



PUBLIC DISCLOSURE

November 10, 2014

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Amegy Bank, National Association
Charter Number 17479

4400 Post Oak Parkway
Houston, TX 77027

Office of the Comptroller of the Currency

400 7th Street S.W.
Washington, DC 20219

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

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General Information and Overall CRA Rating

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

This document is an evaluation of the CRA performance of **Amegy Bank, National Association** (Amegy or the bank) issued by the OCC, the institution’s supervisory agency, for the evaluation period ending September 30, 2014. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

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

Overall CRA Rating

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

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

Performance Levels	Amegy Bank, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			X
High Satisfactory	X	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:

- A good distribution of loans to geographies of different income levels. The geographic distribution of small loans to businesses is good. The distribution of home purchase, home improvement, and home refinance loans is adequate.
- The overall borrower distribution of the bank’s lending is good. Distribution of home purchase and

home improvement loans is good. Distribution of home refinance loans is adequate. The distribution of small business loans is adequate.

- The level of community development lending positively impacted the bank's lending performance.
- The level of community development investments represents adequate responsiveness to development needs in the communities it serves.
- A good branch distribution system that is readily accessible to all individuals living in low and moderate-income geographies as well as a good level of 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 metropolitan area/assessment area.

Census Tract (CT) – 2000 Census: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Census Tract (CT) – 2010 Census: Small, relatively permanent statistical subdivisions of a county delineated by local participants as part of the U.S. Census Bureau's Participant Statistical Areas Program. The primary purpose of CTs is to provide a stable set of geographic units for the presentation of decennial census data. CTs generally have between 1,500 and 8,000 people, with an optimum size of 4,000 people.

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, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include additional 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 refinancing, 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) – 2000 Census: 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.

Median Family Income (MFI) – 2010 Census: The median income derived from the United States Census Bureau's American Community Survey data every 5 years and used to determine the income level category of geographies. Also, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, 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 (MD): 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 (MSA): 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 secured either by nonfarm or by 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 secured either 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

Amegy Bank, N.A. (Amegy), is a full service commercial bank headquartered in Houston, Texas. Amegy is an intrastate bank operating 82 branches in four assessment areas in Texas. The bank is a wholly-owned subsidiary of Zions Bancorporation (Zions), a multi-bank holding company headquartered in Salt Lake City, Utah. As of December 31, 2013, Zions had over \$56.03 billion in assets. Zions is comprised of five national bank affiliates (including Amegy), three state bank affiliates, and one national trust bank. Zions conducts business in the states of Arizona, California, Colorado, Idaho, Nevada, New Mexico, Oregon, Texas, Utah, Washington, and Wyoming. Amegy also has a wholly-owned mortgage subsidiary, Amegy Mortgage, LLC (Amegy Mortgage). We did not consider the banking activities of any of these affiliates in the evaluation of Amegy's performance under the CRA. A review of Amegy Mortgage's financial information from December 31, 2013 financial information indicate its assets and profitability would not have a significant influence on the bank's capacity to lend or invest in its assessment areas (AAs).

As of December 31, 2013 Amegy had total assets of \$13.6 billion, total loans of \$9.2 billion, and Tier 1 Capital of \$1.6 billion. According to the FDIC Deposit Market Share Report, dated June 30, 2013 Amegy had deposits of \$10.35 billion. Approximately 40.0 percent of the bank's loan portfolio is comprised of real estate secured loans. Loans secured by one to four family residential real estate totaled 36.8 percent of the portfolio compared to 34.17 percent secured by non-farm, non-residential properties. Commercial and industrial loans represent 21.8 percent of the portfolio.

Amegy offers a full range of banking services, including lending, investment, trust, international and cash management products and services to small- and medium-size commercial enterprises and individual customers. As of December 31, 2013 Amegy operates 82 full-service banking offices and 40 deposit-taking Automated Teller Machines (ATM) in Texas. Although the bank's business strategy is not limited to any one business endeavor, its primary focus is commercial banking with an emphasis on lending to mid-size and small businesses, along with energy lending. Amegy is a leader in SBA lending and in the top five SBA lenders in the Southwest region for years 2011-13. Amegy was named the leading Small Business Administration (SBA) 504 lender in the Houston District for 2013 and received the SBA Rising Star award, which is awarded to the lender with the biggest increase in SBA loan activity over the prior year, in 2011. These factors received consideration in our evaluation of the bank's performance under the Lending Test.

Competition in Amegy's AAs is strong. Numerous local, regional, and national banks, as well as credit unions, mortgage companies, and non-bank lenders are active in the state. Specifically, in the bank's Houston AA, the June 30, 2013, FDIC Deposit Market Share Report lists 96 financial institutions operating 1,417 branches. Other institutions such as JP Morgan Chase, Bank of America, N.A., Wells Fargo Bank, N.A., and Compass Bank compete strongly for deposits, home mortgage loans, small business loans, community development loans, and investment opportunities.

Scope of the Evaluation

Evaluation Period/Products Evaluated

We reviewed home mortgage and small business loans for the period of January 1, 2011 through December 31, 2013. Mortgage loans were comprised of home purchases, home improvement, and home

refinance loans. We did not evaluate multifamily or small farm loans, as they are not considered primary loan products for the bank. However, we did consider multifamily loans that meet the definition of community development (CD) as part of our CD lending evaluation. We reviewed community development loans, investments, and services for the period of February 6, 2012 through September 30, 2014.

Data Integrity

Prior to this CRA evaluation, we performed two data integrity examinations (September 2013 and September 2014) to ensure the accuracy of the bank's publicly-filed information for home mortgage loans, small loans to business, and small loans to farms. We also reviewed investments, services, and loans originated for community development purposes. Finally, we assessed the effectiveness of the bank's processes for collecting and reporting home mortgage, small business, and small farm loan data. We determined that the information collected and reported by the bank was substantially accurate. As such, we were able to rely on the data to complete this examination.

Selection of Areas for Full-Scope Review

We conducted a full scope review of the Houston AA, which is within the Houston-Sugar Land-Baytown MSA. The bank's headquarters, as well as 82 percent of its branches, are located in this AA. Approximately 92 percent of the bank's deposit base also comes from this AA. The vast majority of the bank's loan and investment activity also occurred in this AA, as shown in the CRA Performance Tables contained in Appendix C. This AA is clearly the most important in the bank's operations. As such, we will weight this AA the most heavily for the purpose of this evaluation.

We performed limited scope reviews for the Dallas-Plano-Irving MD AA (Dallas AA), the San Antonio MSA AA (San Antonio AA) and the TX non-MSA AA.

Ratings

The bank's overall rating is based primarily on the area that received a full-scope review.

In this evaluation, we placed more weight on the bank's performance in 2012 through 2013 than to its performance in 2011 to reach our conclusions. The overall rating is a blend of the bank's performance under the Lending, Investment, and Service Tests. For each test, the Houston AA carried the most weight as the full-scope AA. Also, when performing the Lending Test, we placed higher value on the bank's distribution of loans to small businesses, both by borrower income and geography, than the distribution of home mortgage loans. This is due to it being the bank's primary lending focus, and an expressed credit need in all assessment areas.

Other

As part of our community contact program, we conducted interviews with four organizations within the Houston AA to identify community needs. Our community contacts included:

- The local chapter of Habitat for Humanity, an organization that builds affordable homes and repairs existing homes for low-income families;
- A local homebuilder who is focused on making home ownership a reality for low- and moderate-

- income families within the Houston community;
- The Small Business Development Center of a local university that provides technical assistance to economic development corporations, and Chambers of Commerce in the development of new businesses; and
- A non-profit organization focused on assisting people in transition to overcome barriers to employment.

According to these individuals, some of the most pressing financial needs and opportunities for financial institutions in the Houston area are:

- More physical banking facilities located in low- and moderate-income tracts to reduce the prevalence of payday lending;
- Financial literacy classes for individuals and small business owners;
- Flexible loan products that are not so heavily reliant on a borrower's credit histories;
- More ATMs in LMI areas;
- Workforce development; and,
- Affordable housing.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 25.28(c), or 12 C.F.R. 195.28(c), in determining a national bank's (bank) or Federal Savings Association's (FSA) CRA rating, respectively, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank or FSA, or in any assessment area by an affiliate whose loans have been considered as part of the bank's or FSA's lending performance.

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

Further, section 1025 of the Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub. L. 111-203) assigns to the CFPB exclusive examination authority, and primary enforcement authority, to ensure compliance by banks and FSAs with Federal consumer financial laws, if the bank or FSA has more than \$10 billion in assets. The CFPB has not provided the OCC with any information about, or other evidence of, discriminatory or other illegal credit practices relative to this institution with respect to the Federal consumer financial laws.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

Amegy's performance under the Lending Test in Texas is rated High Satisfactory. Based on a full-scope review, the bank's overall performance in the Houston AA is good.

Lending Activity

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

Lending activity is good in the Houston and Dallas AAs and adequate in the San Antonio and Non-MSA AAs. Over 90 percent of the bank's deposit taking activities and 88 percent of lending activities occur in the Houston AA, so the evaluation of lending activity is primarily dependent on the bank's performance in that AA.

Houston AA

Lending activity is good in the Houston AA, considering the competition for reportable home mortgage loans and small loans to businesses. Approximately 88.6 percent of the bank's lending and 92.4 percent of deposits occur in the Houston AA. We assessed CRA performance over two census periods; January 1, 2011 to December 31, 2011 using U.S. census data from 2000, and January 1, 2012 to December 31, 2013 using U.S. Census Data from 2010. There were no substantive, relevant changes to the assessment area resulting from census changes from 2000 to 2010.

The bank originated or purchased 12,187 home mortgage, small business, small farm, and CD loans in the Houston AA that totaled more than \$2.3 billion during the review period. By number of loans made and reported, small loans to businesses accounted for 69.7 percent of the total volume, home mortgage loans were 29.6 percent, CD loans were 2.0 percent, and small loans to farms and multifamily housing loans were nominal amounts. This represents a significant amount of CRA reportable lending activity that meets a variety of credit needs in the community by providing financing to small businesses, individuals, households, nonprofits, small farms, builders of affordable housing, and others. However, due to low volumes, loans originated for multifamily units and loans to small farms were not included as part of our analysis.

Market share information for loans and deposits shows that Amegy operates in a highly competitive banking environment. Large financial institutions whose operations encompass the entire country are active in this AA. Based on number of loans, 2013 market share data for loans to small businesses indicated Amegy ranked 9th with a market share of 3.1 percent out of 162 lenders. The dominant small business lenders were American Express, JP Morgan Chase, Wells Fargo Bank, N.A, Bank of America, N.A, Capital One Financial Corporation, and Citigroup Inc., which together achieved a combined market share of 73.6 percent. For home improvement loans, Amegy ranked fourth among 232 reporting lenders, with a market share of 5.6 percent. The bank ranked 47th among 699 lenders for home

purchase loans, and 20th among 638 lenders for home refinancing loans. The bank's market share was less than 1.0 percent for both home purchase and home refinance loans. Wells Fargo Bank, N.A was the foremost lender for home purchase and home improvement loans, and JP Morgan Chase holds the same designation for home refinance loans. In terms of market rank and market share, the bank's lending activity in small business loans and home improvement loans was comparable to its deposit taking activity. These were the bank's two most important loan products evaluated under CRA in this evaluation period. As of June 30, 2013, Amegy ranked 6th among 96 depository institutions with a market share of 4.7 percent for deposits

Distribution of Loans by Income Level of the Geography

The geographic distribution of the bank's lending activity is good. As noted previously, we placed more weight on the bank's small loans to businesses. Small loans to farms and multifamily mortgage loans were minimal in number and no weight was given to those loans in the evaluation of the bank's performance.

Home Mortgage Loans

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

Geographic distribution of home purchase loans is adequate. The bank's geographic distribution of home purchase loans during 2012 and 2013 was adequate in low-income geographies, and poor in moderate-income geographies. We did not place significant weight on geographic distribution of home mortgage products to low income geographies since there are limited opportunities to originate home mortgage loans. Owner occupied housing units in low-income census tracts (CTs) represent only 4.52 percent of all owner-occupied units in this AA. The market share of home purchase loans in low-income geographies is excellent and exceeds the overall market share in moderate-income geographies. The bank's geographic distribution of home purchase loans for 2011 was consistent with its geographic distribution of these loans in 2012 through 2013.

Geographic distribution of home improvement loans is adequate. The bank's geographic distribution of home improvement loans in 2012 through 2013 was adequate. The percentage of loans in low-income geographies was well below the percentage of owner occupied units in these geographies. The portion of loans made in moderate-income geographies was below the demographic comparator. The bank's market shares in low- and moderate-income geographies is poor and excellent, respectively. These results are an improvement from 2011, when the loans to low-income and moderate-income geographies were respectively significantly below and well below the percentage of owner occupied units in these geographies. Furthermore, the bank's market share has improved.

Geographic distribution of home refinance loans is adequate. The bank's geographic distribution of home refinance loans during 2012 through 2013 was adequate. The portions of loans made in low- and moderate-income geographies were respectively significantly below and below the percentage of owner occupied units in these geographies. The bank's market share in low- and moderate-income geographies exceeds overall market share. The bank demonstrated improvement from 2011, when the percentage of loans for both low- and moderate-income geographies was significantly below the percentage of owner occupied units within these geographies.

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.

Geographic distribution of small loans to businesses is good. The bank's performance in 2012 and 2013 was weaker than the excellent performance noted in 2011, but was good overall. The portion of loans made in low-income geographies was below the percentage of businesses in those geographies, while the portion of loans made in moderate-income geographies substantially meets the distribution of businesses in those geographies, reflecting good performance. The bank's market share in low and moderate-income geographies was below and near to its overall market share, respectively.

Small Loans to Farms

The volume of small loans to farms was too low for meaningful analysis.

Lending Gap Analysis

We reviewed summary reports and maps, and analyzed Amegy's home mortgage, and small business lending activity over the evaluation period to identify any gaps in the geographic distribution of loans. We did not identify any unexplained conspicuous gaps. The bank's AAs consist of whole geographies, meet the requirements of the CRA regulation, and do not arbitrarily exclude any low- or moderate-income areas.

The analysis of the bank's small business lending patterns evidenced similar results. However, the mapping of these loans did identify three census tracts with no lending activity. Further research determined that reasonable explanations existed for these apparent gaps. These explanations include strong competition from branches of other financial institutions located in or closer to the areas, some of the CTs contained relatively large amounts of vacant land or were comprised primarily of water, and had limited lending opportunities due to the existence of few businesses in some of the tracts.

Inside/Outside Ratio

This ratio is a bank-wide calculation, and not calculated by individual AA. The analysis is limited to bank originations and purchases, and does not include any affiliate data. For the combined three-year evaluation period, the bank made a substantial majority of all loan products, 91.2 percent, inside their AA. The percentage in number of loans made inside the AAs by loan type are as follows: small loans to businesses (93.9 percent), home improvement loans (93.2 percent), home refinance loans (92.1 percent), and home purchase loans (89.1 percent).

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of the bank's lending is good. As noted earlier, we placed more weight on the bank's performance in 2012 through 2013 than to its performance in 2011. We considered the bank's performance in all its reportable loan products, with the most weight assigned to, small loans to businesses.

Home Mortgage Loans

Refer to Tables 8, 9, and 10 in appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

Distribution of home mortgage loans to borrowers of different income levels in the Houston AA is good. Borrower distribution for home purchase and home improvement loans is good and home refinance loans is adequate.

Distribution of the home purchase loans is good. The bank's borrower distribution of home purchase loans during 2012 through 2013 was good. The portion of home purchase loans to low-income borrowers was below the percentage of low-income families. The portion of home purchase loans to moderate-income borrowers exceeded the percentage of moderate-income families and was excellent. The bank's market share of low- and moderate-income borrowers substantially meets the bank's overall market share and is good. The bank's distribution of home purchase loans for 2011 is consistent with its performance noted in 2012 through 2013.

Distribution of home improvement loans is good. The portion of loans made to low-income borrowers was good and near to the percentage of such families. The portion of loans made to moderate-income borrowers was below the percentage of such families and reflects adequate performance. The market share of home improvement loans to both low- and moderate-income borrowers exceeded the bank's overall market share and was considered excellent. This is a marked improvement from 2011 when the portion of home-improvement loans made to both low- and moderate-income borrowers was substantially below the percentages of low- and moderate- income families.

Distribution of home refinance loans is adequate. The portion of home refinance loans made to low-income borrowers was well below the percentage of such families. The portion of loans to moderate-income borrowers exceeded the percentage of such families, and was excellent. The bank's market share to low- and moderate-income borrowers significantly exceeded the bank's overall market share and was excellent, and is comparable to lending activity in 2011.

Small Loans to Businesses

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

Amegy's record of lending to small businesses (businesses with gross annual revenue of \$1 million or less) in the Houston AA is adequate. The bank's performance in 2012-2013 is consistent with performance demonstrated in 2011. The percentage of loans to small businesses was well below the percentage of small businesses in the AA. However, the bank's market share of loans to small businesses exceeded its overall market share and is considered excellent.

Small Loans to Farms

The volume of small loans to farms was too low for meaningful analysis.

Community Development Lending

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

Amegy's level of CD lending had a positive impact on the overall evaluation of its lending performance in the Houston AA. During the evaluation period, the bank reported 52 loans totaling \$80.6 million that equaled 5.5 percent of allocated Tier 1 Capital. The bank also reported 2 CD loans totaling \$1.7 million made to a nonprofit organization that benefits a statewide area that includes the bank's assessment areas. CD loans were made to a variety of entities that provide benefits to the community including affordable housing, micro-lending, economic development, community services targeted at LMI persons and the homeless, and revitalization and stabilization of LMI areas through redevelopment activities. By dollar volume, about 34 percent were economic development in nature and made in conjunction with the SBA 504 loan program.

Additionally, the bank has \$9 million in loan commitments for construction, renovation, and working capital for Legacy Community Healthcare and Legacy Endowment. Legacy Community Health Services is a United Way organization that works to serve the medical, dental, and vision needs of the underserved communities in Houston. The bank's CD lending also made a positive impact within the community by financing 1,364 affordable housing units in the full-scope AA during the evaluation period.

Product Innovation and Flexibility

Amegy Bank participates in innovative and flexible lending programs to meet the credit needs of its AAs. The bank has worked with numerous community agencies to ensure they are providing innovative loan products or products with flexible terms to meet the credit needs of the low- and moderate-income individuals or geographies.

Programs include the City of Houston's Down Payment Assistance Program (HAP), which provides down payment and closing cost assistance for low- and moderate-income families. Participants must complete an eight-hour homebuyer education course and have limited financial resources available. Amegy was ranked as the top HAP lender in 2013.

In addition, the bank participates in the Neighborhood LIFT program, which promotes sustainable home ownership and neighborhood stability through down payment assistance, financial education for buyers, and events to display area homes. Amegy was recognized for being one of the top three loan originators in the Neighborhood LIFT program.

Amegy also offers a loan program called ITIN Mortgage (Individual Tax Identification Number) targeted at a large population of undocumented persons in the Houston area who are long term residents, work, and pay taxes. Amegy has funded mortgage loans for more than 304 LMI families for a total of \$21.3 million in outstanding mortgage debt as of the end of December 2013.

In addition to these programs, Amegy makes a significant effort to participate in other programs that provide affordable housing. They have an outreach program for first time homebuyers that need counseling or assistance in buying a home. The bank has a CRA/Community Development Lending Department that includes staff members that are bilingual and specialize in working with undocumented residents, LMI persons, persons with disabilities, and first-time homebuyers. The bank also works with partners who offer special incentives and programs to provide assistance with down payment and closing costs. During the review period, Amegy collaborated with nine different organizations and has helped almost 100 first-time home purchasers take advantage of specialized down payment assistance programs totaling \$2.57 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, Amegy Bank's performance under the Lending Test in the Dallas AA, San Antonio AA, and TX non-MSA AA is not inconsistent with the bank's overall High Satisfactory performance under the Lending Test. Refer to Tables 1 through 13 in Appendix C for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

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

The bank's performance under the Investment Test is rated High Satisfactory. Based on a full-scope review, the bank's performance in the Houston AA is good. Performance in the limited-scope AAs did not impact the bank's Investment Test Rating.

During the evaluation period, Amegy originated 128 investments in the AA totaling \$32 million. This equates to approximately 4.5 percent of allocated Tier 1 Capital. In addition, we considered the ongoing impact that investments made prior to the current evaluation period had within the AA. The remaining balance on 20 prior period investments as of the date of our examination was \$39.6 million. When considering both current and prior period investments, the total of \$71.7 million represents approximately 4.9 percent of allocated Tier 1 Capital for the AA.

The bank's responsiveness to the CD needs in the AA is adequate. In terms of total dollar amount, 99.8 percent of the bank's investments and grants were to organizations focused on affordable housing. This includes \$32 million in mortgage-backed securities where the underlying mortgages were made to LMI borrowers. The remaining investments and grants were made to organizations focused on community service and community revitalization and stabilization activities.

The bank also made investments and grants to organizations and funds throughout the state of Texas, outside of their AAs. Despite not being located directly within the bank's AA, these investments and grants have the potential to benefit one or more of the AAs in the state. In the current and prior evaluation periods, four investments totaling \$622 thousand were made in the statewide area.

Conclusions for Area Receiving Limited-Scope Reviews

Refer to Table 14 in Appendix C for the facts and data that support these conclusions.

Based on limited-scope reviews, the bank's performance in the San Antonio AA under the Investment Test is considered excellent and stronger than the bank's overall performance under the Investment Test. The stronger performance is based upon a greater volume of investments within the AA. Performance in the Dallas AA and the Non-MSA AA is not inconsistent with the bank's overall performance. . The stronger performance in the San Antonio AA is not significant enough to impact the bank's overall rating based on the bank's limited market share and presence in the limited-scope AA.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

Amegy's performance under the Service Test in the Houston AA is Outstanding. A full-scope review of the bank's performance in the Houston AA revealed an overall excellent level of performance. The bank's performance in the limited-scope AAs did not impact the Service Test rating for the bank.

Retail Banking Services

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

Amegy's branch distribution in the Houston AA is good; however, when considering the accessibility of branches near to low- and moderate-income geographies, the bank's performance was elevated to excellent. Branches are readily accessible in all portions of the AA and to individuals of different income levels in the AA. The distribution of branches in low- and moderate-income CTs is somewhat lower than the percentage of the population of these CTs. However, performance in both low- and moderate-income areas is excellent after considering near-to branches. Near-to branches are those located in middle- or upper-income CTs that are within one half mile from a low- or moderate-income CT. Amegy has an additional three branches that are near to low-income CTs and 18 branches that are near to moderate-income CTs areas, increasing the accessibility of these areas.

Branch openings and closings have not affected the overall accessibility of the bank's delivery systems, particularly to low- and moderate-income individuals. The bank opened two branches and closed three branches in the MSA during the evaluation period. There were no changes in the number of branches located in low- or moderate-income geographies. One branch in a moderate-income CT was relocated to another moderate-income CT. Branch services are tailored to the needs of the AA and do not vary in a way that would inconvenience portions of the AA, particularly low- and moderate-income individuals or geographies.

Branch services and hours have not adversely affected the accessibility of the AA, particularly low- or moderate-income individuals. Full-service ATM distribution is lower than the low- and moderate-income geographies or individuals of the AA; however, there are three ATMs that are located at

branches near to (within one half mile) of low-income CTs and eight ATMs at branches that are located near to moderate-income CTs, which improves the accessibility of these areas.

Community Development Services

Amegy employees provided a good level of community development services by participating in a variety of organizations that benefit low- and moderate-income individuals, promote economic development, and provide affordable housing. Bank employees hold leadership positions in many organizations, including board and committee memberships of CD organizations that address needs including affordable housing and small business development. During the evaluation period, 77 bank employees provided their expertise to 36 different community development organizations in the Houston AA. Examples of the bank's community development services include:

- Federal Home Loan Bank (FHLB) Affordable Housing Grant programs. Amegy has collaborated with the FHLB to award grants that assist in the creation, rehabilitation, or purchase of housing units. Amegy has been instrumental in helping to write and provide technical expertise, on behalf of organizations seeking grants for varying projects that serve the needs of lower income families through home ownership or rental units.
- City of Houston's Housing and Community Development Department (HCDD). HCDD manages and administers funds earmarked for the development of viable urban communities, focusing on creating suitable living environments for low- and moderate-income individuals and expanding economic opportunities. An Amegy employee serves on an advisory task force that advises the department on how to use funds to assist low-income individuals with affordable housing.
- Local Initiative Support Collaborative (LISC). This organization helps resident-led, community-based development organizations transform distressed communities into good places to live, do business, work, and raise families. The group provides capital, technical expertise, training, and information and supports the development of local leadership and the creation of affordable housing; commercial, industrial, and community facilities; businesses and jobs. An Amegy employee served as the Chairman of this organization and provided professional expertise.
- New Spring Business Development. The mission of this organization is to stimulate the growth of businesses to create jobs with sustainable incomes. A bank employee acted as a team advisor during the New Spring Business Plan Competition, providing financial expertise.
- United Way Community Investment Team. Eleven bank employees assisted the community investment team in reviewing 49 United Way agencies and making recommendations to the United Way on how to invest their funds to best serve their local communities. Several of the agencies have programs that benefit low- and moderate-income individuals.
- Rebuilding Together Houston. This organization works to preserve affordable homeownership and revitalize neighborhoods by providing home improvements at no cost for low-income individuals who are senior citizens or disabled. Amegy employees have leadership positions on the board, prepare, and submit grant requests through the FHLB of Dallas. The bank also provided \$4,300 in grants to the organization during the evaluation period.

- Neighborhood Centers, Inc. /Neighborhood Tax Centers. Bank employees prepared and filed taxes free for low- and moderate-income taxpayers. In addition to serving as tax preparers, employees serve on the board and committees of this community based non-profit organization.
- Various local Economic Development Councils. Bank employees served on the board and on committees for local economic development councils whose primary purpose is creating and preserving jobs by attracting and retaining new businesses.
- Financial Literacy Classes. Several Amegy employees volunteer to teach financial literacy classes at various schools located in low- or moderate-income geographies that have a significant population of economically disadvantaged students, and for several different organizations that provide community development services.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance in the San Antonio and TX non-MSA AAs is weaker than the bank's overall Outstanding performance under the Service Test, but is adequate. The bank's performance in the Dallas AA is also weaker than the bank's overall Outstanding performance under the Service Test and is poor. Weaker performance in both AAs is a result of branch distribution within the AAs. Performance differences in this area are not significant enough to impact the bank's overall rating based on the bank's limited market share and presence in the limited-scope AAs. Refer to Table 15 in Appendix C for the facts and data that support these conclusions.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and 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): 1/1/11 to 12/31/13 Investment and Service Tests and CD Loans: 2/6/12 to 9/30/14	
Financial Institution	Products Reviewed	
Amegy Bank, N.A. Houston, Texas	Home Purchase, Home Improvement, and Home Refinance loans; Small Business and Small Farm loans; Community Development Loans, Investments, and Services	
Affiliate(s)	Affiliate Relationship	Products Reviewed
Not applicable.		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information Reflects counties in non-MSA areas and/or counties in MSAs where whole MSAs were not selected
Houston MSA	Full Scope	Chambers, Fort Bend, Galveston, Harris, Montgomery, and Waller Counties
Dallas MD	Limited Scope	Dallas and Collin Counties
San Antonio MSA	Limited Scope	Bexar County
TX non-MSA AA	Limited Scope	Wharton County

Appendix B: Market Profiles for Full-Scope Areas

HOUSTON AA

Demographic Information for Full Scope Area: Houston AA Based on 2000 Census Data						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	827	8.46	32.16	28.30	29.87	1.21
Population by Geography	4,357,650	4,357,650	4,357,650	4,357,650	4,357,650	4,357,650
Owner-Occupied Housing by Geography	915,583	915,583	915,583	915,583	915,583	915,583
Business by Geography	635,698	635,698	635,698	635,698	635,698	635,698
Farms by Geography	10,101	2.79	18.82	33.99	44.19	0.21
Family Distribution by Income Level	1,096,713	22.69	17.33	18.72	41.26	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	438,908	12.17	44.90	28.22	14.71	0.00
Median Family Income HUD Adjusted Median Family Income for 2013 Households Below Poverty Level		51,431 66,000 12%	Median Housing Value Unemployment Rate (2000 US Census)		\$100,668 3.04%	

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

Source: 2000 US Census and 2011 HUD updated MFI.

Demographic Information for Full Scope Area: Houston AA Based on 2010 Census Data						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	999	13.41	29.03	25.53	31.43	0.60
Population by Geography	5,503,190	10.20	26.81	27.83	34.80	0.37
Owner-Occupied Housing by Geography	1,135,573	4.52	21.82	29.11	44.55	0.00
Business by Geography	548,750	8.62	20.43	24.72	46.17	0.06
Farms by Geography	9,468	5.09	19.94	31.87	43.09	0.01
Family Distribution by Income Level	1,289,848	24.20	16.62	17.45	41.73	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	526,501	18.23	38.97	26.43	16.37	0.00
Median Family Income HUD Adjusted Median Family Income for 2013 Households Below Poverty Level		64,179 66,200 13%	Median Housing Value Unemployment Rate (2010 US Census)		157,759 3.44%	

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

Source 2010 US Census and 2013 HUD updated MFI

This AA consists of six counties within the Houston-Sugar Land- Baytown Metropolitan Statistical Area (MSA), including the counties of Harris, Fort Bend, Montgomery, Waller, Galveston, and Chambers. As of June 30, 2013, the Bank had \$9.6 billion in deposits in this AA, representing 92.2 percent of total deposits. There are 96 FDIC insured financial institutions in the MSA with 1,417 branches. Amegy

operates 67 branches in this AA. Numerous local, regional, and national banks, as well as credit unions, mortgage companies, and non-bank lenders are active in this AA. Other institutions such as JP Morgan Chase, Bank of America, N.A., Wells Fargo Bank, N.A., and Compass Bank compete strongly for deposits, home mortgage loans, small business loans, CD loans, and investment opportunities. Combined, those four institutions hold 73.7 percent of the Houston AA deposit market share.

The population of the Houston AA was 5,503,190 based on 2010 census data. Since 2000, the MSA has grown approximately 26 percent. The city of Houston comprises a majority, 75 percent, of the AA. The 2013 HUD adjusted median family income for the AA was \$66,200. Low-income families earning a median annual income of \$33,100 or less comprised 24.2 percent of the population. Approximately 16.6 percent of the families were moderate-income earning an annual income of \$52,960 or less. Approximately 13 percent of all households in the AA had incomes below the poverty level, and 1.4 percent received public assistance.

Employment and Economic Factors

The 2013 unemployment rate for the Houston-Sugar Land-Baytown MSA was 4.58 percent. For the state of Texas and nationwide, the 2013 unemployment rates were 6.0 and 5.8 percent, respectively. The Houston-Sugar Land-Baytown MSA is a ten-county metropolitan area located in the Gulf Coast region of Southeast Texas. The MSA is the fifth-largest in the nation with a population of 5.5 million as of the 2010 Census. Between 2000 and 2010, the Houston MSA population grew 26 percent, adding more than 1.2 million residents. With 2.1 million inhabitants, Houston is the fourth most populous city in the U.S., trailing only New York, Los Angeles, and Chicago.

Houston is located in Harris County, the largest county in Texas. The population of Harris County represents 16 percent of the state. As of 2013, the population of Harris County was 4.1 million, and was ranked the third most populated county in the United States, behind Los Angeles county, and Cook County.

Houston is home to the Port of Houston, which ranks first in the United States in foreign waterborne tonnage and first in United States for imports received. Houston is also home to the Texas Medical Center, the largest medical center in the world. The center contains 54 medicine-related institutions, including 21 hospitals and eight specialty institutions, eight academic and research institutions, three medical schools, six nursing schools, and schools of dentistry, public health, pharmacy, and other health-related practices. The Texas Medical Center receives an average of 3,300 patient visits a day and over seven million annual patient visits, including over 18,000 international patients. Texas Medical Center is the world's largest life sciences destination. With 106,000 employees, 50,000 life science students, and thousands of volunteers and patient visits, over 160,000 people visit Texas Medical Center each day. Houston's largest employers are Memorial Hermann Healthcare System, United Airlines, The University of Texas M.D. Anderson Cancer Center, Exxon Mobile, and Shell Oil.

The 2015 Houston Employment Forecast, a publication of The Greater Houston Partnership, (December 2014) is anticipating a significant drop (7,900) in oil field services jobs and a minor drop (1,300) in oil and gas exploration jobs in 2015. Their projections call for marginal growth in jobs related to construction, wholesale trade, retail, transportation, information, financial services, professional/scientific/technical services, administrative support, educational services, health care, entertainment, accommodation, food services, and government. In 2014, the New York Times rated Houston a "Top Destination for College Graduates" and Forbes rated Houston among the "Most

Competitive Metros in America”.

The energy industry remains a cornerstone in the Houston economy. Houston is the home to 40 of the nation’s 134 publicly traded oil and gas exploration and production firms, including 10 of the top 25. The Houston MSA has more than 3,700 energy related firms. As such, falling oil prices will have a substantial impact on the Houston market.

The Houston Business Journal indicates that Houston ranks in the top three with the lowest vacancy rates, while being one of the most expensive. Downtown Houston’s average office vacancy rate went down from 9.2 percent in the second quarter to 8.7 percent in the third, while the average rental price increased by 2 percent, to \$38.31 per square foot.

Housing

Within the Houston AA, 55.1 percent of the housing units are owner occupied, 33.3 percent are renter occupied, and 11.6 units are vacant. Additionally, 38.09 percent of all owner occupied units and 52.8 percent of renter occupied units were located in LMI CTs. 31.5 percent of all single family (1-4) unit homes and 54.2 percent of multifamily (5+ unit) housing units were located in LMI CTs. According to the 2010 Census, the median housing value was \$157,759 and the median gross monthly rent was \$855. 15.44 percent of homeowners and 15.28 percent of renters had home-related costs that exceeded 30 percent of their income. Home prices achieved record highs in November 2014. The average price of a single-family home jumped 10.3 percent year-over-year to \$271,232. The median price rose 6.7 percent to \$194,800.

Current data from the Houston Association of Realtors (HAR) indicates that single-family home sales totaled 5,092 units through November 2014, an increase of 1.8 percent compared to November 2013. The estimated time it would take to deplete current housing inventory, based on the last 12 months of activity, is 2.7 months. This is markedly lower than the current national supply of 5.1 months.

Information from the RealtyTrac website indicates there are currently 3,577 properties in Houston, TX that are in some stage of foreclosure. In November 2014, the number of properties that received a foreclosure filing in Houston, TX was 53 percent higher than the previous month and 95 percent higher than the same time last year.

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.

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 25.12 (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 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 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 25.12 (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: TEXAS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Review:												
Houston MSA	87.49	2,658	714,553	5,852	887,619	14	793	0	80,672	8,584	1,683,637	92.23
Limited Review:												
Dallas MD	7.00	159	89,875	523	74,647	1	250	0	0	683	164,772	4.90
San Antonio MSA	5.10	105	48,977	392	58,002	0	0	0	0	497	106,979	2.61
TX non-MSA AA	0.41	31	1,639	9	375	0	0	0	0	40	2,014	0.26

* Loan Data as of December 31, 2013. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from February 07, 2012 to December 31, 2013.

*** Deposit Data as of June 30, 2013. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE 2013			Geography: TEXAS								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31,				
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 Occupied Units***	% BANK Loans****	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	902	86.65	4.52	3.77	21.82	13.30	29.11	21.06	44.55	61.86	0.49	2.08	0.69	0.40	0.46
Limited Review:															
Dallas MD	91	8.45	6.69	2.27	22.65	4.55	26.81	5.68	43.85	87.50	0.10	0.00	0.03	0.01	0.16
San Antonio MSA	51	4.90	5.31	0.00	26.57	3.92	32.30	3.92	35.82	92.16	0.08	0.00	0.03	0.00	0.15
TX non-MSA AA	0	0.00	0.00	0.00	3.40	0.00	60.54	0.00	36.06	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT 2013			Geography: TEXAS								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31,				
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 Occupied Units***	% BANK Loans***	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	596	94.01	4.52	2.35	21.82	15.60	29.11	31.54	44.55	50.50	5.64	3.59	5.71	7.65	4.94
Limited Review:															
Dallas MD	15	2.37	6.69	0.00	22.65	6.67	26.81	26.67	43.85	66.67	0.32	0.00	0.24	0.19	0.41
San Antonio MSA	10	1.58	5.31	10.00	26.57	30.00	32.30	0.00	35.82	60.00	0.26	1.08	0.25	0.00	0.34
TX non-MSA AA	13	2.05	0.00	0.00	3.40	0.00	60.54	15.38	36.06	84.62	15.69	0.00	0.00	4.76	24.14

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE 31, 2013			Geography: TEXAS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER						
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 Occupied Units**	% BANK Loans****	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	% Owner Occupied Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	1,160	90.98	4.52	1.55	21.82	16.29	29.11	25.17	44.55	56.98	0.70	1.04	1.18	0.62	0.64
Limited Review:															
Dallas MD	53	4.16	6.69	0.00	22.65	7.55	26.81	7.55	43.85	84.91	0.05	0.00	0.03	0.01	0.06
San Antonio MSA	44	3.45	5.31	2.27	26.57	4.55	32.30	13.64	35.82	79.55	0.08	0.33	0.08	0.04	0.11
TX non-MSA AA	18	1.41	0.00	0.00	3.40	0.00	60.54	16.67	36.06	83.33	2.03	0.00	0.00	0.65	3.68

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Owner Occupied Units is the number of owner occupied units in a particular geography divided by the number of owner occupied housing units in the area based on 2010 Census information.

**** Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY			Geography: TEXAS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					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						
Full Review:																
Houston MSA	8	100.00	23.63	12.50	30.65	37.50	21.97	37.50	23.75	12.50	0.74	1.52	0.76	1.00	0.00	
Limited Review:																
Dallas MD	0	0.00	27.07	0.00	26.43	0.00	23.68	0.00	22.82	0.00	0.00	0.00	0.00	0.00	0.00	
San Antonio MSA	0	0.00	7.41	0.00	35.94	0.00	31.38	0.00	25.27	0.00	0.00	0.00	0.00	0.00	0.00	
TX non-MSA AA	0	0.00	0.00	0.00	0.00	0.00	75.59	0.00	24.41	0.00	0.00	0.00	0.00	0.00	0.00	

* Based on 2013 Peer Mortgage Data -- US and PR.

** Multifamily loans originated and purchased in the MA/AA as a percentage of all multifamily loans originated and purchased in the rated area.

*** Percentage of multifamily units is the number of multifamily units in a particular geography divided by the number of multifamily housing units in the area based on 2010 Census information.

**** Multifamily loan distribution includes Home Purchases, Home Improvement, and Refinances.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES												Geography: TEXAS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
Full Review:																					
Houston MSA	5,844	86.46	8.62	6.30	20.43	18.16	24.72	24.45	46.17	51.10	3.05	2.40	3.04	3.14	3.23						
Limited Review:																					
Dallas MD	515	7.62	9.41	10.49	19.39	21.75	24.63	20.78	46.30	46.99	0.47	0.43	0.56	0.47	0.44						
San Antonio MSA	391	5.78	5.55	2.56	24.06	17.90	30.23	33.25	39.87	46.29	0.97	0.40	0.75	1.24	1.01						
TX non-MSA AA	9	0.13	0.00	0.00	6.91	0.00	59.93	44.44	33.16	55.56	1.10	0.00	0.00	0.73	2.00						

* Based on 2013 Peer Small Business Data -- US and PR.

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

*** Source Data - Dun and Bradstreet (2013).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS 2013			Geography: TEXAS								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31,				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of Farms**	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	% of Farms** *	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	14	93.33	5.09	0.00	19.94	0.00	31.87	50.00	43.09	50.00	1.60	0.00	0.00	1.77	2.19
Limited Review:															
Dallas MD	1	6.67	7.33	0.00	20.15	0.00	27.69	0.00	44.70	100.00	0.00	0.00	0.00	0.00	0.00
San Antonio MSA	0	0.00	4.23	0.00	19.99	0.00	32.20	0.00	43.52	0.00	0.00	0.00	0.00	0.00	0.00
TX non-MSA AA	0	0.00	0.00	0.00	5.03	0.00	46.75	0.00	48.22	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2013 Peer Small Business Data -- US and PR.

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

*** Source Data - Dun and Bradstreet (2013).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: TEXAS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share*				
	#	% of Total**	% Families***	% BANK Loans****	% Families ¹	% BANK Loans***	% Families*	% BANK Loans***	% Families*	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	902	86.40	24.20	12.09	16.62	15.71	17.45	5.31	41.73	66.89	0.55	1.68	0.59	0.13	0.61
Limited Review:															
Dallas MD	91	8.72	25.72	0.00	17.15	0.00	17.66	3.53	39.47	96.47	0.12	0.00	0.00	0.03	0.19
San Antonio MSA	51	4.89	24.03	0.00	17.32	0.00	19.23	0.00	39.43	100.00	0.09	0.00	0.00	0.00	0.19
TX non-MSA AA	0	0.00	19.96	0.00	18.11	0.00	18.41	0.00	43.53	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT 2013			Geography: TEXAS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31,					Market Share				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families ²	% BANK Loans****	% Families***	% BANK Loans****	% Families**	% BANK Loans****						
Full Review:																
Houston MSA	596	94.01	24.20	15.86	16.62	12.59	17.45	17.24	41.73	54.31	5.71	13.16	6.98	6.58	4.61	
Limited Review:																
Dallas MD	15	2.37	25.72	0.00	17.15	7.14	17.66	28.57	39.47	64.29	0.34	0.00	0.32	0.48	0.34	
San Antonio MSA	10	1.58	24.03	22.22	17.32	0.00	19.23	0.00	39.43	77.78	0.27	1.16	0.00	0.00	0.31	
TX non-MSA AA	13	2.05	19.96	7.69	18.11	7.69	18.41	15.38	43.53	69.23	18.60	50.00	20.00	12.50	17.86	

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 2.8% of loans originated and purchased by bank.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE 31, 2013			Geography: TEXAS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total ^{**}	% Families ^{***}	% BANK Loans ^{****}	% Families ³	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	% Families ^{***}	% BANK Loans ^{****}	Overall	Low	Mod	Mid	Upp
Full Review:															
Houston MSA	1,160	90.98	24.20	6.72	16.62	17.02	17.45	15.53	41.73	60.73	0.83	1.27	1.41	0.57	0.77
Limited Review:															
Dallas MD	53	4.16	25.72	5.77	17.15	1.92	17.66	1.92	39.47	90.38	0.06	0.09	0.02	0.00	0.08
San Antonio MSA	44	3.45	24.03	2.50	17.32	0.00	19.23	2.50	39.43	95.00	0.10	0.10	0.00	0.03	0.15
TX non-MSA AA	18	1.41	19.96	0.00	18.11	16.67	18.41	5.56	43.53	77.78	2.39	0.00	0.00	0.00	3.14

* Based on 2013 Peer Mortgage Data -- US and PR.

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

*** Percentage of Families is based on the 2010 Census information.

**** As a percentage of loans with borrower income information available. No information was available for 1.5% of loans originated and purchased by bank.

¹ Data shown includes only One to Four-family and manufactured housing. (Property type of 1 or 2)

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES 31, 2013					Geography: TEXAS			Evaluation Period: JANUARY 1, 2012 TO DECEMBER	
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****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Houston MSA	5,852	86.36	71.74	41.76	69.12	13.40	17.48	3.05	3.45
Limited Review:									
Dallas MD	523	7.72	70.93	48.57	70.17	12.05	17.78	0.47	0.56
San Antonio MSA	392	5.79	70.54	40.82	63.27	18.62	18.11	0.97	1.06
TX non-MSA AA	9	0.13	72.15	88.89	100.00	0.00	0.00	1.10	2.36

* Based on 2013 Peer Small Business Data -- US and PR.
 ** Small loans to businesses originated and purchased in the MA/AA as a percentage of all small loans to businesses originated and purchased in the rated area.
 *** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2013).
 **** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 19.81% of small loans to businesses originated and purchased by the bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS 31, 2013				Geography: TEXAS			Evaluation Period: JANUARY 1, 2012 TO DECEMBER		
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
Full Review:									
Houston MSA	14	93.33	97.01	71.43	85.71	14.29	0.00	1.60	1.96
Limited Review:									
Dallas MD	1	6.67	96.70	0.00	0.00	100.00	0.00	0.00	0.00
San Antonio MSA	0	0.00	97.46	0.00	0.00	0.00	0.00	0.00	0.00
TX non-MSA AA	0	0.00	96.44	0.00	0.00	0.00	0.00	0.00	0.00

* Based on 2013 Peer Small Business Data -- US and PR.

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B - 2013).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 33.33% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: TEXAS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**		
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)	
Full Review:										
Houston MSA	20	39,611	128	32,074	148	71,687	90.19	0	0	
Limited Review:										
Dallas MD	0	0	23	3,028	12	3,028	3.81%	0	0	
San Antonio MSA	0	0	8	4,150	8	4,150	5.22%	0	0	
TX Statewide Area	0	0	4	622	4	622	0.78%	2	3,131	

* Prior Period Investments' means investments made in a previous 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 2012 TO DECEMBER 31, 2013								Geography: TEXAS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
Full Review:																	
Houston MSA	92.23	67	0.0071	0.00	16.42	14.93	61.19	02	03	0	0	0	0	10.20	26.81	27.83	34.80
Limited Review:																	
Dallas MD	4.90	9	0.00	0.00	0.0050	0.00	0.00	2	0	0	0	+1	+1	13.87	27.99	24.89	33.25
San Antonio MSA	2.61	5	0.00	0.00	0.00	0.00	0.00	0	0	0	0	0	0	7.73	31.87	30.81	29.58
TX non-MSA AA	0.26	1	0.00	0.00	0.00	0.00	0.00	0	0	0	0	0	0	0.00	4.54	63.90	31.56