



PUBLIC DISCLOSURE

August 17, 2015

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

First Citizens National Bank
Charter Number 5263

200-206 West Court Street
Dyersburg, TN 38025

Office of the Comptroller of the Currency

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1401 West Capitol Avenue
Suite 350
Little Rock, AR 72201

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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Overall CRA Rating

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

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

Performance Levels	First Citizens National Bank Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X		X
Low Satisfactory		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 include:

- Geographic distribution of home mortgage loans and small loans to businesses is good.
- Borrower distribution is good for home mortgage loans and excellent for small loans to businesses.
- A substantial majority of loans originated within the bank’s assessment areas.
- FCNB has an adequate level of community development (CD) loans.
- The bank has an adequate level of qualified investments.
- The retail branch distribution is adequate.
- The bank has a good level of CD services.

Description of Institution's Operations in Northwest TN Non-MSA AA

FCNB's largest assessment area (AA) is the Northwest TN non-MSA AA. The bank's non-MSA AA consists of Dyer, Lauderdale, Obion, and Weakley Counties in Northwest Tennessee. FCNB has nine branches within the AA, representing 59.45 percent of the bank's total branch network. There were two branch openings in the AA during the evaluation period.

As of June 30, 2014, bank deposits in the NW TN Non-MSA AA totaled \$578.88 million or approximately 24.28 percent of market's deposits share. FCNB is the second largest deposit holder in the AA. Deposit competitors include First State Bank, ranking first with 34.03 percent of deposits and Regions Bank ranking third with 6.38 percent of deposits. These three banks together hold 64.69 percent of the market share.

The Northwest TN Non-MSA AA's deposits accounted for approximately 59.79 percent of the bank's total deposits. Refer to the market profile in Appendix C for detailed demographics and other performance context information for this full-scope review area.

Definitions and Common Abbreviations

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

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

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

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

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

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

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved 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 refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans.

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

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

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

Description of Institution

First Citizens National Bank (FCNB) is an intrastate bank headquartered in Dyersburg (Dyer County), Tennessee. Dyersburg has a population of approximately 17,000 people according to the 2010 U.S. Census, and is approximately 70 miles north of Memphis, Tennessee. First Citizens Bancshares, Inc., a financial holding company, owns FCNB. As of June 30, 2015, FCNB had total assets of \$1.26 billion, Tier One Leverage Capital of \$115.61 million or 9.25 percent of average assets, and Total Risk-Based Capital of \$123.13 million or 16.15 percent of risk-weighted assets.

FCNB has four separate assessment areas (AA) all located within the state of Tennessee. These AAs include: Northwest Tennessee (TN) non- Metropolitan Statistical Area (MSA), Memphis MSA, Madison County, and Williamson County. The non-MSA consists of Dyer, Lauderdale, Obion, and Weakley Counties in Northwest TN. The Memphis MSA 32820 consists of Shelby County (excluding the City of Memphis), Fayette County, and Tipton County. Shelby, Fayette, and Tipton counties are contiguous. Dyer, Lauderdale, Obion, and Weakley Counties are contiguous. The third AA includes 21 census tracts (CTs) within Madison County. The fourth AA includes 31 CTs within Williamson County.

FCNB primarily engages in generating deposits and originating loans. Based on June 30, 2014, FDIC deposit reports, FCNB had deposits of \$968.18 million. FCNB is the 16th largest deposit holder in the state of Tennessee, with the largest percentage of deposits concentrated in the full scope non-MSA area located around its headquarters in Dyer County. Approximately 59.79 percent of FCNB's deposits are in the full scope Non-MSA area with the majority located in Dyer County, where FCNB has 62.60 percent of the total deposits. FCNB is ranked as the second largest depository institution in the full scope Non-MSA with 24.28 percent of the total deposits. Approximately, 34.42 percent of the deposits are located in the MSA, and 5.79 percent of the deposits within Williamson County. There were no deposits noted within Madison County as the Madison County branch was not opened until October 1, 2014. FCNB is ranked 14th in the MSA with 1.66 percent of the deposits.

FCNB's lending activities are primarily in commercial real estate loans and residential real estate loans. FCNB also offers a wide range of consumer loan products such as automobile, recreational vehicles, secured, unsecured, and fixed and adjustable rate real estate mortgage loans. FCNB's loan portfolio composition as reported in the June 30, 2015, Report of Condition and Income (Call Report) is as follows:

Table 1 - Loan Concentrations		
Loan Category	\$ (000)	%
Commercial Real Estate Loans	333,197	52.48
Residential Real Estate Loans	165,366	26.04
Commercial Loans	60,094	9.46
Agriculture Loans	47,288	7.45
Consumer Loans	29,011	4.57
	634,956	100%

Source: 6/30/15 Call Report

As of June 30, 2015, FCNB was a full-service bank with 18 full-service banking offices, three drive-up banking locations, and 31 automated teller machines (ATMs) located within the moderate, middle, and upper CTs (see Table 15). Since the last evaluation, one branch was opened in Madison County on October 1, 2014 and one was opened in Williamson County on December 7, 2012. No branches were closed during that time-period. Banking hours are reasonable throughout FCNB's assessment areas. All branches have drive-through service and extended hours on Fridays. Some of the branches are open a half-day on Saturdays, and most have on-site ATM's.

FCNB's primary focus is to grow/expand through quality growth, while maintaining a strong corporate culture where employees strive to deliver a level of service that exceeds customer expectations. Along with deposit and lending services, FCNB maintains a trust department, and provides investment and insurance products and services to its customers through its affiliates. FCNB has two wholly-owned subsidiaries, First Citizens Financial Plus, Inc. and First Citizens Investments, Inc. and has a 50 percent ownership in two insurance subsidiaries consisting of general insurance agency full line insurance and credit insurance line. However, the Bank did not request consideration of their activities in the evaluation of its performance.

There are no financial, legal, or other factors impeding FCNB's ability to meet the credit needs of its community. The Bank received a "Satisfactory" rating at the June 25, 2012, CRA performance evaluation.

Scope of the Evaluation

Evaluation Period/Products Evaluated

This examination covers FCNB's lending performance from January 1, 2012 to June 30, 2015. We reviewed small business and small farm loans; and home loans under the Home Mortgage Disclosure Act (HMDA) for these time periods. We reviewed activities since the date of the last CRA evaluation, to June 30, 2015, for Community Development Lending, the Investment Test, and the Service Test.

Data Integrity

The accuracy of HMDA and small business/farm loans collected by the bank for 2014 was reviewed. The HMDA and small business/farm data were found to be accurate. Additionally, community development loans, qualified investments, and community development services were reviewed to determine if these activities met the regulatory definition for community development. HMDA and CRA loans are reviewed quarterly by the bank's internal audit with an additional audit performed annually. FCNB has adequate written procedures for the preparation of HMDA and CRA loans prior to submission to the FFIEC. On a monthly basis, the HMDA/CRA officer reviews all entries and makes corrections as necessary.

Selection of Areas for Full-Scope Review

FCNB has four separate AA. NW TN Non-MSA was selected for the full scope review since a majority of the loans originated was made in that AA within the specified time period. Full-scope reviews consider performance context, quantitative and qualitative factors. In general, the AAs selected for the full-scope review were chosen because they represented a significant portion of the bank's deposit base and lending business. The other AAs were analyzed using limited-scope procedures. Limited-scope procedures consider quantitative factors only. Refer to the "Scope" section under each State and Multistate Metropolitan Area Rating section for details regarding how we selected the areas for review. A majority of the community services were completed in the full-scope AA. Please refer to Appendix A for more information on the four AA's.

Ratings

The Bank's overall rating is based on one full-scope assessment area and three limited scope areas. The full scope AA is NW TN Non-MSA which consists of the following counties: Dyer, Lauderdale, Obion, and Weakley. Limited scope areas are: Memphis TN-AR MSA which includes: Fayette, Shelby, and Tipton Counties; Jackson TN MSA, which includes Madison County; and part of the Nashville TN MSA, which includes only Williamson County. More weight is given to the full scope area where most of the bank's deposits are held, and where most of the CRA small business/farm loans and HMDA reportable loans were made.

Other

We conducted a community contact with a local community non-profit organization for this examination. Based on discussions, the contact stated that the Bank is satisfactorily meeting the basic credit needs of the community.

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.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Northwest TN Non-MSA AA is rated "High Satisfactory". Based on a full-scope review, the bank's performance in the Northwest TN Non-MSA AA is good.

Lending Activity

The bank's overall volume of loans in the Northwest TN Non-MSA AA is good. Lending levels are good considering the bank's size, capacity and presence in the market.

Refer to Table 1 Lending Volume in the Northwest TN Non-MSA AA section of Appendix C for the facts and data used to evaluate the bank's lending activity.

During this evaluation period, FCNB made 699 home purchase loans, 181 home improvement loans, 410 refinance loans, 2,383 small loans to businesses, and 1,577 small loans to farms. Multifamily loans were not analyzed, as the bank did not make a sufficient volume of loans to perform a meaningful analysis.

Loan volume declined in the 2014-2015 evaluation period as the bank originated fewer home mortgage loans.

More weight was placed on small loans to businesses rather than home mortgage loans as small loans to businesses represent 45 percent of all loans originated in the AA. FCNB is a predominant small business lender in the AA. In 2013, FCNB was ranked first out of 34 lenders in overall market share for small business loans in the Northwest TN Non-MSA AA. FCNB's market share was 33.67 percent. For home mortgage loans, FCNB was also a dominate lender and ranked second out of 156 lenders in the overall market share for home mortgage loans. The bank's market share was 13.13 percent.

Distribution of Loans by Income Level of the Geography

Overall, FCNB's geographic distribution of loans is good. The geographic distribution of home purchase loans is excellent. The geographic distribution of home improvement loans is good. The geographic distribution of refinance loans is good. The geographic distribution of small loans to businesses is good. The geographic distribution of small loans to farms is very poor.

Home Mortgage Loans

Refer to Table 2, 3, 4, and 5 in the Northwest TN Non-MSA AA section of Appendix C for the facts and data used to evaluate the geographic distribution of the bank's home purchase loan originations for 2012-2015.

Home Purchase Loans

The geographic distribution of home purchase loans is excellent.

For 2012 and 2013, the bank's geographic distribution of loans is excellent. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs exceeds the percentage of owner-occupied units in these geographies.

The bank's market share for home purchase loans in moderate-income tracts exceeds their overall market share.

For 2014 and 2015, the bank's geographic distribution of loans is excellent. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs exceeds the percentage of owner-occupied units in these geographies.

Home Improvement Loans

For 2012 and 2013, the bank's geographic distribution of loans is good. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs is near the percentage of owner-occupied units in these geographies.

The bank's market share for home improvement loans in moderate-income CTs exceeds their overall market share.

For 2014 and 2015, the bank's geographic distribution of loans is excellent. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs exceeds the percentage of owner-occupied units in these geographies.

Refinance Loans

For 2012 and 2013, the bank's geographic distribution of loans is good. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs is near the percentage of owner-occupied units in these geographies.

The bank's market share for refinance loans in moderate-income CTs exceeds their overall market share.

For 2014 and 2015, the bank's geographic distribution of loans is excellent. During this evaluation period, FCNB's AA did not have low-income CTs. The distribution of loans in moderate-income CTs exceeds the percentage of owner-occupied units in these geographies.

Small Loans to Businesses

Refer to Table 6 in the Northwest TN Non-MSA AA section of Appendix C for the facts and data used to evaluate the geographic distribution of the bank's small loans to businesses originations for 2012-2015.

Small Loans to Businesses

The geographic distribution of small loans to businesses is good.

For 2012 and 2013, the bank's geographic distribution of loans is good. During this evaluation period, FCNB's AA did not have low-income CTs. Their distribution of loans to small businesses in moderate-income CTs exceeds the percentage of businesses in these geographies.

FCNB's market share in moderate-income tracts exceeds the bank's overall market share.

For 2014 and 2015, the bank's geographic distribution of loans is good. During this evaluation period, FCNB's AA did not have low-income CTs. Their distribution of small loans to businesses in moderate-income CTs is near the percentage of businesses in these geographies.

Small Loans to Farms

Refer to Table 7 in the Northwest TN Non-MSA AA section of Appendix C for the facts and data used to evaluate the geographic distribution of the bank's small loans to farms originations for 2012-2015.

Small Loans to Farms

The geographic distribution of small loans to farms is very poor.

For 2012 and 2013, the bank's geographic distribution of loans is very poor. During this evaluation period, FCNB's AA did not have low-income CTs. Their distribution of small loans to farms in moderate-income CTs is significantly lower than the percentage of farms in these geographies. The low number and location of the moderate-income CTs limits the bank's opportunity to lend to farms in these areas.

FCNB's market share in moderate-income tracts is somewhat lower than the bank's overall market share.

For 2014 and 2015, the bank's geographic distribution of loans is very poor. During this evaluation period, FCNB's AA did not have low-income CTs. Their distribution of small loans to farms in moderate-income CTs is significantly lower than the percentage of farms in these geographies. The low number and location of the moderate-income CTs limits the bank's opportunity to lend to farms in these areas.

Lending Gap Analysis

We reviewed maps, lending reports and internal MIS reports to identify gaps in the bank's lending performance in this AA. Based on our review, we concluded that no lending gaps exist in the AA.

Inside/Outside Ratio

A substantial majority of the bank's loans were made inside the AAs. For the 2012 and 2013 evaluation period, 88 percent of the bank's loans were made inside the AAs. By loan product, 87 percent of HMDA loans, 88 percent of small loans to businesses, and 87 percent of small loans to farms were made inside FCNB's AAs. For the 2014 and 2015 evaluation period, 87 percent of the bank's loans were made inside the AAs. By loan product, 84 percent of HMDA loans, 88 percent of small loans to businesses, and 86 percent of small loans to farms were made inside FCNB's AAs. The percentage of lending in this AA was a positive factor in the overall analysis of the Lending Test.

Distribution of Loans by Income Level of the Borrower

Overall, FCNB's distribution of loans by income level of the borrower is good. The bank's dispersion of home purchase loans is good. The dispersion of home improvement and refinance loans is adequate. The dispersion of small loans to businesses is excellent, and the distribution of small loans to farms is good.

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.

Home Purchase Loans

The borrower distribution of home purchase loans is good.

For 2012 and 2013, the bank's borrower distribution of home purchase loans is good. The distribution of loans to low-income borrowers is somewhat lower than the percentage of low-income families in the AA. The distribution of loans to moderate-income borrowers exceeds the percentage of moderate-income families in the AA.

The bank's market share of home purchase loans to low-income borrowers exceeds the overall market share. The market share to moderate-income borrowers is lower than the overall market share.

For 2014 and 2015, the bank's borrower distribution of home purchase loans is good. The distribution of loans to low-income borrowers is lower than the percentage of low-income families in the AA. The distribution of loans to moderate-income borrowers exceeds the percentage of moderate-income families in the AA.

Home Improvement Loans

The borrower distribution of home improvement loans is adequate.

For 2012 and 2013, the bank's geographic distribution of loans is excellent. During this evaluation period, FCNB's loans to low-income families were somewhat lower than the percentage of low-income families in the AA. The distribution of loans in moderate-income census tracts exceeds the percentage of owner-occupied units in these geographies.

The market share of loans in to low- and moderate-income families exceeds the overall market share.

For 2014 and 2015, the bank's borrower distribution of loans is poor. During this evaluation period, FCNB's loans to low-income borrowers were lower than the percentage of low-income families in the AA. The distribution of loans to moderate-income families is somewhat lower than the percentage of moderate-income families in the AA.

Refinance Loans

The geographic distribution of refinance loans is adequate.

For 2012 and 2013, the bank's borrower distribution of loans is adequate. During this evaluation period, FCNB's loans to low-income borrowers are somewhat lower than the percentage of low-income families in the AA. The distribution of loans to moderate-income is near the percentage of moderate-income families in the AA.

The bank's market share to low-income borrowers is near to the overall market share. The bank's market share to moderate-income borrowers exceeds the overall market share.

For 2014 and 2015, the bank's borrower distribution of loans is adequate. During this evaluation period, FCNB's loans to low- and moderate-income borrowers are lower than the percentage of low-and moderate-income families in the AA.

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 loans to small businesses for 2012-2015.

Overall, the borrower distribution of small loans to businesses is excellent.

The bank's distribution of small loans to businesses was excellent in 2012 through 2013. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) exceeds the percentage of small businesses with revenues of \$1 million or less. The bank's market share of small loans to businesses exceeded its overall market share of small loans to businesses.

The bank's distribution of small loans to businesses was excellent in 2014 through 2015. The percentage of small loans to small businesses (businesses with gross annual revenue of \$1 million or less) exceeds the percentage of small businesses with revenues of \$1 million or less.

Small Loans to Farms

Refer to Table 12 in Appendix C for the facts and data used to evaluate the borrower income distribution of the bank's small loans to farms for 2012-2015.

Overall, the borrower distribution of small loans to farms is good.

The bank's distribution of small loans to farms was good in 2012 through 2013. The percentage of small loans to small farms (farms with gross annual revenue of \$1 million or less) is near the percentage of small farms with revenues of \$1 million or less. The bank's market share of small loans to farms exceeded its overall market share of small loans to farms.

The bank's distribution of small loans to farms was good in 2014 through 2015. The percentage of small loans to small farms (farms with gross annual revenue of \$1 million or less) exceeds the percentage of small farms with revenues of \$1 million or less.

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 multi-family loans, including those that also qualify as CD loans. Table 5 does not separately list CD loans.

The following represents community development loans granted since the prior CRA evaluation. CD loans are those loans for which the primary purpose meets the definition of community development contained in CRA regulation and have not been considered in the review of small business, small farm, home purchase, home improvement, or home refinancing.

FCNB's performance of providing community development loans in the Northwest Non-MSA is adequate. For the 2012 and 2013 evaluation period, CD loans comprised 3 percent of Tier 1 Capital. For the 2014 and 2015 evaluation period, CD loans comprised 0.43 percent of Tier 1 Capital. FCNB has partnered with various agencies and groups in its assessment areas to provide job creation for low- to moderate- income individuals, affordable housing, community services, and revitalization in distressed and underserved areas. The impact of CD lending on the Bank's AA has been neutral.

The following are some of the CD loans originated by FCNB during the evaluation period.

- FCNB originated two loans totaling \$700,000 to the City of Ripley, TN Industrial Development Bond (IDB) program to attract an auto parts manufacturer to a speculative building in the city's industrial park. The building is located in a moderate-income CT.

The company will employ approximately 30 people with a salary averaging \$40,000. With this loan, jobs were created for low- and moderate-income individuals.

- The bank originated a loan in the amount of \$390,260 to a real estate management company to purchase land to construct a medical clinic in rural Dyersburg, TN. The clinic received a certification as a “rural health clinic” which enables the clinic to receive full payment for charges to TennCare and Medicare benefits, instead of receiving the write-down amount. The clinic is located in a moderate-income CT and will provide much needed health care services to low- and moderate-income individuals in the community.
- FCNB originated a loan in the amount of \$1.3 million to the Northwest TN Development District (NWTNDD) and the NW TN Human Resource Agency (HRA) for the renovations and expansion of two facilities. The improvements will bring the development district and the human resource agency’s staff together under one roof providing an additional 4,270 square feet. USDA Rural Development is providing a Community Facilities Loan Guarantee to First Citizens. NWTDD and HRA is an association of 47 municipalities in nine counties organized to advocate and promote economic and community development in the nine county region of NW TN. These agencies coordinate and administer the State & Federal grant and aid programs aimed to improve the lives of the poor, elderly and mentally challenged residing in NW TN. Additionally, they provide planning activities for area local and county governments as well as provide and qualify local governments for grants to improve municipal infrastructure and industrial development. The facility is located in a distressed middle-income CT. Low- and moderate-income individuals are served by this venture.

Product Innovation and Flexibility

FCNB offers a standard product mix of loans including government-guaranteed loan programs such as the Federal Housing Administration (FHA), the Tennessee Housing Development Agency (THDA), and the United States Department of Agriculture (USDA) Rural Development program. In addition, FCNB participates in the Farm Service Agency Government Guaranteed program. With this program, the bank provides operating lines, equipment loans, etc., to local farmers that would have otherwise been forced out of operation due to lack of funding from traditional lending sources. FCNB also participates in the Small Business Administration (SBA) government guaranteed program.

FCNB has a consumer loan program that offers a loan of \$500 to customers who are in need of a small, short-term loan. The product can be applied for on-line and the funds are issued via a debit card.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank’s performance under the lending test in the Jackson TN MSA AA (Madison County), Memphis TN-AR MSA and the Nashville TN MSA (Williamson County) is not inconsistent with the bank’s overall “High Satisfactory” performance under the lending test. Refer to the Tables 1 through 12 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 in the Northwest TN non-MSA is rated "Low Satisfactory." Based on a full-scope review, the bank's performance in the Northwest TN non-MSA is adequate.

Refer to Table 14 the Northwest TN non-MSA section of Appendix C for the facts and data used to evaluate the bank's level of qualified investments.

During the 2012-2013 evaluation period, FCNB made three investments in the Northwest TN non-MSA AA totaling \$2.41 million. An additional investment was made during the 2014-2015 period totaling \$432.04 thousand. The two evaluation periods total \$2.84 million in investments and represents approximately 2.46 percent of allocated Tier One Capital, as of June 30, 2015. This is a satisfactory level of investments.

Funding for affordable housing and community services targeted to low- and moderate-income individuals were identified as a major CD needs in the AA. There are numerous nonprofit organizations located in the AA. These organizations provide affordable housing, community services to LMI families, and support for economic development activities.

Qualifying investments are investments, deposits, membership shares, or grants that have as their primary purpose community development, as defined in the CRA regulation. FCNB's qualifying CD investments are centered in investments and grants/donations with the primary purpose of providing primarily low- and moderate-income individuals.

Conclusions for Area Receiving Limited-Scope Reviews

The institution's investment performance within the limited scope AA of the Memphis MSA is stronger than the full scope performance; however, this is primarily due to the residual investments made during the prior evaluation period from 2010 to 2011.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the service test in the Northwest TN non-MSA AA rated "High Satisfactory." Based on a full-scope review, the bank's performance in the Northwest TN non-MSA is adequate. The level of community services provided by the FCNB employees has remained very active since the prior evaluation period. FCNB employees have demonstrated a willingness to provide community development services by providing technical assistance to organizations and programs that promote/provide affordable housing and educational services primarily to low- and moderate-income families. FCNB employees provide technical assistance and financial services by serving on boards, committees, or as members of various organizations that provide community service to LMI income individuals or families. FCNB's deposit products continue to support the banking needs of LMI individuals.

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.

FCNB's branch distribution in the Northwest TN non-MSA is adequate. The bank's branch distribution in 2012 through 2013 was adequate. Branches were reasonably accessible to geographies and individuals of different income levels in the AA. There were no low-income CTs in the AA. Access to services in moderate-income geographies was adequate when taking into consideration that 11.11 percent of the branches located within that AA are located in a moderate-income CT. The bank's branch distribution in 2015 was consistent with the distribution noted in 2012 through 2013, and was considered adequate.

Branch openings and closings generally did not affect the accessibility of the bank's delivery systems to low- and moderate-income geographies or individuals. During the evaluation period, no bank branches were closed; however, two branches were opened. One branch was opened in an upper-income CT in Williamson County in December 2012 and another branch was opened in Madison County in October 2014. The branch located in Madison County is also located in a middle-income CT.

FCNB's hours and services offered in the Northwest TN non-MSA are adequate. Branch hours and services did not vary in a way that would inconvenience portions of the AA, particularly LMI individuals. Services offered and hours of operation are comparable among locations regardless of the income level of the geography.

Bank-wide, management complements its traditional service delivery methods with certain alternative delivery processes, such as: online banking, which includes bill payment and mobile banking, and ATMs. However, we placed no significant weight on these alternative delivery systems, as the bank did not maintain metrics to determine their effectiveness in helping to meet the credit needs of low- and moderate-income geographies or LMI individuals. The bank does however offer several deposit products that have been developed to assist LMI individuals. These include the *Easy Access Account* which has no monthly fees for those individuals receiving government assistance. There is also an *Electronic Benefits Transfer Program* in which FCNB provides EBT cardholders access to their government assistance programs free of charge and also allows the customer to access their cash accounts at any FCNB ATM without any surcharge.

Community Development Services

FCNB's performance in providing community development services in the Northwest TN non-MSA was outstanding. Although the different type of services has declined since the previous period, the level of activities, identified by the community contact as needs of the LMI community, continue to expand.

In the northwest TN non-MSA, eight bank employees provided their expertise to several different community development organizations and programs. Bank employees also participated in various community service activities, primarily teaching financial literacy classes

to students at the local school districts. Bank employees have also presented these classes to over 100 adults located in low- and moderate-income areas, demonstrating responsiveness to an identified need in the AA. Additionally, financial counseling was provided to 22 affordable housing grant recipients. Five bank employees served as either board or committee members of three different organizations serving the needs of low- and moderate-income families, illustrating the bank's commitment to provide banking products and services to areas under severe economic distress.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Jackson TN MSA, Memphis TN-AR MSA, and Nashville TN MSA is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test. 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): (01/01/2012 to 06/30/2015) Investment and Service Tests and CD Loans: (06/25/2012 to 09/10/2015)	
Financial Institution	Products Reviewed	
First Citizens National Bank Dyersburg, Tennessee	Home purchase, home improvement, refinance, small loans to businesses, small loans to farms	
Affiliate(s)	Affiliate Relationship	Products Reviewed
None		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Northwest TN Non-MSA	Full-Scope	Dyer, Lauderdale, Obion, and Weakley Counties
Jackson TN MSA	Limited-Scope	Madison County
Memphis TN-AR MSA	Limited-Scope	Fayette, Shelby, Tipton
Nashville TN MSA	Limited-Scope	Williamson County

Appendix B: Market Profiles for Full-Scope Areas

Northwest TN Non-MSA AA

The bank's non-MSA area consists of Dyer, Lauderdale, Obion, and Weakley Counties in Northwest Tennessee. The bank's AA does not arbitrarily exclude any areas, particularly low- or moderate-income areas. The AA includes the counties of Dyer and Weakley, the two largest counties in the assessment, with a population of 38,335 and 35,021, respectively based on 2010 census data. Therefore, the combined counties accounted for 55.16 percent of the population in the bank's non-MSA AA.

FCNB provides a full range of loan and deposit products to the AA. FCNB has nine branches in the non-MSA AA. In addition to its branches, ATMs are located at each location.

Competition for financial services within the non-MSA is intense and includes several branches of regional banks, local community banks, credit unions and other nonbank financial service providers. As of June 30, 2014, the bank's deposits in the non-MSA AA totaled \$560.40 million or 57.85 percent of total deposits. FCNB ranked second out of 17 banks with 24.27 percent market share within the non-MSA AA.

Employment and Economic Factors

According to the Bureau of Labor Statistics, as of July 2015, the not seasonally adjusted unemployment rate for the state of Tennessee was 6.4 percent while the unemployment rates within the non-MSA AA ranged from 8.1 percent in Dyer County, TN to 9.6 percent in Obion County, TN. This compares to July 2013 unemployment rates of 8.1 percent, 10.2 percent, and 12.2 percent, respectively. The non-MSA AA, most specifically, Obion County, Tennessee saw a large spike in unemployment in 2012 after the Goodyear plant closing in 2011 caused approximately 1,900 job losses. During this time, Obion County and Dyer County both experienced an increase in unemployment rates of 15.2 percent and 12.2 percent, respectively. The unemployment rates have decreased region wide over the past several years as new economic development has begun to flourish; however, the region continues to struggle with higher than state and country unemployment rates. Recovery from depressed economic conditions in Northwest Tennessee has lagged behind the United States as a whole. United States unemployment rates decreased from 7.7 percent to 5.6 percent over the same period.

The major employers in the AA include automotive parts producers and food industry companies. The largest employers include ERMCO (transformers distribution), Tyson (meat processing), NSK (automotive components) and Norteck Global HVAC (HVAC). Each employer provides approximately 331-900 jobs, according to the Dyersburg Chamber of Commerce. The other major employers each provide jobs for 62 – 220 individuals.

Northwest TN Non-MSA

Demographic Information for Full Scope Area: Northwest TN Non-MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	38	0.00	18.42	60.53	21.05	0.00
Population by Geography	132,978	0.00	19.84	62.51	17.65	0.00
Owner-Occupied Housing by Geography	33,961	0.00	14.08	64.52	21.40	0.00
Business by Geography	8,779	0.00	17.85	60.46	21.69	0.00
Farms by Geography	988	0.00	9.51	66.80	23.68	0.00
Family Distribution by Income Level	34,634	22.24	17.06	20.00	40.70	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	13,612	0.00	25.71	61.50	12.80	0.00
Median Family Income		44,386	Median Housing Value		86,703	
HUD Adjusted Median Family Income for 2015		47,800	Unemployment Rate (2010 US Census)		4.08%	
Households Below Poverty Level		20%				

(*) The NA category consists of geographies that have not been assigned an income classification.
 Source: 2010 US Census and 2015 HUD updated MFI

Housing

Based on 2010 census data and 2015 HUD information, of all owner-occupied units and all occupied rental units in the AA, 14.08 percent and 29.72 percent were located in low- and moderate-income CTs, respectively. The median housing value in the non-MSA AA was \$86,703, yet 20 percent of families were below the poverty level, rendering the price of housing unreachable for many families in low- and moderate-income CTs. The median family income within the AA is \$44,386. Over 22.24 percent of the AA family income distribution is considered to have LMI while there is only a 14.08 percent of LMI owner-occupied housing available.

Community Contact

The OCC made contact with a local-based nonprofit organization that serves the Dyer County area. The primary needs identified were affordable housing for low- and moderate-income families, financial literacy services for adults and students, and low-cost deposit products. Business development opportunities are hampered by the city's ongoing struggle with unemployment, poverty, and the closing of a large manufacturer. The nonprofit organization also identified needs for public services, especially given the high poverty rate. These services included financial literacy, deposit services training, educational services, and others.

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

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

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

purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.

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

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

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

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

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE				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:												
Northwest TN Non-MSA 2013	82.74	808	78,025	1,354	91,234	885	63,381	7	3,246	3,054	235,886	59.45
Limited Review:												
Jackson TN MSA 2013	1.84	25	3,295	41	11,737	2	137	0	0	68	15,169	0.00
Memphis TN-AR MSA 2013	14.58	217	32,873	281	35,852	35	3,963	5	6,065	538	78,753	33.61
Nashville MSA 2013 - Williamson County	0.84	10	2,733	21	2,653	0	0	0	0	31	5,386	6.93

* 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 June 25, 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			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ*** Units	% BANK Loans****	% Owner Occ*** Units	% BANK Loans	% Owner Occ*** Units	% BANK Loans	% Owner Occ*** Units	% BANK Loans						
Full Review:																
Northwest TN Non-MSA 2013	418	78.57	0.00	0.00	14.08	18.42	71.70	72.73	14.22	8.85	16.02	0.00	21.57	16.56	8.37	
Limited Review:																
Jackson TN MSA 2013	15	2.82	8.68	6.67	16.59	26.67	30.02	40.00	44.70	26.67	0.91	0.00	2.17	1.36	0.32	
Memphis TN-AR MSA 2013	94	17.67	4.63	1.06	8.29	2.13	26.47	31.91	60.61	64.89	0.53	0.60	0.32	1.11	0.40	
Nashville MSA 2013 - Williamson County	5	0.94	0.00	0.00	3.75	0.00	2.16	0.00	94.09	100.00	0.06	0.00	0.00	0.00	0.07	

* 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			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest TN Non-MSA 2013	100	91.74	0.00	0.00	14.08	13.00	71.70	74.00	14.22	13.00	21.90	0.00	27.27	21.67	17.24
Limited Review:															
Jackson TN MSA 2013	0	0.00	8.68	0.00	16.59	0.00	30.02	0.00	44.70	0.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2013	9	8.26	4.63	0.00	8.29	11.11	26.47	66.67	60.61	22.22	0.74	0.00	0.00	1.63	0.35
Nashville MSA 2013 - Williamson County	0	0.00	0.00	0.00	3.75	0.00	2.16	0.00	94.09	0.00	0.00	0.00	0.00	0.00	0.00

* 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			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp	
Full Review:																
Northwest TN Non-MSA 2013	287	68.99	0.00	0.00	14.08	13.59	71.70	74.56	14.22	11.85	9.07	0.00	9.80	9.59	6.46	
Limited Review:																
Jackson TN MSA 2013	10	2.40	8.68	0.00	16.59	0.00	30.02	50.00	44.70	50.00	0.42	0.00	0.00	0.86	0.29	
Memphis TN-AR MSA 2013	114	27.40	4.63	0.00	8.29	5.26	26.47	37.72	60.61	57.02	0.42	0.00	1.22	0.77	0.29	
Nashville MSA 2013 - Williamson County	5	1.20	0.00	0.00	3.75	0.00	2.16	0.00	94.09	100.00	0.07	0.00	0.00	0.00	0.08	

* 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: TENNESSEE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Northwest TN Non-MSA 2013	3	100.00	0.00	0.00	32.89	33.33	63.31	66.67	3.80	0.00	20.00	0.00	50.00	0.00	0.00
Limited Review:															
Jackson TN MSA 2013	0	0.00	27.66	0.00	32.52	0.00	37.07	0.00	2.75	0.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2013	0	0.00	10.77	0.00	21.39	0.00	24.59	0.00	43.26	0.00	0.00	0.00	0.00	0.00	0.00
Nashville MSA 2013 - Williamson County	0	0.00	0.00	0.00	2.85	0.00	12.45	0.00	84.71	0.00	0.00	0.00	0.00	0.00	0.00

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

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family 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: TENNESSEE								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 Bus***	% BANK Loans	% of Bus***	% BANK Loans	% of Bus***	% BANK Loans	% of Bus***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest TN Non-MSA 2013	1,354	79.79	0.00	0.00	17.85	19.05	71.66	69.20	10.49	11.74	33.67	0.00	38.36	33.91	31.71
Limited Review:															
Jackson TN MSA 2013	41	2.42	15.44	4.88	28.92	43.90	24.47	9.76	31.18	41.46	2.23	1.43	4.73	0.78	2.42
Memphis TN-AR MSA 2013	281	16.56	4.58	2.85	11.41	4.27	25.27	37.72	58.75	55.16	1.49	1.07	0.53	2.23	1.71
Nashville MSA 2013 - Williamson County	21	1.24	0.00	0.00	5.77	14.29	9.20	4.76	85.03	80.95	0.26	0.00	0.43	0.16	0.26

* 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		Geography: TENNESSEE										Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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:																
Northwest TN Non-MSA 2013	885	95.99	0.00	0.00	9.51	3.05	73.48	82.60	17.00	14.35	56.45	0.00	32.65	61.24	45.45	
Limited Review:																
Jackson TN MSA 2013	2	0.22	7.95	0.00	13.07	0.00	17.05	0.00	61.93	100.00	4.48	0.00	0.00	2.94	6.90	
Memphis TN-AR MSA 2013	35	3.80	2.52	0.00	10.76	2.86	36.92	77.14	49.81	20.00	11.18	0.00	0.00	17.50	5.36	
Nashville MSA 2013 - Williamson County	0	0.00	0.00	0.00	2.48	0.00	3.15	0.00	94.37	0.00	3.70	0.00	0.00	0.00	4.76	

* 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: TENNESSEE						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:															
Northwest TN Non-MSA 2013	418	78.57	22.68	6.31	17.32	23.06	20.06	19.66	39.95	50.97	18.65	19.63	15.18	13.11	23.54
Limited Review:															
Jackson TN MSA 2013	15	2.82	24.05	7.14	15.58	21.43	16.59	35.71	43.78	35.71	1.00	0.00	0.94	1.86	0.65
Memphis TN-AR MSA 2013	94	17.67	17.35	6.74	13.74	30.34	17.60	16.85	51.31	46.07	0.62	0.93	0.78	0.46	0.60
Nashville MSA 2013 - Williamson County	5	0.94	8.23	0.00	8.84	40.00	13.36	0.00	69.57	60.00	0.07	0.00	0.49	0.00	0.06

* 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		Geography: TENNESSEE								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share				
	#	% of Total**	% Families***	% BANK Loans****	% Families ²	% BANK Loans****	% Families**	% BANK Loans****	% Families**	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest TN Non-MSA 2013	100	91.74	22.68	6.67	17.32	21.11	20.06	18.89	39.95	53.33	21.30	22.73	32.00	16.07	18.63
Limited Review:															
Jackson TN MSA 2013	0	0.00	24.05	0.00	15.58	0.00	16.59	0.00	43.78	0.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2013	9	8.26	17.35	14.29	13.74	14.29	17.60	42.86	51.31	28.57	0.79	0.00	0.90	1.79	0.43
Nashville MSA 2013 - Williamson County	0	0.00	8.23	0.00	8.84	0.00	13.36	0.00	69.57	0.00	0.00	0.00	0.00	0.00	0.00

* 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 11.0% of loans originated and purchased by bank.

² 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			Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
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:																
Northwest TN Non-MSA 2013	287	68.99	22.68	4.36	17.32	14.55	20.06	23.64	39.95	57.45	10.38	7.87	10.66	9.59	10.96	
Limited Review:																
Jackson TN MSA 2013	10	2.40	24.05	0.00	15.58	0.00	16.59	0.00	43.78	100.00	0.37	0.00	0.00	0.00	0.62	
Memphis TN-AR MSA 2013	114	27.40	17.35	7.96	13.74	15.93	17.60	19.47	51.31	56.64	0.54	0.87	0.85	0.64	0.43	
Nashville MSA 2013 - Williamson County	5	1.20	8.23	0.00	8.84	0.00	13.36	20.00	69.57	80.00	0.08	0.00	0.00	0.15	0.08	

* 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 3.6% of loans originated and purchased by bank.

³ 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		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share*	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Northwest TN Non-MSA 2013	1,354	79.79	70.77	89.36	84.49	10.56	4.95	33.67	47.40
Limited Review:									
Jackson TN MSA 2013	41	2.42	67.50	63.41	39.02	21.95	39.02	2.23	3.06
Memphis TN-AR MSA 2013	281	16.56	71.81	86.83	70.46	13.52	16.01	1.49	2.98
Nashville MSA 2013 - Williamson County	21	1.24	71.77	100.00	71.43	9.52	19.05	0.26	0.51

* 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 0.00% 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		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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:									
Northwest TN Non-MSA 2013	885	95.99	99.09	90.51	79.55	15.48	4.97	56.45	62.95
Limited Review:									
Jackson TN MSA 2013	2	0.22	95.45	100.00	100.00	0.00	0.00	4.48	7.69
Memphis TN-AR MSA 2013	35	3.80	96.41	91.43	60.00	28.57	11.43	11.18	25.00
Nashville MSA 2013 - Williamson County	0	0.00	97.97	0.00	0.00	0.00	0.00	3.70	6.25

* 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 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: TENNESSEE				Evaluation Period: June 25, 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:									
Northwest TN Non-MSA 2013	0	0	3	2,409	3	2,409	43.56	0	0
Limited Review:									
Jackson TN MSA 2013	0	0	0	0	0	0	0.00	0	0
Memphis TN-AR MSA 2013	5	3,121	0	0	5	3,121	56.44	0	0
Nashville MSA 2013 - Williamson County	0	0	0	0	0	0	0.00	0	0

* '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								Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
MA/Assessment Area:	Depo- sits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Depo- sits in AA	# of BANK Branch -es	% of Rated Area Branch -es in AA	Location of Branches by Income of Geographies (%)				# of Branch Open- ings	# of Branch Clos- ings	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:																	
Northwest TN Non-MSA 2013	59.45	9	47.37	0.00	11.11	88.89	0.00	0	0	0	0	0	0	0.00	19.84	68.80	11.36
Limited Review:																	
Jackson TN MSA 2013	0.00	0	0.00	0.00	0.00	0.00	0.00	0	0	0	0	0	0	15.26	22.19	29.19	33.37
Memphis TN-AR MSA 2013	33.61	8	42.11	0.00	0.00	50.00	50.00	0	0	0	0	0	0	7.86	11.03	27.02	54.09
Nashville MSA 2013 - Williamson County	6.93	2	10.53	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.00	4.60	2.23	93.18

Table 1. Lending Volume

LENDING VOLUME		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015						
Assessment Area (2015):	% 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:												
Northwest Non-MSA 2015	80.33	492	47,788	1,029	59,344	692	49,840	1	500	2,214	157,472	59.79
Limited Review:												
Jackson TN MSA - Madison 2015	3.05	26	11,032	57	9,425	1	12	0	0	84	20,469	0.00
Memphis TN-AR MSA 2015	15.75	142	21,750	244	24,507	47	3,789	1	2,352	434	52,398	34.42
Nashville TN MSA - Williamson County 2015	0.87	8	2,924	15	2,288	1	106	0	0	24	5,318	5.79

* Loan Data as of June 30, 2015. Rated area refers to either state or multi-state MA rating area.

** The evaluation period for Community Development Loans is from January 01, 2014 to June 15, 2015.

*** Deposit Data as of June 30, 2014. 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		Geography: TENNESSEE					Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015					Market Share (%) by Geography*				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ***	% BANK Loans****	% Owner Occ***	% BANK Loans	% Owner Occ***	% BANK Loans	% Owner Occ***	% BANK Loans						
Full Review:																
Northwest Non-MSA 2015	281	75.34	0.00	0.00	14.08	15.30	64.52	61.57	21.40	23.13	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Jackson TN MSA - Madison 2015	18	4.83	8.68	0.00	16.59	11.11	26.74	44.44	47.99	44.44	0.00	0.00	0.00	0.00	0.00	
Memphis TN-AR MSA 2015	70	18.77	3.84	0.00	8.59	10.00	25.58	35.71	61.99	54.29	0.00	0.00	0.00	0.00	0.00	
Nashville TN MSA - Williamson County 2015	4	1.07	0.00	0.00	3.75	0.00	2.16	0.00	94.09	100.00	0.00	0.00	0.00	0.00	0.00	

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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		Geography: TENNESSEE								Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015					
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	81	90.00	0.00	0.00	14.08	19.75	64.52	58.02	21.40	22.22	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	3	3.33	8.68	0.00	16.59	33.33	26.74	33.33	47.99	33.33	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	6	6.67	3.84	0.00	8.59	0.00	25.58	16.67	61.99	83.33	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	0	0.00	0.00	0.00	3.75	0.00	2.16	0.00	94.09	0.00	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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			Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015						
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Overa ll	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	123	62.44	0.00	0.00	14.08	14.63	64.52	62.60	21.40	22.76	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	4	2.03	8.68	0.00	16.59	0.00	26.74	50.00	47.99	50.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	66	33.50	3.84	0.00	8.59	3.03	25.58	45.45	61.99	51.52	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	4	2.03	0.00	0.00	3.75	0.00	2.16	0.00	94.09	100.00	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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: TENNESSEE						Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015							
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	% MF Units***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	7	87.50	0.00	0.00	32.89	0.00	49.44	71.43	17.68	28.57	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	1	12.50	27.66	0.00	32.52	0.00	35.17	100.00	4.65	0.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	0	0.00	10.77	0.00	16.97	0.00	29.00	0.00	43.26	0.00	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	0	0.00	0.00	0.00	2.85	0.00	12.45	0.00	84.71	0.00	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

*** Percentage of Multi Family Units is the number of multi family 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: TENNESSEE					Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015					
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 Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	% of Business***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	1,029	76.51	0.00	0.00	18.25	16.42	60.09	55.49	21.66	28.09	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	57	4.24	15.08	10.53	28.86	33.33	24.17	7.02	31.89	49.12	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	244	18.14	4.03	2.87	9.53	7.79	27.12	29.10	59.32	60.25	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	15	1.12	0.00	0.00	6.31	0.00	9.42	13.33	84.27	86.67	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 (2015).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: TENNESSEE								Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015					
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:															
Northwest Non-MSA 2015	692	93.39	0.00	0.00	10.01	4.48	64.57	74.57	25.42	20.95	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	1	0.13	9.93	0.00	14.57	0.00	16.56	0.00	58.94	100.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	47	6.34	1.88	0.00	10.52	4.26	37.37	65.96	50.23	29.79	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	1	0.13	0.00	0.00	3.43	0.00	3.96	0.00	92.61	100.00	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 (2015).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: TENNESSEE						Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015							
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 ⁴	% BANK Loans**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	281	75.34	22.24	7.78	17.06	19.63	20.00	22.59	40.70	50.00	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	18	4.83	23.63	6.67	15.30	6.67	16.44	53.33	44.62	33.33	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	70	18.77	17.18	7.46	13.62	19.40	17.46	25.37	51.74	47.76	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	4	1.07	8.08	0.00	8.71	0.00	13.18	33.33	70.03	66.67	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 4.8% of loans originated and purchased by bank.

⁴ 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		Geography: TENNESSEE										Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share					
	#	% of Total**	% Families***	% BANK Loans****	% Families ⁵	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
Full Review:																
Northwest Non-MSA 2015	81	90.00	22.24	10.39	17.06	10.39	20.00	24.68	40.70	54.55	0.00	0.00	0.00	0.00	0.00	
Limited Review:																
Jackson TN MSA - Madison 2015	3	3.33	23.63	0.00	15.30	50.00	16.44	0.00	44.62	50.00	0.00	0.00	0.00	0.00	0.00	
Memphis TN-AR MSA 2015	6	6.67	17.18	0.00	13.62	0.00	17.46	16.67	51.74	83.33	0.00	0.00	0.00	0.00	0.00	
Nashville TN MSA - Williamson County 2015	0	0.00	8.08	0.00	8.71	0.00	13.18	0.00	70.03	0.00	0.00	0.00	0.00	0.00	0.00	

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 5.6% of loans originated and purchased by bank.

⁵ 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				Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015							
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 ⁶	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
Full Review:															
Northwest Non-MSA 2015	123	62.44	22.24	7.69	17.06	12.82	20.00	17.95	40.70	61.54	0.00	0.00	0.00	0.00	0.00
Limited Review:															
Jackson TN MSA - Madison 2015	4	2.03	23.63	0.00	15.30	0.00	16.44	50.00	44.62	50.00	0.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	66	33.50	17.18	7.81	13.62	15.63	17.46	20.31	51.74	56.25	0.00	0.00	0.00	0.00	0.00
Nashville TN MSA - Williamson County 2015	4	2.03	8.08	0.00	8.71	0.00	13.18	0.00	70.03	100.00	0.00	0.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 4.1% of loans originated and purchased by bank.

⁶ 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			Geography: TENNESSEE		Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015				
Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 million or less		Loans by Original Amount Regardless of Business Size			Market Share [*]	
	#	% of Total ^{**}	% of Businesses ^{***}	% BANK Loans ^{****}	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Northwest Non-MSA 2015	1,029	76.51	74.93	89.70	86.20	10.50	3.30	0.00	0.00
Limited Review:									
Jackson TN MSA - Madison 2015	57	4.24	71.91	59.65	61.40	14.04	24.56	0.00	0.00
Memphis TN-AR MSA 2015	244	18.14	78.15	80.33	70.49	20.08	9.43	0.00	0.00
Nashville TN MSA - Williamson County 2015	15	1.12	76.31	93.33	73.33	0.00	26.67	0.00	0.00

^{*} The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

^{**} 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 - 2015).

^{****} 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 0.15% 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		Geography: TENNESSEE			Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015				
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:									
Northwest Non-MSA 2015	692	93.39	99.10	89.74	77.89	17.34	4.77	0.00	0.00
Limited Review:									
Jackson TN MSA - Madison 2015	1	0.13	95.36	100.00	100.00	0.00	0.00	0.00	0.00
Memphis TN-AR MSA 2015	47	6.34	95.49	87.23	70.21	27.66	2.13	0.00	0.00
Nashville TN MSA - Williamson County 2015	1	0.13	97.10	100.00	0.00	100.00	0.00	0.00	0.00

* The evaluation period for Optional Product Line(s) is from January 01, 2014 to June 30, 2015.

** 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 - 2015).

**** Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 0.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015			
Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Northwest Non-MSA 2015	0	0	1	432	1	432	25.62	0	0
Limited Review:									
Jackson TN MSA - Madison 2015	0	0	1	182	1	182	10.79	0	0
Memphis TN-AR MSA 2015	0	0	1	944	1	944	55.99	0	0
Nashville TN MSA - Williamson County 2015	0	0	1	128	1	128	7.59	0	0

* '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								Geography: TENNESSEE				Evaluation Period: JANUARY 1, 2014 TO JUNE 30, 2015					
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:																	
Northwest Non-MSA 2015	59.79	9	45.00	0.00	11.11	55.56	33.33	0	0	0	0	0	0	0.00	19.84	62.51	17.65
Limited Review:																	
Jackson TN MSA - Madison 2015	0.00	1	5.00	0.00	0.00	100.00	0.00	1	0	0	0	1	0	15.26	22.19	26.50	36.06
Memphis TN-AR MSA 2015	34.42	8	40.00	0.00	0.00	37.50	62.50	0	0	0	0	0	0	6.93	11.13	26.60	55.33
Nashville TN MSA - Williamson County 2015	5.79	2	10.00	0.00	0.00	0.00	100.00	0	0	0	0	0	0	0.00	4.60	2.23	93.18