



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

Old Second National Bank of Aurora
Charter Number: 4596

37-39 South River Street
Aurora, IL 60506

Office of the Comptroller of the Currency

Chicago South Field Office
7600 County Line Road Unit 3
Burr Ridge, IL 60521

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 "**Outstanding**".

The following table indicates the performance level of **Old Second National Bank of Aurora** (OSNB) with respect to the Lending, Investment, and Service Tests:

Performance Levels	Old Second National Bank of Aurora Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding	X		
High Satisfactory		X	X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- Lending levels reflect excellent responsiveness by OSNB to the credit needs of its assessment area (AA).
- An excellent distribution of OSNB's loans among different income level geographies and a good distribution among borrowers of different income levels throughout its AA.
- The bank's level of community development loans and its leadership role in community development lending reflect an excellent responsiveness to community credit needs.
- Investments reflect good responsiveness to a moderate level of opportunities in the AA.
- Accessibility of OSNB's offices to geographies and to borrowers of different income levels and the responsiveness of OSNB's services to the needs of its AA are good.

Definitions and Common Abbreviations

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

Affiliate - Any company that controls, is controlled by, or is under common control 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.

Block Numbering Area (BNA) - Statistical subdivisions of counties in which census tracts have not been established. The U.S. Census Bureau has established BNAs in conjunction with state agencies.

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

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

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

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

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

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

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

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

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

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

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

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

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

Small Loans to Farms - Loans with original amounts of \$500,000 or less that are: (1) secured by farmland; or (2) to finance agricultural production and other loans to farmers.

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

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

Description of Institution

Old Second National Bank (OSNB) is a large community bank headquartered in Aurora, Illinois. OSNB is a wholly owned subsidiary of Old Second Bancorp Inc., a three-bank holding company also headquartered in Aurora, Illinois. As of March 31, 2001, OSNB reported total assets of \$824 million. OSNB is an intrastate bank with 10 full service offices and one loan production office (LPO) serving all of Kendall County, portions of

DeKalb and NW Will Counties and a large portion of Kane and DuPage Counties, all of which are in the Chicago Metropolitan Statistical Area (MSA), 1600. Since the previous CRA evaluation, OSNB has merged two OSNB branches into an affiliate, Kane County Bank. Three affiliate banks, Old Second Community Bank of Aurora, Old Second Community Bank of North Aurora, and Bank of Sugar Grove were merged into OSNB. A new commercial loan production office was opened in April of 2000 and the bank's Geneva office, which was a loan production office, was converted in June of 2001 to a full service branch.

OSNB is a full service lender offering various loan and deposit products. OSNB offers a full range of business loans, conventional mortgages, home improvement loans and consumer loans. As of March 31, 2001, net loans represented 62 percent of total assets and consisted of residential real estate loans (37 percent), commercial and commercial real estate loans (53 percent), loans to individual (10 percent).

There are no legal, financial or other factors impeding OSNB's ability to help meet the credit needs of the communities it serves. As of March 31, 2001, OSNB reported Tier 1 capital of \$73 million.

OSNB was rated "Satisfactory" at its last CRA evaluation dated October 26, 1998.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for the Lending Test, excluding Community Development (CD) Loans, is January 1, 1999 through December 31, 2000. The evaluation period for the Investment Test, the Service Test, and CD loans is October 1, 1998 through July 9, 2001. There is an overlap of the evaluation period for the Investment Test and the Service Test, as the previous evaluation did not review the period from October 1, 1998 through December 31, 1998.

Products included in OSNB's Lending Test analysis are CRA reportable home mortgage loans, small loans to businesses and CD loans. Although OSNB originated some small farm loans, small farm loans are not a significant portion of the bank's business (0.12 percent) and were not included in this analysis.

Data Integrity

The Community Reinvestment Act requires that banks, other than small banks, collect and maintain certain data regarding originations and purchases of small business, small farm, and HMDA loans.

As part of our evaluation, we performed a data integrity review on the bank's 1999 and 2000 HMDA and CRA data by comparing information from the bank's loan application register to actual loan files. We found the HMDA data to be reliable.

We identified errors in the bank's publicly reported 1999 CRA data. The majority of the errors were a result of the bank reporting the annual revenues of small businesses incorrectly. Subsequent to the data integrity review, the bank corrected the errors and revised the CRA loan application register. As a result, we were able to evaluate the bank's distribution of small business loans based on accurate data.

We verified CD loans, investments and services, submitted by OSNB's management, to ensure that they met the regulatory definition for CD. Some items submitted by OSNB for consideration were excluded from this evaluation because they did not meet the definition or purpose of CD.

Selection of Areas for Full-Scope Review

OSNB has one assessment area (AA) consisting of 70 census tracts (CTs) in Will, Kendall, DeKalb, DuPage and Kane Counties, all of which are in the Chicago MSA. One CT is low-income, eight are moderate-income, 33 are middle-income, and 28 are upper-income. This AA represents OSNB's major markets and accounts for approximately 89 percent of OSNB's deposit and lending activity during this evaluation period. The ratings are based on conclusions reached in the evaluation of OSNB's performance in this full scope AA.

Refer to Appendix A for additional information regarding the area receiving a full-scope review.

Ratings

The bank's overall rating is based on the bank's AA in the Chicago MSA. The AA received a full-scope review.

When determining conclusions for the Lending Test, small business loans were weighted more heavily than home mortgage lending. This weighting is reflective of the bank's higher small business lending volume and the bank's primary business focus on commercial lending.

Other

Two community contacts, from the bank's AA, were made during the evaluation. These contacts are both directors of their respective organizations and both organizations have community development as their primary purpose. Our contacts had similar conclusions regarding economic conditions, availability of credit for low- and moderate-income individuals and the degree of involvement of the financial institutions in and around the Aurora area. They stated that economic conditions were positive and employment was good. There is some concern for current economic conditions, high-energy costs and the affect of recent layoffs.

New housing starts are primarily on the high-cost end. There is a good amount of credit available from lenders with very flexible terms for low- and moderate-income homebuyers. Affordable housing is still a need. Our contacts also stated that opportunities for banks to participate in community development projects are moderate. Both contacts indicated that financial institutions are active in community development initiatives and mentioned OSNB as being an active participant.

Fair Lending Review

An analysis of recent HMDA, small business, and small farm lending data, public comments, and consumer complaint information was performed according to the OCC's risk based fair lending approach. Based on its analysis of information, the OCC decided that a comprehensive fair lending examination would not need to be conducted in connection with the CRA evaluation this year. The latest comprehensive fair lending examination was performed as of October 26, 1998.

Conclusions with Respect to Performance Tests

LENDING TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test is rated "Outstanding". Based on a full-scope review, the bank's performance in the Chicago Metropolitan Statistical Area is excellent.

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

Lending Activity

Approximately 55 percent of OSNB's CRA reportable loans, originated/purchased in the AA during the evaluation period, are small loans to businesses, 42 percent are home mortgage loans and the remaining 3 percent are small loans to farms. Of the total home mortgage loans, home improvement loans accounted for 38 percent, home purchase loans accounted for 31 percent, and home refinance loans accounted for 31 percent.

OSNB's lending activity in the AA is excellent. Information on deposit market share compiled by the FDIC for the year 2000 shows that the bank ranks 13 out of 132 institutions (placing the bank in the 90th Percentile), with a deposit market share of 1.79 percent in the five counties comprising the bank's market. Because of the large number of lenders compared to insured financial institutions within OSNB's AA, we weighted the bank's percentile ranking in the loan and deposit markets more heavily than the actual values of market rank and market share.

Based on 1999 HMDA aggregate data, OSNB ranks 32 out of 596 lenders (95th Percentile), with 0.85 percent market share in the bank's AA for all HMDA reportable loans. The 31 lenders that ranked higher than OSNB in the 1999 HMDA aggregate data are large national mortgage companies and large regional banks. OSNB ranks 4th in home improvement lending in the bank's AA, with 6.01 percent market share. OSNB ranks 36th out of 451 lenders (92 Percentile), originating/purchasing home refinance loans in the AA, with a 0.78 percent market share. OSNB ranks 65 out of 453 lenders (86th Percentile) originating/purchasing home purchase loans in the AA with 0.36 percent market share.

Based on 1999 CRA aggregate data, OSNB ranks 11th of 218 lenders (95th Percentile) originating/purchasing small loans to businesses, with a 2.14 percent market share. The banks that rank higher than OSNB are large credit card banks and large regional banks.

Distribution of Loans by Income Level of the Geography

Home Mortgage Loans

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

The overall geographic distribution of home mortgage loans is excellent in the full-scope AA. We placed more emphasis on home improvement loans since the volume of these loans exceeds the volume of home purchase and refinance loans.

Home purchase loan geographic distribution is excellent. The bank did not make any home purchase loans in the low-income geography. There is little opportunity to make home mortgage loans in the low-income geography within the bank's AA due to the very low percentage of owner occupied units in that geography (0.02 percent). The percentage of the bank's home purchase loans made in the moderate-income geographies (8.50 percent) exceeds the percentage of owner-occupied housing units (6.06 percent) that are in those geographies. The bank's market share for loans made in the moderate-income geographies (0.97 percent) exceeds its overall market share (0.36 percent) for home purchase loans.

Home improvement loan geographic distribution is excellent. The bank did not make any home improvement loans in the low-income geography. There is little opportunity to make home mortgage loans in the low-income geography within the bank's AA due to the very low percentage of owner occupied units in that geography (0.02 percent). The percentage of the bank's home improvement loans made in the moderate-income geographies (28.23 percent) greatly exceeds the percentage of owner-occupied housing units (6.06 percent) that are in those geographies. The bank's market share for loans made in the moderate-income geographies (24.84 percent) greatly exceeds its overall market share (6.01 percent) for home improvement loans.

Refinance loan geographic distribution is excellent. There is little opportunity to make home mortgage refinance loans in the low-income geography within the bank's AA due to the very low percentage of owner occupied units in that geography (0.02 percent). The bank did, however, make one home mortgage refinance loan in the low-income geography. The percentage of the bank's refinance loans made in the moderate-income geographies (12.38 percent) exceeds the percentage of owner-occupied housing units (6.06 percent) in those geographies. The bank's market share for refinance loans made in the moderate-income geographies (1.85 percent) exceeds its overall market share (0.78 percent) for refinance loans.

Small Loans to Businesses

Refer to Table 5 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The bank's geographic distribution of small loans to businesses in the AA is excellent. The percentage of the bank's small loans to businesses (2.20 percent) made in the low-income geography exceeds the percentage of businesses (1.38 percent) that are in that geography. The percentage of the bank's small loans to businesses made in the moderate-income geographies (5.44 percent) exceeds the percentage of businesses (3.93 percent) that are in those geographies. The bank's market share for small loans to businesses (7.19 percent) in the low-income geography greatly exceeds its overall market share (2.14 percent) for small loans to businesses. The bank's market share for small loans to businesses (4.53 percent) in the moderate-income geographies exceeds its overall market share (2.14 percent) for small loans to businesses.

Small Loans to Farms

Although OSNB originated some small farm loans (39), small farm loans are not a significant portion of the bank's business (0.12 percent) and were not included in this analysis.

Lending Gap Analysis

Maps and reports detailing OSNB's lending activity over the evaluation period for home mortgage loans and small loans to businesses were reviewed to identify gaps in the geographic distribution of those loans. No unexplained conspicuous gaps were identified.

Inside/Outside Ratio

A large majority of home mortgage loans and small loans to businesses originated or purchased by OSNB over the evaluation period are within the AA. Eighty-seven percent of the bank's home mortgage loans and 81 percent of its small loans to businesses are within its AA. This performance was positively factored into the overall analysis of the geographic distribution of lending by income level of geographies.

Distribution of Loans by Income Level of the Borrower

Home Mortgage Loans

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

The overall borrower distribution of OSNB's lending reflects a good dispersion among borrowers of different income levels in the bank's AA.

Home Mortgage Loans

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

The overall borrower distribution of home mortgage loans is excellent in the bank's AA. We placed more emphasis on home improvement loans since the volume of these loans exceeds the volume of home purchase and home refinance loans.

The borrower distribution for home purchase loans is good. Home purchase loans, (7.50 percent) made to low-income borrowers, is near the percentage of low-income families (10.38 percent) in the AA. Home purchase loans, (13.50 percent) made to moderate-income borrowers, is near the percentage of moderate-income families (14.10 percent) in the AA. Market share, for loans made to low-income borrowers (0.75 percent), exceeds the overall market share (0.36) and loans made to moderate-income borrowers (0.33 percent) is near the overall market share (0.36) for home purchase loans in the AA.

The borrower distribution for home improvement loans is excellent. Home improvement loans, made to low-income borrowers (34.68 percent) greatly exceed the percentage of low-income families (10.38 percent) in the AA. Home improvement loans, made to moderate-income borrowers (30.24 percent) greatly exceed the percentage of moderate-income families (14.10 percent) in the AA. Market share for home improvement loans made to low-income borrowers (22.50 percent) greatly exceeds the overall market share (6.01 percent) in the AA for home improvement loans. Market share for home improvement loans made to moderate-income borrowers (10.70 percent) exceeds the overall market share (6.01 percent) in the AA for home improvement loans.

The borrower distribution for home mortgage refinance loans is excellent. Refinance loans (10.40 percent) made to low-income borrowers meets the percentage of low-income families (10.38 percent) in the AA. Refinance loans made to moderate-income borrowers (20.79 percent) exceed the percentage (14.10 percent) of moderate-income families in the AA. Market share for refinance loans made to low-income borrowers and moderate-income borrowers (2.13 percent and 1.04 percent respectively) exceeds the overall market share (0.78 percent) in the AA for refinance loans.

Small Loans to Businesses

Refer to Table 10 in appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

Borrower distribution of small loans to businesses is good. OSNB's small loans to businesses with revenues less than \$1 million (71.30 percent) is near the percentage of small businesses (83.26 percent) in the AA. OSNB has a market share of 3.49 percent for small loans made to businesses with revenues less than \$1 million. This market share exceeds the bank's overall market share of 2.14 percent for loans to all businesses.

Small Loans to Farms

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

Although OSNB originated some small farm loans (39), small farm loans are not a significant portion of the bank's business (0.12 percent) and were not included in this analysis.

Community Development Lending

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

Community development lending had a positive effect on the Lending Test conclusions.

During the evaluation period, OSNB extended 31 community development loans totaling approximately \$5.9 million. OSNB has been a leader in making community development loans in response to identified credit needs. Examples of some of these loans are as follows:

Old Second National Bank made a community development loan to an individual in the amount of \$600 thousand to finance the purchase and rehabilitation of a 16 unit rental apartment building. The rents for these units range from \$695 to \$780 a month and provide affordable rental housing to low- and moderate-income individuals. The area in which the building is located is a middle-income geography (adjacent to a moderate-income geography) with a low- and moderate-income population concentration and has been targeted by the City of Aurora for revitalization.

The bank financed the rehabilitation of a downtown historic building, in the amount of \$75 thousand, which contributed to the revitalization and stabilization of the area. The building is in a low-income census tract. Additionally, the historic building houses two rental units. The rents are \$400 and \$450 a month and provides affordable rental housing to low- and moderate-income individuals.

OSNB made a \$450 thousand community development loan to a family counseling service organization. The organization provides counseling to individuals, families and youth. Their major sources of public funding include United Way Agency and Mental Health/Mental Retardation Services. Services are targeted to low- and moderate-income individuals.

OSNB made two loans totaling \$1.2 million to a church for the purpose of purchasing and building a day care center. The day care center provides below market child-care services to low- and moderate-income individuals. Services are on a sliding scale and clients pay for services according to their ability to pay.

The bank made a loan in the amount of \$75 thousand to a not-for-profit health organization to establish an elderly care program. The organization provides health care services targeted to low- and moderate-income elderly individuals.

Product Innovation and Flexibility

Product flexibility had a positive effect on the Lending Test conclusions.

OSNB makes adequate use of flexible loan programs that benefit low- and moderate-income borrowers. Programs listed below have helped to promote affordable housing and revitalization of low-income areas:

Special Home Equity Loan Program

OSNB offers a 100 percent home equity loan, which has flexible terms and conditions, with a minimum loan amount of \$10 thousand. During the evaluation period, the bank originated 31 of these loans of which 17 were to low- and moderate-income individuals.

Pre-approved Home Improvement Loan Program

OSNB offers a pre-approved, unsecured home improvement loan limited to \$2 thousand. The bank offers this home improvement product through a direct mailing to existing customers primarily in the low-income geography within the banks AA. The bank originated 50 of these loans during 1999 and 2000.

City Façade Loan Program

OSNB, in conjunction with the Aurora Economic Development Commission, during this evaluation period provided funding for eight City of Aurora façade loans totaling \$387 thousand. These loans are targeted to Aurora's downtown area, which is a low-income geography.

Special Lending Program

Old Second National Bank has entered into an arrangement with two customers who purchase single family homes and sell them on contract to primarily low- and moderate-income individuals, who would not qualify for traditional secondary market financing. OSNB waives the "due on sale" condition of the original loan, which allows for the contract sales. The contract purchasers have five years in which to repair/upgrade their financial and/or credit history so that they will be able to purchase the homes in their own name. During this evaluation period the bank has extended 41 of these loans for an approximate total of \$3 million.

INVESTMENT TEST

The bank's performance under the investment test is "High Satisfactory". Based on a full-scope review, the bank's performance in the Chicago MSA is good.

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

During the evaluation period, OSNB's qualified investments consisted of grants, donations and larger investments totaling approximately \$3.5 million. Discussions with OSNB's personnel and community contacts indicated that opportunities for investments are moderate. OSNB exhibits good responsiveness to credit and community development needs.

Qualifying Grants/Donations - During the evaluation period, OSNB provided \$249 thousand in grants and donations to 16 different local non-profit organizations for various projects and initiatives that have a CD purpose. Examples of these projects include:

A Federal Home Loan Bank (FHLB) grant in the amount of \$175 thousand was made on behalf of a corporation that has a community development purpose. The purpose of the grant was to assist with the renovation of a low- and moderate-income rental apartment building. The bank obtained the funds from the FHLB and advanced the funds to the corporation. This grant helped provide affordable rental housing to low- and moderate-income individuals.

A \$10 thousand donation to support the expansion of primary care services to low-income families at a health center.

OSNB made a \$10 thousand donation to a corporation as seed money for the Neighborhood Renewal Fund. The corporation is a community-based developer focusing on affordable home ownership opportunities and affordable rental properties for low- and moderate-income individuals.

Investments: Qualifying investments for OSNB during this evaluation period totaled approximately \$3.2 million.

The bank purchased a Fannie Mae obligation in the amount of \$465 thousand. The investment is comprised of mortgage loans, to low- and moderate-income individuals, providing affordable housing. All of the mortgages included in this investment are in the bank's AA.

The bank is committed to \$12 thousand in Qualified Zone Academy Bonds (QZAB) to a school district where more than 50% of its students are from low- and moderate-income families. Additionally, the bank has contributed to the QZAB program that allows for repairs and renovation of the schools. This investment helps promote education to low- and moderate-income individuals.

The bank purchased two general obligation tax credits for approximately \$340 thousand and \$740 thousand for a school district where more than 50% of the students in the district are

from low- and moderate-income families. This investment promoted education targeted to low- and moderate-income individuals.

The bank financed approximately \$1.5 million to assist with a corporation's move to a location within the bank's AA. The bank provided an industrial revenue bond with financial enhancements through the FHLB Community Investment Initiatives Program. The relocation of this company to the bank's AA created 45 permanent (and 10 temporary) positions with 51 percent of the jobs at or below 80 percent of median income. This investment helped create permanent jobs for low- and moderate-income individuals.

Prior Period Investments

The bank purchased an Illinois Housing Authority Revenue bond in the amount of \$250 thousand. The purpose of the bond was to assist with financing homes for low- and moderate-income individuals throughout the state of Illinois (including the bank's AA) and assist in the financing of residential mortgages. This bond helped provide affordable housing for low- and moderate-income individuals within the bank's AA and beyond.

SERVICE TEST

The bank's performance under the Service Test is "High Satisfactory".

Retail Banking Services

Refer to Table 13 in Appendix C for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Accessibility to the bank's delivery systems in the AA is considered good. OSNB's delivery systems are accessible to geographies and individuals of different income levels throughout the AA. OSNB has 10 full service locations and one loan production office limited to taking loan applications. The distribution of OSNB's offices throughout the low-income geography (10 percent) exceeds the distribution of population (0.16 percent) living in that geography. The bank's main office is located within the one low-income geography in the bank's AA. The bank does not have any branches in the moderate-income geographies in which 8.93 percent of the population reside. However, the low- income geography, where the main office is located, is surrounded by seven of the eight moderate-income geographies within the bank's AA, providing accessibility to the population residing there. No offices were closed during the evaluation period. The effect of the branches merged into an affiliate, the three affiliate banks merged into OSNB, and the conversion of the Geneva office to a full service facility, has a neutral effect on the low- and moderate-income geographies in the banks AA.

OSNB's hours and services offered throughout the AA are good. Office hours and services, including the availability of loan officers for all loan products, are comparable among locations regardless of the income level of the geographies. Banking hours and services provided Monday through Friday are supplemented by Saturday hours at the majority of banking facilities (including the main location and its drive in facility which is located in a low- income geography). Four locations, one which is adjacent to a moderate-income geography, provide Sunday hours.

OSNB's ATM network offers an effective alternative delivery system for delivering retail banking services in low- and moderate-income geographies and to low- and moderate-income individuals. OSNB's ATMs in the low-income geography (13 percent) exceeds the percentage of the population (0.16 percent) within that geography. OSNB's ATMs in moderate-income geographies (6 percent) is near the percentage of the population (8.93 percent) within those geographies.

Other alternative delivery systems include bank by mail, telephone banking and internet banking. The bank does not track use of these systems by income levels; therefore we did not place significant weight on these alternative delivery systems when drawing our CRA performance conclusions.

Community Development Services

OSNB's performance in providing CD services to its AA has a positive impact on the bank's service test. Numerous bank employees spend a great number of hours providing services to organizations that have community development as their primary purpose. The bank is considered a leader in providing CD services.

Major highlights of CD service activities in the AA during the evaluation period include:

An OSNB employee serves as a director (providing financial expertise) on the local committee of a national organization, which provides funding to many local not for profit organizations. This committee evaluates and recommends funding to these not for profit organizations. Over 50 percent of the organizations benefiting, target their services to low- and moderate-income persons.

An OSNB employee is the Finance Chairman of a local chapter of a national organization focusing on providing construction advisory services and flexible financing for homes targeted to low- and moderate-income individuals in the Fox Valley area. These low- and moderate-income individuals would be unable to qualify for conventional financing. As Finance Chairman, the OSNB staff member assists in the budget process of this organization by providing financial expertise.

Two OSNB staff members are directors of an organization that provides individual and family counseling services to low- and moderate-income individuals. Services cover a broad spectrum, including intervention programs and credit counseling. Both staff members participate in the budget process and review funding for programs.

Another member of OSNB's staff serves as a director for an organization whose primary goals include empowering low- and moderate-income individuals, revitalize low- and moderate-income neighborhoods, and strengthening communities. This organization is a not-for-profit housing counselor and developer guiding perspective low- and moderate-income homeowners through the process of responsible homeownership.

APPENDIX A: SCOPE OF EVALUATION

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 non-metropolitan 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): January 1, 1999 to December 31, 2000 Investment and Service Tests and CD Loans: October 1, 1998 o July 9, 2001	
Financial Institution	Products Reviewed	
Old Second National Bank (OSNB) Aurora, Illinois	Home Mortgage Loans, Small Business Loans and Community Development Loans	
Affiliate(s)	Affiliate Relationship	Products Reviewed
NA		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Chicago Metropolitan Statistical Area #1600 Counties of Kane, Kendall, Will, DeKalb and DuPage	Full Scope	

Appendix B: Market Profiles for Full-Scope Areas

**Market Profile for Full-Scope Area
The Counties of Will, DeKalb, Kendall, Kane and Dupage in the
Chicago Metropolitan Statistical Area, 1600**

Demographic Information for Full Scope Area: Old Second National Bank						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	70	1.43	11.43	47.14	40.00	0.00
Population by Geographies	386,133	0.16	8.93	40.82	50.09	0.00
Owner-Occupied Housing by Geographies	94,549	0.02	6.06	39.77	54.15	0.00
Business by Geographies	17,194	1.38	3.93	37.56	57.12	0.00
Farms by Geographies	768	0.00	1.43	58.85	39.71	0.00
Family Distribution by Income Level	101,508	10.38	14.10	25.04	50.48	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	24,852	0.23	18.16	53.48	28.13	0.00
Median Family Income		42,758	Median Housing Value		108,960	
HUD Adjusted Median Family Income for 2000		67,900	Unemployment Rate as of February 2001		4.60%	
Households Below Poverty Level		4.68%				

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

DESCRIPTION OF ASSESSMENT AREA

The bank's AA is made up of portions of Kendall, DeKalb, NW Will County, Western DuPage County and a large portion of Kane County, all of which are in the Chicago Metropolitan Statistical Area (MSA), 1600. OSNB has 11 offices located throughout the AA. Seven of the bank's offices are in Kane County, one is in Kendall County and two are in DuPage County. As of June 30, 2001, 100 percent of OSNB's deposits were derived from this AA. Over the evaluation period, 87 percent of the home mortgage loans, 81 percent of the small loans to businesses, and 43 percent of small loans to farms were derived from this AA.

OSNB's deposits in the counties that make up the AA total approximately \$625 million. Based on FDIC deposit market share data as of June 30, 2000, this equates to a 1.79 percent deposit market share, ranking OSNB 13 out of 132 deposit taking institutions in the AA. The leading deposit taking institution has a 19.29 percent deposit market share.

OSNB also serves the AA with 16 ATMs. ATMs are located at all of OSNB's offices and at five off-premise locations.

The economy within the AA is primarily services oriented. Construction and retail trades are also significant industries, closely followed by finance, wholesale and manufacturing industries.

As of February 2001, the unemployment level for the AA averaged 4.60 percent. This compares favorably to the state unemployment rate of 5.5 percent and the U.S. unemployment rate of 4.60 percent. Major employers include Caterpillar Tractor, Hollywood Casino, Metropolitan Insurance Company, School District 204 and 129, Northern Illinois Gas, Lucent Technologies and Fermi National Laboratory.

A moderate level of community resources and opportunities for partnerships exist to facilitate activities to address the unmet credit and community development needs of the AA. These conclusions are based on discussions with a local community development group official, our review of CRA performance evaluations of other financial institutions operating in the AA, and discussions with bank management.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MSA/assessment area.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MSA/assessment area.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 6. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout

those geographies. The table also presents market share information based on the most recent aggregate market data available.

- Table 7. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MSA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 8. Borrower Distribution of Home Improvement Loans** - See Table 7.
- Table 9. Borrower Distribution of Refinance Loans** - See Table 7.
- Table 10. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 11. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) 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 12. Qualified Investments** - Presents the number and dollar amount of qualified investments made by the bank in each MSA/AA. The table separately presents investments made during prior evaluation periods that are still outstanding and investments made during the current evaluation period. Prior-period investments are reflected at their book value as of the end of the evaluation period. Current period investments are reflected at their original investment amount even if that amount is greater than the current book value of the investment. The table also presents the number and dollar amount of unfunded qualified investment

commitments. In order to be included, an unfunded commitment must be legally binding and tracked and recorded by the banks financial reporting system.

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

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

Table 14. 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 MSA/assessment area.

Table 1. Lending Volume

LENDING VOLUME		Evaluation Period: 01/01/1999 TO 12/31/2000										
MSA/Assessment Area Chicago MSA	% of Rated Area Deposits in MSA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development		Total Reported Loans		% of Rated Area Loans (#) in AA
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
Full Scope												
Old Second National Bank	100.00	655	53,057	864	88,693	39	3,134	31	5,900	1,589	150,784	100.00

* Deposit Data as of June 30, 2001

Table2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE										Evaluation Period: 01/01/1999 TO 12/31/2000						
MSA/Assessment Area Chicago MSA	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Purchase Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Full Scope																
Old Second National Bank	0.02	0.00	6.06	8.50	39.77	55.00	54.15	36.50	65	0.36	0.00	0.97	0.68	0.16	200	100.00

* Based on 1999 Aggregate HMDA Data Only . Market rank is for all income categories combined.

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

Charter Number: 10000004596

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT										Evaluation Period: 01/01/1999 TO 12/31/2000							
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Improvement Loans		
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**	
Chicago MSA																	
Full Scope																	
Old Second National Bank	0.02	0.00	6.06	28.23	39.77	58.06	54.15	13.71	4	6.01	0.00	24.84	9.21	1.27	248	100.00	

* Based on 1999 Aggregate HMDA Data Only . Market rank is for all income categories combined.

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

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE										Evaluation Period: 01/01/1999 TO 12/31/2000						
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Home Mortgage Refinance Loans	
	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans	% Owner Occ Units	% Bank Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Full Scope																
Old Second National Bank	0.02	0.50	6.06	12.38	39.77	52.97	54.15	34.16	36	0.78	0.00	1.85	1.32	0.38	202	100.00

* Based on 1999 Aggregate HMDA Data Only . Market rank is for all income categories combined.

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

Table 5. Geographic Distribution: Small Loans to Businesses

Geographic Distribution: SMALL BUSINESS																
Evaluation Period: 01/01/1999 TO 12/31/2000																
MSA/Assessment Area Chicago MSA	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Business Loans	
	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans	% of Businesses	% Bank Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Full Scope																
Old Second National Bank	1.38	2.20	3.93	5.44	37.56	54.51	57.12	37.85	11	2.14	7.19	4.53	2.71	1.54	864	100.00

* Based on 1999 Aggregate Small Business Data Only . Market rank is for all income categories combined.

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

Table 6. Geographic Distribution: Small Loans to Farms

Geographic Distribution: SMALL FARM																
Evaluation Period: 01/01/1999 TO 12/31/2000																
MSA/Assessment Area	Low Income Geographies		Moderate Income Geographies		Middle Income Geographies		Upper Income Geographies		Overall Market Rank*	Market Share by Geography*					Total Small Farm Loans	
	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans	% of Farms	% Bank Loans		Overall	Low	Mod	Mid	Upp	#	% of Total**
Chicago MSA																
Full Scope																
Old Second National Bank	0.00	0.00	1.43	0.00	58.85	84.62	39.71	15.38	3	11.29	0.00	0.00	11.58	11.01	39	100.00

* Based on 1999 Aggregate Small Business Data Only . Market rank is for all income categories combined.

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

Table 7. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HMDA HOME PURCHASE										Evaluation Period: 01/01/1999 TO 12/31/2000						
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Market Share by Borrower Income*					Total Home Purchase Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Overall	Low	Mod	Mid	Upp	#	% of Total***
Chicago MSA																
Full Scope																
Old Second National Bank	10.38	7.50	14.10	13.50	25.04	21.50	50.48	57.00	65	0.36	0.75	0.33	0.27	0.59	200	100.00

* Based on 1999 Aggregate HMDA Data Only . Market rank is for all income categories combined.

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

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

Table 8. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT										Evaluation Period: 01/01/1999 TO 12/31/2000						
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Market Share By Borrower Income*					Total Home Improvement Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Overall	Low	Mod	Mid	Upp	#	% of Total***
Chicago MSA																
Full Scope																
Old Second National Bank	10.38	34.68	14.10	30.24	25.04	20.56	50.48	14.11	4	6.01	22.50	10.70	5.23	1.63	248	100.00

* Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

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

Table 9. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE										Evaluation Period: 01/01/1999 TO 12/31/2000						
MSA/Assessment Area	Low Income Borrowers		Moderate Income Borrowers		Middle Income Borrowers		Upper Income Borrowers		Overall Market Rank*	Market Share by Borrower Income*					Total Home Mortgage Refinance Loans	
	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**	% of Families	% Bank Loans**		Overall	Low	Mod	Mid	Upp	#	% of Total***
Full Scope																
Old Second National Bank	10.38	10.40	14.10	20.79	25.04	18.32	50.48	43.56	36	0.78	2.13	1.04	0.77	0.95	202	100.00

* Based on 1999 Aggregate HMDA Data only. Market rank is for all income categories combined.

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

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

Table10. Borrower Distribution: Small Loans to Businesses

Borrower Distribution: SMALL BUSINESS		Evaluation Period: 01/01/1999 TO 12/31/2000							
MSA/Assessment Area Chicago MSA	Businesses With Revenues of \$1 million or less		% Distribution of Loans by Original Amount Regardless of Business Size			Market Share*			Total Small Loans to Businesses
	% Business**	% Bank Loans***	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$ 1 Million or Less	#	% of Total****
Full Scope									
Old Second National Bank	83.26	71.30	75.00	13.08	11.92	2.14	3.49	864	100.00

* The market consists of all other Small Business reporters in OSNB's assessment area and is based on 1999 Aggregate Small Business Data Only.

** Businesses with revenues of \$1 million or less as a percentage of all businesses.

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

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

Table11. Borrower Distribution: Small Loans to Farms

Borrower Distribution: SMALL FARM		Evaluation Period: 01/01/1999 TO 12/31/2000							
MSA/Assessment Area Chicago MSA	Businesses With Revenues of \$ 1million or less		% Distribution Loans by Original Amount Regardless of Farm Size			Market Share*		Total Small Farm Loans	
	% Farms**	% Bank Loans***	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev \$ 1 Million or Less	#	% of Total****
Full Scope									
Old Second National Bank	95.05	100.00	71.79	25.64	2.56	11.29	12.52	39	100.00

* The market consists of all other Small Farm reporters in OSNB's assessment area and is based on 1999 Aggregate Small Business Data Only.

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

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

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

Table 12. Qualified Investments

QUALIFIED INVESTMENTS									
Evaluation Period: 01/01/1999 TO 12/31/2000									
MSA/Assessment Area Chicago MSA	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Scope									
Old Second National Bank	1	250,000	21	3,500,000	22	3,750,000	100.00	0	0

* 'Prior Period Investments' means investments made in a previous evaluation period that remains outstanding.

** "Unfunded Commitments" means legally binding commitments reported on Report of Condition Schedule L-"Off-Balance Sheet Items".

Table13. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Evaluation Period: 01/01/1999 TO 12/31/2000			
MSA/Assessment Area	Deposits	Branches						Branch Openings/Closings						Population						
	% of Rated Area Deposits in MSA/AA	# of Bank Branches	% of Rated Area Branches in MSA/AA	Location of Branches by Income of Geographies (%)				# of Branch Closings	# of Branch Openings	Net change in Location of Branches (+ or -)				% of the Population with Each Geography*						
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Full Scope																				
Old Second National Bank	100.00	10	100.00	10.00	0.00	50.00	40.00	0	1	0	0	0	1	0.16	8.93	40.82	50.09			

* The percentage of the population in the MSA/AA that resides in these geographies.

