	18.3	13.3	38.0	23.9	37.8	34.6	43.7	44.1	0.0	0.0	0.0

Source: 2010 U.S Census; 01/01/2016 - 12/31/2016 Bank HMDA Data, 2016 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Table O4 : Assessment Area Distribution of Home Mortgage Loans by Income Category of the Geography **2017**

	Total Home Mortgage Loans				Low-Income Tracts			Moderate-Income Tracts			Middle-Income Tracts			Upper-Income Tracts			Not Available-Income Tracts		
Assessment Area:	#	$	% of Total	Overall Market	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate	% of Owner-Occupied Housing Units	% Bank Loans	Aggregate
Douglas County, AA	31	4,278	100.0	83	7.6	16.1	5.6	21.8	35.5	19.6	37.0	25.8	35.5	33.5	22.6	39.3	0.0	0.0	0.0

Source: 2015 ACS Census; 01/01/2017 - 12/31/2017 Bank HMDA Data, 2017 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Table P3: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2016
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Douglas County AA	71	10,098	100.0	63	22.8	25.4	7.2	17.2	23.9	16.7	21.3	18.3	19.9	38.6	31.0	38.4	0.0	1.4	17.8

Source: 2010 U.S Census; 01/01/2016 - 12/31/2016 Bank HMDA Data, 2016 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.

Table P4: Assessment Area Distribution of Home Mortgage Loans by Income Category of the Borrower																			2017
	Total Home Mortgage Loans				Low-Income Borrowers			Moderate-Income Borrowers			Middle-Income Borrowers			Upper-Income Borrowers			Not Available-Income Borrowers		
Assessment Area:	#	$	% of Total	Overall Market	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate	% Families	% Bank Loans	Aggregate
Douglas County AA	31	4,278	100.0	83	23.0	38.7	8.0	17.8	16.1	18.2	19.7	22.6	20.2	39.5	19.4	34.3	0.0	3.2	19.4

Source: 2015 ACS Census; 01/01/2017 - 12/31/2017 Bank HMDA Data, 2017 HMDA Aggregate Data. Due to rounding, totals may not equal 100.0. Aggregate percentages includes 1-4 family residential and manufactured homes, and combined home purchase, home refinance, and home improvement loans originated or purchased.