



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

**First Farmers and Merchants National Bank of Columbia
Charter Number: 14710**

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Columbia, Tennessee**

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NOTE: 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

General Information	1
Definitions and Common Abbreviations	2
Overall CRA Rating	5
Description of Institution	6
Scope of Evaluation	7
Fair Lending Review	9
Conclusions with Respect to Performance Tests	
Lending Test	10
Investment Test	14
Service Test	14
Appendix A: Scope of Evaluation	A-1
Appendix B: Market Profiles for Areas Receiving Full-Scope Reviews	B-1
Appendix C: Tables of Performance Data	C-1

General Information

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 neighborhoods, consistent with safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

*This document is an evaluation of the CRA performance of **First Farmers and Merchants National Bank of Columbia, Columbia, MD** prepared by the **Office of the Comptroller of the Currency (OCC)** the institution's supervisory agency, as of **March 27, 2000**. The agency evaluates performance in assessment area(s), as they are delineated by the institution, rather than individual branches. This assessment area evaluation may include the visits to some, but not necessarily all of the institution's branches. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.*

Definitions and Common Abbreviations

The following terms and abbreviations are used throughout this Performance Evaluation. 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 by another company. A company is under common control with another company if both companies are directly or indirectly controlled by the same company. A bank subsidiary is controlled by the bank and is, therefore, an affiliate.

Block Numbering Area (BNA) Statistical subdivisions of counties in which census tracts have not been established. BNAs have been established by the United States Census Bureau in conjunction with state agencies.

Census Tract (CT) Small, locally defined statistical areas within metropolitan statistical areas. These areas are determined by the United States Census Bureau in an attempt to group homogenous populations. A CT has defined boundaries per ten year census and an average population of 4,000.

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

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

Full-Scope Review Performance under the Lending, Investment and Service Tests is analyzed considering fully understood performance context, quantitative factors (e.g., geographic distribution, borrower distribution, total number and dollar amount of investments, branch distribution) and qualitative factors (e.g., innovation, complexity).

Geography- A census tract or a block numbering area delineated by the United States Bureau of the Census in the most recent decennial census.

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

Home Mortgage Loans Such loans include home purchase and home improvement loans, as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwellings loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

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

Low-Income- Income levels that are less than 50% of the median family income.

Median Family Income (MFI) The median income determined by the United States Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

Metropolitan Statistical Area (MSA) Area defined by the Director of the United States Office of Management and Budget. MSAs consist of one or more counties, including large population centers and nearby communities that have a high degree of interaction.

Middle-Income -Income levels that are at least 80% and less than 120% of the MFI.

Moderate-Income -Income levels that are at least 50% and less than 80% of the MFI.

Small Business Loans Loans with original amounts of \$1 million or less that are: (1) secured by nonfarm nonresidential properties; or (2) commercial and industrial loans to U.S. addresses.

Small Farm Loans - Loans with original amounts of \$500 thousand or less that are: (1) secured by farmland; or (2) to finance agricultural production and other loans to farmers.

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

Upper-Income- Income levels that are 120% or more of the MFI.

Overall CRA Rating

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

The following table indicates the performance level of **First Farmers and Merchants National Bank of Columbia, Columbia, Tennessee (F&M)** with respect to the Lending, Investment, and Service Tests:

Performance Levels	First Farmers and Merchants National Bank of Columbia Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory			X
Low Satisfactory	X	X	
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating are as follows.

- y Lending levels reflect adequate responsiveness to assessment area credit needs.
- y The geographic distribution of home mortgage loans and small loans to businesses and small loans to farms reflects adequate penetration throughout the assessment areas.
- y The borrower distribution of F&M's home mortgage loans, small loans to businesses and small loans to farms reflects an adequate dispersion among borrowers of different income levels.
- y Investments reflect adequate responsiveness by F&M to the needs of its assessment areas.
- y Offices provide good accessibility to geographies and individuals of different income levels
- y Performance in providing community development services was excellent.

Description of Institution

First Farmers & Merchants National Bank (F&M) is an intrastate community bank headquartered in Columbia, Tennessee. Columbia is located approximately 50 miles southwest of Nashville, Tennessee. The bank conducts full-service commercial banking business from 18 offices in five contiguous counties of south central Tennessee. First Farmers & Merchants Corporation, a one-bank holding company, owns F&M with total assets of \$620 million. The holding company does not have any other operating subsidiaries. Holding company ownership is widely distributed with approximately 1700 shareholders, none of which exceed 5% of total outstanding shares.

The bank has grown to its present size primarily through the purchase of existing banks in nearby counties. Most recently, the bank purchased the Farmers & Merchants Bank of White Bluff, Tennessee. The purchase of this \$21 million bank was completed February 5, 1999. It brought F&M into a new market, Dickson County Tennessee, a part of the Nashville MSA (#5360).

The bank's primary business line was residential lending. Commercial lending follows residential in business emphasis and dollars outstanding. Loans to individuals and agriculture loans were available but were not a major emphasis.

The bank has Tier 1 capital of approximately \$68 million for a Tier 1 risk based capital ratio of 21 percent. Net loans represent approximately 54 percent of total assets. Net loans are distributed as follows: 46 percent 1 to 4 family residential, 31 percent commercial, 3 percent agriculture, 16 percent loans to individuals and 4 percent other.

There are no legal, financial or other factors impeding F&M's ability to help meet the credit needs in its assessment areas (AAs).

F&M's performance was rated Satisfactory at its last CRA evaluation dated December 1, 1997.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This examination covers F&M's lending performance from January 1, 1998 to December 31, 1999. We reviewed residential mortgage home purchase loans and residential mortgage home refinance loans, small business loans and small farm loans. For the Community Development Lending, the Investment Test, and the Services test we reviewed activities from January 1, 1998 to March 27, 2000.

The bank's management chose to not present consumer data for analysis at this examination. While these loans were available to the public, they were not a major product for this institution and were not identified as a community credit need. Only 16% of the bank's total loans were loans to individuals.

Data Integrity

The bank was not required to collect and report data for residential lending data under the Home Mortgage Disclosure Act (HMDA) until January 1, 2000. All of our analysis and conclusions for residential lending (home purchases and home refinancing) are based on samples of the bank's data. Home improvement loans are not identified separately in our analysis. The bank does not identify home improvement loans separately. Instead, the bank includes home improvement loans as 1 to 4 family residential loans or consumer loans based on the collateral securing the loan, consistent with financial regulatory reporting requirements.

We found reporting errors in the 1999 small business and small farm loan data during the data integrity phase of this CRA examination. These errors were corrected prior to the submission of the data to the appropriate regulatory agency and prior to our analysis. Information used during this examination was accurate.

Information for the Investment and Services Tests was verified for accuracy during the data analysis phase of this CRA examination. Information for the Investment and Services Tests was accurate.

Selection of Areas for Full-Scope Review

The F&M Non-metropolitan AA received a full scope review because it encompassed the vast majority of the bank's operations for the two-year period under review. As of June 31, 1999 it represented 96% of the bank's total deposits and 94% of the offices. See Appendix B for more information.

The Part of the Nashville MSA #5360 was not designated as the bank's assessment area until first quarter 1999. There were no offices located in MSA counties until the purchase of the White Bluff office in February 1999. This office's activities were insignificant in number to the bank's total.

Ratings

The bank's overall rating is based primarily on the area that received full-scope review (F&M Non-metropolitan AA).

When determining a conclusion for the Lending Test, home mortgage products were weighted more heavily than small loans to businesses. Small loans to farms received the least weight. Within home mortgage lending, home purchase products and home mortgage refinance products were equally weighted. This weighting is reflective of the bank's loan volume over the evaluation period and the identified needs of the community. In particular, agriculture loans were a very minor product for this bank and were not an identified need in the assessment area.

Within the Lending Test the Geographic Distribution analysis received less weight. There were no low- or moderate-income geographies in the bank's primary AA.

Other

During this examination, we contacted two community groups and reviewed the reports on file for twelve other contacts performed previously. These groups were community service, business development and housing organizations. They identified community needs to be training and development of skilled labor force. Credit needs included loans for rental properties, affordable loans for purchase of housing by low-income families and small loans to small business. These organizations indicated that there were opportunities for financial institutions to participate with time and money in their organizations.

In addition to local groups, there are community development opportunities for financial institutions in the broader regional and statewide area that includes the bank's assessment area. These opportunities include, but were not limited to:

- South Central Tennessee Development District—lending, investment and services;
- Tennessee Housing Development Agency—housing grant and loan programs, tax-exempt multi-family bond authority, low-income housing tax credit-multifamily restructuring program;
- Tennessee Department of Economic and Community Development—direct loan programs and loan guarantees and grants;
- Tennessee Valley Authority—economic development initiatives including small-business loan funds; and

- Federal Home Loan Bank—affordable housing programs and community investment programs.

Although these opportunities were available for investments that covered a broader statewide or regional area that included the bank's AA, opportunities within the bank's AA were limited.

Fair Lending Review

We found an insufficient number of denied applications from any single prohibited basis group to perform a meaningful comparative file review. We reviewed and verified the comparative testing of denied loans performed by the bank's external consultant and the rates and terms testing performed by the bank's Compliance Officer. In addition, we performed testing for compliance with the technical requirements of the Equal Credit Opportunity regulations.

No violations of the substantive provisions of the anti-discrimination laws and regulations were identified. The bank's fair lending policies, procedures, training programs and internal assessment efforts are satisfactory.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test was rated "low satisfactory." Based on full-scope review, the bank's performance in the F&M Non-metropolitan AA was adequate.

Lending Activity

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

Lending levels reflect adequate responsiveness to assessment area credit needs.

Because F&M was not a reporter for Home Mortgage Disclosure Act (HMDA) purposes during the evaluation period, there was no single source for residential lending volume data for the bank. In addition, most of the bank's competitors were also not HMDA reporters, therefore, there was no market information with which to compare. While F&M had a deposit market share as of June 30, 1999 of 33%, the bank's market share for residential lending cannot be determined. Lending volume analysis was based on total mortgage lending in relationship to prior examinations. The volume of home mortgage loans originated declined in this evaluation period. The total number of home mortgage loans originated during the evaluation period was between 1,200 and 2,000. The higher number would include loans that would not otherwise be reported if the bank were a HMDA reporter such as business purpose loans secured by residential real estate. The lower number, accumulated on the Federal Home Loan Data System "*Home Loan Activity*," would not include home improvement loans. The volume of home mortgage lending during the previous evaluation periods was over 1,700 loans. The decline can be partially explained by environmental factors. There was a drop in new home construction in Maury County. A large manufacturing plant closed in Hickman County during 1998. Interest rates started to increase in the second half of 1999 slowing demand for residential loans.

The bank's volume of small loans to businesses improved from the prior CRA examination. For the prior examination period there were 837 small business loans, during this period there were over 900. F&M's 27% market share of small loans to small businesses and 33% market share small loans to all businesses is near the deposit market share as of June 30, 1999 of 33%.

Distribution of Loans by Income Level of the Geography

The geographic distribution of F&M's home mortgage loans and small loans to businesses and small loans to farms reflects adequate penetration throughout the full-scope AA. Performance in the F&M Non-metropolitan AA was adequate. Performance was adequate based on the bank's in/out ratio and lending gap analysis since other geographic analysis was not meaningful.

Home Mortgage Loans

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

There were no low- or moderate-income geographies in the full-scope AA. Geographic distribution analysis by income level of the geography would not be meaningful.

Small Loans to Businesses

Refer to Table 5 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.

There were no low- or moderate-income geographies in the full-scope AA. Geographic distribution analysis by income level of the geography would not be meaningful.

Small Loans to Farms

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 farms.

There were no low- or moderate-income geographies in the full-scope AA. Geographic distribution analysis by income level of the geography would not be meaningful.

Lending Gap Analysis

There were no unexplained gaps in lending. We did not detect any significant cluster of geographies with low penetration of lending.

Inside/Outside Ratio

A substantial majority of the bank's home mortgage, small loans to businesses and farms and CD loans were within the AAs. According to our sample of residential

real estate loans, the bank made 86% of its home purchase loans inside the AA and 91% of the home refinancing in the AA. For small business lending, 90% of the number were to borrowers inside the AA and farm loans were 96% to borrowers in the AA. This performance was positively factored into the overall analysis of the geographic distribution of lending by income level of geography.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of F&M's home mortgage loans and small loans to businesses reflects an adequate dispersion among borrowers of different income levels throughout the full-scope AA.

The following factors increased the difficulty in home mortgage lending to low- and moderate-income borrowers in the F&M Non-metropolitan AA: 12% of families were below the poverty level; 30% of households received social security assistance; and 28% of occupied housing units were rental units. Community contacts in Lawrence County indicate that there was a lack of houses in a price range affordable for low-income families to buy. Interest rate increases in the second half of 1999 lessened the demand for loans.

Home Mortgage Loans

Refer to Tables 7, 8 and 9 in Appendix C for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall borrower distribution of home mortgage loans was adequate in the F&M Non-metropolitan AA.

Home purchase loan borrower distribution was adequate. The portion of home purchase loans made to low-income borrowers in the AA was lower than the portion of families that were defined as such. The portion of home purchase loans made to moderate-income borrowers in the AA exceeds the portion of families that were defined as such. There was insufficient reliable market data to perform a meaningful market share analysis in a non-MSA area because many of the financial institutions in the AA are not reporters.

Refinance loan borrower distribution was adequate. The portion of refinance loans made to both low-income borrowers and moderate-income borrowers was somewhat lower than the portion of families that were defined as such. A meaningful market share analysis cannot be performed in a non-MSA area because there is insufficient reliable market data.

Small Loans to Businesses

Refer to Table 10 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.

The borrower distribution of small loans to businesses was adequate. The portion of F&M's small loans to small businesses (businesses of \$1 million or less) was somewhat lower than the portion of businesses that were defined as such. The portion of loans of \$100 thousand or less exceeds the portion of businesses that were defined as small. The market share of small loans made to small businesses was somewhat lower than F&M's overall market share in the AA for small loans to all businesses.

Small Loans to Farms

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

The borrower distribution of small loans to farms was adequate. The portion of F&M's small loans to small farms was somewhat lower than the portion of farms that were defined as such. The portion of loans of \$100 thousand or less exceeds the portion of farms that were defined as small. The market share of small loans made to small farms was somewhat lower than F&M's overall market share in the AA for small loans to all farms.

Community Development Lending

Refer to Table 1 in Appendix C for the facts and data used to evaluate the bank's level of community development lending.

Community development lending had a positive impact on the lending test conclusion for the F&M Non-metropolitan AA.

During the evaluation period, F&M originated two community development loans totaling \$3.078 million that benefited the F&M Non-metropolitan AA. This is approximately 5% of Tier 1 capital. The first loan was to construct the facility and the second provided operating capital for a new business. This will promote economic development by creating a minimum of 30 permanent jobs for low- and moderate-income individuals. The loans were not considered complex or innovative.

In addition, F&M originated six other loans in the AA, totaling approximately \$570 thousand that had community development characteristics and also met the definition of small loans to businesses. They were included in the analysis of small loans to businesses.

Product Innovation and Flexibility

Product innovation and flexibility had a neutral impact on the Lending Test conclusions for the F&M Non-metropolitan AA. The bank did not have innovative or flexible products.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope review, the bank's performance under the Lending Test in the Part of Nashville MSA #5360 AA was not inconsistent with the bank's overall "low satisfactory" performance under the Lending Test. Refer to Tables 1 through 11 in Appendix C for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test was rated "low satisfactory." Based on full-scope review the bank's performance in the F&M Non-metropolitan AA was adequate.

Refer to Table 12 in Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

F&M made no investments in qualified community development securities during the evaluation period. Our research found no qualified securities available that were specifically targeted to the AA. There were securities available that benefit the broader regional or statewide area that includes the AA.

Grants/ Donations - F&M made 16 grants and donations totaling \$25 thousand during the evaluation period. One donation for \$1,275 was particularly responsive to the identified need of affordable housing. The remaining \$24 thousand were to eight nonprofit organizations that target low- and moderate-income individuals or families. In addition to these monetary contributions, the bank donated office furniture to the Maury County Habitat for Humanity organization. None were innovative or complex.

Conclusions for Area Receiving Limited-Scope Reviews

Based on limited-scope review, the bank's performance under the Investment Test in the Part of the Nashville MSA#5360 AA was not inconsistent with the bank's "low satisfactory" overall performance. Refer to Table 12 in Appendix C for the

facts and data that support these conclusions.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test was rated "high satisfactory." Based on full-scope review, the bank's performance in the F&M Non-metropolitan AA was good.

Retail Banking Services

Refer to Table 13 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.

F&M offices provide good accessibility to geographies and individuals of different income levels throughout the full-scope AA.

The bank's offices were distributed throughout the geographies in the four counties. There were no low-or moderate-income geographies in this AA. The bank has a branch in a geography that was designated as "distressed" according to Community Development Financial Institution guidelines. To be designated a distressed area, 30% of the population must be below the poverty line and the unemployment rate must be 1.5 times the national average. The bank's Lewisburg-West office is located in this geography.

There have been no branch closures and one opening in the full-scope AA during the evaluation period. The opening improved the accessibility of services to low- and moderate-income families in the north end of the assessment area. This branch was located in a geography that is categorized as middle-income with an income level 91% of the statewide median family income. The 1990 median family income was \$24,926 making the median income for this geography less than \$23 thousand. Low-income families are 21% and moderate-income families are 17% of the population of this geography. There were only two other financial institutions with three offices in this county.

F&M's hours and services offered throughout the AA are good. Banking hours and services provided Monday through Friday are supplemented by Saturday hours in six locations throughout the AA (not including the Lewisburg West office). Two branches located near retail shopping in Columbia have extended hours until 7:00 PM Monday through Friday. Saturday and evening hours are provided to better serve the local factory workers. All branches provide traditional deposit services. Twelve of the 18 branches also have full-service credit facilities, including the Lewisburg West office. The six branches without full credit facilities were within

close proximity (less than five miles) from another branch that can originate loans.

F&M had a large Automated Teller Machine (ATM) network of 18 ATMs within the AA that offers effective alternative delivery systems for delivering retail bank services. This large network makes it easier for bank customers to access their accounts without having to pay a surcharge. The bank cannot provide specific information on how low- and moderate-income individuals were impacted by the service in general. However, the bank joined the Pulse ATM network in 1999 enabling the State of Tennessee's Electronic Benefits Transfer (EBT) recipients to use F&M's ATMs. Under the EBT program, the State no longer issued paper food stamps or assistance checks to welfare recipients. Their benefits were instead made available to them on EBT cards that they use at grocery stores to redeem their food stamp benefits or use at ATMs to withdraw cash benefits. There were approximately seven thousand EBT recipients in the AA. F&M does not charge non-customers a fee for this service.

In December 1999, the Board authorized F&M to begin offering the Electronic Transfer Account (ETASM). The U.S. Treasury Department established this account's basic features. It was available only to recipients of Federal wage, salary, benefit, or retirement checks for the purpose of receiving the Federal check by direct deposit. This low-cost account was designed to appeal to those check recipients who do not have a bank account. First accounts under this program were opened in February 2000.

Community Development Services

F&M's performance in providing CD services to its full-scope AA was excellent.

F&M officers and employees were actively involved in local organizations that provide services to various members of the community. These services were not innovative or complex. The small business and housing related activities meet needs identified by our community contacts and other performance context data.

F&M's officers and employees have provided financial expertise to two affordable housing organizations by serving on the finance committee or serving as chairman of a homes management committee. These organizations have as their primary purpose affordable housing for low- or moderate-income individuals.

F&M officers and employees have provided financial expertise to five economic development organizations throughout the F&M Non-metropolitan AA. The organizations have as their primary purpose the promotion of economic development by financing businesses or farms that have gross annual revenues of less than \$1 million. The financial services include serving as treasurer, member of loan committee and board member. In a community of this size most organizations operate everything through the Board and the Board's primary purpose is financial

advice.

F&M's provided financial expertise to 14 community services organizations that target their services to low- and moderate-income individuals or have as their primary purpose serving low- and moderate-income individuals. Financial expertise included: directing the fund raising committee, serving as treasurer, serving on the finance committee, making presentations on personal finance, or serving as board member. In a community of this size most organizations operate everything through the Board and the Board's primary purpose is financial advice.

F&M provided the following free banking services to community services organizations or low- and moderate-income individuals.

- F&M trust department acts as the trustee for the Family Center Revocable Trust. The Family Center is a not-for-profit child abuse prevention agency targeting low- and moderate-income families.
- The trust department maintains 46 guardianship accounts and provides free checks for individuals through the South Central Tennessee Development District. The account beneficiaries are predominately indigent, but some are legally incompetent. The majority of the beneficiaries meet the definition of low-income.
- The bank maintains accounts at no charge for clients of the Impact Center. The Impact Center is a vocational rehabilitation company that employs handicapped individuals, primarily those who are mentally handicapped but who may also have physical or emotional disabilities. The Impact Center pay scale is near minimum wage.

Conclusions for Areas Receiving Limited Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Part of the Nashville MSA #5360 AA is weaker than the bank's overall "high satisfactory" performance under the Service Test. Refer to Table 13 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 Δ Full-Scope Δ) and those that received a less comprehensive review (designated by the term Δ Limited-Scope Δ).

Time Period Reviewed	Lending Test: January 1, 1998 to December 31, 1999 Investment Test: January 1, 1998 to March 27, 2000 Service Test: January 1, 1998 to March 27, 2000	
Financial Institution	Products Reviewed	
First Farmers and Merchants National Bank (F&M) Columbia Tennessee	Residential Home Purchases Residential Refinancing Small Business Small Farm	
Affiliate(s)	Affiliate Relationship	Products Reviewed
<i>None</i>	NA	NA
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
F&M Non-metropolitan Area Part of Nashville MSA #5360	Full-Scope Limited-Scope	NA

Appendix B: Market Profiles for Full-Scope Areas

Table of Contents

Market Profiles for Areas Receiving Full-Scope Reviews
F&M Non-metropolitan Area B-2

F&M Non-metropolitan Area

Demographic Information for Full-Scope Area: F&M Nonmetropolitan Area						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	32	0	0	72	28	0
Population by Geography	128,408	NA	NA	70	30	0
Owner-Occupied Housing by Geography	52,086	NA	NA	71	29	0
Businesses by Geography	4,996	NA	NA	70	30	0
Farms by Geography	426	NA	NA	70	30	0
Family Distribution by Income Level	36,730	17	16	21	46	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	36,730	NA	NA	81	19	0
Median Family Income HUD Adjusted Median Family Income for 1999 Households Below the Poverty Level	= \$24,936 = \$37,500 = 16%	Median Housing Value Unemployment Rate				= \$50,853 = 2.5% to 7.8%

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 1990 U.S. Census and 1999 HUD updated MFI.

The F&M Non-metropolitan Area consists of four contiguous counties in south central Tennessee -- Maury, Marshall, Lawrence and Hickman. This assessment area is located just south and west of the Nashville metropolitan area. The Bank operated 17 full service offices in the AA with total deposits in excess of \$493 million as of June 30, 1999. F&M's total deposits were 33% of the total deposits of all reporting financial institutions in the area. There were fifteen other financial institutions in the AA operating 42 offices. None were similarly situated. They were either substantially smaller than F&M or were branches of very large, interstate banks. Based on deposits, F&M had a 33% share of the AA market. It holds a first place market rank in Maury County, a 3rd place market rank in Lawrence County, a 4th place market rank in Marshall County and a 2nd place market rank in Hickman County.

The local economy has been strong and experienced lower than state average unemployment in three of the four counties for the last two years. The area has also experienced twenty-percent growth in population from 1990 to the July 1, 1998 estimated census. While the area was once largely an agricultural area, manufacturing is the major industry and has been for many years. Saturn Corporation (automobile manufacturer) located in Spring Hill TN is the major employer by far with over eight thousand employees. According to the TN Department of Economic and Community Development, there are three other manufacturers in the four county AA with more than one thousand employees. These large employers were: International Comfort Products, Inc., Lewisburg (air conditioning and heating equipment)—2,200; Cosmolab, Inc., Lewisburg (Perfumes, Cosmetics & Toilet Preparations)—one thousand; and Murray Inc., Lawrenceburg (motor cycles, bicycles, and parts)—three thousand.

The State's HUD Consolidated Plan indicates that throughout the state there are critical housing needs in housing for the homeless, affordable homeownership for low- and moderate-income households and rehabilitation of existing housing stock.

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: purchased loans are treated as originations/purchases; market rank is based on the number of loans originated and purchased by the bank as compared to all other lenders in the MSA/assessment area; and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MSA/assessment area.

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 MSA/assessment area.
- 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 rank and 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 Refinance Loans** See Table 2.
- Table 5. 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 rank and market share information based on the most recent aggregate market data available.
- Table 6. 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 rank and market share information based on the most recent aggregate market data available.

- Table 7. Borrower Distribution of Home Purchase Loans** Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle- and upper-income borrowers to the percentage distribution of families by income level in each MSA/assessment area. The table also presents market rank and market share information based on the most recent aggregate market data available.
- Table 8. Borrower Distribution of Home Improvement Loans** See Table 7.
- Table 9. Borrower Distribution of Refinance Loans** See Table 7.
- Table 10. 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. The table also compares the banks percentage distribution with the percentage of loans originated and purchased by all other small business reporters in the bank's AA to businesses with revenues of \$1 million or less and is based on the most recent aggregate market data available. 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 11. Borrower Distribution of Small Loans to Farms** Compares the percentage distribution of the number of small loans (less than or equal to \$500 thousand) 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. The table also compares the banks percentage distribution with the percentage of loans originated and purchased by all other small farm reporters in the bank's AA to farms with revenues of \$1 million or less and is based on the most recent aggregate market data available. 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 12. Qualified Investments Presents the number and dollar amount of qualified investments made by the bank in each MSA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment commitments. In order to be included, an unfunded commitment must have been reported on schedule RC-L of the Call Reports as an off-balance sheet item.

Table 13. Distribution of Branch Delivery System and Branch Openings/Closings Compares the percentage distribution of the number of the bank's branches in low-, moderate-, middle- and upper-income geographies to the percentage of the population within each geography in each MSA/AA. The table also presents data on branch openings and closings in each MSA/AA.

Table 1. Lending Volume

LENDING VOLUME		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO December 31, 1999								
MSA/Assessment Area:	% of Rated Area Deposits in MSA/AA *	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development		Total Reported Loans		% of Rated Area Loans(#) in MSA/AA
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full-Scope:												
F&M Non-metropolitan Area	96%	62	4920	893	46372	187	4458	2	3078	1144	58828	98%
Limited-Scope:												
Part of Nashville MSA #5360	4%	3	186	13	931	0	0	0	0	16	1117	2%

* Deposit data as of June 30, 1999.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE												State: TENNESSEE			Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999		
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*			Total Home Purchase Loans				
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Upp	#	% of Total**		
Full-Scope:																	
F&M Non-metropolitan Area	NA	NA	NA	NA	71	86	29	14	NA	NA	NA	NA	NA	30	97		
Limited-Scope:																	
Part of Nashville MSA # 5360	NA	NA	39	0	61	100	NA	NA	NA	NA	NA	NA	NA	1	3		

(*) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT												State: TENNESSEE			Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999		
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*			Total Home Improvement Loans				
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod	Upp	#	% of Total**		
Full-Scope:																	
F&M Non-metropolitan Area	NA	NA	NA	NA	71	NA	29	NA	NA	NA	NA	NA	NA	NA	NA		
Limited-Scope:																	
Part of Nashville MSA # 5360	NA	NA	39	NA	61	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA		

(*) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999										
MSA/Assessment Area:	Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*			Total Home Mortgage Refinance Loans	
	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans	% Owner Occ Units	% BANK Loans		Overall	Low	Mod		Upp
F&M Non-metropolitan Area	NA	NA	NA	NA	71	75	29	25	NA	NA	NA	NA	32	94
Part of Nashville MSA # 5360	NA	NA	39	0	61	100	NA	0	NA	NA	NA	NA	2	6

(*) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

Table 5. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999									
MSA/Assessment Area:	Low-Income Geographies	Moderate-Income Geographies	Middle-Income Geographies	Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*			Total Small Business Loans			
	% of Businesses	% of Businesses	% of Businesses	% of Businesses	% BANK Loans		Overall	Low	Mod		Upp	% of Total**	
Full-Scope:													
F& M Non-metropolitan Area	NA	NA	70	67	30	33	1	NA	NA	31	39	893	99
Limited-Scope:													
Part of Nashville MSA#5360	NA	NA	45	100	NA	NA	NA	NA	NA	NA	NA	13	1

(*) Based on 1998 Aggregate Small Business Data only. Market rank is for all income categories combined.

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

Table 6. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999									
MSA/Assessment Area:	Low-Income Geographies	Moderate-Income Geographies	Middle-Income Geographies	Upper-Income Geographies		Overall Market Rank*	Market Share by Geography*			Total Small Farm Loans			
	% of Farms	% of Farms	% of Farms	% of Farms	% BANK Loans		Overall	Low	Mod		Upp	% of Total**	
Full-Scope:													
F& M Non-metropolitan Area	NA	NA	70	70	30	30	2	NA	NA	26	62	187	100
Limited-Scope:													
Part of Nashville MSA#5360	NA	NA	58	0	NA	NA	0	NA	0	0	NA	0	0

(*) Based on 1998 Aggregate Small Farm Data only. Market rank is for all income categories combined.

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

Table 7. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999											
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**				Total Home Purchase Loans	
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#
Full-Scope:															
F&M Non-metropolitan Area	17	7	16	17	21	7	46	69	NA	NA	NA	NA	NA	30	97
Limited-Scope:															
Part of Nashville MSA#5360	28	0	21	0	24	100	27	0	NA	NA	NA	NA	NA	1	3

(*) As a percentage of loans with borrower income information available.
 (**) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.
 (***) Home purchase loans originated and purchased in the MSA/AA as a percentage of all home purchase loans originated and purchased in the rated area.

Table 8. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999											
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**				Total Home Improvement Loans	
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#
Full-Scope:															
F&M Non-metropolitan Area	17	NA	16	NA	21	NA	46	NA	NA	NA	NA	NA	NA	NA	NA
Limited-Scope:															
Part of Nashville MSA#5360	28	NA	21	NA	24	NA	27	NA	NA	NA	NA	NA	NA	NA	NA

(*) As a percentage of loans with borrower income information available.
 (**) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.
 (***) Home improvement loans originated and purchased in the MSA/AA as a percentage of all home improvement loans originated and purchased in the rated area.

Table 9. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999											
MSA/Assessment Area:	Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall Market Rank**	Market Share by Borrower Income**				Total Home Mortgage Refinance Loans	
	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*	% of Families	% BANK Loans*		Overall	Low	Mod	Mid	Upp	#
Full-Scope:															
F&M Non-metropolitan Area	17	9	16	9	21	41	46	41	NA	NA	NA	NA	NA	32	94
Limited-Scope:															
Part of Nashville MSA#5360	28	0	21	0	24	100	27	0	NA	NA	NA	NA	NA	2	6

(*) As a percentage of loans with borrower income information available.

(**) Based on 1998 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

Table 10. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999						
MSA/Assessment Area:	Businesses with Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size		Market Share*****		Total Small Loans to Businesses			
	% of Businesses*	% BANK Loans**	% Market Loans***	\$100,000 or Less	> \$100,000 to \$250,000	> \$250,000 to \$1,000,000	All	Rev \$1 million or less	#	% of Total*****
F&M Non-metropolitan Area	74	52	62	89	7	4	33	26	893	99
Part of Nashville MSA#5360	75	54	65	71	14	14	NA	NA	13	1

(*) Full-Scope: Businesses with revenues of \$1 million or less as a percentage of all businesses.

(**) 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 34% of small loans to businesses originated and purchased by the bank.

(***) The market consists of all other Small Business reporters in the MSA/AA and is based on 1998 Aggregate Small Business Data only.

(****) Based on 1998 Aggregate Small Business Data only.

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

Table 11. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO DECEMBER 31, 1999			
MSA/Assessment Area:	Farms with Revenues of \$1 million or less		Loans by Original Amount Regardless of Farm Size		Market Share****		Total Small Farm Loans
	% of Farms*	% BANK Loans**	% Market Loans****	\$100,000 or Less	> \$100,000 to \$250,000	> \$250,000 to \$500,000	
Full-Scope:							
F&M Non-metropolitan Area	88	65	81	98	2	0	33
Limited-Scope:							
Part of Nashville MSA #5360	96	0	81	0	0	0	0
							27
							187
							100
							0

(*) Farms with revenues of \$1 million or less as a percentage of all farms.

(**) Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 35% of small loans to farms originated and purchased by the bank.

(***) The market consists of all other Small Farm reporters in the MSA/AA and is based on 1998 Aggregate Small Farm Data only.

(****) Based on 1998 Aggregate Small Farm Data only.

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

Table 12. Qualified Investments

QUALIFIED INVESTMENTS									
		State: TENNESSEE		Evaluation Period: JANUARY 1, 1998 TO MARCH 27, 2000					
MSA/Assessment Areas:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	% of Total \$≈s	#	\$ (000's)
Full-Scope:									
F&M Non-metropolitan Area	0	0	16	25	16	25	99	0	0
Limited-Scope:									
Part of Nashville MSA#5360	0	0	1	<1	1	<1	1	0	0

(*) A Prior Period InvestmentsΔ means investments made in a previous evaluation period that are outstanding as of the examination date.

(**) A Unfunded CommitmentsΔ means legally binding investment commitments reported on the Report of Condition Schedule-L A Off Balance Sheet Items.Δ

Table 13. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	
State: TENNESSEE										Evaluation Period: JANUARY 1, 1998 TO MARCH 27, 2000							
MSA/Assessment Area:	Deposits	Branches				Branch Openings/Closings			Population								
		% of Rated Area Deposits in MSA/AA	# of BANK Branches	% of Rated Area Branches in MSA/AA			# of Branch Openings	# of Branch Closings	Net Change in Location of Branches (+ or -)			% of the Population within Each Geography					
				Low	Mod	Upp			Low	Mod	Upp	Low	Mod	Upp			
Full-Scope:																	
F&M Non-metropolitan Area	96	17	94	NA	NA	71	295	NA	1	0	0	+1	0	NA	NA	70	30
Limited-Scope:																	
Part of Nashville MSA#5360	4	1	6	NA	0	100	NA	NA	1	0	0	+1	0	NA	50	50	NA