



## **PUBLIC DISCLOSURE**

December 31, 2013

### **COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION**

TD Bank, NA  
Charter Number 24096

2035 Limestone Road  
Wilmington, DE 19808

Office of the Comptroller of the Currency

Large Bank Supervision  
400 7th Street, S.W.  
Washington, DC 20219

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

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## General Information and Overall CRA Rating

### General Information

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

This document is an evaluation of the CRA performance of TD Bank, N.A. issued by the Office of the Comptroller of the Currency (OCC), the institution's supervisory agency as of December 31, 2013. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 25.

### Overall CRA Rating

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

The following table indicates the performance level of TD Bank, N.A. with respect to the Lending, Investment, and Service Tests:

Performance Levels	TD Bank, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding		X	
High Satisfactory	X		X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors that support this rating include:

- Excellent level of lending activity;
- Adequate distribution of loans by income level of geography;
- Adequate distribution of loans by income of the borrower;
- A good level of CD lending activity that had a positive impact on the bank's overall lending test rating;

- Excellent level and responsiveness of qualified investment activity;
- Accessible office locations; and
- Relatively high level of community development services.

Refer to Tables 1-15 in Appendix D for the facts and data that support all Test conclusions under the individual rating areas, for both full-scope and limited-scope reviews.

## Definitions and Common Abbreviations

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

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

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

**Census Tract (CT) (2011 evaluation period):** A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

**Census Tract (CT) (2012 through 2013 evaluation period):** Small, relatively permanent statistical subdivisions of a county delineated by local participants as part of the U.S. Census Bureau's Participant Statistical Areas Program. The primary purpose of CTs is to provide a stable set of geographic units for the presentation of decennial census data. CTs generally have between 1,500 and 8,000 people, with an optimum size of 4,000 people.

**Community Development (CD):** 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; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities that meet the "eligible uses" criteria in Section 2301(c) of the Housing and Economic Recovery Act conducted in designated target areas identified in HUD approved plans under the Neighborhood Stabilization Program (NSP), are provided no later than two years after the last date funds appropriated for the NSP are required to be spent by grantees, and benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or areas outside the bank's assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

**Community Reinvestment Act (CRA):** The statute that requires the OCC to evaluate a bank's record of meeting the credit needs of its local community, consistent with the safe and

sound operation of the bank, and to take this record into account when evaluating certain corporate applications filed by the bank.

**Consumer Loan(s):** A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

**Family:** Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into 'male householder' (a family with a male householder and no wife present) or 'female householder' (a family with a female householder and no husband present).

**Full Review:** Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (e.g., geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (e.g., innovativeness, complexity, and responsiveness).

**Geography:** A CT 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 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) (2011 evaluation period):** The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given area, the median is the point at which half of the families have income above it and half below it.

**Median Family Income (MFI) (2012 through 2013 evaluation period):** The median income derived from the United States Census Bureau's American Community Survey data every 5 years and used to determine the income level category of geographies. Also, it is the median income determined by the Federal Financial Institutions Examination Council (FFIEC) annually that is used to determine the income level of individuals within a geography. For any given geography, the median is the point at which half of the families have income above it and half below it.

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

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

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

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

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

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

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

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

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

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

**Small Loan(s) to Business(es):** A loan included in "loans to small businesses" as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are 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

TD Bank, N.A. (TDBNA), with its main office in Wilmington, Delaware, is the principal subsidiary of TD Bank US Holding Company (TDBHC), a \$235 billion bank holding company headquartered in Portland, Maine. TDBHC, which also owns TD Bank USA, N.A., is part of the larger TD Bank Group, headquartered in Toronto, Canada and is ranked as the 10<sup>th</sup> largest bank holding company in the United States by assets as of December 31, 2013.

As of December 31, 2013, TDBNA reported assets of \$217.6 billion, total deposits of \$178 billion, and tier one capital of \$13.6 billion. The bank's loans comprise 47.0 percent of total assets and are distributed as follows: 52.0 percent real estate loans; 25.0 percent commercial loans; 18.0 percent consumer loans; and 5.0 percent foreign office loans. For analysis purposes, we considered only domestic deposits (\$177.2 billion). Additionally, within the Philadelphia-Camden-Wilmington multistate metropolitan area (MMA), we excluded approximately \$58 billion which consists solely of the sweep deposits of TD Ameritrade, a bank affiliate. The net tier one capital was adjusted proportionally for use in our analysis, resulting in adjusted tier one capital of \$9.2 billion for use as the capital figure in our analysis of community development loans and investments.

TDBNA operates almost 1,300 branches and 1,500 deposit-taking ATMs in the following 15 states and the District of Columbia: Connecticut, Delaware, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, and Virginia. There are 72 assessment areas (AAs) delineated. This includes six MMAs where the bank operates in at least two states.

TDBNA provides a broad range of services including real-estate, commercial and consumer loans; deposit products and services; as well as trust and financial advisory services to personal, business, corporate and institutional clients.

There was no merger or acquisition activity by the institution during the evaluation period. At the bank's request, we considered grants originated by the bank's affiliate, TD Charitable Foundation under the Investment Test. No other affiliate activity was considered in our analysis. Currently, there are no legal or financial impediments to TDBNA's ability to help meet the credit needs within its communities.

TDBNA was rated Outstanding at its last CRA evaluation by the OCC dated December 31, 2011.

## Scope of the Evaluation

### Evaluation Period/Products Evaluated

This evaluation considered TDBNA's HMDA-reportable loans (home purchase, home improvement, and home refinance and small loans to businesses for the calendar years 2011, 2012, and 2013. Community Development (CD) lending, qualified investments, and CD services were evaluated for the period beginning January 1, 2012 and ending December 31, 2013 as 2011 CD services were evaluated within the prior performance evaluation. Retail services were evaluated from January 1, 2011 and ending December 31, 2013.

At the bank's request, we considered grants originated by the bank's affiliate, TD Charitable Foundation under the Investment Test.

Please refer to Appendix A for information on the subsidiaries, affiliates, and products reviewed during this evaluation.

The Lending Test evaluation for HMDA-reportable loans and small loans to businesses was affected by the last available implementation of census tract income level designations. These became effective January 1, 2012 as a result of the United States Census Bureau's 2010 Census. Due to this change, the Lending Test evaluation period has been divided into two segments as follows:

January 1, 2011 – December 31, 2011: 2000 Census data used in the analysis for this period.

January 1, 2012 – December 31, 2013: 2010 Census data used in the analysis for this period.

The standardized tables (see Appendix D) have been included only for the 2012-2013 segment of the evaluation period, however; an analysis of the 2011 loan data is contained in the narrative and has been factored into the assigned ratings.

### Data Integrity

Prior to the start of this evaluation, we tested the accuracy of the bank's CRA small business lending data. We also reviewed the appropriateness of CD activities provided for consideration in our evaluation. This included the testing of CD loans, qualified investments, and CD services to ensure they met regulatory definitions. We determined that the data reported publicly and the additional data provided for this evaluation are accurate.

For 2011 HMDA data, we relied on the Consumer Financial Protection Bureau (CFPB) evaluation of TDBNA's data collection systems and internal controls for ensuring the accuracy of the data. For 2012 and 2013, we relied upon TDBNA's testing conducted by its Data Analytics Group.

### Selection of Areas for Full-Scope Review

In each state and multistate metropolitan area (MMA) where the bank has an office, one AA within that state/MMA was selected for a full-scope review. The area selected was typically

the MSA or MD that contained the largest percentage of bank deposits within the rating area. Refer to the “Scope” section under each state and MMA rating section (as applicable) for details regarding how the full-scope areas were selected.

## **Ratings**

The bank’s overall rating is a blend of the MMA ratings and state ratings. Four primary rating areas carried the greatest emphasis in our overall conclusions as they represent the most significant deposit markets to the bank. In order of significance, these areas are: New York-Northern New Jersey-Long Island NY-NJ-PA MMA, with the New York-White Plains-Wayne MD having the greatest influence over the rating for the area; Philadelphia-Camden-Wilmington MMA, with the Philadelphia MD having the greatest influence over the MMA rating; state of Florida with the West Palm Beach MD having the greatest influence over the state rating, and Boston-Cambridge-Quincy MA-NH MMA with the Cambridge MD having the greatest influence over the MMA rating. These four rating areas account for 71 percent of adjusted domestic deposits.

The MMA ratings and state ratings are based primarily on conclusions drawn on those areas that received full-scope reviews, but the bank’s performance in areas receiving limited-scope reviews is also considered. Refer to the “Description of Institution’s Operations” or “Scope” section under each state and MMA rating section for details regarding how the areas were weighted in arriving at the respective ratings.

## **Community Contacts**

OCC Community Affairs Officers updated or completed contacts in full-scope AAs for this evaluation. Interviews were conducted with a variety of community organizations including low-income housing agencies, small business development centers, and social service and community action organizations. We also reviewed existing contacts made during the evaluation period with community groups, local government representatives, realtors, and business leaders within the various AAs as well as public comments received by the bank or the OCC. Information from these community contacts for the primary rating areas is summarized, as needed, in the market profiles found in Appendix C.

## **Assessment Areas (AAs)**

We determined that all AAs consisted of whole geographies and met the requirements of the regulation. The areas reasonably reflected the different trade areas that the bank’s branches could service and did not arbitrarily exclude any low- or moderate-income areas.

## **Lending Gap Analysis**

We reviewed summary reports and maps and analyzed TDBNA’s home mortgage and small business geographic lending patterns over the evaluation period. We did not identify any unexplained conspicuous gaps in any of the areas under review.

## **Inside/Outside Ratio**

We considered the volume of loans made inside TDBNA's AAs a positive factor in our evaluation of lending performance. We analyzed the volume of bank loan originations and purchases within the bank's AAs versus those made outside the bank's AAs at the bank level. Our conclusions in this area were based solely on bank originations and purchases and did not include any affiliate data.

At the bank level, TDBNA originated or purchased the substantial majority of their loans within the combined AAs during the evaluation period. Specifically, 95 percent of all mortgage loans (92 percent home purchase, 97 percent home improvement, and 96 percent of home refinance) and 95 percent of small business loans were made within TDBNA's AAs.

### **Flexible Loan Programs**

The bank offers a proprietary Right Step mortgage loan for eligible low- and moderate-income borrowers. The Right Step offers a reduced downpayment as low as three percent and does not require private mortgage insurance. In those areas where this product was given positive consideration, it is noted within the Lending Test of the respective AA.

## Description of Factors Considered Under Each Performance Test

### Lending Test

For the various loan products considered under the Lending Test, based upon lending volumes, home mortgage loans received slightly greater emphasis than small loans to businesses in developing our conclusions due to a slightly greater volume of home mortgage loans during the evaluation period. Overall, within the mortgage loan category, home refinance lending was generally given more emphasis given the proportion of loans originated during the evaluation period and home improvement lending was emphasized the least. None of the bank's markets had a sufficient number of small farm loans to analyze. In markets where the bank did originate these loans, information is provided in the tables in Appendix D.

Throughout all Rating Areas, as data was available, we gave equal emphasis to the geographic and borrower distribution components of the Lending Test, except in AAs where there were few or no low- or moderate-income geographies which would prevent sufficient data for analysis of geographic or borrower distribution. The volume of CD loans and the degree of responsiveness of those loans to the needs in the community were considered in the lending evaluation. The lack of CD lending in an AA either neutrally or negatively impacted the Lending Test rating to the extent of opportunity, responsiveness, and performance context. In situations where the bank's CD lending positively impacted the rating, it is described in the conclusions for the rating area. We compared the dollar amount of CD loans to the tier one capital allocated to the AAs to gain a common perspective regarding the volume of CD lending activity. Tier one capital was allocated to the rating areas and AAs based on the percentage of bank deposits in those AAs.

In our analysis of the distribution of loans to geographies with different income levels, we gave greater consideration to the bank's performance in moderate-income tracts if there were a limited number of owner-occupied housing units or businesses in the low-income tracts as the limited number of owner-occupied units limits the bank's opportunity to make loans within these geographies. For borrower distribution, we considered the impact that poverty levels had on the demand for mortgages from low-income individuals and the affordability or high cost of housing in some markets. The costs associated with financing homeownership has a more significant impact on the opportunity to lend to low-income populations where a larger proportion of the individuals and families fall below the poverty line.

We did not analyze or draw conclusions on a particular loan type if less than fifty loans were made in an AA during the evaluation period. This is particularly true of multifamily loans and therefore, we generally did not include multifamily lending in our analysis unless specifically noted within the area Lending Test. Generally, we found that analysis on fewer than fifty loans did not support meaningful conclusions. An exception was made for the state of Delaware where there was limited lending due to the bank's limited presence in the state outside of the Philadelphia-Camden-Wilmington MMA.

### Investment Test

We considered the volume of qualified investments made during the current evaluation period and qualified investments that were made prior to the current evaluation period and still

outstanding. The amount of consideration given to the current and prior period investments is based on the responsiveness of the investments to the needs in the AAs.

We compared the dollar amount of qualified investments made in the current evaluation period and prior evaluation periods to the tier one capital allocated to the AAs to gain a common perspective regarding the volume of investment activity. Tier one capital was allocated to the rating areas and AAs based on the percentage of bank deposits in each AA. Consideration was also given to qualified investments made in the bank's broader statewide and regional areas. The bank's CD lending origination process does not geographically restrict investments and will make qualifying investments that are outside of the bank's AAs with many in the broader statewide or regional areas.

### Service Test

Primary consideration is given to the bank's performance in delivering retail products and services to geographies and individuals of different income levels through the bank's distribution of branches. In our analysis we did not place emphasis on the bank's alternative distribution channels, internet and phone banking because there is no data on how these products serve LMI individuals. We focused on branches in low- and moderate-income geographies, but also considered branches in middle- and upper-income geographies that are up to one-half mile or less in proximity to low- and moderate-income geographies.

Where the bank opened or closed branches within an AA, the overall impact of the changes was evaluated. If no branches were opened or closed in an AA, we did not include that performance element in our analysis.

We evaluated the range of services and products offered by all of the bank's branches. Services and products offered at branches are consistent throughout the branch network. We specifically focused on differences in branch hours and services in low- or moderate-income geographies compared to those in middle- or upper-income geographies.

The bank's record of providing CD services was evaluated in AAs that received full-scope reviews. Our primary consideration was the responsiveness of TDBNA to the needs of the community. Services that reflected ongoing relationships and where TDBNA provided leadership rolls received the most consideration in our analysis. An example is TDBNA's Wow!Zone program. Wow!Zone is a proprietary financial literacy program offered free of charge both in-person or online to students. The curriculum is tailored to the grade level and includes information on saving, budgeting, check book management, and investing.

## **Fair Lending or Other Illegal Credit Practices Review**

Pursuant to 12 C.F.R. §25.28(c) or §195.28(c), respectively, in determining a national bank's or Federal savings association's (collectively, bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau.

The OCC does not have public information regarding non-compliance with statutes and regulations prohibiting discriminatory or other illegal credit practices with respect to this institution. In determining this institution's overall CRA rating, the OCC has considered information that was made available to the OCC on a confidential basis during its consultations.

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

## Primary Rating Areas

- New York-Northern New Jersey-Long Island NY-NJ-PA Multistate Metropolitan Area
- Philadelphia-Camden-Wilmington PA-NJ-DE Multistate Metropolitan Area
- Boston-Cambridge-Quincy MA-NH Multistate Metropolitan Area
- State of Florida

## **New York-Northern New Jersey-Long Island Multistate Metropolitan Area (MMA)**

**CRA rating for the New York-Northern New Jersey-Long Island MMA<sup>1</sup>: Satisfactory**

**The lending test is rated:** High Satisfactory  
**The investment test is rated:** Outstanding  
**The service test is rated:** High Satisfactory

The major factors that support this rating include:

- Lending activity is excellent.
- TDBNA's distribution of loans among geographies is adequate. Performance for home mortgages is good and small loans to businesses is poor.
- TDBNA's distribution of loans to individuals and businesses of different income levels is adequate, with poor performance for home mortgage loans by income level of the borrower and good performance of small loans to businesses of different sizes.
- The bank's excellent level of CD lending had significantly positive impact on the bank's overall Lending Test performance.
- TDBNA's use of flexible lending programs had a positive impact on its Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels when considering branches in middle- and upper-income geographies that are in close proximity to and serve low- and moderate-income geographies.
- TDBNA provided a good level of CD services.

### **Description of Institution's Operations in New York-Northern New Jersey-Long Island MMA**

TDBNA's operations in the New York-Northern New Jersey-Long Island MMA consist of four complete MDs: New York-White Plains-Wayne; Edison; Nassau-Suffolk; and Newark-Union. As of June 30, 2013, TDBNA's deposits in the MMA totaled \$44.5 billion and represented 37.2 percent of the bank's adjusted deposits. In terms of deposit market share, TDBNA ranks eighth with a 3.6 percent share compared to 34.9 percent for JPMorgan Chase Bank, N.A., the largest financial institution in the MMA. There were 224 FDIC-insured depository institutions in the geographic area providing strong competition for the bank. Within the MMA, TDBNA operates 376 branches.

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<sup>1</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Refer to the market profile for the New York-Northern New Jersey-Long Island MMA in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

## **Scope of Evaluation in New York-Northern New Jersey-Long Island MMA**

We conducted a full-scope analysis of the New York-Wayne-White Plains MD (New York MD) as this area accounted for 54 percent of the deposits and 49 percent of the loans within the MMA. Limited-scope analyses were conducted for the Edison, Nassau-Suffolk, and Newark-Union MDs.

During the evaluation period, 53 percent of the loans by number were small loans to businesses and 47 percent were home mortgage loans, this distribution was considered when assessing performance in this rating area. Within home mortgages, 29 percent were for home purchase, 15 percent were for home improvement, and 56 percent were for home refinance.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the New York-Northern New Jersey-Long Island MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the New York MD is good. Performance in the limited-scope areas did not impact the overall Lending Test rating in the MMA.

### **Lending Activity**

Refer to Table 1 Lending Volume in the New York Multistate section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the New York MD is excellent, given strong competition in the AA for all types of loans. The bank ranked eighth in deposits with a 2.4 percent market share. In overall HMDA lending, the bank ranked sixth with 2.0 percent market share. For home purchase lending, the bank ranked fifth with a 1.7 percent market share, for home improvement, the bank ranked second with an 11.9 percent market share, and for home refinance the bank ranked seventh with a 1.9 percent market share.

The lending market shares are skewed when compared to the deposit market shares based on the number of lenders and depository institutions. In this MD, there is strong competition for home mortgage lending. There are nearly 700 mortgage lenders, many without a depository presence. There are 161 depository institutions in the AA.

For small loans to businesses, the bank ranked eighth with a 2.0 percent market share. American Express, FSB and Chase Bank USA, N.A. dominate the market with individual market shares of 37.8 percent and 18.4 percent, respectively.

## **Distribution of Loans by Income Level of the Geography**

The overall geographic distribution of loans in the New York MD is adequate. This is based on adequate distribution of home mortgage loans and poor distribution of small loans to businesses.

### ***Home Mortgage Loans***

Refer to Tables 2, 3, 4, and 5 in the New York Multistate section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases.

The geographic distribution of home mortgage loans in the New York MD is adequate. The geographic distribution of home purchase loans is good and the distribution of home improvement and home refinance loans is adequate. The geographic distribution on multifamily loans is poor, however; due to the extremely limited volume, (less than one percent of all mortgage lending within the New York MD) emphasis was not placed on the multifamily performance.

### **2012 and 2013**

The bank's geographic distribution of home purchase loans is good. The portion of home purchase loans in low-income geographies exceeds and in moderate-income geographies is below the percent of owner-occupied units there. The bank's market share of such loans is also considered good and in low-income geographies exceeds and in moderate-income geographies is below its overall market share.

The bank's geographic distribution of home improvement loans is adequate. The portion of home improvement loans in both low- and moderate-income geographies is below the percent of owner-occupied units there. The bank's market share of such loans is good and in both low- and moderate-income geographies substantially meets its overall market share.

The bank's geographic distribution of home refinance loans is adequate when considering excellent market share. The portion of home refinance loans in low-income geographies is below and moderate-income geographies is well below the percent of owner-occupied units there. The market share of such loans is excellent and in low-income geographies exceeds and in moderate-income geographies substantially meets its overall market share, which is demonstrative of the high level of completion in this market segment.

### **2011**

The bank's geographic distribution of home purchase, home improvement, and home refinance loans for 2011 is stronger than the bank's geographic distribution of home purchase, home improvement, and home refinance loans for 2012 and 2013. The performance is stronger due to excellent geographic distribution of home purchase loans and good distribution of home improvement and home refinance loans. This stronger performance contributed to the overall adequate performance in the geographic distribution of home mortgage loans.

### ***Small Loans to Businesses***

Refer to Table 6 in the New York Multistate section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

The geographic distribution of small loans to businesses in the New York MD is poor.

### **2012 and 2013**

The portion of small loans to businesses in low-income geographies is well below and in moderate-income geographies is below the percentage of businesses within these geographies. The bank's market share in low-income geographies is significantly below and in moderate-income geographies substantially meets its overall market share.

### **2011**

The 2011 performance is not inconsistent with the overall poor geographic distribution of small loans to businesses.

The portion of small loans to businesses in low-income geographies is well below and in moderate-income geographies is below the percentage of businesses within these geographies. The bank's market share in low-income geographies is significantly below and in moderate-income geographies is below its overall market share.

### **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by income level in the New York MD is adequate. This is based on poor distribution of home mortgage lending and good distribution of small loans to businesses.

#### ***Home Mortgage Loans***

Refer to Tables 8, 9, and 10 in the New York Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The very poor overall distribution of home mortgage loans by borrower income in the New York MD was considered poor, given competition, the high cost of housing, high poverty level, and unemployment in the New York MD during the evaluation period. Despite the real estate and economic downturn affecting the U.S. during the evaluation period, economic data shows that the median sales price of existing single-family homes in this AA remained strong and averaged \$466 thousand. Coupled with a poverty level in the MD of 16 percent of the households in the AA (and significantly higher poverty rates of 24 percent and 30 percent in certain counties within the AA) and a higher than average unemployment rate, homeownership remains very difficult for most low- and moderate-income borrowers. The updated median family income for the AA indicates that a low-income individual earns no more than \$34 thousand a year and a moderate-income borrower earns no more than \$54 thousand a year.

Additionally, the low interest rate environment led to an increase in refinance lending which was concentrated in the middle- and upper-income markets.

### **2012 and 2013**

The distribution of home purchase loans is poor when considering the economic and competitive factors within the MD. The percentage of home purchase loans to low- and moderate-income borrowers was significantly below the percentage of such families. The bank's market share to both low- and moderate-income borrowers was below and well below, respectively, the bank's overall market share.

The distribution of home improvement loans is adequate when considering the economic and competitive factors within the MD. The percentage of home improvement loans to low-income borrowers was significantly below and to moderate-income borrowers was well below the percentage of such families. The bank's market share to low-income borrowers substantially met and to moderate-income borrowers exceeded the bank's overall market share.

The distribution of home refinance loans is poor when considering the economic and competitive factors within the MD. The percentage of home refinance loans to both low- and moderate-income borrowers was significantly below the percentage of such families. The bank's market share to low-income borrowers was significantly below and to moderate-income borrowers substantially met the bank's overall market share.

### **2011**

The 2011 performance is not inconsistent with the overall poor distribution of home mortgage loans by borrower income when considering the economic and competitive factors within the MD.

TDBNA's borrower distribution for home purchase and home refinance loans for 2011 is not inconsistent with the bank's borrower distribution for home purchase and home refinance loans for 2012 and 2013. The bank's borrower distribution for home improvement loans for 2011 was stronger than the bank's borrower distribution performance for home improvement loans for 2012 and 2013.

### ***Small Loans to Businesses***

The distribution of small loans to businesses in the New York MD is good. Refer to Table 11 in the New York Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

### **2012 and 2013**

The distribution of small loans to businesses in the New York MD is good. The percentage of small loans to small businesses was near to the percentage of small businesses. The bank's market share of loans to small businesses exceeded the bank's overall market share.

## 2011

The 2011 performance is stronger than the overall good small loans to businesses and is considered excellent, however given relative lending volumes; this stronger performance did not impact this overall good performance in the distribution of small loans to businesses.

### **Community Development Lending**

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

Community development lending had a significantly positive impact on the Lending Test performance, which elevated the overall adequate performance in the New York MD to good. The bank originated 40 loans totaling \$215 million or nearly 12 percent of allocated tier one capital. These loans were responsive to area needs. A majority of the loans addressed the need for creating or preserving affordable housing, including rental housing, for low- and moderate-income persons. The need for affordable housing is a critical identified need in the New York MD. TDBNA's CD lending activity in the MD helped to create or maintain 925 units of affordable housing for LMI families.

### **Product Innovation and Flexibility**

TDBNA's use of flexible lending programs had a positive impact on its Lending Test performance. During the evaluation period, the bank originated 224 Right Step mortgages.

### **Other Loan Data**

TDBNA issued six standby letters of credit totaling \$184 million that have a qualified CD purpose. The letters of credit were given positive consideration and supported the creation or preservation of affordable housing within New York City.

Refer to Table 1 Other Products in the New York Multistate section of Appendix D for facts and data on these letters of credit.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Edison and Nassau-Suffolk AAs consistent with and in the Newark-Union AA is weaker than the bank's overall high satisfactory performance under the Lending Test in the full-scope area. Refer to the Tables 1 through 13 in the New York Multistate section of Appendix D 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 New York-Northern New Jersey-Long Island MMA is rated outstanding. Based on a full-scope review, the performance in the New York MD is excellent. Performance in the limited-scope areas did not impact the overall Investment Test rating in the MMA.

Refer to Table 14 in the New York Multistate section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

TDBNA has an excellent level of qualified investments and grants in the New York MD. The bank makes extensive use of innovative and/or complex investments to support CD initiatives. TDBNA originated 447 qualified investments and grants totaling \$298 million in the current evaluation period. There is almost \$3.8 million in unfunded commitments. Additionally, 38 prior period investments totaling \$107 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 22.2 percent of the bank's allocated tier one capital, which is considered excellent.

The bank's responsiveness to the CD needs in the AA is excellent. A substantial majority of the dollar volume of the bank's current and prior period investment transactions is low income housing tax credits (LIHTCs) and focuses on affordable housing, a primary need in the AA. LIHTCs are considered complex and provide new or rehabilitated affordable housing units, typically multifamily housing, for LMI households. Grants were made to a variety of organizations that support affordable housing or community services targeted to LMI individuals and small business development.

The following examples demonstrate TDBNA's excellent responsiveness to the CD needs of the area and the innovativeness and complexity of some of the developments in the AA:

- TDBNA provided an \$8.4 million LIHTC investment to construct a six-story building in Brooklyn, New York. This project created 60 apartments that are restricted to chronically homeless individuals with a serious mental illness as well as a community facility and a medical clinic on the first floor.
- TDBNA committed \$33 million to two affordable housing preservation projects through a single-investor proprietary fund. One of the projects involved the rehabilitation of 19 multifamily buildings consisting of 361 units in the Bronx. The other project involved the rehabilitation of four deteriorated partially-occupied multifamily buildings in scattered locations in South Bronx. Upon completion, each building will contain 48 units of housing with 39 of the units designated as affordable housing units.
- TDBNA committed \$9.4 million for an innovative affordable housing project. The project involved the redevelopment of a church rectory, convent and school into 46 affordable housing units for seniors. In addition to providing affordable housing, the project added value to the community by providing approximately \$1.9 million in ongoing economic output, 11 full-time jobs and \$106 thousand in state and local taxes annually.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, TDBNA's performance under the Investment Test in the Edison, Nassau-Suffolk, and Newark-Union NJ AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the New York-Northern New Jersey-Long Island MMA. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the MMA. Refer to Table 14 in the New York Multistate section of Appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the New York-Northern New Jersey-Long Island MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the New York MD is good. Performance in the limited scope AAs did not impact the overall Service Test rating for the New York-Northern New Jersey-Long Island MMA.

### **Retail Banking Services**

Refer to Table 15 in the New York Multistate section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Delivery systems are accessible to all geographies and individuals of different income levels in the New York MD. There are 201 branches within the New York MD. The distribution of branches in low and moderate-income geographies is well below the population residing in those areas. TDBNA has 23 branches in middle- or upper-income geographies that are within one-half mile of a low-income geography and 54 branches in middle- or upper-income geographies that are within one-half mile of a moderate-income geography. TDBNA also maintains branches in two geographies which do not have an income designation and are adjacent to and serve low- and moderate-income geographies. When giving consideration to these 79 branches located in middle-, upper- and non-income designated geographies, access to banking services for low- and moderate-income individuals improves significantly and is considered good.

TDBNA makes adequate use of alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking, that provide additional delivery system availability and access to retail banking services. The percentage of full-service ATMs in low- and moderate-income geographies falls below the percentage of the population residing in those geographies.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, 27 branches were opened, including one in a low-income geography and three in moderate-income geographies. Four branches were closed, including one in a moderate-income geography and three in middle-income geographies.

TDBNA's hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network. Branches maintain extended operating hours and are open seven days a week. Due to the extension of banking hours, deposits made by 8:00PM Monday through Friday are available for withdrawal the following business day.

### **Community Development Services**

TDBNA provided a good level of CD services to the New York MD. Bank employees taught 63 small business workshops and 64 first-time homebuyer seminars in the New York MD. Employees also instructed 60 WOW!Zone classes, to nearly 4,500 students in LMI geographies. TDBNA also provided a good level of leadership through board and committee level participation in 30 community services, economic development and affordable housing organizations in the community.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's Service Test performance in the Edison and Nassau-Suffolk AAs is not inconsistent with, and in the Newark-Union AA is weaker than the bank's overall high satisfactory performance under the Service Test in the New York-Northern New Jersey-Long Island MMA.

## Philadelphia-Camden-Wilmington, PA-NJ-DE Multistate Metropolitan Area

### CRA Rating for the Philadelphia-Camden-Wilmington MMA<sup>2</sup>: Satisfactory

<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	Low Satisfactory

The major factors that support this rating include:

- Lending activity is excellent.
- TDBNA's distribution of loans among geographies is poor. Performance for home mortgages is poor and small loans to businesses is adequate.
- TDBNA's distribution of loans to individuals and businesses of different income levels is good with adequate performance for home mortgage loans by income level of the borrower and good performance of small loans to businesses of different sizes.
- The bank's excellent level of CD lending had a significantly positive impact on the bank's overall Lending Test performance.
- TDBNA's use of flexible lending programs was given positive consideration on its Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels when considering branches in middle- and upper-income geographies that are in close proximity to low- and moderate-income geographies.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in Philadelphia-Camden-Wilmington MMA

TDBNA's operations in the Philadelphia-Camden-Wilmington PA-NJ-DE MMA consist of three MDs: the complete Philadelphia and Camden MDs and Wilmington MD limited to the counties within the New Jersey and Delaware portion. As of June 30, 2013, bank deposits after adjusting for TD Ameritrade sweep deposits in the MMA totaled \$23.4 billion, represented 20 percent of the bank's deposits. In terms of deposit market share, TDBNA ranks fifth with a 5.5 percent share. There are 135 FDIC-insured depository institutions in the area, providing strong competition for the bank, however, the market is somewhat controlled by the three largest banks with a combined market share of 49 percent. Within this MMA, the bank operates 148 branches.

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<sup>2</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Refer to the market profile for the Philadelphia- Camden-Wilmington MMA in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

## **Scope of Evaluation in Philadelphia- Camden-Wilmington MMA**

We conducted a full-scope review of the Philadelphia MD as this area accounted for nearly 52 percent of the deposits and 56 percent of the lending within the MMA. The remaining AAs received limited-scope reviews.

During the evaluation period, 38 percent of the loans by number were small loans to businesses and 62 percent were home mortgage loans. Within home mortgages, 20 percent were for home purchase, 22 percent were for home improvement, and 58 percent were for home refinance.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in the Philadelphia-Camden-Wilmington MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Philadelphia MD is good. Performance in the limited-scope areas did not impact the overall Lending Test rating in the MMA.

### **Lending Activity**

Refer to Table 1 Lending Volume in the Philadelphia Multistate section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the AA is excellent, considering strong competition in this market for all types of loans. Although lending market shares for home purchase and home refinance are below its deposit share, TDBNA ranked fifth for home improvement lending; eighth for home purchase lending; eighth for small loans to businesses and 11<sup>th</sup> for refinance lending in the AA. There are over 500 lenders for home purchase, over 200 lenders for home improvement loans, nearly 600 lenders for refinance loans, and 154 small business lenders in the market. Many of these lenders are non-depository institutions, which skews the bank's lending market shares when compared to the bank's deposit market share. Within small business lending, American Express Bank dominated the market with a market share of 25 percent.

### **Distribution of Loans by Income Level of the Geography**

The overall geographic distribution of loans is poor. This is based on a poor distribution of home mortgage loans and an adequate distribution of small loans to businesses.

### ***Home Mortgage Loans***

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

### **2012 and 2013**

The geographic distribution of home mortgage loans in the Philadelphia MD is poor. The geographic distribution of home purchase loans is adequate and the distribution of home improvement and home refinance loans is poor.

The bank's portion of home purchase loans in both low- and moderate-income geographies is below the percent of owner-occupied units there. The market share of such loans in low-income tracts met and in moderate-income tracts was below its overall market share.

The bank's portion of home improvement loans in low-income geographies is significantly below the percent of owner-occupied units there and below in moderate-income tracts. The market share of such loans in low- and moderate-income CTs was well below and below, respectively, its overall market share.

The bank's portion of home refinance loans in low-income geographies is significantly below than the percent of owner-occupied units there and in moderate-income geographies is well below. The bank's market share of such loans in both low- and moderate-income CTs substantially meets its overall market share.

### **2011**

The bank's geographic distribution of home mortgage loans for 2011 is stronger than the bank's geographic distribution of home mortgage loans for 2012 and 2013. The performance is stronger due to excellent geographic distribution of home purchase loans and good distribution of home improvement loans. The geographic distribution of home refinance loans for 2011 is not inconsistent with the poor geographic distribution of home refinance loans for 2012 and 2013. This stronger performance did not impact the overall poor performance in the geographic distribution of home mortgage loans due to limited comparative loan volume.

### ***Small Loans to Businesses***

Refer to Table 6 in the Philadelphia Multistate section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination and purchase of small loans to businesses.

The geographic distribution of small loans to businesses in the Philadelphia MD is adequate.

### **2012 and 2013**

The portion of small loans to businesses in low-income geographies is well below and in moderate-income geographies below the percentage of businesses within these geographies. The bank's market share in low- and moderate-income geographies was near to its overall market share.

## 2011

The 2011 performance is weaker than the overall adequate geographic distribution of small loans to businesses and is considered poor; however; this weaker performance did not impact this overall adequate performance due to limited loan volume.

### **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by borrower income is good. This is based on adequate distribution of home mortgage loans and good distribution of small loans to businesses.

#### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the Philadelphia Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income in the Philadelphia MD is adequate.

## 2013 and 2013

The distribution of home purchase loans is adequate. The percentage of home purchase loans to low-income borrowers was significantly below the percentage of such families. The percentage of loans to moderate-income borrowers was near to the percentage of such families. The bank's market share to low-income borrowers was well below, and to moderate-income borrowers substantially meets the bank's overall market share.

The distribution of home improvement loans is adequate. The percentage of home improvement loans to low-income borrowers was below the percentage of such families. The percentage of loans to moderate-income borrowers approximates the percentage of such families. The bank's market share to low-income borrowers was well below, and the bank's market share to moderate-income borrowers was below the bank's overall market share.

The distribution of home refinance loans is adequate. The percentage of home refinance loans to low-income borrowers was well below the percentage of such families. The percentage of loans to moderate-income borrowers was near to the percentage of such families. The bank's market share to low-income borrowers was below and the bank's market share to moderate-income borrowers exceeded the bank's overall market share.

## 2011

The 2011 performance is stronger than the overall adequate distribution of home mortgage loans.

TDBNA's borrower distribution for home purchase loans for 2011 is stronger than the bank's borrower distribution for home purchase loans for 2012 and 2013. The bank's borrower distribution for home improvement and and home refinance loans for 2011 was not

inconsistent with the bank's borrower distribution performance for home improvement and home refinance loans for 2012 and 2013. This stronger performance did not impact the overall poor performance in the geographic distribution of home mortgage loans due to limited comparative loan volume.

### ***Small Loans to Businesses***

The distribution of small loans to businesses in the Philadelphia MD is good. Refer to Table 11 in the Philadelphia Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

#### **2012 and 2013**

The distribution of small loans to businesses in the Philadelphia MD is good. The percentage of small loans to small businesses was near to the percentage of small businesses. The bank's market share of loans to small businesses exceeded the bank's overall market share.

#### **2011**

The 2011 performance is stronger than the overall good distribution of small loans to businesses and is considered excellent, however; this stronger performance did not impact this overall adequate performance due to comparatively limited loan volume.

### **Community Development Lending**

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

CD lending had a significantly positive impact on the Lending Test, which elevated the overall adequate performance in the Philadelphia MD to good. The bank originated 17 loans totaling \$60 million, or nearly seven percent of allocated tier one capital. The bank's CD lending was responsive to the needs of the MD. The bank originated five CD loans targeted to the creation or preservation of affordable housing resulting in 255 units of affordable housing for LMI families in the MD. TDBNA also originated eight CD loans totaling \$23.5 million to organizations dedicated to the provision of services to LMI individuals and families, which is also an identified need in the MD. We also considered the significant level of competition for CD lending opportunities in the MD.

### **Product Innovation and Flexibility**

TDBNA's use of flexible lending programs was given positive consideration on its Lending Test performance. During the evaluation period, the bank originated 12 Right Step mortgage loans.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Wilmington AA is not inconsistent with the bank's overall high satisfactory performance under the Lending Test in the MMA. In the Camden AA, the bank's performance is weaker than, because of weaker geographic distribution of loans. Refer to the Tables 1 through 12 in the Philadelphia Multistate section of Appendix D 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 Philadelphia-Camden-Wilmington MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Philadelphia MD is excellent. Performance in limited-scope AAs did not impact the overall Investment Test rating in the MMA.

Refer to Table 14 in the Philadelphia-Camden-Wilmington MMA section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

TDBNA has an excellent level of qualified investments and grants and makes extensive use of innovative and/or complex investments to support CD initiatives. TDBNA originated 228 qualified investments and grants totaling \$145 million in the current evaluation period. There is approximately \$5.4 million in unfunded commitments. Additionally, 16 prior period investments totaling \$55 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 21.66 percent of the bank's allocated tier one capital.

The bank's responsiveness to the CD needs in the AA is excellent. A substantial majority of the dollar volume of the bank's current and prior period investment transactions is LIHTCs and focuses on affordable housing, a primary need in the AA. LIHTCs are considered complex and provide new or rehabilitated affordable housing units, typically multifamily housing, for LMI households. Grants were made to a variety of organizations that support affordable housing or community services targeted to LMI individuals and small business development.

The following examples demonstrate TDBNA's excellent responsiveness to the CD needs of the area and the innovativeness and complexity of some of the projects:

- TDBNA committed \$2.1 million in New Market Tax Credit (NMTC) financing for an innovative community food center located in a severely depressed community that was designated a "Food Desert" by the USDA. This is the nation's first non-profit full-service grocery store, and it innovatively addresses food access inequality for an area that had been without a grocery store since 2001. The grocery store opened in 2013 and offers low-cost, at-cost and donated food to local residents, with a focus on residents at or below 200 percent of the poverty level. This is the first full service grocery store that provides healthy and fresh food to local residents in more than a decade. When possible, it uses local vendors. Additionally, this project created 45 jobs for local

residents and approximately 50 people have graduated from a five-week service industry training course to prepare for these supermarket jobs.

- A \$2.8 LIHTC project that created 322 units of affordable senior housing and offers on-site social workers to facilitate access to community services for the senior residents.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, TDBNA's performance under the Investment Test in the Camden NJ and Wilmington DE AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the Philadelphia-Camden-Wilmington MMA. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the MMA. Refer to Table 14 in the Philadelphia Multistate section of Appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the Philadelphia-Camden-Wilmington MMA is rated low satisfactory. Based on a full-scope review, the bank's performance in the Philadelphia MD is adequate. The limited-scope AAs did not impact the overall Service Test rating in the MMA.

### **Retail Banking Services**

Refer to Table 15 in the Philadelphia Multistate section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Delivery systems are reasonably accessible to essentially all geographies and individuals of different income levels, after considering the close proximity of ten branches (11.4 percent of the bank's branches in the MD) located in middle-, upper-, or non-designated-income geographies that are near low- and moderate-income geographies. There are 88 branches within the Philadelphia MD. The distribution of branches in low-income geographies is significantly below and in moderate-income geographies is below the population residing in the geographies. However, there are seven branches in middle- and upper-income geographies that are within one-half mile of low-income geographies and two branches in middle- and upper-income geographies that are within one-half mile of moderate-income geographies. TDBNA also maintains a branch in a geography which does not have an income designation that is adjacent to and serves both a low- and moderate-income geography.

TDBNA makes adequate use of alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. The percentage of full-service ATMs in low- and moderate-income geographies is below the percentage of the population residing in those geographies. Approximately 80 percent of ATMs within the AA feature touch screens, envelope-free deposit

capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems. During the evaluation period one branch was opened in a middle-income geography and no branches were closed.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly LMI geographies and individuals. Branch hours are convenient, with evening and extended weekend banking hours offered at various locations, including branches located in LMI geographies. Due to the extension of banking hours, deposits made by 8:00PM Monday through Friday are available for withdrawal the following business day.

### **Community Development Services**

TDBNA provided a good level of CD services to the Philadelphia MD. The bank provided a strong level of leadership in the MD through board and committee participation in various organizations that target the needs to the community. Employees served as board or committee members for 39 community services, economic development and affordable housing organizations. The identified needs include financial literacy, homeownership training for LMI families, and small business education. During the evaluation period, the bank provided instructors for 34 small-business workshops and 20 first-time homebuyer seminars in the Philadelphia MD. During the same period, 788 Wow!Zone classes were taught by bank instructors to nearly 21,000 students in all geographies, with 34 percent of the classes focused in LMI geographies.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Camden MD is not inconsistent with than and in the Wilmington MDs is stronger than the bank's overall low satisfactory performance in the MMSA.

## Boston-Cambridge-Quincy MA-NH Multistate Metropolitan Area

### CRA Rating for the Boston-Cambridge-Quincy MA MMA<sup>3</sup>: Outstanding

<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating:

- Lending activity is good.
- TDBNA's distribution of loans among geographies is adequate. Performance for home mortgages and small loans to businesses is adequate.
- TDBNA's distribution of loans to individuals and businesses of different income levels is good with good performance for home mortgage loans by income level of the borrower and good performance of small loans to businesses of different sizes.
- The bank's excellent level of CD lending had significantly positive impact on the bank's overall Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels when considering branches in middle- and upper-income geographies that are in close proximity to low- and moderate-income geographies.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in Boston-Cambridge-Quincy MMA

TDBNA has four AAs within the Boston-Cambridge-Quincy MA-NH MMA consisting of each of the MDs in their entirety (Cambridge, Peabody, Boston, and Rockingham). As of June 30, 2013, the bank had \$8.7 billion of deposits in this geographic area. This is the bank's fourth largest market and accounts for 7.4 percent of adjusted deposits. In terms of deposit market share, TDBNA ranks sixth in the MMA with a 3.5 percent share compared to 24.3 percent and 21.4 percent for State Street Bank and Bank of America, N.A., respectively. There are 144 FDIC-insured depository institutions in the MMA, but the market is concentrated among the top three banks holding 57 percent of the area deposits. TDBNA operates 108 branches within the MMA.

Refer to the market profile for the Boston-Cambridge-Quincy MA-NH MMA in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

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<sup>3</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

## **Scope of the Evaluation in Boston-Cambridge-Quincy MA-NH MMA**

In evaluating the MMA, we conducted a full-scope review of the Cambridge MD. The AA was selected as 17 percent of the deposits and 31 percent of the loans located in the MMA are located here. We performed limited-scope reviews of the other three MDs.

During the evaluation period, 39 percent of the loans by number were small loans to businesses and 61 percent were home mortgage loans. Within home mortgages, 27 percent were for home purchase, 13 percent were for home improvement, and 60 percent were for home refinance.

## **LENDING TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Lending Test in Boston-Cambridge-Quincy MA-NH MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Cambridge MD is good. Performance in the limited-scope areas did not impact the overall Lending Test rating in the MMA.

### **Lending Activity**

Refer to Tables 1 Lending Volume in the Boston Multistate section of Appendix D for the facts and data used to evaluate the bank's lending activity.

Lending activity in the AA is good, given strong competition in the AA for all types of loans. The bank ranks fourth in deposits with a 5.5 percent market share. In overall HMDA lending, the bank ranks 19<sup>th</sup> with a 1.1 percent market share. For home purchase lending, the bank ranked 20<sup>th</sup> with a 1.2 percent market share, for home improvement, the bank ranked seventh with a 2.9 percent market share, and for home refinance loans the bank ranked 23<sup>rd</sup> with a 0.9 percent market share. There are over 500 home mortgage lenders in the market and 53 depository institutions.

For small loans to businesses, the bank ranks 10<sup>th</sup> with a 2.3 percent market share. American Express and Bank of America dominate the area with individual market shares of 29.2 and 15.8 percent, respectively.

### **Distribution of Loans by Income Level of the Geography**

The overall geographic distribution of loans in the Cambridge AA is adequate. This is based on an adequate distribution of home mortgage loans and small loans to businesses.

### ***Home Mortgage Loans***

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

The geographic distribution of home mortgage loans in the Cambridge AA is adequate. The geographic distribution of home purchase is excellent; the distribution of home improvement loans is good; and the distribution of home refinance loans is adequate.

### **2012 and 2013**

The bank's portion of home purchase loans in both low- and moderate-income geographies exceeds the percent of owner-occupied units there. Its market share of such loans in both geographies exceeds its overall market share.

The bank's portion of home improvement loans in low-income geographies exceeds and in moderate-income geographies is near to the percent of owner-occupied units there. The market share of such loans in low-income significantly exceeds and in moderate-income geographies exceeds its overall market share.

The bank's portion of home refinance loans in both low- and moderate-income geographies is below the percent of owner-occupied units there. Its market share of such loans in low-income geographies is well below and in moderate-income geographies is near to its overall market share.

### **2011**

The 2011 performance is not inconsistent with the adequate geographic distribution of home mortgage loans. The bank's geographic distribution of home improvement loans for 2011 is stronger than the bank's geographic distribution of home improvement loans for 2012 and 2013, and is considered good. The bank's geographic distribution of home purchase and home refinance loans for 2011 is not inconsistent with the bank's geographic distribution of home purchase, and home refinance loans for 2012 and 2013.

### ***Small Loans to Businesses***

Refer to Table 6 in the Boston Multistate section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination and purchase of small loans to businesses.

The geographic distribution of small loans to businesses in the Cambridge AA is adequate.

### **2012 and 2013**

The portion of small loans to businesses and the bank's market share in low-income geographies is well below and in moderate-income geographies is below the percentage of businesses within these geographies. The bank's market share in low-income geographies is well below and in moderate-income geographies is below its overall market share.

### **2011**

The 2011 performance is stronger than the 2012 and 2013 performance. The portion of small loans to businesses and the bank's market share in low-income geographies exceeds and in

moderate-income geographies is near to the percentage of businesses within these geographies. The bank's market share in low-income geographies exceeds and in moderate-income geographies is near to its overall market share; however, this stronger performance did not impact the overall adequate performance.

## **Distribution of Loans by Income Level of the Borrower**

The overall distribution of loans by income level in the Cambridge AA is good. This is based on good distribution of home mortgage lending and good distribution of small loans to businesses.

### ***Home Mortgage Loans***

Refer to Tables 8, 9 and 10 in the Boston Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The overall distribution of home mortgage loans by borrower income is good. The distribution of both home purchase and home improvement loans is excellent and home refinance loans is good.

### **2012 and 2013**

The percentage of home purchase loans to low-income borrowers is near to and the percentage to moderate-income borrowers exceeds the percentage of such families. The bank's market share to both low- and moderate-income borrowers exceeds the bank's overall market share.

The percentage of home improvement loans to low-income borrowers is near to and the percentage to moderate-income borrowers exceeds the percentage of such families. The bank's market share to both low- and moderate-income borrowers exceeds the bank's overall market share.

The percentage of home refinance loans to low-income borrowers is below and the percentage to moderate-income borrowers is near to the percentage of such families. The bank's market share to low-income borrowers exceeds and to moderate-income borrowers substantially meets the bank's overall market share.

### **2011**

The 2011 performance is not inconsistent with the good distribution of home mortgage loans by borrower income. The 2011 distribution of both home purchase and home improvement loans is excellent and of home refinance loans is good.

### ***Small Loans to Businesses***

The distribution of small loans to businesses in the Cambridge AA is good. Refer to Table 11 in the Boston Multistate section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

### **2012 and 2013**

The percentage of small loans to small businesses is below the percentage of small businesses. The bank's market share of loans to small businesses exceeds the bank's overall market share.

### **2011**

The 2011 performance is not inconsistent with the good distribution of small loans to businesses. The percentage of small loans to small businesses is near to the percentage of small businesses. The bank's market share of loans to small businesses exceeds the bank's overall market share.

### **Community Development Lending**

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

CD lending had a significantly positive impact on the Lending Test, which elevated the overall good performance in the Cambridge AA to excellent. TDBNA originated nine CD loans totaling \$18 million. This volume represented nearly nine percent of allocated tier one capital and the lending was responsive to the identified needs of the AA. Additionally, TDBNA faces strong competition for CD lending opportunities in the AA with several hundred lenders vying for the same opportunities. In terms of dollars, 81 percent of the CD lending in the AA helped to create or maintain 85 units of affordable housing. The remaining CD lending was made to organization for economic development and revitalization efforts.

### **Product Innovation and Flexibility**

TDBNA's use of flexible lending programs was given positive consideration on its Lending Test performance. During the evaluation period, the bank originated 48 Right Step mortgage loans.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Boston AA is stronger than the bank's overall high satisfactory performance in Boston - Cambridge-Quincy MMA, performance is stronger due to strong geographic distribution of loans. In the Peabody and Rockingham AAs, performance is not inconsistent with the bank's overall high satisfactory performance in Boston-Cambridge-Quincy MMA.

Refer to the Tables 1 through 12 in the Boston Multistate section of Appendix D 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 Boston-Cambridge-Quincy MA-NH MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Cambridge AA is excellent. Performance in the limited-scope area did not impact the overall Investment Test rating in the MMA.

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

TDBNA has an excellent level of qualified investments and grants and makes extensive use of innovative and/or complex investments to support CD initiatives in the Cambridge AA. TDBNA originated 47 qualified investments and grants totaling \$34 million during the evaluation period. Additionally, seven prior period investments totaling \$12 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 23.06 percent of the bank's allocated tier one capital.

The bank's responsiveness to the CD needs in the AA is excellent. TDBNA's investments consisted of LIHTCs, SBICs, bonds, and a MBS. LIHTCs are considered complex and provide new or rehabilitated affordable housing units, typically multifamily housing, for LMI households. Grants were provided to a variety of organizations that support affordable housing or community services targeted to LMI individuals and small business development.

The following examples demonstrate TDBNA's excellent responsiveness to the CD needs of the area and the complexity of some of the developments:

- TDBNA funded a \$4.3 million NMTC investment for the acquisition and complete transformation of a 55,000 square foot historical building into a premier commercial space. The property is located in an area of the city targeted for revitalization and redevelopment.
- TDBNA funded a \$3.7 million LIHTC investment for an affordable senior housing community that will be comprised of 120 apartment units, of which, 88 percent will be considered affordable. The homes were designed to meet the needs of households age 55 and over.
- TDBNA committed over \$1 million in a multi-investor LIHTC fund. The project consists of 190 one- and two-bedroom apartment units, of which, 69 percent are affordable rental housing units.
- TDBNA also funded \$1.1 million in another multi-investor fund that was used for the preservation of 193 units, of which, 95 percent were affordable housing for the elderly in Boston's South End.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, TDBNA's performance under the Investment Test in the Boston, Peabody, and Rockingham AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the Boston-Cambridge-Quincy MA-NH MMA. Refer to Table 14 in the Boston Multistate section of Appendix D for the facts and data that support these conclusions.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the Boston-Cambridge-Quincy MA-NH MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Cambridge MD is good. Performance in the limited-scope AAs did not impact the overall Service Test rating in the Boston-Cambridge-Quincy MA-NH MMA.

### **Retail Banking Services**

Refer to Table 15 in the Boston Multistate section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Delivery systems are accessible to all geographies and individuals of different income levels in the Cambridge AA. There are 36 branches within the Cambridge MD. The distribution of branches in low- and moderate-income geographies is below the population residing in those geographies. However, there is one branch in a middle-income geography that is within one-half mile of a low-income geography and eight branches located in middle- and upper-income geographies that are within one-half mile of moderate-income geographies, further improving the accessibility within the AA.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. The percentage of full-service ATMs in LMI geographies is below the percentage of the population residing in those geographies. All ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

The bank's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was opened in a moderate-income geography; two branches were opened in middle-income geographies and three branches were opened in upper-income geographies. Two branches were closed in a middle-income geographies and one branch was closed in an upper-income geography.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network. Branches maintain operating hours seven days a week. Due to the extension of banking hours, deposits made by 8:00PM Monday through Friday are available for withdrawal the following business day.

### **Community Development Services**

TDBNA provided a good level of CD services to the Cambridge MD. The bank provided instructors for 21 small-business workshops and 24 first-time homebuyer seminars in the Cambridge MD. During the same period, four WOW!Zone classes were taught to students in LMI geographies. The WOW!Zone is a comprehensive financial literacy program created by the bank geared toward school aged children. TDBNA also provided an adequate level of leadership through board and committee level participation in five economic development organizations in the community.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Peabody and Rockingham AAs is not inconsistent with the bank's overall high satisfactory performance under the Service Test in the Boston-Cambridge-Quincy MA-NH MMA. Performance in the Boston AA is weaker than the bank's overall high satisfactory performance in the Boston-Cambridge-Quincy MA-NH MMA due to weaker branch distribution. This weaker performance did not impact the overall high satisfactory rating in the Boston-Cambridge-Quincy MA-NH MMA.

## State of Florida

<b>CRA Rating for Florida:</b>	<b>Satisfactory</b>
<b>The lending test is rated:</b>	Low Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Lending activity is excellent.
- TDBNA's distribution of loans among geographies is adequate. Performance for home mortgages is poor and small loans to businesses is excellent.
- TDBNA's distribution of loans to individuals and businesses of different income levels is adequate with adequate performance for home mortgage loans by income level of the borrower and good performance of small loans to businesses of different sizes.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in Florida

TDBNA has delineated sixteen AAs within the state of Florida. These include thirteen in MSA/MDs and two in non-MSA areas: the complete MSAs of: Homosassa Springs; Lakeland-Winterhaven; Ocala; Orlando-Kissimmee-Sanford; Palm Bay-Melbourne-Titusville; Port St. Lucie; and Sebastian-Vero Beach; the complete MDs of Fort Lauderdale-Pompano Beach-Deerfield Beach; Miami-Miami Beach-Kendall; and West Palm Beach-Boca Raton-Delray Beach; and the partial MSAs of: Deltona-Daytona Beach-Ormond Beach (Volusia County only); Gainesville (Alachua County only); Jacksonville (Baker, Duval, and St. Johns Counties); and Tampa-St. Peterburgh-Clearwater (Hillsborough, Pasco, and Pinellas Counties); and the Non-MSA areas of Okeechobee County and North Florida (consisting of Bradford, Columbia, Putnam, Suwannee, and Union Counties). For analysis purposes, we combined the non-MSA areas into one area. Competition is strong with 217 FDIC-insured depository institutions operating over 4,000 offices within the state of Florida. As of June 30, 2013, the bank reported \$9.4 billion in deposits or eight percent of adjusted deposits. TDBNA ranked ninth in deposit market share at 2.5 percent. Primary competitors include Bank of America, N.A., Wells Fargo N.A., Sun Trust Bank, and JPMorgan Chase, N.A. As of December 31, 2013, TDBNA operated 159 branches in the state.

## Scope of Evaluation in Florida

The West Palm Beach-Boca Raton-Delray Beach MD (West Palm Beach AA) was selected for a full-scope review, accounting for 20 percent of deposits and 17 percent of lending. The remaining AAs received limited-scope reviews.

During the evaluation period, 45 percent of the loans by number were small loans to businesses and 55 percent were home mortgage loans. Within home mortgages, 56 percent were for home purchase, nine percent were for home improvement, and 36 percent were for home refinance.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Florida is rated low satisfactory. Based on a full-scope review, the bank's performance in the West Palm Beach AA is good.

The updated median family income for the AA indicates a low-income family earns less than \$32.2 thousand a year and a moderate-income family earns less than \$51.5 thousand a year. These income levels make homeownership very difficult for most low- and moderate-income borrowers given the median housing cost of \$288 thousand. Additionally, during the evaluation period, nearly 70 percent of all home sales in South Florida were to cash buyers, making the demand for home mortgage lending low.

### Lending Activity

Lending activity in the AA is excellent after considering strong competition within the AA. The bank ranked sixth in deposits with a 4.9 percent market share. In overall HMDA lending, the bank ranked 14<sup>th</sup> with 1.3 percent market share. For home purchase lending, the bank ranked 12<sup>th</sup> with a 1.7 percent market share, home improvement lending ranked sixth with 4.3 percent market share, and for home refinance loans the bank ranked 20<sup>th</sup> with a 0.7 percent market share. There were 638 home mortgage lenders in the market compared to 59 depository institutions. The bank ranked 12<sup>th</sup> in small loans to businesses with a 1.3 percent market share. American Express dominated the market with a 35.6 percent market share.

### Distribution of Loans by Income Level of the Geography

The distribution of loans to geographies of different income levels in the West Palm Beach AA is adequate. This is based on poor distribution of home mortgage loans and excellent distribution of small loans to businesses.

### *Home Mortgage Loans*

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

The geographic distribution of home mortgage loans in the West Palm Beach AA is poor. The geographic distribution of home purchase loans is adequate and the distribution of home improvement and home refinance loans is poor.

### **2012 and 2013**

The distribution of home purchase loans is adequate. The bank's portion of home purchase loans in low-income geographies exceeds and in moderate-income geographies is significantly below the percentage of owner-occupied units. The market share in low-income geographies significantly exceeds and in moderate-income geographies is below its overall market share.

The distribution of home improvement loans is poor. The bank's portion of home improvement loans in low-income geographies is significantly below and in moderate-income geographies is well below the percentage of owner-occupied units. The bank's market share in moderate-income geographies is near to its overall market share. The bank did not have any market share in low-income geographies.

The distribution of home refinance loans is poor when considering market share performance. The bank's portion of home refinance loans in low and moderate-income geographies is significantly below the percent of owner-occupied units. The market share in low-income geographies exceeds and in moderate-income geographies near to its overall market share.

### **2011**

The bank's geographic distribution of home mortgage loans for 2011 is not inconsistent with the bank's geographic distribution of home mortgage loans for 2012 and 2013. The geographic distribution of home purchase loans is weaker than the poor geographic distribution of home purchase loans for 2012 and 2013. The geographic distribution of home improvement and refinance loans for 2011 is not inconsistent with the geographic distribution of home improvement and refinance loans for 2012 and 2013.

### ***Small Loans to Businesses***

Refer to Table 6 in the state of Florida section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination and purchase of small loans to businesses.

The geographic distribution of small loans to businesses in the West Palm Beach AA is excellent.

### **2012 and 2013**

The portion of small loans to businesses in low-income geographies is near to and in moderate-income geographies exceeds the percentage of businesses within these geographies. The bank's market share in low-income geographies is near to and in moderate-income geographies exceeds its overall market share.

## 2011

The 2011 performance is not inconsistent with the excellent geographic distribution of small loans to businesses. The portion of small loans to businesses in low-income geographies exceeds and in moderate-income geographies is near to the percentage of businesses within these geographies. The bank's market share in both low- and moderate-income geographies exceeds its overall market share.

### **Distribution of Loans by Income Level of the Borrower**

The distribution of loans by income level of borrower in the West Palm Beach AA is adequate based on adequate distribution of home mortgages and good distribution of small loans to businesses. Consideration was given to the decline in home prices during the recent recession which resulted in negative equity for many borrowers, high unemployment rate, high rate of foreclosures, and a high poverty level within the AA. It is also noted that many low- and moderate-income borrowers who are taking advantage of special lending programs are prohibited from refinancing for a given period of time.

### **Home Mortgage Loans**

Refer to Tables 8, 9, and 10 in the state of Florida section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The distribution of all home loan products in the West Palm Beach AA is adequate given the performance context issues discussed earlier.

## 2012 and 2013

The percentage of home purchase loans to low- and moderate-income borrowers is well below the percentage of such families. The bank's market share to low-income borrowers is below and to moderate-income borrowers is well below the bank's overall market share.

The percentage of home improvement loans to low-income borrowers is below and to moderate-income borrowers is well below the percentage of such families. The bank's market share to low-income borrowers exceeds and to moderate-income borrowers is significantly below the bank's overall market share.

The percentage of home refinance loan to low-income borrowers is well below and to moderate-income borrowers is below the percentage of such families. The market share to low-income borrowers is below and to moderate-income borrowers exceeds the bank's overall market share.

## 2011

The 2011 performance is not inconsistent with the overall adequate distribution of home loans by income level of borrower. The bank's distribution of home purchase, home improvement, and home refinance loans for 2011 is adequate.

## **Small Loans to Businesses**

Refer to Table 11 in the state of Florida section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's origination and purchase of small loans to businesses.

The distribution of small loans to businesses in the West Palm Beach AA is good .

### **2012 and 2013**

The percentage of small loans to small businesses is near to the percentage of small businesses. The market share of loans to small businesses exceeds the bank's overall market share.

### **2011**

The 2011 performance is not inconsistent with the good distribution of small loans to businesses.

## **Community Development Lending**

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

CD lending had a neutral impact on the Lending Test in the West Palm Beach AA. TDBNA originated one loan totaling \$300 thousand. The loan was to a non-profit organization providing health care to low- and moderate-income individuals.

## **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its Lending Test performance. During the evaluation period, the bank originated one Right Step mortgage loan.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Fort Lauderdale, Lakeland, Miami, Sebastian, and Tampa Bay AAs is not inconsistent with the bank's overall low satisfactory performance under the Lending Test in Florida. In the Deltona, Gainesville, Jacksonville, Ocala, Orlando, Palm Bay, Port Saint Lucie, and Non-MSA AAs the bank's performance is stronger than because of stronger geographic distribution of loans. Additionally, TDBNA originated 151 mortgage loans in distressed and underserved nonmetropolitan middle-income geographies.

## **INVESTMENT TEST**

## Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in Florida is rated outstanding. Based on a full-scope review, the bank's performance in the West Palm Beach AA is excellent. Performance in the limited-scope areas did not impact the overall Investment Test rating in the state.

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

TDBNA has an excellent level of qualified investments and grants and makes significant use of innovative and/or complex investments to support CD initiatives in the West Palm Beach AA. TDBNA originated 46 qualified investments and grants totaling \$88 million in the current evaluation period. Additionally, two prior period investments totaling \$7 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 65.26 percent of the bank's allocated tier one capital.

The bank's responsiveness to the CD needs in the AA is excellent. TDBNA's investments consisted of LIHTCs, SBICs, bonds, and a mortgage backed security (MBS). LIHTCs are considered complex and provide new or rehabilitated affordable housing units, typically multifamily housing, for LMI households. Another identified need in this AA is grants to CD organizations who are suffering from reduced local, state, and federal aid. TDBNA responded to this need by providing 40 grants for \$201 thousand to a variety of organizations that support affordable housing or community services targeted to LMI individuals and small business development.

An example that demonstrates TDBNA's responsiveness to the affordable housing needs of the AA is the \$3.9 million for a LIHTC project that created 63 affordable housing townhomes. The project contains nine residential buildings and one clubhouse. The property is located in a well-populated residential area with convenient access to schools, major transportation arteries, public transportation, retail and grocery stores, restaurants, and service employers.

## Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, TDBNA's performance under the Investment Test in the all of the AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of Florida. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of Florida. Refer to Table 14 in the state of Florida section of Appendix D for the facts and data that support these conclusions.

## SERVICE TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the state of Florida is rated high satisfactory. The performance in the West Palm Beach AA is excellent. The performance in the limited-scope AAs had a negative impact the overall Service Test rating in the state of Florida.

## **Retail Banking Services**

Refer to Table 15 in the state of Florida section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Delivery systems are readily accessible to all geographies and individuals of different income levels. There are 24 branches within the West Palm Beach AA. The distribution of branches in low-income geographies approximates the population residing in the geographies. The distribution of branches in moderate-income geographies significantly exceeds the population residing in the geographies.

The bank's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was opened in a moderate-income geography; one in a middle- and two in upper-income geographies. One branch was closed in a middle-income geography.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. The percentage of full-service ATMs in low-income geographies is below the percentage of the population residing in those geographies, while the percentage of full-service ATMs in the moderate-income geographies exceeds the percentage of the population residing in those geographies. All ATMs within the LMI geographies in the AA feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly LMI geographies and individuals. Branch hours are convenient, with evening and extended weekend banking hours offered at various locations, including branches located in LMI geographies. Due to the extension of banking hours, deposits made by 8:00PM Monday through Friday are available for withdrawal the following business day.

## **Community Development Services**

TDBNA provided a good level of CD services to the West Palm Beach AA. During the evaluation period, bank trained instructors taught nine small-business workshops and nine first-time homebuyer seminars in the West Palm AA with 92 and 189 participants, respectively. During the same period, 78 Wow!Zone classes were taught by TDBNA instructors to nearly 1,400 students in all geographies, with 35 percent of the classes focused in LMI geographies. The bank provided an adequate level of leadership in the MD through board and committee participation in various organizations that target the needs to the community. Employees served as board or committee members for seven community development service and affordable housing organizations.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the all of their limited scope areas was weaker than the bank's outstanding performance in the full-scope AA due to weaker assessibility due to a lesser distribution of branches in low- and moderate-income geographies. This weaker performance had a negative impact the overall performance.

## Other Rating Areas

### Allentown-Bethlehem-Easton Multistate Metropolitan Area

<b>CRA rating for the MMA<sup>4</sup>:</b>	<b>Satisfactory</b>
<b>The lending test is rated:</b>	Low Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating:

- Adequate lending activity combined with poor geographic distribution and good borrower distribution resulted in the overall adequate performance under the Lending Test.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels when considering branches in middle- and upper-income geographies that are in close proximity to and serve low- and moderate-income geographies.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in Allentown-Bethlehem-Easton MMA

The TDBNA AA consists of the partial Allentown-Bethlehem-Easton MMA (Allentown AA). The partial MSA consists of the counties of Lehigh and Northampton. As of June 30, 2013, the bank had \$483 million in deposits in the geographic area, representing less than one percent of the bank's deposits. Performance within the MMA had minimal impact on the bank's overall CRA rating. TDBNA operates eight branches in the MMA and had a 3.2 percent market share. Wells Fargo, National Penn, and PNC, each with larger branch networks, dominate the area with market shares of 23.1 percent, 11.3 percent, and 11 percent, respectively.

#### LENDING TEST

#### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Allentown AA is rated low satisfactory. Based on a full-scope review, the bank's performance in the Allentown AA is adequate.

#### Lending Activity

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<sup>4</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Lending activity is adequate, given the limited presence in the AA and strong competition. Lending market share for home purchase, home refinance, and small loans to businesses was well below the bank's deposit market share with TDBNA ranked 33<sup>rd</sup>, 39<sup>th</sup> and 19<sup>th</sup> respectively. The lending market share and rank for home improvement lending was more in line with the deposit market share with TDBNA ranked 12<sup>th</sup> with a 2.5 percent market share.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is poor. This is the result of an excellent distribution of home purchase loans, good distribution of home improvement loans, and poor distribution of home refinance and small business loans. The 2011 performance is not inconsistent with the overall adequate distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower within the MMA is good. This is the result of an excellent distribution small business loans combined with good distribution of home purchase, adequate distribution of home refinance, and poor distribution of home improvement loans. The 2011 performance is not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a neutral impact on lending performance in the MMA. TDBNA made three CD loans totaling \$1.2 million representing 3.2 percent of allocated tier one capital.

### **Product Innovation and Flexibility**

TDBNA's use of flexible or innovative loan programs had a neutral impact on its Lending Test performance. During the evaluation period, the bank originated three Right Step loans.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the Allentown-Bethlehem-Easton MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Allentown-Bethlehem-Easton MMA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 37 investments in the AA totaling \$22 million. Additionally, three prior period investments totaling \$3 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 69.12 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the Allentown-Bethlehem-Easton PA-NJ MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Allentown-Bethlehem MSA is good.

### **Retail Banking Services**

Delivery systems are accessible to all geographies and individuals of different income levels in the full-scope AA. There are eight branches within the Allentown AA. The distribution of branches in low-income geographies exceeds the distribution of the population residing in those geographies. There are no branches in moderate-income geographies. TDBNA has four branches in middle- or upper-income geographies that are within one-half mile of and service low-and/or moderate-income geographies. When giving consideration to these middle- and upper-income branches, accessibility for low- and moderate-income individuals improves and is considered good.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility.

TDBNA's record of opening and closing branch offices improved the accessibility of delivery systems, particularly in low-income geographies and to low-income individuals. During the evaluation period, one branch was opened in a low-income geography. No branches were closed.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Allentown-Bethlehem-Easton MMA. Bank employees taught six small business workshops and four first-time homebuyer seminars in the Allentown-Bethlehem-Easton MMA. Employees also instructed 110 WOW!Zone classes, to nearly 3,700 students, 29 of which were taught in LMI geographies to 875 students. Bank employees also served through board and committee participation in four economic development organizations in the community.

## Providence-New Bedford-Fall River RI-MA Multistate Metropolitan Area

<b>CRA rating for the MMA<sup>5</sup>:</b>	<b>Satisfactory</b>
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating:

- Good lending activity combined with adequate geographic and borrower income distribution and significantly positive CD lending, resulted in the overall good performance under the Lending Test.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels after considering branches in middle-income geographies that are in close proximity to low- and moderate-income geographies.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in Providence RI-MA MMA

The bank's single AA consists of Bristol County in Massachusetts and Bristol and Providence Counties in Rhode Island in their entirety. The AA also includes the cities of Warwick and West Warwick in Kent County, Rhode Island which constitute the northeastern most portion of the county and abut Providence County. As of June 30, 2013, the bank had \$309 million in deposits in the geographic area, representing less than one percent of the bank's adjusted deposits and a 0.83 percent market share. TDBNA operates nine branches in the MMA. RBS Citizens and Bank of America, N.A., each with larger branch networks, dominate the area with market shares of 34.6 percent and 23.8 percent, respectively. Performance within the MMA had minimal impact on the bank's overall CRA rating.

### LENDING TEST

#### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Providence RI-MA MMA (Providence MMA) is rated High Satisfactory. Based on a full-scope review, the bank's performance in Providence AA is good.

#### Lending Activity

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<sup>5</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

Lending activity is good, given the limited presence in the AA and strong competition. As noted above, the bank's deposits in the AA represent less than one percent of the bank's adjusted deposits with the bank holding only a 0.83 percent market share. There are over 400 mortgage lenders and 76 business lenders in the AA. Lending market shares for home purchase, and home refinance were minimal at 0.37 and 0.30 percent respectively but are consistent with the bank's deposit market share. The lending market share and rank for home improvement and small business lending was stronger than the bank's deposit market share with TDBNA ranked 15<sup>th</sup> for home improvement lending with a 2.2 percent market share and ranked second for small business lending with a 7.7 percent market share.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is adequate. TDBNA had good distribution of home purchase and home improvement loans; adequate distribution of small business loans; and poor distribution of home refinance loans. The 2011 performance is not inconsistent with the overall adequate distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is adequate. The bank had good distribution of small loans to businesses combined with poor distribution of home purchase and home improvement loans and adequate distribution of home refinance loans. The 2011 performance is stronger than the overall performance however, did not impact the overall adequate performance due to limited volumes.

### **Community Development Lending**

CD lending had a significantly positive impact on the Lending Test, elevating the overall adequate lending performance to good. TDBNA made three CD loans totaling \$1.6 million representing 6.7 percent of allocated tier one capital. Approximately 67 percent of the funds targeted affordable housing for LMI persons.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the Providence RI-MA MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Providence AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits good responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 42 investments in the AA totaling \$9.6 million. Additionally, four prior period investments totaling \$890 thousand remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 44.4 percent of the bank's allocated tier one capital. Investments consisted primarily of LIHTCs, MBS, and SBICs.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the Providence RI-MAMMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Providence RI-MA MMA is good.

#### **Retail Banking Services**

Delivery systems are accessible to all geographies and individuals of different income levels in the full-scope AA. There were only nine branches within the Providence RI-MA MMA, while the bank does not have any branches in low-income geographies, the distribution of branches in moderate-income geographies is approximate to the population residing in those geographies. TDBNA has three branches in middle-income geographies that are within one-half mile of low- and moderate-income geographies. After giving consideration to these middle-income branches and the bank's limited presence in the MSA, accessibility for low- and moderate-income individuals improves and is considered good.

TDBNA's record of opening and closing branches improved the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, the bank opened two branches in moderate-income geographies and two in middle-income geographies. The bank closed one branch in an upper-income geography.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

#### **Community Development Services**

TDBNA provided a good level of CD services to the Providence RI-MA MMA. Bank employees taught 11 small business workshops and three first-time homebuyer seminars in the Providence RI-MA MMA. Employees also instructed 54 WOW!Zone classes, to over 1,800 students in all geographies. Of those classes, 23 were taught in LMI geographies to nearly 400 students. TDBNA also provided leadership through board and committee participation in four economic development organizations in the community.

## Washington-Arlington-Alexandria DC-MD-VA Multistate Metropolitan Area

**CRA rating for the MMA<sup>6</sup>:** Outstanding

**The lending test is rated:** High Satisfactory

**The investment test is rated:** Outstanding

**The service test is rated:** Outstanding

- Good lending activity combined with adequate geographic and borrower distributions and significantly positive CD lending resulted in good Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in Washington-Arlington-Alexandria MMA

TDBNA has defined two AAs within the Washington-Arlington-Alexandria MMA. The first, the Washington DC AA consists of the District of Columbia, Prince George's County in Maryland, and the following independent cities and counties within Northern Virginia: Alexandria, Fairfax, Falls Church, Manassas and Manassas Park cities; and Arlington, Fairfax, Loudoun and Prince William counties. The second area consists of the Bethesda-Rockville-Frederick MD with the exception of Frederick County in Maryland. TDBNA has \$2.3 billion of deposits in the MMA, representing two percent of the bank's adjusted deposits. The bank's primary competitors include E\*TRADE Bank, Wells Fargo Bank, N.A., Capital One, N.A., and Bank of America, N.A. Within the MMA, the bank operates 41 branches. The Washington-Arlington-Alexandria MD was selected for a full-scope review as it accounted for 87 percent of the deposits and nearly 81 percent of the lending within the MMA. A limited-scope review of the Bethesda AA was performed.

### LENDING TEST

#### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Washington-Arlington-Alexandria MMA is rated high satisfactory. Based on a full-scope review, the bank's performance in the Washington DC AA is good. Performance in the limited-scope AA did not impact the Lending Test rating for the MMA.

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<sup>6</sup> This rating reflects performance within the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained within the multistate metropolitan area.

## **Lending Activity**

Lending activity is good, given the very strong competition among lenders in the AA. Lending market share in all categories are generally below the deposit market share. This AA has nearly 500 home purchase lenders, 220 home improvement lenders, and nearly 600 home refinance lenders. There are also over 100 small business lenders. American Express Bank dominated small business lending with 29.3 percent market share. There was a good volume of loan originations.

## **Distribution of Loans by Income Level of the Geography**

The overall 2012 and 2013 geographic distribution is adequate. The geographic distribution of mortgage loans is adequate and loans to small businesses is good. TDBNA had good distribution of home purchase and adequate distribution of home refinance loans and home improvement loans. 2011 activity is not inconsistent with the overall adequate performance.

## **Distribution of Loans by Income Level of the Borrower**

The overall 2012 and 2013 distribution of loans to borrowers of different income levels is adequate. TDBNA had adequate distribution of home mortgage loans and excellent distribution of small loans to businesses. The bank had adequate distribution of home purchase loans and poor distribution of home refinance loans and home improvement loans. The distribution of mortgage loans is considered adequate given that seven percent of households have incomes below the poverty level and the high cost of housing in this area. Based on the National Association of Realtor's fourth quarter 2013 report, the median sales price in the Washington metropolitan area was \$382 thousand. 2011 activity is not inconsistent with the overall adequate performance.

## **Community Development Lending**

CD lending had a significantly positive impact on lending performance in the MMA. TDBNA originated eight CD loans totaling \$16.3 million which is 10.8 percent of tier one capital. The loans were responsive to the identified needs of the AA with six of the loans totaling \$12.6 million targeting affordable housing for LMI individuals and creating 177 units of affordable housing.

## **Product Innovation and Flexibility**

TDBNA's use of flexible or innovative loan programs had a positive impact on its Lending Test performance. During the evaluation period, the bank originated 18 Right Step mortgage loans.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Bethesda AA is not inconsistent with the bank's overall good performance under the Lending Test.

## **INVESTMENT TEST**

## Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Investment Test in the Washington-Arlington-Alexandria MMA is rated outstanding. Based on a full-scope review, the bank's performance in the Washington DC AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 109 investments in the AA totaling \$36 million. Additionally, three prior period investments totaling \$5 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 27.51 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

## Conclusions for Area Receiving Limited-Scope Reviews

Based on a limited-scope review, the bank's performance under the Investment Test in the Bethesda AA is not inconsistent with the bank's overall outstanding performance under the Investment Test in the Washington DC AA. TDBNA's performance in the limited-scope area did not impact the overall Investment Test rating in the Washington-Arlington-Alexandria MMA.

## SERVICE TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test in the Washington-Arlington-Alexandria MMA is rated outstanding. The bank's performance in the Washington DC AA is excellent. Performance in the limited-scope AA did not impact the overall Service Test rating for the Washington-Arlington-Alexandria MMA.

### Retail Banking Services

Delivery systems are readily accessible to all geographies and individuals of different income levels in the full-scope AA. There are 34 branches within the Washington-Arlington-Alexandria MMA. The distribution of TDBNA's branches in low- and moderate-income geographies exceeds the distribution of the population living in such geographies.

TDBNA's record of opening and closing branch offices improved the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was opened in a low-income geography; two branches were opened in middle-income geographies; two branches were opened in upper-income geographies and one branch was opened in a geography for which there is no income designation. No branches were closed.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

## **Community Development Services**

TDBNA provided a good level of CD services to the Washington-Arlington-Alexandria MMA. Bank employees taught 28 small business workshops and 25 first-time homebuyer seminars in the Washington-Arlington-Alexandria MMA. Employees also instructed 80 WOW!Zone classes to 2,000 students in all geographies. Of those classes, 29 were taught in LMI geographies to nearly 800 students. TDBNA also provided leadership through board and committee participation in six economic development organizations in the community.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's Service Test performance in the Bethesda – Rockville-Frederick MD is not inconsistent with the bank's overall outstanding performance under the Service Test in the Washington-Arlington-Alexandria MMA.

## State of Connecticut

**CRA Rating for Connecticut:**      **Satisfactory**

**The lending test is rated:**      High Satisfactory

**The investment test is rated:**      Outstanding

**The service test is rated:**      High Satisfactory

The major factors that support this rating:

- Good lending activity, combined with adequate geographic and good borrower distribution resulted in good Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in Connecticut

TDBNA has delineated five AAs within the state of Connecticut. They include the Hartford, Bridgeport, New Haven, and Norwich MSAs in their entirety and Non-MSA Litchfield County. As of June 30, 2013, TDBNA held \$6.1 billion of deposits in the state and ranked fifth with a 5.8 percent market share. Primary competitors include Bank of America and Webster Bank with deposit market shares of 24.2 and 12.0 percent, respectively. The rating area deposits represented approximately three percent of the bank's total adjusted deposits. The bank operates 76 branches within the state. The Hartford MSA was selected for a full-scope review with nearly 45 percent the bank's deposits within the state concentrated here. The other AAs were evaluated using limited-scope procedures. The bank's performance in this state had a limited impact on its overall CRA rating due to the bank's relatively small presence.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Connecticut is rated high satisfactory. Based on a full-scope review, the bank's performance in the Hartford MSA is good. Performance in the limited-scope areas did not impact the overall Lending Test rating in the state.

### Lending Activity

Lending activity in the Hartford MSA is good after considering strong competition within the AA for all types of loans. The bank ranks third in deposits with a 6.9 percent market share. In overall HMDA lending, the bank ranks 16<sup>th</sup> with 1.3 percent market share. For home purchase

lending, the bank ranked 22<sup>nd</sup> with a 1.3 percent market share, for home improvement, the bank ranked fifth with a 4.7 percent market share, and for home refinance the bank ranked 21<sup>st</sup> with a one percent market share. There are 425 home mortgage lenders in the market compared to 30 depository institutions. The bank ranks 11<sup>th</sup> in small loans to businesses with a 2.8 percent market share. American Express and Bank of America dominate the market for small loans to businesses with market shares of 20.2 and 12.7 percent, respectively.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is adequate in the Hartford MSA. The bank had excellent distribution of home purchase, good distribution of home improvement, and adequate distribution of home refinance, and small loans to businesses. The 2011 performance is not inconsistent with the overall adequate distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good in the Hartford MSA. The bank had good distribution of home improvement, and small loans to businesses and adequate distribution of home purchase and home refinance loans. The 2011 performance is not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a neutral impact on its lending test performance in the Hartford MSA. TDBNA originated six loans for \$4.5 million, which represented 2.1 percent of allocated tier one capital.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. The bank originated seven Right Step mortgage loans in the Hartford MSA.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall high satisfactory performance in Connecticut. In the New Haven AA, performance is stronger than because of significantly positive CD lending in the AA. In the Bridgeport and Norwich AAs, performance is weaker because of weaker borrower distribution of loans.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Connecticut is rated outstanding. Based on a full-scope review, the bank's performance in the Hartford MSA is excellent. Performance in the limited-scope area did not impact the overall Investment Test rating in the state.

TDBNA has an excellent level of qualified investments and grants and exhibits good responsiveness to the CD needs in the Hartford MSA. During the current evaluation period, TDBNA made 63 investments in the AA totaling \$32 million. Additionally, seven prior period investments totaling \$22 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 25.61 percent of the bank's allocated tier one Capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Bridgeport and New Haven AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of Connecticut. Performance in the Norwich and Non-MSA AAs is weaker than the bank's overall outstanding. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of Connecticut.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of Connecticut is rated high satisfactory. Based on a full-scope review, the bank's performance in the Hartford MSA is good. Performance in the limited-scope AAs did not impact the overall Service Test rating for the state of Connecticut.

### **Retail Banking Services**

Delivery systems are accessible to all geographies and individuals of different income levels in the in the Hartford MSA. There are 29 branches within the Hartford MSA. The distribution of branches in low-income geographies is below the population residing in those geographies. The distribution of branches in moderate-income geographies approximates the percentage of the population residing in those geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was opened in a middle-income geography and one was opened in an upper-income geography. One branch was closed in an upper-income geography.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Hartford MSA. Bank employees taught 14 small business workshops and 16 first-time homebuyer seminars in the Hartford MSA. Employees also instructed 31 WOW!Zone classes to over 850 students in all geographies. Of those classes, 14 were taught in LMI geographies to nearly 500 students. The WOW!Zone is a comprehensive financial literacy program, created by the bank geared towards school aged children. TDBNA also provided a strong level of leadership through board and committee level participation in 22 economic development and community service organizations in the community.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's Service Test performance in the New Haven-MSA is not inconsistent with the bank's overall high satisfactory performance under the Service Test in Connecticut. Performance in the Bridgeport MSA and the Non-MSA AA is stronger than the state rating due to a stronger distribution of branches in LMI geographies. The bank's performance in these AAs is excellent. There are no LMI geographies in the Norwich MSA.

## State of Delaware

**CRA Rating for Delaware<sup>7</sup>: Outstanding**

**The lending test is rated: Outstanding**

**The investment test is rated: Outstanding**

**The service test is rated: Low Satisfactory**

The major factors that support this rating include:

- Excellent lending activity combined with adequate geographic distribution and good borrower distribution and significantly positive CD lending resulted in the overall excellent Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are reasonably accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in Delaware

TDBNA has delineated two AAs within the state, excluding the portion of the Philadelphia-Camden-Wilmington MMA, which is rated separately. They include the Dover MSA and Non-MSA (Sussex County). As of June 30, 2013, TDBNA held \$71.9 million of deposits in the state and ranked 13<sup>th</sup> with a 0.15 percent market share. The bank operates three branches within the state. The Dover MSA was selected for a full-scope review with nearly 84 percent of deposits concentrated here. The Non-MSA AA was evaluated using limited-scope procedures. The bank's performance in this state had minimal impact on its overall CRA rating due to the bank's very limited presence.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Delaware is rated outstanding. Based on a full-scope review, the bank's performance in the Dover AA is excellent.

### Lending Activity

TDBNA's lending activity is excellent when considering the bank's limited presence, competition, and market shares of both deposits and loans in the Dover MSA. TDBNA has a

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<sup>7</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

very limited presence in the State, with only three branches and deposits that represent only 0.06 percent of total adjusted deposits. TDBNA originated 60 home mortgage loans totaling over \$9 million and 22 small loans to businesses or \$2.2 million.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is adequate in the Dover MSA. Good distribution of home mortgage loans offset the very poor distribution of small business loans. There are no low-income geographies in the AA. The bank had excellent distribution of home improvement and home refinance loans and a very poor distribution of home purchase loans and small loans to businesses. The 2011 performance is not inconsistent with the overall adequate distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good in the Dover MSA. The bank had good distribution of home refinance loans and adequate distribution of home purchase and home improvement loans. TDBNA had excellent distribution of small loans to businesses. The 2011 performance is not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a significantly positive impact on the Lending Test, which elevated the overall good performance in the Dover AA to excellent. TDBNA's CD lending activity of \$1 million in the Dover AA represented 21.65 percent of allocated tier one capital and was responsive to the need for affordable housing within the AA. The loan was made to an organization in the AA dedicated to promoting affordable housing, primarily in rural areas via the provision of financial counseling; innovative lending and services; and advocacy.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its Lending Test performance. TDBNA did not originate any Right Step mortgage loans in this AA during the evaluation period.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Non-MSA AA is weaker than the overall excellent performance because of weaker borrower distribution of loans. Significantly positive CD lending was also noted.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the investment test in Delaware is rated outstanding. Based on a full-scope review, the bank's performance in the Dover AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits adequate responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made nine investments in the AA totaling \$295 thousand. The investment dollar volume represents 6.39 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Non-MSA was weaker than the bank's overall outstanding performance under the Investment Test in the state of Delaware. The weaker performance is because there were no investments or grants made in the AA. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of Delaware.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of Delaware is rated low satisfactory. Based on a full-scope review, the bank's performance in the Dover MSA is adequate. Performance in the limited-scope AA did not impact the Service Test rating for the state of Delaware.

### **Retail Banking Services**

Delivery systems are reasonably accessible to all geographies and individuals of different income levels in the in the Dover MSA. The bank has only two branches in this AA, neither of which are in LMI geographies. However, the AA has no low-income geographies and a relatively small percentage of the population resides in moderate-income geographies. Additionally, both the bank's branches located in middle- and upper-income geographies are within one-half mile of and service moderate-income geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's did not open or close any branch offices during the evaluation period. Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

## **Community Development Services**

TDBNA provided an adequate level of CD services to the Dover MSA given the bank's limited presence in the AA. Bank employees taught two small business workshops and one first-time homebuyer seminar in the Dover MSA. The bank also provided leadership through board and committee participation in two community service related organizations.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's Service Test performance in the non-metropolitan area is not inconsistent with the bank's overall low satisfactory performance under the Service Test in Delaware.

## State of Maine

**CRA Rating for Maine:** Outstanding

**The lending test is rated:** Outstanding

**The investment test is rated:** Outstanding

**The service test is rated:** Outstanding

The major factors that support this rating:

- Good lending activity combined with good geographic distribution, adequate borrower distribution and significantly positive CD lending resulted in the overall excellent Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in Maine

TDBNA has delineated five AAs within the state. They include the Portland-South Portland-Biddeford; Lewiston-Auburn, and Bangor MSAs and two Non-MSA AAs consisting of the counties of Aroostook, Franklin, Hancock, Kennebec, Knox, Lincoln, Oxford, Somerset and Waldo. For analysis purposes, we combined the non-MSAs into one area. As of June 30, 2013, TDBNA held \$3.7 billion of deposits in the state and ranked second with a 10 percent market share. The rating area deposits represented approximately three percent of the bank's adjusted deposits. The bank operates 49 branches within the state. The Portland MSA was selected for a full-scope review with over 50 percent the bank's loans and deposits within the state concentrated here. The Lewiston-Auburn and Bangor MSAs and combined Non-MSA AAs were evaluated using limited-scope procedures. The bank's performance in this state had a limited impact on its overall CRA rating due to the bank's relatively small presence.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Maine is rated outstanding. Based on a full-scope review, the bank's performance in the Portland MSA is excellent. Performance in the limited-scope areas did not impact the overall Lending Test rating in the state.

### Lending Activity

Lending activity in the AA is good when considering strong competition within the AA for all types of loans. The bank ranks second in deposits with an eight percent market share, and is ranked first when considering only retail institutions. In overall HMDA lending, the bank ranks

fifth with 3.6 percent market share. For home purchase lending, the bank ranked ninth with a 2.7 percent market share, for home improvement, the bank ranked first with a 10.3 percent market share, and for home refinance loans the bank ranked sixth with a 3.4 percent market share. There are over 300 mortgage lenders and 20 depository institutions in the market. The bank ranks third in small loans to businesses with a 7.7 percent market share.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels in the Portland MSA is good. The bank had good distribution of home purchase and home refinance loans and poor distribution of home improvement loans. The bank's distribution of small loans to businesses is good. The 2011 performance is not inconsistent with the overall good distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower in the Portland MSA is adequate. The bank's distribution of home purchase loans was poor; home refinance loans was adequate; and of home improvement loans was good. The bank had good distribution of small loans to businesses when considering excellent market share performance and the significant percentage small loans to businesses made in amounts of \$100 thousand or less. The 2011 performance was not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a significantly positive impact on lending performance in the Portland AA, which elevated the overall good performance to excellent. TDBNA originated seven loans for \$12 million which represented eight percent of allocated tier one capital. The majority of the bank's CD lending (80 percent) was targeted to meet the need for affordable housing for LMI individuals within the AA. TDBNA CD lending led to the creation of 95 units of affordable housing in the AA during the evaluation period.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. During the evaluation period, the bank originated 12 loans within the Portland AA under their Right Step mortgage program.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance in Maine when considering that TDBNA originated 479 mortgage loans in distressed and underserved nonmetropolitan middle-income geographies. In the Bangor and Lewiston-Auburn AAs, the bank's performance is weaker than the bank's overall performance in the state. The weaker performance is a result of weaker geographic distribution.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of Maine is rated outstanding. Based on a full-scope review, the bank's performance in the Portland MSA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 57 investments in the AA totaling \$27 million. Additionally, seven prior period investments totaling \$11 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 25.44 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Bangor, Lewiston and Non-MSA AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of Maine. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of Maine.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of Maine is rated outstanding. Based on a full-scope review, the bank's performance in the in the Portland MSA is excellent. Performance in the limited-scope AAs did not impact the overall Service Test rating for the state of Maine.

### **Retail Banking Services**

Delivery systems are readily accessible to all geographies and individuals of different income levels in the full-scope AA. There are 24 branches within the Portland MSA. The distribution of branches in low-income geographies exceeds the population residing in those geographies. The distribution of branches in moderate-income geographies approximates the percentage of the population residing in those geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was closed in a middle-income geography and no branches were opened.

Bank's hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided an excellent level of CD services to the Portland MSA. Bank employees taught 13 small business workshops and eight first-time homebuyer seminars in the Portland MSA. The bank also provided a strong level of leadership through board and committee participation in 28 community services, economic development and affordable housing organizations in the community.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Non-MSA ME AA is not inconsistent with, and in the Bangor and Lewiston MSAs is weaker than the bank's overall outstanding performance under the Service Test in Maine. The weaker performance did not impact the overall outstanding performance.

## State of Maryland

<b>CRA Rating for Maryland<sup>8</sup>:</b>	<b>Satisfactory</b>
<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	Needs to Improve

The major factors that support this rating include:

- Excellent lending activity combined with adequate geographic distribution and good distribution by borrower income and significantly positive CD lending resulted in the overall good Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to limited portions of the bank's AAs in the state of Maryland.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in the State of Maryland

TDBNA's single AA includes four of the seven political subdivisions of the Baltimore-Towson MSA. The area includes Anne Arundel, Baltimore and Harford counties and Baltimore City. The bank's operations in other parts of Maryland are included in the Washington-Arlington-Alexandria MMA. As of June 30, 2013, TDBNA had \$180 million of deposits in this area representing 0.15 percent of the bank's adjusted deposits and, as a result, had minimal impact on the bank's overall CRA rating. The bank operated six branches in the AA.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of Maryland is rated high satisfactory. Based on a full-scope review, the bank's performance in the Baltimore AA is good.

### Lending Activity

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<sup>8</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Lending activity in the AA is excellent, given the bank's limited level of deposits of 0.15 percent of total adjusted deposits, and strong competition within the AA. The bank ranks 28<sup>th</sup> in deposits with a 0.3 percent market share. For all mortgage products, the bank had minimal market share, however, as noted the bank has a limited presence and there are over 500 home mortgage lenders in the market compared to 67 depository institutions.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is adequate. Our conclusion was based on home purchase, home refinance loans, and small loans to businesses as there was not a sufficient volume of home improvement loans to make an analysis meaningful. The bank had adequate distribution of all loan products. The 2011 performance is not inconsistent with the overall adequate distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. TDBNA had good distribution of small loans to businesses and adequate distribution of home purchase and home refinance loans. The 2011 performance is weaker than the overall good distribution of loans by income level of borrower due to poor distribution of loans to small businesses, however; there was no impact to the overall high satisfactory rating due to very limited loan volume.

### **Community Development Lending**

CD lending had a significantly positive impact on lending performance and elevated the overall adequate performance to good. TDBNA originated six loans for \$10.5 million, which represented 76 percent of allocated tier one capital. The majority of CD loans in the AA were made to support affordable housing in the AA.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. The bank originated one loan within the Baltimore AA under their Right Step mortgage program.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of Maryland is rated outstanding. Based on a full-scope review, the bank's performance in the Baltimore AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 21 investments in the AA totaling \$6 million. Additionally, two prior period investments

totaling approximately \$1 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 56.85 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of Maryland is rated needs to improve. Based on a full-scope review, the bank's performance in the Baltimore-Towson MSA is poor.

### **Retail Banking Services**

Delivery systems are accessible to limited portions of the geographies and individuals of different income levels in the full-scope MSA. There are 6 branches within the Baltimore-Towson MSA. TDBNA does not have any branches in the LMI geographies of the MSA. The majority of the population, 61 percent, is located in middle- and upper-income geographies. The bank has two branches in middle-income geographies that are within one-half mile of moderate- income geographies. After giving consideration to these middle-income branches and the bank's limited presence, accessibility for LMI individuals improves and is considered poor.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branches has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was opened in a middle-income geography and no branches were closed.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Baltimore-Towson MSA given the bank's limited presence. Bank employees taught 12 small business workshops and one first-time homebuyer seminar in the Baltimore-Towson MSA. TDBNA also provided a strong level of leadership, filling eight board and committee membership positions with community services, economic development and affordable housing organizations in the community.

## State of Massachusetts

### CRA Rating for Massachusetts<sup>9</sup>: Outstanding

<b>The lending test is rated:</b>	High Satisfactory
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	Outstanding

The major factors that support this rating include:

- Excellent lending activity combined with good geographic distribution and good borrower distribution and positive CD lending resulted in the overall good Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in the State of Massachusetts

TDBNA has delineated four AAs within the state. They include the entire Springfield, Barnstable, Pittsfield, and Worcester MSA AAs. Other AAs within Massachusetts were evaluated as part of the Boston MMA as required under the CRA. As of June 30, 2013, TDBNA held deposits of \$4.8 billion in the rating area and ranked first with a 13 percent market share. The rating area deposits represented approximately four percent of the bank's adjusted deposits. The bank operates 61 branches within the state. The Springfield MSA was selected for a full-scope review with over 40 percent the bank's deposits and 36 percent of loans within the state located there. The Barnstable, Pittsfield, and Worcester AAs were evaluated using limited-scope procedures.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in Massachusetts is rated high satisfactory. Based on a full-scope review, the bank's performance in the Springfield MSA is excellent.

### Lending Activity

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<sup>9</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Lending activity is good. TDBNA had good volumes with a significant level of competition. Despite the level of competition (218 lenders in home purchase, 101 lenders in home improvement, 284 lenders in home refinance, and 58 small business lenders), TDBNA is producing a good level of lending activity.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is good. TDBNA had excellent distribution of home refinance loans and good distribution of home improvement, home purchase, and small loans to businesses. The 2011 performance is not inconsistent with the good geographic distribution and is considered good, however; there was no impact to the overall excellent performance due to limited volume.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. TDBNA had good distribution of home purchase, home improvement, home refinance and small loans to businesses. The 2011 performance was not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a positive impact on lending performance. TDBNA originated seven loans for \$10 million, which represented nearly seven percent of allocated tier one capital. TDBNA's CD lending in the AA was primarily made to organizations dedicated to meeting the identified needs of affordable housing and the provision of community services to LMI individuals.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. During the evaluation period, the bank originated 2 loans under their Right Step mortgage program.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Barnstable and Worcester AAs is stronger than the bank's overall good performance under the Lending Test in Massachusetts. Performance in the Pittsfield AA is weaker than, but considered adequate. Weaker performance was the result of weaker geographic distribution.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in Massachusetts is rated outstanding. Based on a full-scope review, the bank's performance in the Springfield MSA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 66 investments in the AA totaling \$37 million. There is \$1.8 million in unfunded commitments. Additionally, five prior period investments totaling \$8 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 29.49 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the limited-scope areas is not inconsistent with the bank's overall outstanding performance under the Investment Test in Massachusetts. TDBNA's performance in the limited-scope area did not impact the overall Investment Test rating in Massachusetts.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-scope Reviews**

The bank's performance under the Service Test in Massachusetts is rated outstanding. Based on a full-scope review, the bank's performance in the Springfield MSA is excellent. Performance in the limited-scope AAs did not impact the Service Test rating for Massachusetts.

### **Retail Banking Services**

Delivery systems are readily accessible to all geographies and individuals of different income levels in the full-scope AA. There are 24 branches within the Springfield MSA. The distribution of branches in LMI geographies exceeds the population residing in those geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was closed in an upper-income geography and no branches were opened.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

## **Community Development Services**

TDBNA provided a good level of CD services to the Springfield MSA. Bank employees taught 14 small business workshops and four first-time homebuyer seminars in the Springfield MSA. Employees also instructed 111 WOW!Zone classes to approximately 2,000 students, nearly seventy-five percent (or 82) of which were taught in LMI geographies to nearly 1,500 students. TDBNA also provided a strong level of leadership through board and committee participation in 19 community services, economic development and affordable housing organizations in the community.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's Service Test performance in Barnstable and Worcester AAs is not inconsistent with and in the Pittsfield AA is weaker than the bank's overall outstanding performance under the Service Test in Massachusetts.

## State of New Hampshire

### CRA Rating for New Hampshire<sup>10</sup>: Outstanding

<b>The lending test is rated:</b>	Outstanding
<b>The investment test is rated:</b>	Outstanding
<b>The service test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Excellent lending activity combined with good geographic and borrower income distributions and significantly positive CD lending resulted in overall excellent Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in the State of New Hampshire

TDBNA has delineated two AAs within the state. They include the Manchester-Nashua MSA and the Non-MSA AA which consists of the counties of Beknup; Carroll; Cheshire; Grafton; Merrimack; and Sullivan. The Rockingham AA was evaluated as part of the Boston MMA as required by the CRA. As of June 30, 2013, TDBNA held \$3.8 billion of deposits in the state and ranked third with an 18.6 percent market share. The rating area deposits represented approximately 3.2 percent of the bank's adjusted deposits. The bank operates 47 branches within the state. The Manchester-Nashua MSA was selected for a full-scope review and the Non-MSA AA was evaluated using limited-scope procedures.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of New Hampshire is rated outstanding. Based on a full-scope review, the bank's performance in the Manchester-Nashua MSA is excellent.

### Lending Activity

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<sup>10</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Lending activity is excellent. Although lending market shares are generally below its deposit share, TDBNA achieved high rankings and excellent loan volumes for mortgage categories and small business lending despite strong competition. TDBNA ranked second for home improvement lending with a 15.8 percent market share and ranked third for small business lending with a 9.4 percent market share. TDBNA ranked 12th for home purchase and 14th for home refinance lending. There are 200 lenders for home purchase loans and 262 lenders for home refinance loans.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is good. The bank had good distribution of home purchase, and small loans to businesses; adequate distribution of home refinance; and poor distribution of home improvement loans. The 2011 performance was not inconsistent with overall good distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. The bank had excellent distribution of home improvement loans, and good distribution of home purchase, home refinance, and small loans to businesses. The 2011 performance was not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a significantly positive impact on lending performance, which elevated the overall good performance to excellent. TDBNA originated seven loans for \$54 million, which represented nearly 40 percent of allocated tier one capital. Two of the loans totaling \$45 million helped create 55 units of affordable housing for LMI persons and provides credit support to the state's housing finance organization, which is responsive to the identified needs of the AA.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. The bank originated six loans within the AA under the Right Step mortgage program.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Non-MSA AA is weaker than the bank's overall outstanding performance in the state of New Hampshire. A lower level of CD lending activity in the Non-MSA AA had a neutral impact.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of New Hampshire is rated outstanding. Based on a full-scope review, the bank's performance in the Manchester-Nashua MSA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 59 investments in the AA totaling \$29 million. Additionally, four prior period investments totaling \$6 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 25.56 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of New Hampshire. TDBNA's performance in the limited-scope area did not impact the overall Investment Test rating in the state of New Hampshire.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of New Hampshire is rated high satisfactory. Based on a full-scope review, the bank's performance in the Manchester-Nashua MSA is good. Performance in the limited scope AA did not impact the overall Service Test rating in New Hampshire.

### **Retail Banking Services**

Delivery systems are accessible to all geographies and individuals of different income levels in the full-scope AA. There are 23 branches within the Manchester-Nashua MSA. The distribution of branches in low-income geographies exceeds the population residing in those geographies. The distribution of branches in moderate-income geographies is well below the population residing in those geographies. After considering changes to census tract designations that impacted the distribution of branches, accessibility is considered good. Specifically, as a result of changes to census tract designations within the LMI geographies in 2012; there was a net reduction of two branches that were previously classified as moderate-income.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. ATMs within the LMI geographies of the AA feature touch screens; envelope-free deposit capabilities; and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was closed in a middle-income geography and no branches were opened.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Manchester-Nashua MSA. Bank employees taught 12 small business workshops and nine first-time homebuyer seminars in the Manchester-Nashua MSA. Employees also instructed four WOW!Zone classes, to more than 60 students in all LMI geographies. Bank employees also provided board and committee participation in six community services, economic development and affordable housing organizations in the community.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Service Test in the non-MSA AA is stronger than the bank's overall good performance under the Service Test in New Hampshire.

## State of New Jersey

**CRA Rating for New Jersey<sup>11</sup>: Satisfactory**

**The lending test is rated:** Low Satisfactory  
**The investment test is rated:** Outstanding  
**The service test is rated:** High Satisfactory

The major factors that support this rating include:

- Excellent lending activity combined with poor geographic distribution and good distribution by borrower income resulted in adequate Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in the State of New Jersey

TDBNA has delineated four AAs within the state and include the Atlantic City, Ocean City, Trenton-Ewing, and Vineland MSA AAs. Other AAs within New Jersey have been evaluated as part of the New York-Northern New Jersey MMA and the Philadelphia-Wilmington-Camden MMA as required by the CRA. As of June 30, 2013, TDBNA held \$2.6 billion of deposits and ranked third in deposits in the rating area with a 10.4 percent market share. The rating area deposits represented 2.2 percent of the bank's adjusted deposits. The bank operates 25 branches within the state. The Atlantic City MSA was selected for a full-scope review with 36 percent of the deposits and 38 percent of the loans. The other AAs were evaluated using limited-scope procedures.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of New Jersey is rated low satisfactory. Based on a full-scope review, the bank's performance in the Atlantic City AA is adequate.

### Lending Activity

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<sup>11</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

Lending activity in the AA is excellent when considering the very strong competition within the AA for all types of loans. The bank ranks second in deposits in the Atlantic City AA with an 18.7 percent market share. In overall home mortgage lending, the bank ranks sixth with 2.8 percent market share. Overall mortgage lending is dominated by Wells Fargo with a 22.8 percent market share. TDBNA ranked first for home improvement lending with a 19.8 percent market share, eighth for refinance lending and 13<sup>th</sup> for home purchase lending. The bank ranks 10<sup>th</sup> in small loans to businesses with a 4.3 percent market share. The top three lenders in the small business lending market have a combined market share of 39 percent led by American Express, Bank of America, and Texas Capital Bank.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is poor. The bank had adequate distribution of home improvement loans and poor distribution of home purchase, home refinance, and small loans to businesses. The 2011 performance is not inconsistent with the overall poor distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. The bank had excellent distribution of home improvement loans, good distribution of home refinance and small loans to businesses, and poor distribution of home purchase loans. The 2011 performance is not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a neutral impact on lending performance. TDBNA originated one loan for \$400 thousand, which represented less than one percent of allocated tier one capital.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. During the evaluation period, the bank originated four loans under the Right Step mortgage program.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in Ocean City and Vineland AAs is not inconsistent with the bank's overall low satisfactory performance under the Lending Test in New Jersey. In the Trenton AA, performance is stronger than because of significantly positive CD lending.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of New Jersey is rated outstanding. Based on a full-scope review, the bank's performance in the Atlantic City AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits good responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 12 investments in the AA totaling \$4 million. Additionally, two prior period investments totaling \$2 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 7.77 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Ocean City, Trenton-Ewing, and Vineland AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of New Jersey. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of New Jersey.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of New Jersey is rated high satisfactory. The bank's performance in the Atlantic City MSA is good. The performance in the limited-scope AAs did not impact the overall Service Test rating in the state of New Jersey.

### **Retail Banking Services**

Delivery systems are accessible to geographies and individuals of different income levels in the full-scope AA. The distribution of TDBNA's offices in low-income geographies significantly exceeds the distribution of the population living in such geographies. Although there are no branches in moderate-income geographies, seven branches in middle- and upper-income geographies are within one half mile of and serve moderate-income geographies. No branches were opened or closed in the AA during the evaluation period.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. The percentage of full-service ATMs in low-income geographies exceeds the percentage of the population residing in those geographies, while the percentage of full-service ATMs in the moderate-income geographies is below the percentage of the population residing in those geographies. All ATMs within the LMI geographies feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

Office hours throughout the AA do not vary in a way that inconveniences certain portions of the AA, particularly LMI geographies and individuals. Branch hours are consistent throughout their branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Atlantic City MSA. TDBNA provided an adequate level of leadership in the MSA through board and committee participation in two organizations that target the identified needs of the community. These needs include financial literacy, homeownership training for LMI families, and small business education. Employees also instructed 99 WOW!Zone classes, 80 percent of which were taught in LMI geographies.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in the Ocean City AA was not inconsistent with, and in the Trenton-Ewing, and Vineland AAs was stronger than the bank's high satisfactory performance in the full-scope AA.

## State of New York<sup>12</sup>

**CRA Rating for New York:** Outstanding

**The lending test is rated:** High Satisfactory

**The investment test is rated:** Outstanding

**The service test is rated:** Outstanding

The major factors that support this rating include:

- Good lending activity combined with good geographic and borrower income distributions resulted in overall good Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

### Description of Institution's Operations in New York

TDBNA has seven AAs within the state. The full MSAs of Glens Falls and Poughkeepsie; the partial MSAs of Albany consisting of the counties of Albany, Rensselaer (Town of East Greenbush only), Saratoga, and Schenectady (City of Niskayuna only) and three are in non-metropolitan areas. For analysis purposes, we combined the non-MSAs into one area which consists of Clinton, Columbia and Sullivan counties. The bank's operations within the metropolitan NYC area are included in the evaluation of the New York-Northern New Jersey-Long Island MMA as required under the CRA. Within the rating area, the bank held \$2.6 billion of deposits and represented 2.2 percent of the bank's adjusted deposits. Within the state, 40 percent of the deposits and 25 percent of the loans are concentrated in the Poughkeepsie MSA, which was selected for the full-scope review. The remaining MSAs and combined Non-MSA areas were analyzed using limited-scope procedures. The bank's performance in this state had a limited impact on its overall CRA rating due to the bank's relatively small presence.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the state of New York is rated high satisfactory. Based on a full-scope review, the bank's performance in the Poughkeepsie MSA is good.

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<sup>12</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained within the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

## **Lending Activity**

Lending activity in the Poughkeepsie MSA is considered good, primarily because of strong competition. The bank ranks third in deposits in the Poughkeepsie AA with a 6.6 percent market share. The bank's lending market shares are significantly below its deposit market share for both refinance lending where the bank ranks 24<sup>th</sup> and home purchase lending where the bank ranks 30<sup>th</sup>. TDBNA ranked fifth for home improvement lending in the AA. This is a highly competitive mortgage market with a large number of mortgage lenders led by Wells Fargo Bank, N.A. with a market share of 14.9 percent; Hudson Valley Federal Credit Union with 12.1 percent and Quicken Loans with 6.8. Within small business lending, nationwide credit card lenders including American Express, Chase, and Capital One dominated the market with a combined market share of 49 percent. This greatly contributed to the smaller market shares for locally based lenders.

## **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is good. The bank had excellent distribution of home purchase and small loans to businesses and good distribution of home improvement and home refinance loans. The 2011 performance was not inconsistent with the overall good distribution of loans to geographies of different income levels.

## **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. The bank had excellent distribution of home improvement and small loans to businesses and adequate distribution of home purchase and home refinance loans. The 2011 performance was not inconsistent with the overall good distribution of loans by income level of borrower.

## **Community Development Lending**

CD lending had a neutral impact on lending performance. TDBNA originated one loan for \$132 thousand, which represented less than one percent of allocated tier one capital.

## **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending performance. The bank originated one loan under the Right Step mortgage program.

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in Albany-Schenectady-Troy; Glens Falls MSA AAs; and the NY Non-MSA AA is not inconsistent with the bank's overall high satisfactory performance under the Lending Test in New York. In the Kingston MSA AA performance is weaker than the bank's overall high satisfactory performance resulting from weaker lending activity and geographic distribution of loans.

Performance in the limited scope areas did not impact the overall performance under the Lending Test.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of New York is rated outstanding. Based on a full-scope review, the bank's performance in the Poughkeepsie AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 33 investments in the AA totaling \$48 million. Additionally, two prior period investments totaling \$11 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 72.69 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Albany, Glens Falls, Kingston and Non-MSA AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of New York. TDBNA's performance in the limited-scope area did not impact the overall Investment Test rating in the state of New York.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of New York is rated outstanding. Based on a full-scope review, the bank's performance in the Poughkeepsie MSA is excellent. Performance in the limited-scope AAs did not impact the overall Service Test rating in state of New York.

### **Retail Banking Services**

Delivery systems are readily accessible to all geographies and individuals of different income levels in the full-scope AA. There are 16 branches within the Poughkeepsie MSA. The distribution of branches in low-income geographies exceeds the population residing in those geographies. The distribution of branches in moderate-income geographies is near to the population residing in those geographies. During the evaluation no branches were opened or closed in the Poughkeepsie MSA.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies feature touch screens, envelope-free deposit

capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility. Additionally, the ATMs are multilingual.

TDBNA's hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided an adequate level of CD services to the Poughkeepsie MSA. Bank employees taught eight small business workshops and two first-time homebuyer seminars in the Poughkeepsie MSA. Employees also provided support by serving on the board of a community service organization in the MSA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, Service Test performance in the Kingston-MSA is weaker than the performance under the Service Test in the state of New York, primarily due to weaker branch distribution in moderate-income geographies. There are no low-income geographies in this AA. Service Test performance in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance under the Service Test in New York. Service Test performance in the Albany and Glens Falls MSA AA is also not inconsistent with the bank's overall outstanding performance under the Service Test in New York when considering the changes in the income designations of geographies upon which the bank has located branches in these MSA. Specifically, census income designation changes resulted in a net loss of two moderate-income branches in the Glens Falls MSA and the net loss of one low-income branch in the Albany MSA.

## State of North Carolina

**CRA Rating for North Carolina: Outstanding**

**The lending test is rated:** Outstanding  
**The investment test is rated:** Outstanding  
**The service test is rated:** High Satisfactory

The major factors that support this rating include:

- Good lending activity combined with excellent geographic distribution, good borrower distribution, and significantly positive CD lending resulted in the overall excellent Lending Test performance.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in the State of North Carolina

TDBNA has delineated six AAs within the state. They include Asheville, Hickory-Lenoir-Morgantown (Hickory) and Wilmington MSA AAs and three AAs in the non-MSA part of the state. For analysis purposes, we combined the non-MSAs into one area which consists of the counties of Cleveland, Macon, McDowell, Mitchell, Polk, Rutherford, Transylvania and Yancey. As of June 30, 2013, TDBNA held \$687 million of deposits and ranked 24<sup>th</sup> in deposits in the state with a 0.2 percent market share. The rating area deposits represented approximately less than one percent of the bank's adjusted deposits. The bank operates 20 branches within the state. The Asheville MSA was selected for a full-scope review with over 48 percent the bank's deposits within the state concentrated here. The Wilmington and Non-MSA AAs were evaluated using limited-scope procedures. The volume of lending in the Hickory MSA was not sufficient for a meaningful analysis.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in North Carolina is rated outstanding. Based on a full-scope review, the bank's performance in the Asheville AA is excellent.

### Lending Activity

Lending activity in the AA is good when considering the strong competition within the AA for all types of loans. Although lending market shares are below its deposit share, TDBNA achieved good rankings for all mortgage loan products and small business lending given the strong competition in the AA. The bank ranked seventh for home improvement, 26<sup>th</sup> for refinance and

33<sup>rd</sup> for home purchase lending; and 13<sup>th</sup> for small business lending in the AA. There are over 200 lenders for both home purchase and home refinance lending. Small business lending is dominated by American Express, Wells Fargo, and First Citizens with a combined market share of 38 percent.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is excellent. The bank had excellent distribution of home improvement loans, home refinance loans, and small loans to businesses. TDBNA had adequate distribution of home purchase loans. The 2011 performance is weaker than the overall excellent performance, however; due to limited volumes, did not impact the overall performance.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is good. TDBNA had excellent distribution of small loans to businesses when giving consideration to the percentage of lending made to businesses with revenues below \$100 thousand of 70 percent and the identified need for loans to small businesses; good distribution of home improvement and home refinance loans; and adequate distribution of home purchase loans. The 2011 performance is not inconsistent with the overall good distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a significantly positive impact on the Lending Test performance. TDBNA originated four loans for \$23.6 million, which represented 93.6 percent of allocated tier one capital. Two of the loans totaling \$9.3 million supported the creation of 174 units of affordable housing.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance under the Lending Test in North Carolina. Additionally, TDBNA originated 161 mortgage loans in distressed and underserved nonmetropolitan middle-income geographies. In the Wilmington AA, the bank's performance is weaker than because of weaker borrower distribution of loans. The volume of lending in the Hickory MSA was not sufficient for a meaningful analysis and is therefore weaker than the overall performance in North Carolina.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of North Carolina is rated outstanding. Based on a full-scope review, the bank's performance in the Asheville AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits good responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 65 investments in the AA totaling \$9 million. The investment dollar volume represents 35.62 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Hickory-Lenoir, Wilmington and Non-MSA AAs is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of North Carolina. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of North Carolina.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of North Carolina is rated high satisfactory. Based on a full-scope review, the bank's performance in the Asheville MSA is good. Performance in the limited-scope AAs did not impact the overall Service Test rating for the state of North Carolina.

### **Retail Banking Services**

Delivery systems are accessible to all geographies and individuals of different income levels in the full-scope AA. There are nine branches within the Asheville MSA. TDBNA does not have any branches in low-income geographies of the MSA. This is reasonable when considering the population residing in those geographies is less than two percent. The percentage of branches in moderate-income geographies exceeds the percentage of the population in those geographies. The majority of the population, 83 percent, is located in middle- and upper-income geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals. During the evaluation period, one branch was closed in a middle-income geography and no branches were opened.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

## **Community Development Services**

TDBNA provided a good level of CD services to the Asheville MSA. Bank employees taught 13 small business workshops and eight first-time homebuyer seminars in the Asheville MSA. Employees also instructed 35 WOW!Zone classes, to nearly 900 students in LMI geographies. TDBNA also provided a strong level of leadership through board and committee participation in 16 community services, economic development and affordable housing organizations in the community.

## **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's Service Test performance in the Wilmington MSA and non-MSA AA is not inconsistent with the bank's overall high satisfactory performance. Performance in the Hickory-Lenoir MSA is stronger than the state rating due to a stronger distribution of branches in moderate-income geographies. There are no low-income geographies in the Hickory-Lenoir MSA.

## State of South Carolina

**CRA rating for South Carolina: Satisfactory**

**The lending test is rated:** High Satisfactory

**The investment test is rated:** Outstanding

**The service test is rated:** High Satisfactory

The major factors that support this rating include:

- Good lending activity combined with adequate geographic distribution, adequate distribution by borrower income, and significantly positive CD lending resulted in good performance under the Lending Test.
- An excellent level of qualified investments.
- The bank's branches are accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in South Carolina

TDBNA has delineated fourteen AAs within the state. Nine are located in MSAs and five are located in non-MSA portions of the state. They include the complete Greenville-Mauldin-Easley (Greenville), Anderson, Augusta, Charleston and Myrtle Beach MSAs; the partial MSAs of Charlotte-Gastonia-Concord (limited to York County), Columbia (limited to the counties of Kershaw, Lexington and Richland), Florence (limited to Florence County), and Spartanburg (limited to Spartanburg County). The non-MSA AAs were combined for analysis purpose and consist of the counties of Georgetown, Greenwood, Marion, Newberry and Oconee. As of June 30, 2013, TDBNA held \$3.4 billion of deposits and ranked fifth in deposits in the state with a five percent market share. Wells Fargo, Bank of America, and Branch Bank and Trust dominate the deposit market share with a combined 44 percent of the market. The rating area deposits represented approximately three percent of the bank's adjusted deposits. The bank operates 74 branches within the state. The Greenville MSA was selected for a full-scope review with over 32 percent the bank's deposits and 19 percent of loans within the state concentrated here. The other AAs were evaluated using limited-scope procedures.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in South Carolina is rated high satisfactory. Based on a full-scope review, the bank's performance in the Greenville MSA is excellent. Weaker performance in some of the limited-scope areas impacted the overall Lending Test rating in the state.

## **Lending Activity**

Lending activity in the AA is good when considering the very strong competition within the AA for all types of loans. The bank ranks fourth in deposits in the Greenville MSA AA with a 9.6 percent market share. For home purchase lending, the bank ranked 23<sup>rd</sup> with a 1.1 percent market share, for home improvement, the bank ranked fourth with a 5.3 percent market share, and for home refinance loans the bank ranked 20<sup>th</sup> with a 1.1 percent market share. The bank ranks 13<sup>th</sup> in small loans to businesses with a 2 percent market share. The small business lending market is led American Express, Wells Fargo and FIA Card Services with a combined 41 percent market share.

## **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is good. Adequate distribution of home mortgage loans was offset by excellent distribution of small loans to businesses. TDBNA had good distribution of home purchase loans and home improvement loans, and a poor distribution of home refinance loans. The 2011 performance is not inconsistent with the good distribution of loans to geographies of different income levels.

## **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is adequate. TDBNA had excellent distribution of home improvement loans; an adequate distribution of home purchase and home refinance loans; and a good distribution of small loans to businesses. The 2011 performance is stronger than the overall adequate performance, however; did not impact the overall performance due to limited volume.

## **Community Development Lending**

CD lending had a significantly positive impact on lending performance. TDBNA originated 17 loans for \$54 million, which represented 64.2 percent of allocated tier one capital. Loans were primarily for construction and redevelopment dedicated to the revitalization and stabilization of low and moderate-income areas

## **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Spartanburg MSA AA is stronger than, in the Anderson, Augusta, Charlotte, Columbia, and Florence MSA AAs is not inconsistent with the overall High Satisfactory performance under the Lending Test in South Carolina. Additionally, TDBNA originated 88 mortgage loans in distressed and underserved nonmetropolitan middle-income geographies. In the Charleston, Myrtle Beach, and Non-MSA AAs, performance is weaker than because of weaker geographic distribution. Weaker performance in the limited-scope areas noted above impacted the bank's overall performance and resulted in an overall high satisfactory rating for the Lending Test.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of South Carolina is rated outstanding. Based on a full-scope review, the bank's performance in the Greenville AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 60 investments in the AA totaling \$41 million. Investments consisted primarily of LIHTCs, new market tax credits (NMTCs) and MBS. The investment dollar volume represents 48.86 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Investment Test in the Anderson, Augusta, Charleston, Charlotte, Columbia, Florence, Spartanburg and Non-MSA AAs is not inconsistent with and in the Myrtle Beach MSA is weaker than the bank's overall outstanding performance under the Investment Test in the state of South Carolina. TDBNA's performance in the limited-scope areas did not impact the overall Investment Test rating in the state of South Carolina.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of South Carolina is rated high satisfactory. Based on a full-scope review, the bank's performance in the Greenville AA is good. Performance in the limited scope AAs did not impact the overall Service Test rating for the state of South Carolina.

### **Retail Banking Services**

Delivery systems are accessible to geographies and individuals of different income levels in the Greenville AA. There are 19 branches within the Greenville MSA. TDBNA does not have any branches in low-income geographies. This is reasonable when considering the population residing in those geographies is less than 5 percent. The distribution of branches in moderate-income geographies exceeds the population residing in those geographies. The majority of the population, 74 percent, is located in middle- and upper-income geographies.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility.

TDBNA's record of opening and closing branch offices has not adversely affected the accessibility of delivery systems, particularly in LMI geographies and to LMI individuals.

During the evaluation period, two branches were closed in middle-income geographies. No branches were opened.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Greenville MSA. Bank employees taught 16 small business workshops and 13 first-time homebuyer seminars in the Greenville MSA. Employees also instructed 23 WOW!Zone classes, to nearly 400 students in LMI geographies. The WOW!Zone is a comprehensive financial literacy program, created by the bank geared towards school aged children. TDBNA employees served in leadership roles by filling 12 board and committee membership positions on multiple community service and economic development organizations in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on limited-scope reviews, the bank's performance under the Service Test in Charleston, Florence, Myrtle Beach and the non-metropolitan area is not inconsistent with the bank's overall high satisfactory performance under the Service Test in the state of South Carolina. Performance in the Anderson MSA is stronger than the state rating due to a stronger distribution of branches in the low-income geographies. Performance in the Augusta, Charlotte, Columbia and Spartanburg MSAs is weaker than the state rating due to a weaker distribution of branches in LMI geographies. Performance in the limited scope AAs did not impact the bank's overall high satisfactory rating in the state.

## State of Vermont

**CRA rating for Vermont:** Outstanding

**The lending test is rated:** Outstanding

**The investment test is rated:** Outstanding

**The service test is rated:** Outstanding

The major factors that support this rating include:

- Good lending activity combined with good geographic distribution, adequate borrower distribution and significantly positive CD lending resulted in the overall excellent performance under the Lending Test.
- An excellent level of qualified investments.
- The bank's branches are readily accessible to geographies and individuals of different income levels.
- TDBNA provided a good level of CD services.

## Description of Institution's Operations in Vermont

The bank has delineated two AAs within Vermont. They include the Burlington-South Burlington MSA AA (Burlington AA) and the Non-MSA AA which consists of the counties of Bennington, Caledonia, Lamoile, Orleans, Rutland, Washington, Windham, and Windsor. As of June 30, 2013, TDBNA held \$2.6 billion of deposits, which represented approximately two percent of the bank's deposits. TDBNA ranked second with a 21.9 percent market share behind Peoples United Bank. Within the state, the bank operates 35 branches. The Burlington MSA was selected for a full-scope review as it accounted for 50 percent of the deposits and approximately 38 percent of the lending within the state. Additionally, the Burlington MSA is the mostly densely populated of the bank's AAs within Vermont, as over one-third of the population of the entire state reside within the Burlington MSA. A limited-scope review of the Non-MSA AA was performed.

## LENDING TEST

### Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Lending Test in the Burlington MSA is rated outstanding. Based on a full-scope review, the bank's performance in the Burlington MSA is excellent. Performance in the limited-scope area did not impact the overall Lending Test rating in the state.

### Lending Activity

Lending activity in the AA is good when considering the competition within the AA for all types of loans. The bank ranks second in deposits in the Burlington MSA with a 21.9 percent market

share. For home purchase and home refinance lending, the bank ranked 13th, for home improvement, the bank ranked sixth with a 5.0 percent market share. The bank ranks fourth in small loans to businesses with a 6.7 percent market share. The small business lending market is led American Express, People's United Bank and Capital One Bank, NA with a combined 47.4 percent market share.

### **Distribution of Loans by Income Level of the Geography**

The 2012 and 2013 distribution of loans to geographies of different income levels is good. TDBNA had excellent distribution of all HMDA loan products and adequate distribution of small loans to businesses. The 2011 performance is not inconsistent with the overall good distribution of loans to geographies of different income levels.

### **Distribution of Loans by Income Level of the Borrower**

The 2012 and 2013 distribution of loans by income level of borrower is adequate. TDBNA had good distribution of home improvement loans and small loans to businesses and adequate distribution of home purchase and home refinance loans. The 2011 performance is not inconsistent with the overall adequate distribution of loans by income level of borrower.

### **Community Development Lending**

CD lending had a significantly positive impact on lending performance. TDBNA originated 11 loans for \$31.5 million, which represented 32.3 percent of allocated tier one capital. All of TDBNA's CD lending in the AA was made to organizations for the financing of projects dedicated to the creation or rehabilitation of affordable housing, resulting in 165 units in the AA. The need for affordable housing is an identified need in the AA.

### **Product Innovation and Flexibility**

TDBNA's use of flexible loan programs had a neutral impact on its lending test performance. During the evaluation period, the bank originated two loans under their Right Step mortgage program.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Lending Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance under the Lending Test in Vermont. Additionally, TDBNA originated 218 mortgage loans in distressed and underserved nonmetropolitan middle-income geographies.

## **INVESTMENT TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Investment Test in the state of Vermont is rated outstanding. Based on a full-scope review, the bank's performance in the Burlington AA is excellent.

TDBNA has an excellent level of qualified investments and grants and exhibits excellent responsiveness to the CD needs in the AA. During the current evaluation period, TDBNA made 38 investments in the AA totaling \$26 million. Additionally, six prior period investments totaling \$8 million remain outstanding and provide continuing benefit to the AA. The combined current and prior period investment dollar volume represents 34.91 percent of the bank's allocated tier one capital. A substantial majority of the dollar volume of the bank's investments targeted affordable housing for LMI individuals, a primary need in the AA.

### **Conclusions for Area Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Investment Test in the Non-MSA AA is not inconsistent with the bank's overall outstanding performance under the Investment Test in the state of Vermont. TDBNA's performance in the limited-scope area did not impact the overall Investment Test rating in the state of Vermont.

## **SERVICE TEST**

### **Conclusions for Areas Receiving Full-Scope Reviews**

The bank's performance under the Service Test in the state of Vermont is rated outstanding. Based on a full-scope review, the bank's performance in the Burlington MSA is rated excellent. Performance in the limited-scope AA did not impact the Service Test rating for the state of Vermont.

### **Retail Banking Services**

Delivery systems are readily accessible to all geographies and individuals of different income levels in the full-scope AA. There are 14 branches within the Burlington MSA. TDBNA does not have any branches in low-income geographies. This is reasonable when considering the population residing in those geographies is less than two percent. The distribution of branches in moderate-income geographies significantly exceeds the distribution of the population residing in those geographies. During the evaluation period, no branches were opened or closed.

TDBNA's alternative delivery systems, including ATMs, free online banking and free 24/7 telephone banking provide additional delivery system availability and access to retail banking services. All ATMs within the LMI geographies feature touch screens, envelope-free deposit capabilities and the ability to view scanned check images and itemized cash on the receipt following the transaction, which further improves accessibility.

Bank hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies and LMI individuals. Hours and services offered by branches are consistent across the branch network.

### **Community Development Services**

TDBNA provided a good level of CD services to the Burlington MSA. Bank employees taught six small business workshops and five first-time homebuyer seminars in the Burlington MSA. Employees also instructed 14 WOW!Zone classes, to nearly 300 students, five of which were taught in MI geographies to 160 students.

### **Conclusions for Areas Receiving Limited-Scope Reviews**

Based on a limited-scope review, the bank's performance under the Service Test in the limited-scope area is not inconsistent with the bank's overall outstanding performance under the Service Test in Vermont.

## Appendix A: Scope of Examination

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The following tables identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The tables also reflect 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”).

<b>Time Period Reviewed</b>	Lending Test (excludes CD loans): 01/01/2011 to 12/31/2013 CD Loans, Investment, and Service Tests: 01/01/2012 to 12/31/2013 Retail Services: 01/01/2011 to 12/31/2013	
<b>Financial Institution</b>	<b>Products Reviewed</b>	
TD Bank, N.A. Main Office: Wilmington, Delaware Headquarters: Cherry Hill, New Jersey	Home Mortgage Disclosure Act reported loans: Home Purchase, Home Refinance, and Home Improvement Loans. Small Business Loans. Community Development Loans, Qualified Investments, and Community Development Services. Retail Services.	
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
TD Bank Foundation	Affiliate	Qualified Investments

<b>List of Assessment Areas and Type of Examination</b>			
<b>Assessment Area and MSA # (Some AA's include portions of counties)</b>		<b>Type of Exam</b>	<b>Other Information (Reflects counties within aggregated AA's)</b>
<b>Primary Rating Areas</b>			
New York-Northern New Jersey-Long Island, NY/NJ	MSA/MD		
New York-White Plains-Wayne, NY/NJ	35644	Full-Scope	
Edison-New Brunswick, NJ	20764	Limited-Scope	
Nassau-Suffolk, NY	35004	Limited-Scope	
Newark-Union, NJ	35084	Limited-Scope	
<b>Philadelphia-Camden-Wilmington, PA/NJ/DE</b>			
Philadelphia, PA	37964	Full-Scope	
Camden, NJ	15804	Limited-Scope	
Wilmington, DE	48864	Limited-Scope	Included New Castle County only
<b>Boston-Cambridge-Quincy MA-NH</b>			
Cambridge-Newton-Framingham MD	15764	Full-Scope	
Boston-Quincy MD	14484	Limited-Scope	
Peabody MD	37764	Limited-Scope	
Rockingham County-Strafford County NH MD	40484	Limited-Scope	
<b>FLORIDA</b>			
West Palm Beach-West Palm Beach Beach-Kendall, FL	33124	Full-Scope	
Fort Lauderdale	22744	Limited-Scope	
Miami	33124	Limited-Scope	
Deltona	19660	Limited-Scope	
Gainesville	23540	Limited-Scope	
Jacksonville	27260	Limited-Scope	
Lakeland	29460	Limited-Scope	
Ocala	36100	Limited-Scope	
Orlando	36740	Limited-Scope	
Palm Bay	37340	Limited-Scope	
Port St Lucie	38940	Limited-Scope	
Sebastian	42680	Limited-Scope	
Tampa Bay	45300	Limited-Scope	
Non-MSA – FL	99999	Limited-Scope	
<b>Other Rating Areas</b>			
Allentown-Bethlehem-Easton PA-NJ	10900	Full-Scope	Excludes Carbon County

Providence-New Bedford-Fall River RI-MA	39300	Full-Scope	Excludes Newport and Washington Counties
Washington-Arlington-Alexandria DC/VA/MD	47894	Full-Scope	Excluded Calvert County in MD, Clarke, Fauquier, Spotsylvania, Stafford, Warren Counties in VA, Fredericksburg City, Manassas City, Manassas Park City in VA and Jefferson County, WV
<b>CONNECTICUT</b>			
Hartford	25540	Full-Scope	
Bridgeport-Stamford-Norwalk, CT	14860	Limited-Scope	
New Haven-Milford, CT	35300	Limited-Scope	
Norwich	35980	Limited-Scope	
Non-MSA CT	99999	Limited-Scope	Litchfield County
<b>DELAWARE</b>			
Dover	20100	Full-Scope	
Non-MSA DE	99999	Limited-Scope	
<b>MAINE</b>			
Portland	38860	Full-Scope	
Bangor	12620	Limited-Scope	
Lewiston	30340	Limited-Scope	
Non-MSA-ME	9999	Limited-Scope	
<b>MARYLAND</b>			
Baltimore	12580	Full-Scope	
<b>MASSACHUSETTS</b>			
Springfield	44140	Full-Scope	
Barnstable	12700	Limited-Scope	
Pittsfield	38340	Limited-Scope	
Worcester	49340	Limited-Scope	
<b>NEW HAMPSHIRE</b>			
Manchester-Nashua	31700	Full-Scope	
Non-MSA NH	99999	Limited-Scope	
<b>NEW JERSEY</b>			
Atlantic City	12100	Full-Scope	
Ocean City	36140	Limited-Scope	
Trenton-Ewing	45940	Limited-Scope	
Vineland	47220	Limited-Scope	
<b>NEW YORK</b>			
Poughkeepsie	39100	Full-Scope	
Albany	10580	Limited-Scope	
Glen Falls	24020	Limited-Scope	
Kingston	28740	Limited-Scope	

Non-MSA NY	99999	Limited-Scope	Clinton, Columbia, and Sullivan Counties
<b>NORTH CAROLINA</b>			
Asheville	11700	Full-Scope	
Hickory	25860	Limited-Scope	
Wilmington	48900	Limited-Scope	
Non-MSA NC	99999	Limited-Scope	
<b>SOUTH CAROLINA</b>			
Greenville-Mauldin	24860	Full-Scope	
Anderson	11340	Limited-Scope	
Augusta	12260	Limited-Scope	
Charleston-No Charleston	16700	Limited-Scope	
Charlotte-Gastonia	16740	Limited-Scope	
Columbia	17900	Limited-Scope	
Florence	22500	Limited-Scope	
Myrtle Beach	34820	Limited-Scope	
Spartanburg	43900	Limited-Scope	
Non-MSA SC	99999	Limited-Scope	Beaufort, Jasper, Georgetown, Marion, Greenwood, Newberry, Lancaster, Oconee Counties
<b>VERMONT</b>			
Burlington-South Burlington	15540	Full-Scope	
Non-MSA VT	99999	Limited-Scope	

## Appendix B: Summary of Multistate Metropolitan Area and State Ratings

RATINGS TD BANK, N.A.				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
TD Bank , N.A.	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Multistate Metropolitan Area or State:				
NY-Northern NJ-Long Island MMA	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Philadelphia PA-DE-NJ MMA	High Satisfactory	Outstanding	Low Satisfactory	Satisfactory
Boston MMA	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Florida	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
Allentown MMA	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
Providence RI-MA MMA	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Washington DC MMA	High Satisfactory	Outstanding	Outstanding	Outstanding
Connecticut	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Delaware	Outstanding	Outstanding	Low Satisfactory	Outstanding
Maine	Outstanding	Outstanding	Outstanding	Outstanding
Maryland	High Satisfactory	Outstanding	Needs to Improve	Satisfactory
Massachusetts	High Satisfactory	Outstanding	Outstanding	Outstanding
New Hampshire	Outstanding	Outstanding	High Satisfactory	Outstanding
New Jersey	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
New York	High Satisfactory	Outstanding	Outstanding	Outstanding
North Carolina	Outstanding	Outstanding	High Satisfactory	Outstanding
South Carolina	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Vermont	Outstanding	Outstanding	Outstanding	Outstanding

(\*) The lending test is weighted more heavily than the investment and service tests in the overall rating.

## Appendix C: Market Profiles for Primary Rating Areas

### New York-Northern New Jersey-Long Island Multistate Metropolitan Area New York-White Plains-Wayne Multistate MD #35644

Demographic Information for Full-Scope Area: New York-White Plains-Wayne Multistate MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	2,902	11.37	23.46	28.46	34.25	2.47
Population by Geography	11,576,251	12.88	25.24	25.91	35.76	0.21
Owner-Occupied Housing by Geography	1,718,343	2.47	12.25	27.31	57.97	0.00
Businesses by Geography	935,271	7.22	16.94	22.15	51.40	2.29
Farms by Geography	7,599	2.66	9.30	19.58	67.84	0.62
Family Distribution by Income Level	2,675,727	25.67	15.46	16.27	42.61	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	1,100,425	22.97	35.73	25.08	16.22	0.01
Median Family Income	= \$64,171					
FFIEC Adjusted Median Family Income for 2013	= \$67,400					
Households Below the Poverty Level	= 16%					
				Median Housing Value (4Q2013)	= \$465,700	
				Unemployment Rate (Dec 2013)	= 7.1%	

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

Source: 2010 U.S. Census, and 2013 FFIEC updated MFI, National Association of Realtors, and Bureau of Labor Statistics

The New York-Northern New Jersey-Long Island Multistate Metropolitan area has four AAs. The New York-White Plains-Wayne MD (New York MD) was selected for a full-scope review and consists of Bergen, Hudson and Passaic counties in northeast New Jersey. In southeast NY, the AA consists of Bronx, Kings, New York, Queens, Richmond, Rockland and Westchester counties. The MD includes the five boroughs of New York City (NYC). The 2013 FFIEC adjusted median family income for this AA is approximately \$67 thousand, increasing slightly from the 2010 level of approximately \$65 thousand. However, there are significant disparities in the income levels of the five counties or boroughs. New York County (Manhattan) is among the richest counties in the U.S., and the other boroughs, especially Queens and Staten Island, have large middle-income populations. However, per the "NYS Poverty Report" dated April 2014, the 2014 the poverty level of the AA (16.0 percent) is high, with the highest rates found within Bronx (30.4 percent) and Kings (23.6 percent) counties.

Banking competition is very strong with 161 FDIC-insured depository institutions in the New York MD. TDBNA has approximately \$23.8 billion in deposits within this assessment area representing 19.9 percent of the bank's adjusted total domestic retail deposits. As of June 30, 2013, TDBNA ranked fourth with a deposit market share of 6.3 percent. As of December 31, 2013, it operated 201 offices in the New York MD. Major banking competitors include JP Morgan Chase Bank, Bank of New York Mellon, Bank of America

and HSBC with deposit market shares of 39.1 percent, 10.8 percent, 9.1 percent and 6.0 percent, respectively.

TDBNA offers full-scale retail services, loans and deposits, in the MMA for personal needs and offers a range of banking services to business, including small businesses.

NYC is the most significant economic contributor to the MD. NYC is home to a diversified mix of businesses, with many national and international corporations headquartered there. Historically, the financial services industry has dominated the downtown area. Industries operating in the midtown area include advertising, publishing, and garment production. The retail sector is a major employer along with health and social care. In addition, light manufacturing and wholesale trades provide a significant level of job opportunities in the Bronx. Some of the AA's largest employers are New York Presbyterian Healthcare Systems, Citigroup, JPMorgan Chase, Verizon, and Federated Department Stores.

The MD economy has struggled to improve following the recession that began in late 2008. The unemployment rate for the greater MD remains high at 7.1 percent as of December 2013, but has gone down slightly from 8.2 percent in December 2011. In the Bronx, the assessment area's poorest county, the unemployment rate was 28.5 percent in December 2013.

Housing prices have begun to rebound. The median single-family housing value for the assessment area in 2013 was approximately \$466 thousand, which is up from \$443 thousand in 2011. The high cost of living associated with this area continues to make home ownership difficult. Consequently, housing in the New York metropolitan area is characterized by high costs, low home-ownership rates, and a critical reliance on rental housing, including federally subsidized rental housing. Because of the disparity between incomes and area housing costs, LMI families face significant challenges to purchase or rent affordable homes in the AA.

The opportunities for community development participation within the AA are quite broad. There are numerous community development and governmental organizations representing affordable housing, economic development, and services to low- and moderate-income families. Through community contacts performed by the OCC and discussion with bank management the following financial needs for this AA are:

- Affordable housing for purchase or rent;
- Targeted financial education, including: 1) housing/home purchase counseling with special outreach to high-poverty neighborhoods; and, 2) small business development and financial education/technical assistance related to starting a new business and the role of creditworthiness in gaining access to capital;
- Promoting access to mainstream financial products and services to the unbanked and underbanked;
- Foreclosure prevention efforts and loss mitigation strategies;
- Neighborhood revitalization strategies that impact LMI communities;
- Support for entrepreneurship, small business, and microfinance;
- Savings strategies and preparation for college success; and
- Nonprofit capacity building, particularly as government funding is being reduced at a time when demand for their services is increasing.

## Philadelphia-Camden-Wilmington Multistate Metropolitan Area Philadelphia MD #37964

Demographic Information for Full-Scope Area: Philadelphia MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	998	15.83	17.84	29.66	35.07	1.60
Population by Geography	4,008,994	16.29	17.66	28.84	36.80	0.41
Owner-Occupied Housing by Geography	1,013,515	10.51	15.70	30.68	43.11	0.00
Businesses by Geography	386,347	9.00	12.81	28.51	49.08	0.60
Farms by Geography	6,736	1.96	6.86	33.80	57.24	0.13
Family Distribution by Income Level	952,079	23.44	16.43	18.80	41.33	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	379,616	27.82	25.73	27.60	18.84	0.02
Median Family Income	= \$74,808					
FFIEC Adjusted Median Family Income for 2013	= \$76,400					Median Housing Value (Dec 2013) = \$220,300
Households Below the Poverty Level	= 13.5%					Unemployment Rate (Dec 2013) = 6.4%

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

Source: 2010 U.S. Census, and 2013 FFIEC updated MFI, National Association of Realtors, and Bureau of Labor Statistics

The Philadelphia, PA MD is located in eastern Pennsylvania and is comprised of Bucks, Chester, Delaware, Montgomery, and Philadelphia Counties. The principle economic and population center is the City of Philadelphia. The 2013 FFIEC adjusted median family income for this AA is approximately \$76 thousand, remaining steady from 2011 levels. However, there are significant disparities in the income levels among the five counties. Chester County has the highest median income in the MD at \$83.6 thousand, however; Philadelphia County's median income is only \$37 thousand. The poverty level of the MD (13.5 percent) is relatively high, with the highest rate found in Philadelphia County (26.5 percent).

Banking competition is very strong with 91 FDIC-insured depository institutions in the Philadelphia MD. TDBNA has approximately \$12 billion in deposits within this AA, representing 51.6 percent of the bank's adjusted total domestic retail deposits within the MMSA. As of June 30, 2013, TDBNA ranked third with a deposit market share of 11.2 percent and it operated 88 offices. Major banking competitors include Wells Fargo and Citizens Bank with deposit market shares of 21.5 percent and 14.7 percent, respectively.

TDBNA offers full-scale retail services, loans and deposits, in the MMA for personal needs and offers a range of banking services to business, including small businesses.

Philadelphia is the most significant economic contributor to the AA. The city's leading industries include state and local government, health services, and higher education. Some of the area's largest employers are Jefferson Health System, University of Pennsylvania, University of Pennsylvania Health System, and Merck.

The Philadelphia MD economy continues to struggle following the recession that began in late 2008, however; there is evidence of improvement. The unemployment rate in the MD was 6.4 percent as of December 2013 but the City of Philadelphia continues to maintain a higher rate of 8.3 percent, but it also is declining (down from 10.2 percent as of December 2012). Housing prices have not been rising within the MD but have held steady at \$220 thousand from year-end 2010 through year-end 2013.

The opportunities for community development participation within the AA are broad. There are numerous community development and governmental organizations representing affordable housing, economic development, and services to low- and moderate-income families.

Through community contacts performed by the OCC and discussion with bank management, the following are the financial needs for this AA:

- Safe affordable housing for purchase or rent;
- Financing for construction of new affordable housing units;
- Financial support for community development organizations providing services to LMI individuals and families;
- Targeted financial education, including home purchase counseling with special outreach to high-poverty neighborhoods;
- Small business development; and
- Support for entrepreneurship, small business, and microfinance.

## Boston-Cambridge-Quincy MA-NH Multistate Metropolitan Area Cambridge-Newton-Framingham MD #15764

Demographic Information for Full-Scope Area: Cambridge-Newton-Framingham MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	318	5.35	23.58	42.77	27.99	0.31
Population by Geography	1,503,085	4.26	22.35	45.62	27.77	0.00
Owner-Occupied Housing by Geography	366,303	1.75	15.65	49.92	32.68	0.00
Businesses by Geography	142,990	3.87	17.03	45.94	33.16	0.00
Farms by Geography	2,345	1.58	11.98	49.34	37.10	0.00
Family Distribution by Income Level	366,038	21.50	17.01	21.79	39.71	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	140,940	7.23	32.25	43.77	16.75	0.00
Median Family Income	= \$97,382					
FFIEC Adjusted Median Family Income for 2013	= \$101,000					
Households Below the Poverty Level	= 8.1%					
				Median Housing Value (Dec 2013)		= \$375,900
				Unemployment Rate (Dec 2013)		= 5.9%

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

Source: 2010 U.S. Census, and 2013 FFIEC updated MFI, National Association of Realtors, and Bureau of Labor Statistics

The Boston-Cambridge-Quincy MA-NH Multistate Metropolitan area has four AAs. The Cambridge-Newton-Framingham (Cambridge) MD was selected for a full-scope review. It is located in eastern Massachusetts and consists of Middlesex County in its entirety. As of the 2010 Census, Middlesex is the most populated county within Massachusetts. The largest city within the AA is Cambridge. The 2013 FFIEC adjusted median family income for this AA is \$101 thousand.

Banking competition is strong with 53 FDIC-insured depository institutions in the Cambridge MD. TDBNA has approximately \$2.6 billion in deposits within this assessment area, representing 30.4 percent of the bank's adjusted total domestic retail deposits within the MMSA. As of June 30, 2013, TDBNA ranked fourth with a deposit market share of 5.53 percent and it operated 36 offices. Major banking competitors include Bank of America, RBS Citizens and Middlesex Savings Bank with deposit market shares of 21.3 percent, 14.9 percent and 6.3 percent, respectively.

TDBNA offers full-scale retail services, loans and deposits, in the MD for personal needs and offers a range of banking services to business, including small businesses.

The residents of the City of Cambridge are highly educated; therefore, the unemployment levels have not been excessive. The unemployment rate for the MD is 5.9 percent as of

December 2013. The health care sector is a major employer along with education, science and technology. Some of the AA's largest employers are Lowell General Hospital; Tufts Health Plan; Harvard University; Bose; the Center for Astrophysics; and EMC Corp.

The median single-family housing value for the assessment area in 2013 was approximately \$376 thousand, which is up from 2011. The high cost of living associated with this area continues to make home ownership difficult. Per the Sterling "Best Places Cost of Living Survey", the cost of living in the Cambridge MD is 59 percent higher than the national average, with housing costs 134 percent higher than the national average.

The opportunities for community development participation within the AA are available. Through community contacts performed by the OCC and discussion with bank management, the following are financial needs for this AA:

- Safe affordable rental housing;
- Targeted financial literacy programs;
- Support for entrepreneurship, small business, and microfinance via access to capital;
- Nonprofit support via funding and provision of skilled board and staff volunteers; and
- Funding for basics such as food and utilities.

**State of Florida  
West Palm Beach-Boca Raton-Boynton Beach MD #48424**

Demographic Information for Full-scope Area: West Palm Beach-Boca Raton-Boynton Beach MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	337	6.23	24.93	31.45	35.01	2.37
Population by Geography	1,320,134	4.88	26.01	33.30	35.59	0.22
Owner-Occupied Housing by Geography	384,995	2.96	22.08	36.12	38.83	0.00
Business by Geography	250,936	3.49	18.91	31.53	45.89	0.18
Farms by Geography	4,983	3.87	22.38	29.38	44.33	0.04
Family Distribution by Income Level	324,849	21.50	17.84	18.93	41.73	0.00
Distribution of Low and Moderate Income Families throughout AA Geographies	127,797	8.13	36.53	34.23	21.11	0.00
Median Family Income	= \$64,445	Median Housing Value (Dec 2013)		= \$246,000		
FFIEC Adjusted Median Family Income for 2011	= \$64,600	Unemployment Rate (Dec. 2013)		= 6.0%		
Households Below Poverty Level	= 11%					

(\*) The NA category consists of geographies that have not been assigned an income classification.  
Source: 2010 U.S. Census and 2013 FFIEC updated MFI, National Association of Realtors, and Bureau of Labor Statistics

The bank has established fourteen AAs in the state of Florida. The West Palm Beach-Boca Raton-Boynton Beach MD (West Palm Beach MD) was selected for a full-scope review and consists of Palm Beach County. Principal incorporated municipalities include Boca Raton, Boynton Beach, Delray Beach, and West Palm Beach. Palm Beach County is comprised of a mix of urban, rural and suburban areas.

The National Association of Realtors reports an increase in housing prices in West Palm Beach as the area begins to rebound from the economic crisis. The median sales price of existing single-family homes in the AA was \$246 thousand in 2013 up 21 percent from \$203 thousand in 2012. In 2013, Forbes named Palm Beach among the top 25 places to “retire rich”; the demand for housing by more wealthy retirees increases the cost of housing overall. Housing is very difficult to afford for LMI individuals without large subsidies. While the 2013 new foreclosure filings in the AA was down 36 percent from 2012 (down from 15,419 to 9,857), the state of Florida consistently ranks among the top states in the nation for the number of home foreclosures with foreclosure rates more than double the national average. The high foreclosure rate puts additional stress on the affordable rental market and the stability of communities.

Competition is strong with 59 FDIC-insured depository institutions operating within the AA. TDBNA has approximately \$1.9 billion in deposits in the West Palm Beach AA representing 20.3 percent of the bank’s adjusted total domestic retail deposits within the state. As of June 30, 2013, TDBNA ranked sixth with a market share of 4.9 percent and it operated 24 offices. Major banking competitors include Wells Fargo, Bank of America, and JP Morgan Chase with deposit market shares of 22.3 percent, 15.2 percent, and 8.9 percent, respectively

TDBNA offers retail services, loans and deposits, in the MD for personal needs and offers a range of banking services to business, including small businesses.

The West Palm Beach AA relies largely on the tourism but also has employment centered in technology; aerospace; agriculture and food processing; and medical and pharmaceutical products. The largest employers in the MD are public entities, which include the Palm Beach County School District, Palm Beach County and the Veteran Administration. The other large employers include the Tenet Healthcare Corp, NextEra Energy, and G4S. As of December 2013, the unemployment rate was 6.0 percent.

Community development investment options are available. Opportunities exist to contribute to qualified non-profit organizations whose missions are focused on providing affordable housing and community services for low- and moderate-income persons.

Opportunities exist to finance the purchase and/or rehabilitation of multifamily housing units that provide affordable rental housing in low- and moderate-income geographies. The impact of the mortgage crisis caused some community development organizations to change their focus from new construction to acquiring foreclosed properties, rehabilitating them, and then making them available for rent or for sale to low- and moderate-income persons or families.

Opportunities exist to provide financial literacy training in cooperation with local community organizations. This training could include homeownership, credit, small business development and foreclosure counseling. Opportunities are also available for skilled support at the board level on various community development organizations.

Through community contacts performed by the OCC and discussion with bank management, the following are financial needs for this AA:

- Affordable rental housing;
- Foreclosure prevention programs;
- Financial education for first-time LMI homeowners, small business owners and LMI children, youth and adults on basic financial management; and
- Strengthening CD organizations to encourage economic growth and provide microloans to small businesses via board participation.

## Appendix D: Tables of Performance Data

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### Content of Standardized Tables

A separate set of tables is provided for each state and multistate metropolitan area. 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. Deposit data are compiled by the FDIC and are available as of June 30<sup>th</sup> of each year. Tables without data are not included in this PE.

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

**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.

**Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, 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, tracked, and recorded by the bank's financial reporting system.

**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: NEW YORK MULTISTATE												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
New York MD	48.63	7,399	2,906,442	8,233	481,963	0	0	40	215,003	15,672	3,603,408	53.55
<b>Limited Review:</b>												
Edison NJ MD	22.43	4,040	920,235	3,161	228,186	8	1,668	4	245	7,213	1,150,334	18.20
Nassau-Suffolk MD	14.83	2,050	657,705	2,717	167,092	1	90	11	29,571	4,779	854,458	13.53
Newark-Union MD	14.11	2,165	643,182	2,372	159,156	0	0	6	51,219	4,543	853,557	14.72

\* 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 January 01, 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 1. Other Products

LENDING VOLUME														
Geography: NEW YORK MULTISTATE														
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013														
Assessment Area	% of Rated Area Loans (#) in MA/AA*	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Credit Card**		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>														
New York-White Plains MD	100.00	6	184,040	0	0	0	0	0	0	0	0	0	0	53.55
<b>Limited Review:</b>														
Edison NJ MD	0.00	0	0	0	0	0	0	0	0	0	0	0	0	18.20
Nassau-Suffolk, NY	0.00	0	0	0	0	0	0	0	0	0	0	0	0	13.53
Newark-Union, NJ	0.00	0	0	0	0	0	0	0	0	0	0	0	0	14.72

\* Loan Data as of December 31, 2013. Rated area refers to either state or multi-state MA rating area.  
 \*\* The evaluation period for Optional Product Line(s) is from January 01, 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: NEW YORK MULTISTATE															
Valuation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	2,140	47.64	2.47	5.75	12.25	10.00	27.31	20.33	57.97	63.93	1.73	3.01	1.32	1.43	1.86
<b>Limited Review:</b>															
Edison MD	1,207	26.87	4.15	6.38	16.48	23.86	49.73	41.26	29.64	28.50	2.61	4.29	3.99	2.27	2.25
Nassau-Suffolk MD	594	13.22	1.02	1.01	14.16	14.31	61.25	52.19	23.57	32.49	1.39	1.17	1.40	1.21	1.85
Newark-Union MD	551	12.27	3.84	4.36	12.64	11.25	30.46	19.06	53.06	65.34	1.65	0.91	1.70	1.16	1.92

\* 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															
Geo graphy: NEW YORK MULTISTATE Ev aluation 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
<b>Full Review:</b>															
New York MD	1,117	42.60	2.47	1.79	12.25	10.03	27.31	20.68	57.97	67.50	11.87	11.76	10.34	11.53	12.22
<b>Limited Review:</b>															
Edison MD	705	26.89	4.15	2.55	16.48	15.32	49.73	53.33	29.64	28.79	11.13	7.45	11.84	12.30	9.49
Nassau-Suffolk MD	428	16.32	1.02	0.93	14.16	10.75	61.25	67.76	23.57	20.56	6.52	10.00	5.88	6.91	5.57
Newark-Union MD	372	14.19	3.84	1.08	12.64	5.11	30.46	29.03	53.06	64.78	8.70	7.27	3.31	9.28	9.23

\* 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: NEW YORK MULTISTATE Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
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****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	4,061	48.13	2.47	1.72	12.25	7.07	27.31	19.03	57.97	72.17	1.85	1.92	1.65	1.68	1.93
<b>Limited Review:</b>															
Edison MD	2,125	25.18	4.15	2.73	16.48	13.55	49.73	50.40	29.64	33.32	1.37	1.55	1.61	1.42	1.21
Nassau-Suffolk MD	1,027	12.17	1.02	0.58	14.16	10.22	61.25	59.69	23.57	29.50	1.49	1.12	1.50	1.41	1.69
Newark-Union MD	1,225	14.52	3.84	0.98	12.64	4.41	30.46	19.51	53.06	75.10	1.21	0.50	0.80	0.77	1.48

\* 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: NEW YORK MULTISTATE																
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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid
<b>Full Review:</b>																
New York MD	61	74.39	17.37	3.28	27.56	19.67	21.25	24.59	33.82	52.46	1.02	0.00	0.59	0.98	1.94	
<b>Limited Review:</b>																
Edison MD	3	3.66	10.62	0.00	23.46	33.33	50.33	66.67	15.60	0.00	1.14	0.00	2.13	1.41	0.00	
Nassau-Suffolk MD	1	1.22	7.87	100.00	28.60	0.00	51.08	0.00	12.45	0.00	0.00	0.00	0.00	0.00	0.00	
Newark-Union MD	17	20.73	28.27	23.53	30.51	64.71	23.34	11.76	17.88	0.00	1.07	0.63	2.09	0.00	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: NEW YORK MULTISTATE Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	8,124	49.62	7.22	3.14	16.94	11.99	22.15	23.26	51.40	61.61	2.03	0.97	1.72	2.08	2.30
<b>Limited Review:</b>															
Edison NJ MD	3,161	19.31	4.71	1.93	15.38	14.62	47.69	49.95	32.18	33.50	3.20	0.68	2.66	3.94	3.41
Nassau-Suffolk MD	2,717	16.60	1.49	1.10	14.77	11.63	58.86	59.22	24.87	28.05	2.40	2.28	2.01	2.54	2.46
Newark-Union MD	2,370	14.48	9.71	3.46	16.29	7.38	25.38	23.71	48.33	65.44	3.30	1.51	1.88	3.30	3.94

\* 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: NEW YORK MULTISTATE															
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
<b>Full Review:</b>															
New York MD	0	0.00	2.66	0.00	9.30	0.00	19.58	0.00	67.84	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>															
Edison MD	8	88.89	1.85	0.00	11.27	25.00	48.22	50.00	38.65	25.00	4.30	0.00	12.50	8.00	1.79
Nassau-Suffolk MD	1	11.11	1.85	0.00	19.06	0.00	61.76	0.00	17.33	100.00	1.27	0.00	0.00	0.00	5.88
Newark-Union MD	0	0.00	2.14	0.00	6.16	0.00	33.10	0.00	58.61	0.00	0.00	0.00	0.00	0.00	

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: NEW YORK MULTISTATE																
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 <sup>1</sup>					
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid
<b>Full Review:</b>																
New York MD	2,146	47.71	25.67	1.08	15.46	4.74	16.27	12.57	42.61	81.61	1.89	1.43	1.24	1.21	2.14	
<b>Limited Review:</b>																
Edison MD	1,207	26.83	20.39	10.00	17.87	28.91	22.04	20.50	39.70	40.59	2.87	2.85	3.55	2.17	2.90	
Nassau-Suffolk MD	594	13.21	19.01	4.55	18.46	13.15	23.77	22.43	38.76	59.87	1.52	1.87	0.87	1.11	2.21	
Newark-Union MD	551	12.25	22.71	4.61	16.42	20.11	19.12	18.08	41.75	57.20	1.83	1.92	1.63	1.55	2.03	

\* 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 0.9% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: NEW YORK MULTISTATE					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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
New York MD	1,117	42.60	25.67	3.56	15.46	8.75	16.27	18.23	42.61	69.46	12.62	12.18	14.16	11.70	12.72									
<b>Limited Review:</b>																								
Edison MD	705	26.89	20.39	9.26	17.87	18.81	22.04	29.67	39.70	42.26	11.52	9.06	11.31	12.70	11.58									
Nassau-Suffolk MD	428	16.32	19.01	11.03	18.46	20.83	23.77	25.74	38.76	42.40	6.68	7.23	6.42	6.59	6.77									
Newark-Union MD	372	14.19	22.71	5.22	16.42	11.54	19.12	24.18	41.75	59.07	9.19	6.50	6.90	7.69	10.62									

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.4% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE      Geography: NEW YORK MULTISTATE      Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>2</sup>				
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	4,074	48.21	25.67	0.84	15.46	4.52	16.27	14.21	42.61	80.43	2.07	0.98	1.89	1.92	2.16
<b>Limited Review:</b>															
Edison MD	2,125	25.14	20.39	6.52	17.87	17.95	22.04	25.00	39.70	50.52	1.58	1.52	1.66	1.46	1.62
Nassau-Suffolk MD	1,027	12.15	19.01	6.00	18.46	16.63	23.77	23.82	38.76	53.54	1.66	2.03	1.69	1.15	1.95
Newark-Union MD	1,225	14.50	22.71	3.04	16.42	10.44	19.12	18.90	41.75	67.63	1.39	1.16	1.11	1.02	1.61

\* 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 0.8% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW YORK MULTISTATE				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
<b>Full Review:</b>									
New York MD	8,233	49.95	72.42	65.57	88.33	7.35	4.32	2.03	2.95
<b>Limited Review:</b>									
Edison MD	3,161	19.18	73.30	64.38	85.35	8.54	6.11	3.20	4.23
Nassau-Suffolk MD	2,717	16.48	76.35	66.32	88.96	6.15	4.90	2.40	3.74
Newark-Union MD	2,372	14.39	72.80	63.15	86.51	8.68	4.81	3.30	4.38

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

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

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

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 19.10% 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: NEW YORK MULTISTATE 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
<b>Full Review:</b>									
New York MD	0	0.00	96.32	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Edison MD	8	88.89	96.44	75.00	37.50	25.00	37.50	4.30	6.38
Nassau-Suffolk MD	1	11.11	96.70	0.00	100.00	0.00	0.00	1.27	0.00
Newark-Union MD	0	0.00	97.16	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 22.22% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: NEW YORK MULTISTATE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
New York MD	38	107,360	447	298,450	485	405,810	55.07	3	3,758
<b>Limited Review:</b>									
Edison MD	7	29,888	95	88,994	102	118,882	16.13	1	12,742
Nassau-Suffolk MD	3	6,208	74	59,831	77	66,039	8.96	0	0
Newark-Union MD	12	38,920	115	107,223	127	146,143	19.83	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: NEW YORK MULTISTATE Evaluation Period: JANUARY 1, 2011 to DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
New York MD	53.55	201	53.17	4.98	9.45	26.37	58.21	27	4	1	2	9	12	12.88	25.24	25.91	35.76
<b>Limited Review:</b>																	
Edison MD	18.20	65	17.20	4.62	16.92	49.28	29.23	0	0	0	0	0	0	6.84	18.20	48.14	26.81
Nassau-Suffolk MD	13.53	57	15.08	1.75	10.53	58.46	21.05	11	0	1	1	7	2	2.32	17.95	58.87	20.71
Newark-Union MD	14.72	55	14.55	3.64	5.45	30.91	60.00	4	2	0	0	1	1	13.01	21.55	25.49	39.73

Table 1. Lending Volume

LENDING VOLUME												
Geography: PHILADELPHIA MULTISTATE												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
Philadelphia MD	56.09	5,204	1,126,481	3,328	225,758	3	265	17	60,052	8,552	1,412,556	63.28
<b>Limited Review:</b>												
Camden MD	38.35	3,702	509,686	2,134	145,961	0	0	6	17,025	5,842	672,672	3.65
Wilmington MD	5.56	532	95,392	314	22,330	0	0	4	2,814	850	120,536	33.07

\* 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 January 01, 2013 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: PHILAD				ELPHIA MULTISTATE		Ev aluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography'				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	1,270	68.06	10.51	6.93	15.70	11.42	30.68	24.09	43.11	57.56	1.67	1.67	1.35	1.21	2.05
<b>Limited Review:</b>															
Camden MD	488	26.15	2.50	0.41	14.42	11.48	51.18	37.09	31.91	51.02	1.86	0.72	1.40	1.26	2.85
Wilmington MD	108	5.79	2.95	5.56	21.11	20.37	40.23	35.19	35.71	38.89	0.80	2.67	0.87	0.49	0.98

\* 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: PHILADELPHIA MULTISTATE      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
<b>Full Review:</b>															
Philadelphia MD	1,007	47.61	10.51	4.87	15.70	11.62	30.68	31.78	43.11	51.74	6.20	3.44	4.68	5.94	7.53
<b>Limited Review:</b>															
Camden MD	995	47.04	2.50	0.70	14.42	10.45	51.18	54.47	31.91	34.37	19.82	12.50	17.82	20.83	19.32
Wilmington MD	113	5.34	2.95	0.00	21.11	18.58	40.23	49.56	35.71	31.86	4.21	0.00	5.08	3.80	4.66

\* 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: PHILADELPHIA MULTISTATE		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013											
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****	Overall	Low	Mod	Mid	Upp													
<b>Full Review:</b>																												
Philadelphia MD	2,895	53.41	10.51	3.52	15.70	8.50	30.68	27.98	43.11	60.00	1.40	1.33	1.34	1.30	1.47													
<b>Limited Review:</b>																												
Camden MD	2,218	40.92	2.50	0.68	14.42	8.30	51.18	45.81	31.91	45.22	2.93	2.51	2.57	2.50	3.60													
Wilmington MD	307	5.66	2.95	1.63	21.11	17.59	40.23	32.90	35.71	47.88	0.85	0.00	0.91	0.75	0.97													

\* 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																
Geo graphy: PHILADELPHIA MULTISTATE																
Ev aluation 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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Philadelphia MD	30	85.71	11.64	26.67	19.41	16.67	33.96	33.33	35.00	23.33	2.23	4.04	1.69	1.30	2.41	
<b>Limited Review:</b>																
Camden MD	1	2.86	6.02	100.00	31.61	0.00	45.07	0.00	17.30	0.00	1.33	25.00	0.00	0.00	0.00	
Wilmington MD	4	11.43	8.10	0.00	35.59	25.00	39.11	75.00	17.21	0.00	2.04	0.00	0.00	3.57	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: PHILADELPHIA MULTISTATE Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses**	% BANK Loans	% of Businesses**	% BANK Loans	% of Businesses**	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	3,314	57.51	9.00	5.01	12.81	9.66	28.51	27.10	49.08	58.24	2.97	2.73	2.90	2.88	3.18
<b>Limited Review:</b>															
Camden MD	2,134	37.04	2.80	0.66	14.07	10.03	46.91	46.25	36.23	43.06	6.43	3.24	4.61	6.52	7.29
Wilmington MD	314	5.45	4.50	3.18	19.76	19.43	35.81	32.48	39.90	44.90	1.89	2.35	1.69	1.86	2.08

\* 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: PHILADELPHIA MULTISTATE										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
<b>Full Review:</b>															
Philadelphia MD	3	100.00	1.96	0.00	6.86	0.00	33.80	0.00	57.24	100.00	0.85	0.00	0.00	0.00	2.38
<b>Limited Review:</b>															
Camden MD	0	0.00	0.43	0.00	8.86	0.00	51.90	0.00	38.76	0.00	0.00	0.00	0.00	0.00	0.00
Wilmington MD	0	0.00	1.40	0.00	14.26	0.00	47.54	0.00	36.79	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: PHILADELPHIA MULTISTATE					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Philadelphia PA	1,271	68.08	23.44	6.12	16.43	15.39	18.80	14.83	41.33	63.66	1.83	0.98	1.52	1.14	2.51									
<b>Limited Review:</b>																								
Camden NJ	488	26.14	19.91	8.56	17.96	20.67	23.10	18.79	39.02	51.98	2.13	1.53	1.34	1.38	3.79									
Wilmington-NJ	108	5.78	20.88	11.54	18.05	17.31	21.18	21.15	39.89	50.00	0.97	0.96	0.67	0.62	1.53									

\* 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.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geo graphy: PHILADELPHIA MULTISTATE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Shar e*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Philadelphia MD	1,007	47.61	23.44	8.51	16.43	16.32	18.80	24.72	41.33	50.45	6.43	4.39	4.77	6.31	7.83	
<b>Limited Review:</b>																
Camden MD	995	47.04	19.91	9.89	17.96	20.08	23.10	28.53	39.02	41.50	19.91	14.89	18.60	22.28	20.75	
Wilmington MD	113	5.34	20.88	9.73	18.05	21.24	21.18	28.32	39.89	40.71	4.41	3.60	2.88	4.36	5.58	

\* 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 1.5% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE      Geography: PHILADELPHIA MULTISTATE      Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>2</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	2,896	53.42	23.44	5.06	16.43	14.46	18.80	19.59	41.33	60.88	1.58	1.31	1.66	1.13	1.79
<b>Limited Review:</b>															
Camden MD	2,218	40.91	19.91	7.33	17.96	18.14	23.10	25.74	39.02	48.79	3.59	3.30	3.38	2.96	4.18
Wilmington MD	307	5.66	20.88	8.70	18.05	21.07	21.18	22.41	39.89	47.83	1.05	1.03	1.04	0.91	1.15

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.4% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: PHILADELPHIA MULTISTATE									
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
<b>Full Review:</b>									
Philadelphia MD	3,328	57.62	71.89	62.89	85.52	8.41	6.07	2.97	3.74
<b>Limited Review:</b>									
Camden MD	2,134	36.95	72.65	63.40	85.99	7.97	6.04	6.43	8.36
Wilmington MD	314	5.44	71.52	64.01	80.57	13.38	6.05	1.89	2.51

\* 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 19.46% 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									
Geo graphy: PHILADELPHIA MULTISTATE									
Eval uation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Sm all Loans to Farms		Farms With Revenues of \$1 million or les s		Loans by Original Amount Regardless of Farm Size			Market Share*	
	#	% of Total**	% of Farms***	% BANK Loans****	\$100,000 or less	>\$100,000 t o \$250,000	>\$250,000 t o \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Philadelphia MD	3	100.00	95.53	100.00	66.67	33.33	0.00	0.85	1.26
<b>Limited Review:</b>									
Camden MD	0	0.00	95.91	0.00	0.00	0.00	0.00	0.00	0.00
Wilmington MD	0	0.00	95.87	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: PHILADELPHIA MULTISTATE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Philadelphia MD	16	54,730	228	145,127	244	199,857	52.34	1	5,391
<b>Limited Review:</b>									
Camden MD	9	55,996	79	107,577	88	163,573	42.84	0	0
Wilmington MD	3	6,948	45	11,457	48	18,405	4.82	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: PHILADELPHIA MULTISTATE																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Philadelphia MD	63.28	88	59.06	2.27	9.09	35.23	52.27	1	0	0	0	1	0	16.29	17.66	28.84	36.80
<b>Limited Review:</b>																	
Camden MD	3.65	49	32.89	2.04	14.29	40.82	42.86	0	1	0	0	-1	0	5.18	17.13	48.03	29.41
Wilmington MD	33.07	12	8.05	16.67	25.00	25.00	33.33	0	1	0	-1	0	0	6.20	24.57	38.08	31.15

Table 1. Lending Volume

LENDING VOLUME												
Geography: BOSTON MULTISTATE												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
Cambridge	31.11	1,981	651,731	1,280	86,212	0	0	9	17,973	3,270	755,916	17.64
<b>Limited Review:</b>												
Peabody	24.08	1,265	313,975	1,250	84,564	9	350	10	18,011	2,534	416,900	12.87
Boston	18.96	1,305	525,667	682	59,035	0	0	5	17,000	1,992	601,702	11.54
Rockingham	25.85	1,200	241,714	1,501	89,113	8	110	4	3,150	2,712	334,087	57.95

\* 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 January 01, 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: BOSTON MULTISTATE															Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013														
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*																																	
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp																													
<b>Full Review:</b>																																												
Cambridge	540	35.69	1.75	2.59	15.65	21.85	49.92	43.33	32.68	32.22	1.24	1.27	1.30	1.14	1.35																													
<b>Limited Review:</b>																																												
Peabody	310	20.49	3.78	3.55	14.28	18.39	41.46	35.16	40.47	42.90	1.49	0.60	1.75	1.41	1.59																													
Boston	407	26.90	3.81	6.39	12.49	16.22	46.39	26.29	37.31	51.11	0.74	0.67	1.00	0.48	0.95																													
Rockingham	256	16.92	0.41	0.78	19.81	17.19	59.05	64.84	20.73	17.19	2.05	1.59	2.07	2.26	1.46																													

\* 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: BOSTON MULTISTATE					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									
<b>Full Review:</b>																								
Cambridge	261	31.83	1.75	2.30	15.65	13.41	49.92	52.87	32.68	31.42	2.85	7.69	3.06	2.87	2.53									
<b>Limited Review:</b>																								
Peabody	194	23.66	3.78	1.55	14.28	9.79	41.46	52.06	40.47	36.60	4.36	2.94	2.51	6.37	3.45									
Boston	136	16.59	3.81	4.41	12.49	8.82	46.39	40.44	37.31	46.32	1.21	3.55	0.63	1.33	1.08									
Rockingham	229	27.93	0.41	0.44	19.81	18.78	59.05	62.45	20.73	18.34	10.99	20.00	10.53	11.32	10.24									

\* 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: BOSTON MULTISTATE		Valuation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
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****	Overall	Low	Mod	Mid	Upp														
<b>Full Review:</b>																													
Cambridge	1,179	34.73	1.75	1.27	15.65	12.89	49.92	45.63	32.68	40.20	0.82	0.48	0.79	0.75	0.94														
<b>Limited Review:</b>																													
Peabody	754	22.21	3.78	2.12	14.28	11.54	41.46	42.71	40.47	43.63	1.29	1.30	1.27	1.38	1.23														
Boston	756	22.27	3.81	5.29	12.49	11.11	46.39	28.04	37.31	55.56	0.54	0.61	0.67	0.36	0.67														
Rockingham	706	20.80	0.41	0.85	19.81	15.16	59.05	61.33	20.73	22.66	2.11	3.23	2.45	1.98	2.19														

\* 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: BOSTON MULTISTATE																
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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Cambridge	1	4.55	10.23	0.00	28.94	100.00	43.39	0.00	17.45	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>																
Peabody	7	31.82	22.76	28.57	23.02	28.57	35.58	14.29	18.64	28.57	2.66	3.03	3.33	2.94	0.00	
Boston	5	22.73	17.49	0.00	19.86	20.00	33.62	20.00	29.03	60.00	0.41	0.00	0.00	0.00	1.69	
Rockingham	9	40.91	2.52	0.00	30.10	0.00	54.28	77.78	13.10	22.22	4.17	0.00	0.00	6.98	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															
Geography: BOSTON MULTISTATE Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Cambridge	1,280	27.19	3.87	2.27	17.03	13.28	45.94	53.59	33.16	30.86	2.32	1.15	1.81	2.63	2.36
<b>Limited Review:</b>															
Peabody	1,250	26.56	9.37	7.20	14.10	9.12	36.79	41.60	39.74	42.08	5.45	4.38	3.78	6.07	5.85
Boston	680	14.45	7.20	4.71	11.16	9.56	35.42	28.97	45.76	56.76	1.13	1.00	1.10	0.84	1.44
Rockingham	1,497	31.80	0.76	0.60	17.48	16.90	62.37	65.73	19.07	16.77	9.89	8.77	11.43	10.32	8.42

\* 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: BOSTON MULTISTATE 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
<b>Full Review:</b>															
Cambridge	0	0.00	1.58	0.00	11.98	0.00	49.34	0.00	37.10	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>															
Peabody	9	52.94	2.57	0.00	9.30	33.33	40.54	0.00	47.58	66.67	16.67	0.00	100.00	0.00	33.33
Boston	0	0.00	2.18	0.00	6.66	0.00	51.96	0.00	39.15	0.00	0.00	0.00	0.00	0.00	
Rockingham	8	47.06	0.67	12.50	14.87	0.00	61.93	50.00	22.52	37.50	26.32	100.00	0.00	20.00	40.00

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE																
Geography: BOSTON MULTISTATE																
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 <sup>1</sup>					
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Cambridge	540	35.69	21.50	13.73	17.01	21.34	21.79	14.84	39.71	50.09	1.41	1.63	1.47	0.82	1.68	
<b>Limited Review:</b>																
Peabody	310	20.49	22.98	8.41	16.51	24.27	19.47	15.86	41.04	51.46	1.68	1.52	1.29	1.12	2.26	
Boston	407	26.90	23.26	4.44	16.19	14.32	20.01	15.31	40.54	65.93	0.85	0.75	0.45	0.54	1.20	
Rockingham	256	16.92	18.20	8.27	19.04	20.08	24.29	20.08	38.46	51.57	2.27	2.52	1.93	1.49	3.05	

\* 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 0.4% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT															Geography: BOSTON MULTISTATE					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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Cambridge	261	31.83	21.50	12.31	17.01	20.38	21.79	25.77	39.71	41.54	2.98	4.35	3.34	2.52	2.91									
<b>Limited Review:</b>																								
Peabody	194	23.66	22.98	10.47	16.51	23.56	19.47	27.23	41.04	38.74	4.52	9.78	6.07	5.14	3.31									
Boston	136	16.59	23.26	7.35	16.19	18.38	20.01	23.53	40.54	50.74	1.31	2.75	1.36	0.94	1.35									
Rockingham	229	27.93	18.20	11.79	19.04	22.71	24.29	24.02	38.46	41.48	11.37	10.23	13.37	10.00	11.57									

\* 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 0.5% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: BOSTON MULTISTATE															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>e</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Cambridge	1,179	34.72	21.50	8.54	17.01	14.84	21.79	19.07	39.71	57.55	0.91	1.21	0.77	0.57	1.11
<b>Limited Review:</b>															
Peabody	754	22.20	22.98	5.46	16.51	17.90	19.47	22.95	41.04	53.69	1.42	1.30	1.46	1.25	1.50
Boston	757	22.29	23.26	2.82	16.19	7.64	20.01	13.54	40.54	76.01	0.61	0.37	0.29	0.33	0.87
Rockingham	706	20.79	18.20	8.33	19.04	21.84	24.29	24.71	38.46	45.11	2.41	2.43	2.32	2.10	2.63

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: BOSTON MULTISTATE									
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
<b>Full Review:</b>									
Cambridge	1,280	27.16	71.92	59.06	87.81	7.66	4.53	2.32	2.73
<b>Limited Review:</b>									
Peabody	1,250	26.52	73.76	58.40	88.56	7.44	4.00	5.45	6.60
Boston	682	14.47	71.15	59.38	84.16	7.04	8.80	1.13	1.48
Rockingham	1,501	31.85	74.47	61.23	87.67	9.59	2.73	9.89	12.93

\* 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 24.87% 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: BOSTON MULTISTATE			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
<b>Full Review:</b>									
Cambridge	0	0.00	95.39	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Peabody	9	52.94	96.75	44.44	100.00	0.00	0.00	16.67	16.67
Boston	0	0.00	95.99	0.00	0.00	0.00	0.00	0.00	0.00
Rockingham	8	47.06	97.39	50.00	100.00	0.00	0.00	26.32	42.86

\* 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 41.18% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: <u>B</u> OSTON MULTISTATE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Cambridge	7	12,126	47	34,386	54	46,512	18.76	0	0
<b>Limited Review:</b>									
Peabody	7	16,720	52	32,223	59	48,943	19.74	1	409
Boston	15	14,200	92	113,453	107	127,653	51.48	0	0
Rockingham	4	2,637	22	22,231	26	24,868	10.03	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: BOSTON MULTISTATE																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Cambridge	17.64	36	33.33	2.78	13.89	52.78	30.56	6	3	0	1	0	2	4.26	22.35	45.62	27.77
<b>Limited Review:</b>																	
Peabody	12.87	28	25.93	7.14	14.29	53.57	22.94	0	0	0	0	0	0	11.15	19.02	36.32	33.52
Boston	11.54	22	20.37	4.54	13.64	22.73	59.09	6	2	0	1	1	2	11.76	17.74	39.90	30.41
Rockingham	57.95	22	20.37	0.00	18.18	77.27	4.55	0	0	0	0	0	0	0.41	21.52	57.40	20.67

Table 1. Lending Volume

LENDING VOLUME												
Ge ography: FLORIDA												
Evalu ation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
West Palm Beach	17.37	953	273,279	767	54,030	3	80	1	300	1,724	327,689	20.31
<b>Limited Review:</b>												
Fort Lauderdale	14.12	851	247,648	550	41,345	0	0	1	750	1,402	289,743	11.58
Miami	12.82	561	213,405	710	62,939	1	200	6	7,144	1,278	283,688	15.20
Deltona	6.49	351	48,951	291	15,826	2	18	3	3,000	647	67,795	4.80
Jacksonville	4.55	252	60,669	195	22,315	4	235	8	21,219	459	104,438	5.43
Lakeland	2.87	160	19,382	125	13,667	0	0	1	620	286	33,669	1.79
Orlando	9.45	691	158,539	246	21,967	0	0	1	500	938	181,006	4.50
Palm Bay	7.55	416	49,953	333	27,779	0	0	0	0	749	77,732	5.72
Port St Lucie	6.09	399	66,087	205	12,266	0	0	1	300	605	78,653	7.52
Sebastian	1.58	98	16,387	59	3,070	0	0	0	0	157	19,457	1.81
Gainesville	2.43	155	34,801	85	14,662	1	100	2	8,000	243	57,563	2.34
Ocala	1.79	86	15,373	92	13,602	0	0	1	133	179	29,108	2.01
Tampa	7.36	348	80,789	382	26,097	0	0	2	3,000	732	109,886	8.31
Non-MSA FL	5.52	287	25,350	246	16,921	15	1,729	1	300	549	44,300	8.70

\* 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 January 01, 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: FLORIDA															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
West Palm Beach	529	18.41	2.96	3.97	22.08	10.21	36.12	33.46	38.83	52.36	1.73	8.51	1.41	1.42	1.88
<b>Limited Review:</b>															
Fort Lauderdale	454	15.80	1.73	0.44	27.32	13.22	37.11	26.87	33.84	59.47	1.17	1.14	0.86	0.79	1.64
Miami	222	7.73	1.67	0.45	19.87	11.26	35.56	22.52	42.90	65.77	0.61	0.31	0.51	0.32	0.83
Deltona	198	6.89	1.29	0.00	15.68	9.09	54.75	56.57	28.28	34.34	1.46	0.00	1.40	1.53	1.40
Jacksonville	119	4.14	3.69	0.00	18.60	6.72	41.74	39.50	35.98	53.78	0.32	0.00	0.34	0.26	0.38
Lakeland	71	2.47	1.27	0.00	19.20	18.31	54.65	71.83	24.88	9.86	0.54	0.00	0.49	0.75	0.18
Orlando	459	15.98	0.48	1.53	20.03	15.03	43.78	31.37	35.71	52.07	0.82	3.60	0.95	0.57	1.03
Palm Bay	182	6.33	1.18	0.55	18.83	42.31	46.92	35.16	33.06	21.98	1.17	0.00	3.63	0.83	0.77
Port St Lucie	172	5.99	1.02	0.00	14.71	9.30	57.46	50.00	26.81	40.70	1.36	0.00	1.80	1.17	1.61
Sebastian	43	1.50	1.08	2.33	11.88	2.33	58.73	55.81	28.31	39.53	1.23	0.00	0.47	0.84	2.26
Gainesville	98	3.41	5.13	7.14	15.00	9.18	30.76	11.22	49.11	72.45	2.45	4.88	2.46	0.95	2.88
Ocala	49	1.71	0.00	0.00	13.04	8.16	73.07	75.51	13.89	16.33	0.59	0.00	0.56	0.65	0.32
Tampa	169	5.88	1.93	0.00	21.38	11.83	42.13	40.24	34.56	47.93	0.23	0.00	0.18	0.21	0.27
Non-MSA FL	108	3.76	0.00	0.00	14.60	14.81	69.93	64.81	15.47	20.37	1.51	0.00	2.67	1.34	1.48

\* 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: FLORIDA					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									
<b>Full Review:</b>																								
West Palm Beach	84	13.61	2.96	0.00	22.08	14.29	36.12	38.10	38.83	47.62	4.27	0.00	4.14	4.93	4.01									
<b>Limited Review:</b>																								
Fort Lauderdale	74	11.99	1.73	0.00	27.32	17.57	37.11	43.24	33.84	39.19	4.07	0.00	4.23	5.06	3.37									
Miami	60	9.72	1.67	1.67	19.87	11.67	35.56	28.33	42.90	58.33	2.97	0.00	2.56	2.88	3.19									
Deltona	43	6.97	1.29	0.00	15.68	16.28	54.75	55.81	28.28	27.91	4.02	0.00	3.00	5.20	2.92									
Jacksonville	22	3.57	3.69	0.00	18.60	18.18	41.74	54.55	35.98	27.27	1.39	0.00	2.92	1.65	0.69									
Lakeland	22	3.57	1.27	0.00	19.20	27.27	54.65	45.45	24.88	27.27	1.90	0.00	2.25	2.17	1.25									
Orlando	61	9.89	0.48	0.00	20.03	6.56	43.78	49.18	35.71	44.26	1.67	0.00	0.37	2.49	1.33									
Palm Bay	58	9.40	1.18	0.00	18.83	18.97	46.92	55.17	33.06	25.86	7.11	0.00	10.13	8.90	4.05									
Port St Lucie	57	9.24	1.02	1.75	14.71	21.05	57.46	63.16	26.81	14.04	8.22	0.00	15.79	8.80	4.63									
Sebastian	13	2.11	1.08	0.00	11.88	0.00	58.73	76.92	28.31	23.08	4.35	0.00	0.00	7.04	0.00									
Gainesville	11	1.78	5.13	0.00	15.00	9.09	30.76	27.27	49.11	63.64	4.14	0.00	4.76	3.03	4.55									
Ocala	6	0.97	0.00	0.00	13.04	16.67	73.07	66.67	13.89	16.67	1.50	0.00	2.04	1.33	1.67									
Tampa	52	8.43	1.93	0.00	21.38	21.15	42.13	28.85	34.56	50.00	1.07	0.00	1.15	0.97	1.20									
Non-MSA FL	54	8.75	0.00	0.00	14.60	14.81	69.93	68.52	15.47	16.67	5.73	0.00	3.92	6.85	2.63									

\* 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: FLORIDA				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		Overall	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****						
<b>Full Review:</b>																
West Palm Beach	338	16.13	2.96	0.89	22.08	8.58	36.12	33.73	38.83	56.80	0.72	0.84	0.64	0.62	0.81	
<b>Limited Review:</b>																
Fort Lauderdale	323	15.42	1.73	0.62	27.32	7.74	37.11	26.63	33.84	65.02	0.55	0.00	0.33	0.45	0.71	
Miami	273	13.03	1.67	0.00	19.87	7.33	35.56	20.51	42.90	72.16	0.47	0.00	0.31	0.32	0.59	
Deltona	109	5.20	1.29	0.00	15.68	7.34	54.75	45.87	28.28	46.79	0.51	0.00	0.30	0.36	0.81	
Jacksonville	107	5.11	3.69	0.00	18.60	2.80	41.74	52.34	35.98	44.86	0.23	0.00	0.04	0.28	0.23	
Lakeland	67	3.20	1.27	0.00	19.20	10.45	54.65	47.76	24.88	41.79	0.34	0.00	0.11	0.41	0.33	
Orlando	171	8.16	0.48	0.00	20.03	11.11	43.78	31.58	35.71	57.31	0.23	0.00	0.29	0.17	0.27	
Palm Bay	175	8.35	1.18	0.00	18.83	19.43	46.92	42.29	33.06	38.29	0.60	0.00	1.39	0.42	0.58	
Port St Lucie	167	7.97	1.02	0.00	14.71	5.39	57.46	58.08	26.81	36.53	1.13	0.00	0.58	1.13	1.27	
Sebastian	42	2.00	1.08	0.00	11.88	7.14	58.73	50.00	28.31	42.86	0.86	0.00	0.54	0.56	1.48	
Gainesville	42	2.00	5.13	0.00	15.00	7.14	30.76	23.81	49.11	69.05	0.50	0.00	0.26	0.32	0.66	
Ocala	30	1.43	0.00	0.00	13.04	3.33	73.07	56.67	13.89	40.00	0.23	0.00	0.00	0.20	0.49	
Tampa	126	6.01	1.93	0.00	21.38	7.94	42.13	26.98	34.56	65.08	0.12	0.00	0.08	0.08	0.16	
Non-MSA FL	125	5.97	0.00	0.00	14.60	10.40	69.93	64.00	15.47	25.60	0.99	0.00	1.22	0.95	1.04	

\* 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: FLORIDA					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****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
West Palm Beach	2	8.70	6.39	0.00	31.55	50.00	33.58	0.00	28.47	50.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Fort Lauderdale	0	0.00	4.53	0.00	36.14	0.00	41.64	0.00	17.69	0.00	0.00	0.00	0.00	0.00	0.00									
Miami	6	26.09	8.41	33.33	28.73	16.67	32.26	50.00	30.60	0.00	0.36	0.00	0.00	1.49	0.00									
Deltona	1	4.35	7.93	0.00	27.19	100.00	37.17	0.00	27.72	0.00	4.35	0.00	6.25	0.00	0.00									
Jacksonville	4	17.39	6.21	0.00	32.09	25.00	35.27	75.00	26.43	0.00	0.00	0.00	0.00	0.00	0.00									
Lakeland	0	0.00	9.12	0.00	22.51	0.00	50.71	0.00	17.66	0.00	0.00	0.00	0.00	0.00	0.00									
Orlando	0	0.00	1.83	0.00	41.59	0.00	39.49	0.00	17.08	0.00	0.00	0.00	0.00	0.00	0.00									
Palm Bay	1	4.35	5.84	0.00	24.02	0.00	44.56	100.00	25.58	0.00	4.76	0.00	0.00	25.00	0.00									
Port St Lucie	3	13.04	1.24	0.00	19.26	0.00	41.19	100.00	38.31	0.00	0.00	0.00	0.00	0.00	0.00									
Sebastian	0	0.00	5.15	0.00	12.59	0.00	44.81	0.00	37.45	0.00	0.00	0.00	0.00	0.00	0.00									
Gainesville	4	17.39	39.24	75.00	21.25	25.00	19.77	0.00	19.74	0.00	5.56	7.14	0.00	0.00	0.00									
Ocala	1	4.35	0.00	0.00	25.93	100.00	45.07	0.00	29.00	0.00	14.29	0.00	25.00	0.00	0.00									
Tampa	1	4.35	4.27	0.00	28.11	100.00	37.16	0.00	30.47	0.00	0.60	0.00	2.38	0.00	0.00									
Non-MSA FL	0	0.00	0.00	0.00	23.38	0.00	65.21	0.00	11.42	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: FLORIDA		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*										
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp						
<b>Full Review:</b>																					
West Palm Beach	767	17.95	3.49	3.13	18.91	19.95	31.53	33.64	45.89	43.29	1.27	1.22	1.46	1.44	1.13						
<b>Limited Review:</b>																					
Fort Lauderdale	550	12.87	3.36	3.45	24.59	24.00	33.82	34.55	38.22	38.00	0.74	0.78	0.74	0.86	0.67						
Miami	696	16.29	3.10	3.45	22.28	24.57	27.62	23.28	45.47	48.71	0.65	0.82	0.76	0.64	0.62						
Deltona	291	6.81	3.35	4.12	20.56	14.43	48.31	52.58	27.78	28.87	1.97	1.82	1.09	2.20	2.30						
Jacksonville	195	4.56	4.24	4.62	22.15	26.15	37.96	39.49	35.65	29.74	0.72	0.72	0.89	0.87	0.54						
Lakeland	125	2.93	4.27	2.40	19.88	22.40	50.30	60.00	25.55	15.20	0.75	0.61	0.84	0.99	0.36						
Orlando	246	5.76	0.63	0.41	23.67	23.17	38.68	42.28	37.00	34.15	0.37	0.45	0.40	0.46	0.29						
Palm Bay	333	7.79	1.69	1.50	22.61	25.53	42.46	39.94	33.20	33.03	2.46	2.46	2.70	2.53	2.31						
Port St Lucie	205	4.80	1.84	1.46	18.24	23.41	53.24	52.68	26.58	22.44	1.68	1.57	2.11	1.65	1.56						
Sebastian	59	1.38	3.80	1.69	8.84	0.00	57.13	72.88	30.03	25.42	1.38	0.00	0.00	1.84	1.24						
Gainesville	85	1.99	10.51	11.76	17.15	16.47	29.30	27.06	43.04	44.71	1.27	1.32	1.35	1.23	1.34						
Ocala	92	2.15	0.00	0.00	17.85	20.65	56.14	33.70	26.01	45.65	1.28	0.00	1.26	0.96	1.86						
Tampa	382	8.94	2.88	3.93	20.65	19.11	38.24	40.31	38.08	36.65	0.42	0.50	0.48	0.37	0.44						
Non-MSA FL	246	5.76	0.00	0.00	16.14	11.38	69.26	75.61	14.49	13.01	2.94	0.00	2.12	3.25	3.00						

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

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

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

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS		Geography: FLORIDA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans	% of Farms <sup>***</sup>	% BANK Loans	% of Farms <sup>***</sup>	% BANK Loans	% of Farms <sup>***</sup>	% BANK Loans						
<b>Full Review:</b>																
West Palm Beach	3	11.54	3.87	0.00	22.38	33.33	29.38	66.67	44.33	0.00	1.90	0.00	16.67	4.17	0.00	
<b>Limited Review:</b>																
Fort Lauderdale	0	0.00	3.31	0.00	28.02	0.00	32.95	0.00	35.73	0.00	0.00	0.00	0.00	0.00	0.00	
Miami	1	3.85	1.98	0.00	19.38	0.00	32.05	0.00	46.05	100.00	1.16	0.00	0.00	0.00	1.79	
Deltona	2	7.69	1.57	0.00	20.64	50.00	50.91	50.00	26.88	0.00	5.71	0.00	33.33	6.67	0.00	
Jacksonville	4	15.38	3.66	0.00	19.40	75.00	43.83	25.00	33.11	0.00	1.89	0.00	10.00	0.00	0.00	
Lakeland	0	0.00	1.91	0.00	21.23	0.00	50.95	0.00	25.90	0.00	0.00	0.00	0.00	0.00	0.00	
Orlando	0	0.00	0.58	0.00	20.25	0.00	46.02	0.00	33.02	0.00	0.00	0.00	0.00	0.00	0.00	
Palm Bay	0	0.00	1.62	0.00	22.40	0.00	46.00	0.00	29.99	0.00	0.00	0.00	0.00	0.00	0.00	
Port St Lucie	0	0.00	1.32	0.00	21.86	0.00	52.52	0.00	24.31	0.00	0.00	0.00	0.00	0.00	0.00	
Sebastian	0	0.00	1.10	0.00	17.64	0.00	63.62	0.00	17.42	0.00	0.00	0.00	0.00	0.00	0.00	
Gainesville	1	3.85	3.89	0.00	10.14	100.00	44.98	0.00	40.98	0.00	0.00	0.00	0.00	0.00	0.00	
Ocala	0	0.00	0.00	0.00	15.10	0.00	61.28	0.00	23.62	0.00	0.00	0.00	0.00	0.00	0.00	
Tampa	0	0.00	2.13	0.00	22.31	0.00	41.71	0.00	33.83	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA FL	15	57.69	0.00	0.00	16.25	0.00	64.19	60.00	19.35	40.00	6.11	0.00	0.00	6.00	9.43	

\* 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: FLORIDA					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
West Palm Beach	529	18.41	21.50	5.12	17.84	9.11	18.93	13.47	41.73	72.30	1.94	1.56	1.23	1.36	2.37									
<b>Limited Review:</b>																								
Fort Lauderdale	454	15.80	22.03	3.31	17.44	11.04	19.79	11.04	40.73	74.61	1.33	0.39	0.80	0.50	1.90									
Miami	222	7.73	23.23	1.82	17.00	9.09	18.29	6.36	41.48	82.73	0.69	0.54	0.72	0.24	0.83									
Deltona	198	6.89	20.15	9.14	18.07	16.24	21.81	18.27	39.97	56.35	1.65	1.99	1.00	1.53	1.96									
Jacksonville	119	4.14	21.69	4.20	17.61	11.76	21.42	20.17	39.28	63.87	0.37	0.00	0.12	0.25	0.57									
Lakeland	71	2.47	20.25	4.35	18.65	10.14	20.75	23.19	40.35	62.32	0.63	0.00	0.14	0.51	1.01									
Orlando	459	15.98	20.08	3.92	18.64	9.59	20.77	13.29	40.51	73.20	0.94	0.53	0.32	0.39	1.51									
Palm Bay	182	6.33	19.36	11.54	18.76	22.53	21.46	22.53	40.42	43.41	1.37	1.78	1.57	1.22	1.27									
Port St Lucie	172	5.99	18.62	5.92	20.11	18.34	20.32	15.98	40.95	59.76	1.53	1.08	1.32	1.06	1.84									
Sebastian	43	1.50	20.32	2.33	16.98	18.60	21.98	11.63	40.72	67.44	1.41	0.00	0.79	1.09	2.07									
Gainesville	98	3.41	22.83	3.16	17.10	18.95	18.04	9.47	42.03	68.42	2.77	1.02	2.38	0.69	4.28									
Ocala	49	1.71	18.09	10.20	19.80	12.24	22.83	28.57	39.28	48.98	0.68	1.14	0.13	0.71	0.89									
Tampa	169	5.88	20.56	4.17	18.19	9.52	19.60	16.67	41.64	69.64	0.26	0.16	0.15	0.15	0.35									
Non-MSA FL	108	3.76	20.44	10.19	20.10	18.52	21.20	25.00	38.26	46.30	1.72	1.16	1.29	1.70	2.03									

\* 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 0.5% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: FLORIDA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
West Palm Beach	84	13.61	21.50	8.33	17.84	9.52	18.93	19.05	41.73	63.10	4.45	5.81	2.14	2.60	5.68	
<b>Limited Review:</b>																
Fort Lauderdale	74	11.99	22.03	4.05	17.44	12.16	19.79	22.97	40.73	60.81	4.26	1.61	4.39	4.11	4.60	
Miami	60	9.72	23.23	6.67	17.00	11.67	18.29	16.67	41.48	65.00	3.11	3.03	4.07	2.81	3.01	
Deltona	43	6.97	20.15	9.30	18.07	23.26	21.81	20.93	39.97	46.51	4.09	1.18	2.44	5.17	6.06	
Jacksonville	22	3.57	21.69	18.18	17.61	31.82	21.42	18.18	39.28	31.82	1.44	4.35	1.63	1.08	1.03	
Lakeland	22	3.57	20.25	22.73	18.65	18.18	20.75	22.73	40.35	36.36	1.93	1.79	0.00	4.17	1.72	
Orlando	61	9.89	20.08	8.47	18.64	16.95	20.77	20.34	40.51	54.24	1.58	1.46	0.36	2.61	1.58	
Palm Bay	58	9.40	19.36	15.52	18.76	22.41	21.46	24.14	40.42	37.93	7.37	9.38	9.09	7.41	5.75	
Port St Lucie	57	9.24	18.62	14.55	20.11	27.27	20.32	30.91	40.95	27.27	7.87	3.45	11.48	10.39	6.35	
Sebastian	13	2.11	20.32	30.77	16.98	30.77	21.98	15.38	40.72	23.08	4.59	8.33	7.69	3.23	2.50	
Gainesville	11	1.78	22.83	0.00	17.10	9.09	18.04	9.09	42.03	81.82	4.32	0.00	0.00	8.33	5.13	
Ocala	6	0.97	18.09	16.67	19.80	66.67	22.83	0.00	39.28	16.67	1.51	3.33	5.13	0.00	0.00	
Tampa	52	8.43	20.56	9.62	18.19	13.46	19.60	25.00	41.64	51.92	1.09	0.68	1.02	1.09	1.24	
Non-MSA FL	54	8.75	20.44	13.46	20.10	28.85	21.20	30.77	38.26	26.92	5.35	7.84	5.05	6.19	4.05	

\* 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 1.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: FLORIDA															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
West Palm Beach	338	16.13	21.50	5.33	17.84	13.31	18.93	13.02	41.73	68.34	0.81	0.61	0.99	0.39	0.95
<b>Limited Review:</b>															
Fort Lauderdale	323	15.42	22.03	4.33	17.44	9.29	19.79	14.86	40.73	71.52	0.62	0.41	0.49	0.47	0.74
Miami	273	13.03	23.23	1.10	17.00	4.04	18.29	6.62	41.48	88.24	0.53	0.07	0.30	0.26	0.66
Deltona	109	5.20	20.15	3.70	18.07	15.74	21.81	26.85	39.97	53.70	0.59	0.23	0.41	0.76	0.66
Jacksonville	107	5.11	21.69	5.61	17.61	10.28	21.42	12.15	39.28	71.96	0.28	0.07	0.18	0.23	0.36
Lakeland	67	3.20	20.25	4.55	18.65	22.73	20.75	18.18	40.35	54.55	0.41	0.48	0.76	0.40	0.32
Orlando	171	8.16	20.08	5.88	18.64	15.88	20.77	15.88	40.51	62.35	0.27	0.14	0.31	0.23	0.29
Palm Bay	175	8.35	19.36	11.43	18.76	15.43	21.46	28.57	40.42	44.57	0.70	0.41	0.64	0.85	0.71
Port St Lucie	167	7.97	18.62	9.58	20.11	16.77	20.32	21.56	40.95	52.10	1.31	1.36	1.84	1.29	1.19
Sebastian	42	2.00	20.32	2.44	16.98	26.83	21.98	19.51	40.72	51.22	0.96	0.00	1.57	0.00	1.33
Gainesville	42	2.00	22.83	4.76	17.10	4.76	18.04	7.14	42.03	83.33	0.59	0.48	0.41	0.30	0.77
Ocala	30	1.43	18.09	3.33	19.80	26.67	22.83	6.67	39.28	63.33	0.27	0.00	0.30	0.00	0.40
Tampa	126	6.01	20.56	4.03	18.19	11.29	19.60	13.71	41.64	70.97	0.14	0.11	0.06	0.11	0.17
Non-MSA FL	125	5.97	20.44	5.65	20.10	24.19	21.20	24.19	38.26	45.97	1.16	1.13	2.03	1.37	0.79

\* 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 0.4% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: FLORIDA					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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
West Palm Beach	767	17.90	72.17	66.36	86.31	7.04	6.65	1.27	1.56
<b>Limited Review:</b>									
Fort Lauderdale	550	12.83	72.52	64.00	86.55	5.64	7.82	0.74	0.88
Miami	710	16.57	70.89	63.94	80.00	11.97	8.03	0.65	0.81
Deltona	291	6.79	72.93	84.54	86.60	6.87	6.53	1.97	3.22
Jacksonville	195	4.55	69.62	58.97	74.36	11.79	13.85	0.72	0.83
Lakeland	125	2.92	71.67	59.20	72.00	13.60	14.40	0.75	0.74
Orlando	246	5.74	72.59	77.64	76.83	13.01	10.16	0.37	0.60
Palm Bay	333	7.77	72.96	77.18	85.59	5.11	9.31	2.46	3.80
Port St Lucie	205	4.78	74.93	79.51	84.88	9.76	5.37	1.68	2.55
Sebastian	59	1.38	58.33	83.05	86.44	8.47	5.08	1.38	2.37
Gainesville	85	1.98	69.68	65.88	67.06	9.41	23.53	1.27	1.51
Ocala	92	2.15	74.84	64.13	64.13	14.13	21.74	1.28	1.89
Tampa	382	8.91	69.64	73.56	86.91	4.71	8.38	0.42	0.61
Non-MSA FL	246	5.74	71.34	71.14	83.74	8.54	7.72	2.94	4.01

\* 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 12.83% 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: FLORIDA					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 <sup>1</sup>	
	#	% of Total <sup>2</sup>	% of Farms <sup>3</sup>	% BANK Loans <sup>4</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
West Palm Beach	3	11.54	96.75	100.00	100.00	0.00	0.00	1.90	3.57
<b>Limited Review:</b>									
Fort Lauderdale	0	0.00	97.54	0.00	0.00	0.00	0.00	0.00	0.00
Miami	1	3.85	97.07	0.00	0.00	100.00	0.00	1.16	0.00
Deltona	2	7.69	98.47	100.00	100.00	0.00	0.00	5.71	9.52
Jacksonville	4	15.38	97.49	50.00	100.00	0.00	0.00	1.89	0.00
Lakeland	0	0.00	96.47	0.00	0.00	0.00	0.00	0.00	0.00
Orlando	0	0.00	96.94	0.00	0.00	0.00	0.00	0.00	0.00
Palm Bay	0	0.00	98.29	0.00	0.00	0.00	0.00	0.00	0.00
Port St Lucie	0	0.00	96.29	0.00	0.00	0.00	0.00	0.00	0.00
Sebastian	0	0.00	94.82	0.00	0.00	0.00	0.00	0.00	0.00
Gainesville	1	3.85	96.41	0.00	100.00	0.00	0.00	0.00	0.00
Ocala	0	0.00	97.90	0.00	0.00	0.00	0.00	0.00	0.00
Tampa	0	0.00	97.35	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA FL	15	57.69	96.04	26.67	73.33	13.33	13.33	6.11	3.61

\* 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 30.77% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: FLORIDA Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
West Palm Beach	2	7,404	46	87,758	48	95,162	37.76	0	0
<b>Limited Review:</b>									
Fort Lauderdale	3	13,935	52	13,813	55	27,748	11.01	0	0
Miami	4	10,826	66	32,441	70	43,266	17.17	0	0
Deltona	0	0	35	14,028	35	14,028	5.57	0	0
Jacksonville	0	0	92	14,244	92	14,244	5.65	0	0
Lakeland	0	0	41	5,780	41	5,780	2.29	0	0
Orlando	0	0	94	6,886	94	6,886	2.73	0	0
Palm Bay	0	0	28	2,093	28	2,093	0.83	0	0
Port St Lucie	0	0	37	5,084	37	5,084	2.02	0	0
Sebastian	0	0	12	613	12	613	0.24	0	0
Gainesville	0	0	22	2,453	22	2,453	0.97	0	0
Ocala	0	0	12	738	12	738	0.29	0	0
Tampa Bay	1	131	63	23,341	64	23,472	9.31	0	0
Non-MSA FL	0	0	48	10,241	48	10,241	4.06	0	0
Statewide	1	10	1	199	2	209	0.08	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: FLORIDA Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
West Palm Bch	20.31	24	14.81	4.17	33.33	25.00	37.50	4	1	0	1	0	2	4.88	26.01	33.30	35.59
<b>Limited Review:</b>																	
Ft Lauderdale	11.58	19	11.73	0.00	15.79	56.23	31.58	8	1	0	0	6	1	4.13	28.90	35.76	31.21
Miami-	15.20	24	14.81	0.00	16.67	29.17	54.17	10	0	0	1	4	5	5.06	26.89	34.46	33.01
Deltona	4.80	11	6.79	0.00	45.45	45.45	9.09	0	2	0	0	-1	-1	3.15	20.14	52.85	23.86
Jacksonville FL	5.43	7	4.32	0.00	0.00	71.43	28.57	0	3	0	0	-2	-1	5.70	22.47	40.39	31.44
Lakeland-Winter	1.79	6	3.70	0.00	16.67	50.00	33.33	0	1	0	0	-1	0	2.08	23.27	52.70	21.96
Orlando	4.50	13	8.02	0.00	46.15	30.77	23.08	0	5	0	-2	-3	0	1.09	26.67	41.33	30.90
Palm Bay	5.72	12	7.41	0.00	33.33	41.67	25.00	0	1	0	0	-1	0	2.39	20.42	47.51	29.68
Port St Lucie	7.52	10	0.00	0.00	30.00	50.00	20.00	0	1	0	0	-1	0	2.29	19.63	55.65	22.43
Sebastian	1.81	3	0.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	2.30	14.60	59.37	23.73
Gainesville	2.34	2	0.00	0.00	0.00	50.00	50.00	0	1	0	0	0	-1	20.96	17.42	26.38	35.24
Ocala FL	2.01	1	0.00	0.00	0.00	0.00	100.00	0	1	0	0	-1	0	0.00	16.88	67.81	15.31
Tampa-St. Petersburg	8.29	17	10.49	0.00	17.65	41.18	41.17	0	0	0	0	0	0	3.88	24.57	39.99	31.37
Non-MSA FL	8.70	10	0.00	0.00	30.00	70.00	0.00	0	0	0	0	0	0	0.00	15.63	68.68	15.68

Table 1. Lending Volume

LENDING VOLUME												Geography: ALLENTOWN BETHLEHEM		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)				
<b>Full Review:</b>															
Allentown	100.00	331	48,267	199	16,379	0	0	3	1,175	533	65,821	100.00			

\* 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 January 01, 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: ALLENTOWN BETHLEHEM				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Allentown	98	100.00	3.86	4.08	12.55	13.27	44.68	34.69	38.91	47.96	0.65	1.03	0.69	0.59	0.65

\* 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: ALLENTOWN BETHLEHEM    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
<b>Full Review:</b>															
Allentown	65	100.00	3.86	7.69	12.55	10.77	44.68	35.38	38.91	46.15	2.53	6.25	0.54	2.28	3.23

\* 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: ALLENTOWN BETHLEHEM    Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>				
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Allentown	168	100.00	3.86	1.19	12.55	7.74	44.68	23.21	38.91	67.86	0.44	0.00	0.47	0.29	0.59

\* 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 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES    Geography: ALLENTOWN BETHLEHEM    Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Allentown	199	100.00	6.64	0.50	15.93	9.05	39.97	31.16	37.46	59.30	1.04	0.00	0.51	0.84	1.60

\* 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 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: ALLENTOWN BETHLEHEM					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
Full Review:																
Allentown	98	100.00	19.36	18.75	17.64	14.58	21.67	16.67	41.34	50.00	0.73	1.72	0.43	0.35	0.93	

\* 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 2.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: ALLENTOWN BETHLEHEM				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****					
Full Review:															
Allentown	65	100.00	19.36	3.08	17.64	12.31	21.67	21.54	41.34	63.08	2.60	0.00	1.56	2.27	3.89

\* 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 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE    Geography: ALLENTOWN BETHLEHEM    Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
Full Review:															
Allentown	168	100.00	19.36	1.19	17.64	19.05	21.67	26.19	41.34	53.57	0.51	0.00	0.65	0.41	0.58

\* 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 0.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES      Geography: ALLENTOWN BETHLEHEM      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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Full Review:									
Allentown	199	100.00	72.33	71.86	84.42	6.53	9.05	1.04	1.45

\* 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 13.07% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: ALLENTOWN-BETHLEHEM-EASTON MULTISTATE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Allentown	3	3,230	37	22,327	40	25,557	100	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: ALLENTOWN BETHLEHEM    Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Allentown	100.00	8	100.00	12.50	0.00	37.50	50.00	1	0	1	0	0	0	8.45	17.30	39.88	34.37

Table 1. Lending Volume

LENDING VOLUME												
Geography: PROVIDENCE MULTISTATE												
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)	
<b>Full Review:</b>												
Providence	100.00	244	48,604	203	15,973	0	0	3	1,575	450	66,152	100.00

\* 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 January 01, 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: PROVIDENCE MULTISTATE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>				
	#	% 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
<b>Full Review:</b>															
Providence	61	100.00	3.89	3.28	15.23	19.67	44.86	29.51	36.01	47.54	0.38	0.19	0.57	0.21	0.52

\* 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: PROVIDENCE MULTISTATE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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****					
<b>Full Review:</b>															
Providence	50	100.00	3.89	2.00	15.23	22.00	44.86	34.00	36.01	42.00	2.21	2.50	3.48	1.99	1.91

\* 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: PROVIDENCE MULTISTATE    Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>				
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence	128	100.00	3.89	1.56	15.23	8.59	44.86	35.94	36.01	53.91	0.29	0.19	0.32	0.24	0.34

\* 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: PROVIDENCE MULTISTATE					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****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Providence	5	100.00	19.06	20.00	24.03	20.00	38.12	60.00	18.79	0.00	1.06	0.00	0.00	3.39	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: PROVIDENCE MULTISTATE Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses**	% BANK Loans	% of Businesses**	% BANK Loans	% of Businesses**	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence	203	100.00	8.08	5.91	21.04	17.24	39.08	39.90	31.64	36.95	0.76	0.98	0.70	0.73	0.81

\* 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 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: PROVIDENCE MULTISTATE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans***	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Providence	61	100.00	23.40	4.92	17.59	6.56	19.80	19.67	39.21	68.85	0.44	0.23	0.12	0.31	0.83	

\* 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 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: PROVIDENCE MULTISTATE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Providence	50	100.00	23.40	6.25	17.59	4.17	19.80	27.08	39.21	62.50	2.27	2.97	0.44	2.05	2.98	

\* 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 4.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE    Geography: PROVIDENCE MULTISTATE    Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence	128	100.00	23.40	5.56	17.59	12.70	19.80	21.43	39.21	60.32	0.33	0.18	0.35	0.31	0.36

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: PROVIDENCE MULTISTATE					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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
Providence	203	100.00	71.41	69.46	83.25	6.90	9.85	0.76	1.17

\* 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 10.84% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: PROVIDENCE MULTISTATE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Providence	4	890	42	9,602	46	10,492	99.61	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: PROVIDENCE MULTISTATE										Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013							
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
<b>Full Review:</b>																	
Providence	100.00	9	100.00	0.00	22.22	44.45	33.33	4	1	0	2	2	-1	10.61	22.37	38.15	28.88

Table 1. Lending Volume

LENDING VOLUME												
Geography: WASHINGTON DC MULTI												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area):	% 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)	
<b>Full Review:</b>												
Washington	80.54	1,417	618,216	652	32,695	0	0	8	16,301	2,077	667,212	86.49
<b>Limited Review:</b>												
Bethesda	19.46	377	209,413	123	9,232	0	0	1	1,500	501	220,145	13.51

\* 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 January 01, 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: WASHINGTON DC MULTI					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		Overall	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****						
<b>Full Review:</b>																
Washington	437	75.09	4.41	5.72	17.76	12.81	35.77	21.97	42.06	59.50	0.36	0.49	0.28	0.25	0.46	
<b>Limited Review:</b>																
Bethesda	145	24.91	3.02	0.00	21.85	15.17	34.22	19.31	40.91	65.52	0.60	0.00	0.44	0.37	0.92	

\* 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: WASHINGTON DC MULTI				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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****					
<b>Full Review:</b>															
Washington	127	79.87	4.41	3.94	17.76	11.02	35.77	27.56	42.06	57.48	0.86	0.85	0.77	0.61	1.13
<b>Limited Review:</b>															
Bethesda	32	20.13	3.02	0.00	21.85	18.75	34.22	25.00	40.91	56.25	1.76	0.00	1.52	1.56	2.25

\* 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: WASHINGTON DC MULTI					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Washington	851	81.05	4.41	3.29	17.76	11.40	35.77	19.86	42.06	65.45	0.26	0.29	0.21	0.17	0.33									
<b>Limited Review:</b>																								
Bethesda	199	18.95	3.02	1.01	21.85	12.56	34.22	22.11	40.91	64.32	0.27	0.13	0.18	0.22	0.34									

\* 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: WASHINGTON DC MULTI																
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 <sup>†</sup>					
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Washington	2	66.67	18.56	0.00	30.23	50.00	27.50	50.00	23.72	0.00	0.29	0.00	0.90	0.00	0.00	
<b>Limited Review:</b>																
Bethesda	1	33.33	12.24	100.00	44.86	0.00	30.19	0.00	12.71	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: WASHINGTON DC MULTI					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses <sup>***</sup>	% BANK Loans	% of Businesses <sup>***</sup>	% BANK Loans	% of Businesses <sup>***</sup>	% BANK Loans	% of Businesses <sup>***</sup>	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Washington	649	84.07	4.56	3.85	17.29	15.10	32.58	33.44	44.86	47.61	0.61	0.43	0.64	0.60	0.63									
<b>Limited Review:</b>																								
Bethesda	123	15.93	3.52	0.81	26.00	29.27	27.87	23.58	42.61	46.34	0.37	0.00	0.38	0.37	0.40									

\* 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 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: WASHINGTON DC MULTI					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Washington	437	75.09	21.19	4.15	16.88	15.21	20.46	14.98	41.47	65.67	0.42	0.24	0.37	0.22	0.62	
<b>Limited Review:</b>																
Bethesda	145	24.91	20.44	2.80	16.63	16.78	20.56	6.29	42.37	74.13	0.69	0.19	0.71	0.19	1.11	

\* 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 0.9% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: WASHINGTON DC MULTI					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Washington	127	79.87	21.19	6.30	16.88	11.81	20.46	22.83	41.47	59.06	0.92	0.67	0.43	0.71	1.44	
<b>Limited Review:</b>																
Bethesda	32	20.13	20.44	12.50	16.63	9.38	20.56	9.38	42.37	68.75	1.90	1.62	1.12	1.01	2.91	

\* 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 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: WASHINGTON DC MULTI															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Washington	851	81.05	21.19	2.94	16.88	7.53	20.46	19.88	41.47	69.65	0.32	0.18	0.23	0.19	0.44
<b>Limited Review:</b>															
Bethesda	199	18.95	20.44	4.52	16.63	11.06	20.56	16.58	42.37	67.84	0.32	0.32	0.33	0.13	0.42

\* 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 0.1% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: WASHINGTON DC MULTI									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Washington	652	84.13	70.35	70.40	89.11	8.13	2.76	0.61	0.79
<b>Limited Review:</b>									
Bethesda	123	15.87	73.46	69.92	85.37	6.50	8.13	0.37	0.54

\* 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 11.87% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: WASHINGTON DC MULTI Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Washington	3	5,356	109	36,238	112	41,594	90.75	0	0
<b>Limited Review:</b>									
Bethesda	2	2,305	13	1,936	15	4,241	9.25	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: WASHINGTON DC MULTI      Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Washington	86.49	34	82.93	11.76	23.53	17.65	47.06	6	0	1	0	2	2	10.03	22.80	32.14	34.83
<b>Limited Review:</b>																	
Bethesda	13.51	7	17.07	14.29	57.14	14.29	14.29	0	0	0	0	0	0	6.39	27.63	31.48	34.50

Table 1. Lending Volume

LENDING VOLUME		Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area:	% 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)	
<b>Full Review:</b>												
Hartford	42.29	1,270	235,045	1,039	79,147	4	397	6	4,450	2,319	319,039	44.55
<b>Limited Review:</b>												
Bridgeport	21.83	717	418,538	476	27,613	1	150	2	1,835	1,196	448,136	27.26
New Haven	28.56	674	126,485	887	61,497	1	1	3	9,263	1,565	197,246	24.15
Norwich	0.90	25	3,190	24	2,080	0	0	0	0	49	5,270	0.74
Non-MSA CT	6.44	161	32,347	190	13,571	1	100	2	368	354	46,386	3.30

\* 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 January 01, 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: CONNECTICUT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						Market Share (%) by Geography <sup>†</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Hartford	310	46.83	3.56	3.87	11.13	11.61	46.70	44.52	38.61	40.00	1.28	1.92	1.27	1.27	1.23	
<b>Limited Review:</b>																
Bridgeport	184	27.79	5.20	2.17	15.88	10.33	40.35	26.63	38.57	60.87	1.01	0.63	0.81	0.71	1.41	
New Haven	138	20.85	3.46	4.35	16.65	11.59	40.50	40.58	39.39	43.48	0.88	1.95	0.70	0.94	0.81	
Norwich	3	0.45	0.00	0.00	0.00	0.00	18.75	33.33	81.25	66.67	0.89	0.00	0.00	2.44	0.54	
Non-MSA CT	27	4.08	0.00	0.00	10.99	11.11	56.19	51.85	32.82	37.04	0.88	0.00	1.59	0.92	0.60	

\* 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: CONNECTICUT					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									
<b>Full Review:</b>																								
Hartford	242	48.99	3.56	1.65	11.13	10.74	46.70	47.11	38.61	40.50	4.67	1.75	5.12	4.17	5.29									
<b>Limited Review:</b>																								
Bridgeport	79	15.99	5.20	5.06	15.88	12.66	40.35	39.24	38.57	43.04	3.04	9.68	2.65	3.31	2.57									
New Haven	124	25.10	3.46	2.42	16.65	13.71	40.50	38.71	39.39	45.16	5.76	0.00	5.76	6.09	5.67									
Norwich	8	1.62	0.00	0.00	0.00	0.00	18.75	12.50	81.25	87.50	7.32	0.00	0.00	20.00	5.56									
Non-MSA CT	41	8.30	0.00	0.00	10.99	14.63	56.19	43.90	32.82	41.46	5.40	0.00	11.90	3.59	6.45									

\* 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: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	711	42.86	3.56	2.67	11.13	6.89	46.70	45.43	38.61	45.01	1.06	1.70	0.77	1.06	1.09									
<b>Limited Review:</b>																								
Bridgeport	449	27.06	5.20	1.78	15.88	7.35	40.35	25.84	38.57	65.03	0.77	0.59	0.38	0.55	1.03									
New Haven	394	23.75	3.46	1.78	16.65	12.18	40.50	48.22	39.39	37.82	0.97	0.60	0.99	1.10	0.87									
Norwich	14	0.84	0.00	0.00	0.00	0.00	18.75	21.43	81.25	78.57	1.94	0.00	0.00	3.03	1.73									
Non-MSA CT	91	5.49	0.00	0.00	10.99	2.20	56.19	46.15	32.82	51.65	0.77	0.00	0.00	0.68	1.10									

\* 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: CONNECTICUT					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****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Hartford	7	21.88	30.71	42.86	18.62	0.00	38.97	28.57	11.70	28.57	2.05	3.51	0.00	2.33	0.00									
<b>Limited Review:</b>																								
Bridgeport	5	15.63	27.12	80.00	37.71	20.00	27.47	0.00	7.71	0.00	3.61	7.89	0.00	0.00	0.00									
New Haven	18	56.25	19.68	22.22	30.98	44.44	37.19	16.67	12.16	16.67	5.93	9.68	5.71	2.86	5.88									
Norwich	0	0.00	0.00	0.00	0.00	0.00	37.61	0.00	62.39	0.00	0.00	0.00	0.00	0.00	0.00									
Non-MSA CT	2	6.25	0.00	0.00	20.12	100.00	65.08	0.00	14.80	0.00	16.67	0.00	66.67	0.00	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES      Geography: CONNECTICUT      Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford	1,039	39.72	9.33	7.80	10.92	9.05	41.98	46.29	37.38	36.86	2.77	2.78	2.14	3.04	2.79
<b>Limited Review:</b>															
Bridgeport	476	18.20	10.22	8.82	16.25	14.29	32.64	32.14	40.89	44.75	1.15	1.20	1.01	1.17	1.20
New Haven	887	33.91	8.41	6.20	15.43	15.67	38.62	43.40	37.53	34.72	3.17	2.86	3.28	3.58	2.91
Norwich	24	0.92	0.00	0.00	0.00	0.00	35.19	41.67	64.81	58.33	0.66	1.59	0.00	0.77	0.80
Non-MSA CT	190	7.26	0.00	0.00	11.40	15.26	56.17	52.11	32.43	32.63	2.74	0.00	4.24	2.59	2.83

\* 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: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Hartford	4	57.14	2.83	0.00	6.91	0.00	44.00	25.00	46.16	75.00	5.00	0.00	0.00	6.25	4.76	
<b>Limited Review:</b>																
Bridgeport	1	14.29	9.57	0.00	16.89	100.00	35.54	0.00	38.00	0.00	2.86	0.00	50.00	0.00	0.00	
New Haven	1	14.29	3.17	0.00	12.22	0.00	32.89	0.00	51.72	100.00	3.45	0.00	0.00	0.00	4.76	
Norwich	0	0.00	0.00	0.00	0.00	0.00	19.15	0.00	80.85	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA CT	1	14.29	0.00	0.00	7.86	0.00	55.24	100.00	36.89	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: CONNECTICUT					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Hartford	310	46.83	21.35	8.70	16.97	17.73	22.11	22.74	39.57	50.84	1.42	0.97	0.91	1.27	2.10									
<b>Limited Review:</b>																								
Bridgeport	184	27.79	22.70	4.40	16.66	9.89	19.96	14.84	40.68	70.88	1.12	0.31	0.46	0.91	1.56									
New Haven	138	20.85	22.94	10.29	16.70	16.91	19.78	20.59	40.59	52.21	1.00	1.34	0.75	0.61	1.42									
Norwich	3	0.45	9.96	0.00	12.90	0.00	23.23	33.33	53.92	66.67	0.96	0.00	0.00	1.37	1.69									
Non-MSA CT	27	4.08	15.81	7.41	17.47	3.70	23.54	29.63	43.17	59.26	1.00	0.90	0.18	0.85	1.83									

\* 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.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Hartford	242	48.99	21.35	10.92	16.97	22.27	22.11	23.95	39.57	42.86	4.83	4.86	3.97	4.66	5.40	
<b>Limited Review:</b>																
Bridgeport	79	15.99	22.70	7.89	16.66	19.74	19.96	25.00	40.68	47.37	3.09	2.22	4.32	4.04	2.57	
New Haven	124	25.10	22.94	15.70	16.70	20.66	19.78	21.49	40.59	42.15	5.88	12.68	5.39	4.58	5.86	
Norwich	8	1.62	9.96	25.00	12.90	12.50	23.23	25.00	53.92	37.50	7.50	100.00	16.67	0.00	4.35	
Non-MSA CT	41	8.30	15.81	14.63	17.47	29.27	23.54	29.27	43.17	26.83	5.51	10.00	8.96	6.19	2.82	

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: CONNECTICUT															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford	711	42.86	21.35	6.88	16.97	20.77	22.11	27.94	39.57	44.41	1.23	0.78	1.20	1.42	1.20
<b>Limited Review:</b>															
Bridgeport	449	27.06	22.70	3.16	16.66	10.38	19.96	13.32	40.68	73.14	0.83	0.33	0.68	0.38	1.09
New Haven	394	23.75	22.94	8.88	16.70	19.58	19.78	25.59	40.59	45.95	1.11	0.69	1.19	1.14	1.12
Norwich	14	0.84	9.96	0.00	12.90	7.14	23.23	28.57	53.92	64.29	2.29	0.00	0.00	1.80	3.75
Non-MSA CT	91	5.49	15.81	5.68	17.47	10.23	23.54	26.14	43.17	57.95	0.83	0.31	0.63	0.90	0.98

\* 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 2.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: CONNECTICUT			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Hartford	1,039	39.72	72.31	57.27	85.76	9.24	5.00	2.77	3.24
<b>Limited Review:</b>									
Bridgeport	476	18.20	73.38	66.39	88.24	7.98	3.78	1.15	1.59
New Haven	887	33.91	72.71	57.72	87.15	8.34	4.51	3.17	3.67
Norwich	24	0.92	76.59	33.33	83.33	16.67	0.00	0.66	0.79
Non-MSA CT	190	7.26	76.47	56.84	91.05	4.21	4.74	2.74	3.04

\* 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 22.13% 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: CONNECTICUT			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Hartford	4	57.14	97.10	25.00	75.00	25.00	0.00	5.00	0.00
<b>Limited Review:</b>									
Bridgeport	1	14.29	97.41	100.00	0.00	100.00	0.00	2.86	6.67
New Haven	1	14.29	96.89	100.00	100.00	0.00	0.00	3.45	6.25
Norwich	0	0.00	97.87	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA CT	1	14.29	98.64	0.00	100.00	0.00	0.00	0.00	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 42.86% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: CONNECTICUT Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Hartford	7	21,814	63	32,165	70	53,979	36.06	0	0
<b>Limited Review:</b>									
Bridgeport	6	6,806	50	9,485	56	16,292	10.88	0	0
New Haven	7	16,436	52	60,263	59	76,699	51.24	0	0
Norwich	0	0	3	199	3	199	0.13	0	0
Non-MSA CT	0	0	3	651	3	651	0.43	0	0
Statewide	2	1,250	1	618	3	1,868	1.25	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: CONNECTICUT																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Hartford	44.55	29	38.16	6.90	13.79	48.28	31.03	2	1	0	0	1	0	11.76	13.99	41.64	31.30
<b>Limited Review:</b>																	
Bridgeport	27.26	17	22.37	11.76	17.65	29.41	41.18	0	2	-1	0	-1	0	13.48	19.50	33.65	33.38
New Haven	24.15	25	32.89	4.00	20.00	52.00	24.00	0	1	-1	0	0	0	11.07	21.98	35.57	31.38
Norwich	0.74	1	1.32	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	0.00	21.34	78.66
Non-MSA CT	3.30	4	5.26	0.00	25.00	75.00	0.00	0	0	0	0	0	0	0.00	12.90	56.03	31.07

Table 1. Lending Volume

LENDING VOLUME		Geography: DELAWARE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area :	% 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)	
<b>Full Review:</b>												
Dover	55.41	60	9,643	22	2,171	0	0	1	1,000	83	12,814	83.86
<b>Limited Review:</b>												
Non-MSA DE	44.59	62	29,789	4	118	0	0	1	770	67	30,677	16.14

\* 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 January 01, 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: DELAWARE				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		Overall	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****					
<b>Full Review:</b>															
Dover	17	41.46	0.00	0.00	9.18	0.00	75.28	76.47	15.53	23.53	0.37	0.00	0.00	0.38	0.45
<b>Limited Review:</b>															
Non-MSA DE	24	58.54	0.00	0.00	0.00	0.00	66.84	33.33	33.16	66.67	0.63	0.00	0.00	0.51	0.88

\* 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: DELAWARE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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****					
<b>Full Review:</b>															
Dover	11	61.11	0.00	0.00	9.18	9.09	75.28	90.91	15.53	0.00	3.46	0.00	4.55	4.04	0.00
<b>Limited Review:</b>															
Non-MSA DE	7	38.89	0.00	0.00	0.00	0.00	66.84	57.14	33.16	42.86	3.53	0.00	0.00	5.17	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: DELAWARE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Dover	30	49.18	0.00	0.00	9.18	13.33	75.28	76.67	15.53	10.00	0.28	0.00	0.37	0.33	0.00									
<b>Limited Review:</b>																								
Non-MSA DE	31	50.82	0.00	0.00	0.00	0.00	66.84	54.84	33.16	45.16	0.60	0.00	0.00	0.48	0.75									

\* 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: DELAWARE					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 <sup>†</sup>													
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Dover	2	100.00	0.00	0.00	28.34	50.00	65.00	50.00	6.66	0.00	33.33	0.00	0.00	33.33	0.00									
<b>Limited Review:</b>																								
Non-MSA DE	0	0.00	0.00	0.00	0.00	0.00	36.62	0.00	63.38	0.00	0.00	0.00	0.00	0.00										

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: DELAWARE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Dover	22	84.62	0.00	0.00	19.57	9.09	65.21	81.82	15.22	9.09	0.49	0.00	0.00	0.78	0.00									
<b>Limited Review:</b>																								
Non-MSA DE	4	15.38	0.00	0.00	0.00	0.00	59.09	100.00	40.91	0.00	0.23	0.00	0.26	0.32	0.00									

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															Geography: DELAWARE					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Dover	17	41.46	18.74	6.25	18.41	12.50	23.27	12.50	39.59	68.75	0.45	0.45	0.26	0.28	0.93									
<b>Limited Review:</b>																								
Non-MSA DE	24	58.54	18.23	0.00	14.92	13.04	20.28	0.00	46.56	86.96	0.68	0.00	4.65	0.00	0.62									

\* 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 4.9% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Dover	11	61.11	18.74	0.00	18.41	36.36	23.27	27.27	39.59	36.36	3.67	0.00	6.15	3.39	3.16	
<b>Limited Review:</b>																
Non-MSA DE	7	38.89	18.23	0.00	14.92	0.00	20.28	0.00	46.56	100.00	3.66	0.00	0.00	0.00	5.88	

\* 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 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: DELAWARE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Dover	30	49.18	18.74	10.00	18.41	20.00	23.27	36.67	39.59	33.33	0.38	0.46	0.66	0.27	0.29	
<b>Limited Review:</b>																
Non-MSA DE	31	50.82	18.23	3.23	14.92	3.23	20.28	12.90	46.56	80.65	0.67	2.17	0.00	0.48	0.70	

\* 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 0.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: DELAWARE			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Dover	22	84.62	71.95	72.73	72.73	13.64	13.64	0.49	0.82
<b>Limited Review:</b>									
Non-MSA DE	4	15.38	71.51	75.00	100.00	0.00	0.00	0.23	0.45

\* 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 15.38% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: DELAWARE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Dover	0	0	9	295	9	295	14.31	0	0
<b>Limited Review:</b>									
Non-MSA CT	0	0	0	0	0	0	0.00	0	0
Statewide	1	315	3	1,451	4	1,766	85.69	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: DELAWARE    Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Dover DE	83.86	2	66.66	0.00	0.00	50.00	50.00	0	0	0	0	0	0	0.00	12.17	73.74	14.09
<b>Limited Review:</b>																	
Non-MSA CT	16.14	1	33.34	0.00	0.00	100.0	0.00	1	0	0	0	1	0	0.00	0.00	67.90	32.10

Table 1. Lending Volume

LENDING VOLUME												
Geography: MAINE												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area :	% 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)	
<b>Full Review:</b>												
Portland	55.48	2,144	413,385	1,553	109,147	36	1,390	7	11,996	3,740	535,918	56.78
<b>Limited Review:</b>												
Lewiston	6.93	277	28,527	187	14,567	2	185	1	1,440	467	44,719	9.61
Bangor	7.30	325	32,857	157	11,566	9	1,318	0	0	491	45,741	8.17
Non-MSA ME	30.30	1,199	137,865	734	50,294	106	15,339	10	10,017	2,049	213,515	25.44

\* 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 January 01, 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: MAINE				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		Overall	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****						
<b>Full Review:</b>																
Portland	484	57.41	0.34	0.62	10.36	9.50	63.15	55.79	26.15	34.09	2.70	5.36	3.06	2.15	3.75	
<b>Limited Review:</b>																
Lewiston	40	4.74	0.78	0.00	7.38	10.00	67.18	50.00	24.66	40.00	1.54	0.00	1.87	1.36	1.94	
Bangor	52	6.17	0.21	0.00	17.84	23.08	56.52	36.54	25.43	40.38	1.83	0.00	2.19	1.34	2.39	
Non-MSA ME	267	31.67	0.00	0.00	5.40	6.37	79.80	79.78	14.80	13.86	3.01	0.00	4.76	2.89	3.08	

\* 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: MAINE															
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
<b>Full Review:</b>															
Portland	341	45.35	0.34	0.29	10.36	6.16	63.15	63.93	26.15	29.62	10.26	0.00	7.34	10.15	11.26
<b>Limited Review:</b>															
Lewiston	64	8.51	0.78	1.56	7.38	1.56	67.18	54.69	24.66	42.19	13.62	33.33	0.00	13.24	16.46
Bangor	69	9.18	0.21	0.00	17.84	14.49	56.52	66.67	25.43	18.84	9.09	0.00	6.67	12.57	5.04
Non-MSA ME	278	36.97	0.00	0.00	5.40	5.40	79.80	85.97	14.80	8.63	12.87	0.00	15.56	13.79	7.60

\* 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: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% 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									
<b>Full Review:</b>																								
Portland	1,313	56.14	0.34	0.46	10.36	7.54	63.15	57.96	26.15	34.04	3.42	5.48	2.29	3.39	3.79									
<b>Limited Review:</b>																								
Lewiston	170	7.27	0.78	0.00	7.38	5.88	67.18	64.71	24.66	29.41	3.54	0.00	3.08	3.61	3.56									
Bangor	203	8.68	0.21	0.00	17.84	17.73	56.52	52.71	25.43	29.56	4.18	0.00	6.29	3.92	3.69									
Non-MSA ME	653	27.92	0.00	0.00	5.40	3.83	79.80	80.09	14.80	16.08	3.98	0.00	3.40	4.24	3.03									

\* 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: MAINE					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Portland	6	54.55	10.73	16.67	27.98	33.33	47.97	16.67	13.33	33.33	2.34	0.00	1.85	1.89	8.33									
<b>Limited Review:</b>																								
Lewiston	3	27.27	18.71	33.33	32.57	0.00	45.94	66.67	2.78	0.00	4.76	0.00	0.00	12.50	0.00									
Bangor	1	9.09	0.83	0.00	28.31	0.00	57.60	100.00	13.26	0.00	0.00	0.00	0.00	0.00	0.00									
Non-MSA ME	1	9.09	0.00	0.00	10.75	0.00	77.22	100.00	12.04	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland	1,553	59.03	7.43	8.11	10.77	7.79	57.05	54.41	24.75	29.68	7.68	7.66	7.08	7.84	8.38									
<b>Limited Review:</b>																								
Lewiston	187	7.11	7.99	4.81	11.87	6.95	63.82	63.64	16.31	24.60	7.30	5.33	5.50	7.86	7.87									
Bangor	157	5.97	0.29	0.00	18.76	19.75	54.35	55.41	26.59	24.84	3.03	0.00	5.05	3.31	2.03									
Non-MSA ME	734	27.90	0.00	0.00	6.79	8.58	76.30	80.38	16.91	11.04	4.64	0.00	7.26	5.23	3.01									

\* 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: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Portland	36	23.53	2.56	0.00	7.83	11.11	63.73	63.89	25.88	25.00	27.27	0.00	40.00	26.67	28.57	
<b>Limited Review:</b>																
Lewiston	2	1.31	1.63	0.00	4.08	0.00	67.76	100.00	26.53	0.00	8.33	0.00	0.00	25.00	0.00	
Bangor	9	5.88	0.25	0.00	11.56	0.00	63.07	100.00	25.13	0.00	14.29	0.00	0.00	19.35	0.00	
Non-MSA ME	106	69.28	0.00	0.00	4.44	16.98	82.39	81.13	13.17	1.89	7.66	0.00	19.35	8.12	1.14	

\* 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: MAINE					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Portland	484	57.41	18.96	3.55	18.25	12.73	23.60	19.00	39.19	64.72	3.02	1.26	1.46	1.89	5.01									
<b>Limited Review:</b>																								
Lewiston	40	4.74	20.06	10.00	18.25	12.50	22.11	30.00	39.58	47.50	1.80	1.47	1.15	2.17	2.02									
Bangor	52	6.17	21.21	3.92	17.07	19.61	21.99	23.53	39.73	52.94	2.19	1.23	2.07	2.17	2.57									
Non-MSA ME	267	31.67	19.34	5.26	18.07	15.04	21.96	23.31	40.62	56.39	3.43	1.79	1.89	3.23	4.42									

\* 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 0.8% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Portland	341	45.35	18.96	8.66	18.25	17.61	23.60	24.78	39.19	48.96	10.50	7.32	9.19	10.70	11.72	
<b>Limited Review:</b>																
Lewiston	64	8.51	20.06	6.90	18.25	20.69	22.11	15.52	39.58	56.90	12.56	17.65	13.04	7.84	13.76	
Bangor	69	9.18	21.21	20.29	17.07	13.04	21.99	31.88	39.73	34.78	9.56	12.24	2.82	13.00	9.59	
Non-MSA ME	278	36.97	19.34	8.36	18.07	23.64	21.96	24.00	40.62	44.00	13.17	13.04	16.44	12.35	12.14	

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 2.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MAINE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Portland	1,313	56.14	18.96	5.75	18.25	15.71	23.60	21.46	39.19	57.08	3.81	2.63	3.51	3.15	4.50	
<b>Limited Review:</b>																
Lewiston	170	7.27	20.06	4.14	18.25	14.20	22.11	27.81	39.58	53.85	4.27	5.71	3.56	2.56	5.16	
Bangor	203	8.68	21.21	2.99	17.07	16.92	21.99	24.38	39.73	55.72	4.78	4.61	5.60	3.75	5.06	
Non-MSA ME	653	27.92	19.34	6.51	18.07	15.35	21.96	24.65	40.62	53.49	4.51	5.90	5.10	4.46	4.22	

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MAINE									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland	1,553	59.03	74.68	60.85	87.83	7.02	5.15	7.68	10.53
<b>Limited Review:</b>									
Lewiston	187	7.11	74.14	57.75	86.63	5.88	7.49	7.30	9.42
Bangor	157	5.97	71.27	56.05	86.62	8.28	5.10	3.03	4.13
Non-MSA ME	734	27.90	74.11	64.03	87.19	8.58	4.22	4.64	5.75

\* 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 24.97% 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: MAINE									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Portland	36	23.53	96.91	72.22	100.00	0.00	0.00	27.27	22.45
<b>Limited Review:</b>									
Lewiston	2	1.31	96.33	50.00	50.00	50.00	0.00	8.33	20.00
Bangor	9	5.88	96.23	0.00	77.78	11.11	11.11	14.29	0.00
Non-MSA ME	106	69.28	97.63	66.04	56.60	25.47	17.92	7.66	6.65

\* 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 18.95% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: MAINE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Portland	7	11,177	57	27,448	64	38,625	52.51	0	0
<b>Limited Review:</b>									
Bangor	1	613	11	1,400	12	2,013	2.74	0	0
Lewiston	4	4,614	13	3,646	17	8,260	11.23	0	0
Non-MSA	5	4,194	16	14,325	21	18,519	25.17	0	0
Statewide	5	4,685	3	1,460	8	6,145	8.35	1	200

\* '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: MAINE Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Portland	56.78	24	48.98	8.33	12.50	58.33	20.83	0	1	0	0	-1	0	1.64	12.85	61.95	23.56
<b>Limited Review:</b>																	
Lewiston	9.61	4	8.17	25.00	0.00	75.00	0.00	0	2	0	0	-1	-1	4.96	14.53	61.04	19.47
Bangor	8.17	6	12.24	0.00	16.67	83.33	0.00	0	0	0	0	0	0	0.40	20.40	56.40	22.80
Non-MSA ME	25.44	15	30.61	0.00	6.67	93.33	0.00	0	2	0	0	-2	0	0.00	5.92	79.14	14.93

Table 1. Lending Volume

LENDING VOLUME												
Geography: MARYLAND												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
Baltimore	100.00	220	60,632	92	7,327	1	25	6	10,487	319	78,471	100.00

\* 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 January 01, 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: MARYLAND					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013										
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography'																			
	#	% of Total**	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	% Owner Occ Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp															
<b>Full Review:</b>																														
Baltimore	71	100.00	7.08	4.23	20.59	16.90	39.43	19.72	32.89	59.15	0.14	0.21	0.14	0.05	0.25															

\* 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: MARYLAND				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	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****					
<b>Full Review:</b>															
Baltimore	19	100.00	7.08	0.00	20.59	10.53	39.43	52.63	32.89	36.84	0.40	0.00	0.30	0.45	0.48

\* 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: MARYLAND					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Baltimore	130	100.00	7.08	2.31	20.59	16.92	39.43	23.85	32.89	56.92	0.10	0.10	0.22	0.05	0.11									

\* 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 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MARYLAND		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013								
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography														
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp										
<b>Full Review:</b>																									
Baltimore	90	100.00	8.94	4.44	17.84	14.44	37.87	36.67	35.06	44.44	0.20	0.18	0.15	0.22	0.21										

\* 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: MARYLAND															
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
<b>Full Review:</b>															
Baltimore	1	100.00	2.90	100.00	10.05	0.00	36.97	0.00	50.08	0.00	0.00	0.00	0.00	0.00	0.00

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE															
Geography: MARYLAND															
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 <sup>†</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Baltimore	71	100.00	23.72	7.04	18.41	15.49	21.31	18.31	36.56	59.15	0.18	0.07	0.11	0.15	0.27

\* 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 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MARYLAND					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Baltimore	19	100.00	23.72	11.11	18.41	5.56	21.31	22.22	36.56	61.11	0.39	0.41	0.24	0.00	0.81	

\* 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 5.3% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: MARYLAND					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>																		
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp														
<b>Full Review:</b>																													
Baltimore	130	100.00	23.72	3.91	18.41	11.72	21.31	22.66	36.56	61.72	0.13	0.12	0.13	0.11	0.14														

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

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

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

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: MARYLAND									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Baltimore	92	100.00	72.14	65.22	78.26	14.13	7.61	0.20	0.27

\* 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 11.96% 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: MARYLAND		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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Baltimore	1	100.00	95.93	100.00	100.00	0.00	0.00	0.00	0.00

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

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

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

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: MARYLAND Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Baltimore	2	1,434	21	6,402	23	7,836	98.29	0	0
Statewide	0	0	1	136	1	136	1.71	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: MARYLAND    Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Baltimore	100.00	6	100.00	0.00	0.00	66.67	33.33	1	0	0	0	1	0	13.03	24.94	34.69	26.72

Table 1. Lending Volume

LENDING VOLUME		Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	% 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)	
<b>Full Review:</b>												
Springfield	35.60	901	120,445	784	50,458	4	54	7	10,000	1,696	180,957	41.02
<b>Limited Review:</b>												
Worcester	30.19	700	124,502	730	62,876	2	80	6	10,526	1,438	197,984	27.65
Barnstable	27.23	606	163,318	674	47,422	12	756	9	10,955	1,301	222,451	22.46
Pittsfield	6.98	146	31,184	182	9,232	3	90	4	1,000	335	41,506	8.87

\* 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 January 01, 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: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Springfield	196	32.50	2.85	2.04	16.13	19.39	44.11	35.71	36.91	42.86	1.51	1.99	1.47	1.26	1.78	
<b>Limited Review:</b>																
Worcester	255	42.29	2.48	7.45	13.96	21.18	50.64	47.06	32.92	24.31	1.15	3.14	1.91	1.13	0.79	
Barnstable	120	19.90	0.31	5.83	10.20	11.67	77.20	71.67	12.29	10.83	1.02	3.13	0.76	1.01	1.33	
Pittsfield	32	5.31	0.63	0.00	6.91	3.13	69.52	71.88	22.94	25.00	1.01	0.00	1.25	1.01	0.96	

\* 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: MASSACHUSETTS															
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
<b>Full Review:</b>															
Springfield	208	47.71	2.85	1.44	16.13	24.52	44.11	33.65	36.91	40.38	3.99	5.00	8.21	3.48	3.29
<b>Limited Review:</b>															
Worcester	111	25.46	2.48	2.70	13.96	18.92	50.64	54.05	32.92	24.32	2.33	2.22	2.25	2.78	1.77
Barnstable	89	20.41	0.31	0.00	10.20	16.85	77.20	70.79	12.29	12.36	5.01	0.00	9.18	4.59	4.35
Pittsfield	28	6.42	0.63	0.00	6.91	7.14	69.52	75.00	22.94	17.86	2.19	0.00	2.70	2.23	1.92

\* 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: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield	490	37.61	2.85	3.67	16.13	15.10	44.11	41.63	36.91	39.59	1.67	3.59	2.29	1.73	1.36									
<b>Limited Review:</b>																								
Worcester	331	25.40	2.48	2.42	13.96	16.92	50.64	49.85	32.92	30.82	0.66	0.92	1.08	0.70	0.50									
Barnstable	397	30.47	0.31	1.01	10.20	14.86	77.20	74.81	12.29	9.32	1.36	0.00	1.34	1.41	1.16									
Pittsfield	85	6.52	0.63	0.00	6.91	4.71	69.52	70.59	22.94	24.71	1.97	0.00	1.41	2.07	1.77									

\* 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: MASSACHUSETTS					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Springfield	7	63.64	30.01	42.86	23.60	28.57	32.04	28.57	14.35	0.00	3.67	10.53	0.00	4.35	0.00									
<b>Limited Review:</b>																								
Worcester	3	27.27	21.05	33.33	31.34	66.67	31.23	0.00	16.38	0.00	1.43	0.00	3.92	0.00	0.00									
Barnstable	0	0.00	7.25	0.00	29.20	0.00	57.73	0.00	5.81	0.00	0.00	0.00	0.00	0.00	0.00									
Pittsfield	1	9.09	18.58	0.00	14.84	0.00	50.87	100.00	15.70	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses*	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield	783	33.05	12.41	12.13	18.33	14.81	37.32	36.91	31.78	36.14	4.45	4.96	4.22	4.16	4.92									
<b>Limited Review:</b>																								
Worcester	730	30.81	8.56	10.82	17.66	20.68	41.84	39.86	31.89	28.63	3.80	5.76	4.74	3.83	3.11									
Barnstable	674	28.45	7.00	4.90	14.05	17.80	66.12	67.66	12.83	9.64	6.91	5.47	8.15	7.25	7.01									
Pittsfield	182	7.68	7.48	9.89	7.83	7.69	62.79	59.34	21.90	23.08	4.03	4.55	3.21	4.09	4.84									

\* 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: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Springfield	4	19.05	2.16	0.00	8.33	0.00	46.31	50.00	43.19	50.00	4.08	0.00	0.00	3.23	5.56	
<b>Limited Review:</b>																
Worcester	2	9.52	1.58	0.00	8.37	0.00	50.53	100.00	39.53	0.00	4.76	0.00	0.00	6.25	0.00	
Barnstable	12	57.14	2.31	0.00	9.45	0.00	75.05	91.67	13.19	8.33	25.00	0.00	0.00	25.00	50.00	
Pittsfield	3	14.29	0.77	0.00	7.20	33.33	67.61	0.00	24.42	66.67	9.52	0.00	100.00	0.00	12.50	

\* 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: MASSACHUSETTS					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Springfield	196	32.50	23.43	6.77	16.47	21.88	19.58	26.04	40.52	45.31	1.73	1.16	1.49	1.35	2.33									
<b>Limited Review:</b>																								
Worcester	255	42.29	21.23	22.62	17.04	34.52	22.32	14.29	39.41	28.57	1.30	2.97	1.32	0.89	1.13									
Barnstable	120	19.90	18.53	5.04	18.50	10.08	23.54	15.13	39.43	69.75	1.08	1.90	0.64	1.05	1.14									
Pittsfield	32	5.31	21.78	9.38	17.02	21.88	22.60	9.38	38.61	59.38	1.12	1.45	1.04	0.38	1.42									

\* 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 1.3% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Springfield	208	47.71	23.43	9.71	16.47	26.70	19.58	22.82	40.52	40.78	4.10	6.29	6.98	3.48	3.11	
<b>Limited Review:</b>																
Worcester	111	25.46	21.23	10.00	17.04	29.09	22.32	26.36	39.41	34.55	2.38	1.49	4.35	2.23	1.84	
Barnstable	89	20.41	18.53	10.34	18.50	20.69	23.54	27.59	39.43	41.38	5.01	8.11	4.20	5.42	4.53	
Pittsfield	28	6.42	21.78	3.57	17.02	25.00	22.60	25.00	38.61	46.43	2.26	0.00	1.20	1.85	3.11	

\* 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 1.1% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: MASSACHUSETTS					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Springfield	490	37.61	23.43	10.50	16.47	20.59	19.58	27.10	40.52	41.81	1.89	3.11	2.45	2.21	1.36	
<b>Limited Review:</b>																
Worcester	331	25.40	21.23	9.51	17.04	19.94	22.32	24.85	39.41	45.71	0.76	1.03	0.55	0.84	0.75	
Barnstable	397	30.47	18.53	5.51	18.50	15.75	23.54	18.90	39.43	59.84	1.41	1.02	0.96	1.47	1.53	
Pittsfield	85	6.52	21.78	3.61	17.02	14.46	22.60	14.46	38.61	67.47	2.06	0.00	1.91	1.38	2.41	

\* 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 2.8% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: MASSACHUSETTS			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield	784	33.08	72.12	59.69	88.78	7.27	3.95	4.45	5.57
<b>Limited Review:</b>									
Worcester	730	30.80	72.69	56.16	83.15	9.45	7.40	3.80	4.85
Barnstable	674	28.44	74.43	55.79	88.58	6.53	4.90	6.91	7.80
Pittsfield	182	7.68	71.66	52.75	91.76	6.59	1.65	4.03	4.76

\* 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 25.44% 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: MASSACHUSETTS									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Springfield	4	19.05	97.20	100.00	100.00	0.00	0.00	4.08	10.53
<b>Limited Review:</b>									
Worcester	2	9.52	97.10	50.00	100.00	0.00	0.00	4.76	0.00
Barnstable	12	57.14	96.81	58.33	83.33	16.67	0.00	25.00	18.18
Pittsfield	3	14.29	97.43	0.00	100.00	0.00	0.00	9.52	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 28.57% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: MASSACHUSETTS Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Springfield	5	8,093	66	36,577	71	44,670	33.44	1	1,828
<b>Limited Review:</b>									
Worcester	4	10,783	43	23,077	47	33,860	25.35	0	0
Barnstable	5	7,899	26	32,970	31	40,869	30.59	0	0
Pittsfield	1	37	21	6,779	22	6,816	5.10	0	0
Statewide	8	5,813	3	1,567	11	7,380	5.52	2	891

\* '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: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
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
<b>Full Review:</b>																	
Springfield	41.02	24	39.34	12.50	33.33	37.50	16.67	0	1	0	0	0	-1	11.64	20.77	37.15	30.03
<b>Limited Review:</b>																	
Worcester	27.65	15	24.59	20.00	33.33	40.00	6.67	0	2	0	-1	0	-1	7.83	18.56	44.69	28.48
Barnstable	22.46	17	27.87	11.76	23.53	58.82	5.88	0	1	0	0	-1	0	1.41	11.66	74.54	12.39
Pittsfield	8.87	5	8.20	20.00	0.00	60.00	20.00	0	2	0	0	-2	0	2.58	10.63	66.83	19.95

Table 1. Lending Volume

LENDING VOLUME												
Geography: NEW HAMPSHIRE												
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)	
<b>Full Review:</b>												
Manchester-Nashua	48.49	933	147,509	1,155	69,854	11	629	7	54,000	2,106	271,992	45.93
<b>Limited Review:</b>												
Non-MSA NH	51.51	1,115	158,600	1,099	69,198	16	1,048	4	2,611	2,234	231,457	54.07

\* 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 January 01, 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: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>					
<b>Full Review:</b>															
Manchester	189	47.01	1.81	2.12	14.24	15.87	55.69	59.79	28.26	22.22	1.56	0.00	1.12	1.87	1.35
<b>Limited Review:</b>															
Non-MSA NH	213	52.99	0.00	0.00	11.77	11.74	67.17	66.67	21.06	21.60	2.13	0.00	2.02	2.13	2.21

\* 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: NEW HAMPSHIRE				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
<b>Full Review:</b>															
Manchester	211	42.80	1.81	0.47	14.24	9.95	55.69	58.29	28.26	31.28	16.16	0.00	13.19	16.91	16.91
<b>Limited Review:</b>															
Non-MSA NH	282	57.20	0.00	0.00	11.77	9.93	67.17	67.38	21.06	22.70	16.91	0.00	19.23	17.43	14.58

\* 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: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester	530	46.29	1.81	2.64	14.24	8.11	55.69	53.02	28.26	36.23	1.90	3.59	1.99	2.03	1.56									
<b>Limited Review:</b>																								
Non-MSA NH	615	53.71	0.00	0.00	11.77	12.68	67.17	69.76	21.06	17.56	2.66	0.00	2.64	2.90	2.04									

\* 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: NEW HAMPSHIRE					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****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester	3	37.50	17.00	66.67	29.86	0.00	46.05	33.33	7.09	0.00	1.05	2.70	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Non-MSA NH	5	62.50	0.00	0.00	24.65	20.00	64.37	80.00	10.98	0.00	12.50	0.00	0.00	14.29	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW HAMPSHIRE					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 Businessess***	% BANK Loans	% of Businessess***	% BANK Loans	% of Businessess***	% BANK Loans	% of Businessess***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester	1,151	51.16	11.39	8.51	14.29	13.55	49.34	51.00	24.66	26.93	9.35	6.64	9.18	9.99	9.96									
<b>Limited Review:</b>																								
Non-MSA NH	1,099	48.84	0.00	0.00	13.04	11.56	66.69	71.61	20.27	16.83	7.85	0.00	7.02	8.97	7.16									

\* 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: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Manchester	11	40.74	2.94	0.00	9.59	0.00	57.08	90.91	30.28	9.09	29.41	0.00	0.00	41.67	0.00	
<b>Limited Review:</b>																
Non-MSA NH	16	59.26	0.00	0.00	9.33	31.25	69.96	50.00	20.71	18.75	21.21	0.00	50.00	18.18	14.29	

\* 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: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Manchester	189	47.01	18.88	7.49	18.83	22.46	23.63	24.60	38.65	45.45	1.78	1.32	1.51	1.51	2.34	
<b>Limited Review:</b>																
Non-MSA NH	213	52.99	17.61	5.19	18.57	14.62	23.28	21.70	40.54	58.49	2.39	1.54	1.46	2.01	3.13	

\* 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 0.7% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Manchester	211	42.80	18.88	13.27	18.83	21.33	23.63	24.64	38.65	40.76	17.04	20.41	15.38	15.31	18.46	
<b>Limited Review:</b>																
Non-MSA NH	282	57.20	17.61	13.62	18.57	22.94	23.28	27.60	40.54	35.84	17.49	30.51	19.59	20.83	12.89	

\* 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 0.6% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: NEW HAMPSHIRE					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Manchester	530	46.29	18.88	7.10	18.83	19.00	23.63	26.10	38.65	47.79	2.19	2.11	2.05	2.11	2.31									
<b>Limited Review:</b>																								
Non-MSA NH	615	53.71	17.61	5.63	18.57	20.70	23.28	24.67	40.54	49.01	3.00	2.87	3.63	3.57	2.60									

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.7% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW HAMPSHIRE									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester	1,155	51.24	73.99	61.47	87.62	9.70	2.68	9.35	12.31
<b>Limited Review:</b>									
Non-MSA NH	1,099	48.76	73.86	64.70	88.63	7.28	4.09	7.85	11.54

\* 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 23.91% 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: NEW HAMPSHIRE			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Manchester	11	40.74	96.84	45.45	100.00	0.00	0.00	29.41	25.00
<b>Limited Review:</b>									
Non-MSA NH	16	59.26	97.83	56.25	81.25	12.50	6.25	21.21	40.00

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

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

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

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

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: NEW HAMPSHIRE Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Manchester	4	5,963	59	28,608	63	34,571	49.83	0	0
<b>Limited Review:</b>									
Non-MSA	8	11,120	36	19,291	44	30,411	43.84	0	0
Statewide	5	3,776	5	615	10	4,391	6.33	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: NEW HAMPSHIRE    Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Manchester	45.93	23	48.94	17.39	8.70	56.52	17.39	0	1	0	0	-1	0	6.59	18.76	51.11	23.55
<b>Limited Review:</b>																	
Non-MSA NH	54.07	24	51.06	0.00	20.83	66.67	12.50	0	2	0	-2	0	0	0.00	12.96	66.96	20.08

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW JERSEY				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area:	% 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)	
<b>Full Review:</b>												
Atlantic City	38.15	677	107,100	290	15,741	0	0	1	400	968	123,241	36.39
<b>Limited Review:</b>												
Ocean City	25.76	521	151,790	132	10,379	0	0	1	1,800	654	163,969	13.78
Trenton-Ewing	25.84	365	100,842	290	19,503	0	0	1	6,498	656	126,843	37.52
Vineland	10.26	185	16,763	74	3,665	1	125	1	500	261	21,053	12.32

\* 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 January 01, 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: NEW JERSEY					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Atlantic City	84	27.81	2.90	3.57	14.12	7.14	55.41	45.24	27.56	44.05	1.30	3.51	0.87	1.19	1.51	
<b>Limited Review:</b>																
Ocean City	115	38.08	2.95	0.87	22.48	23.48	46.18	47.83	28.39	27.83	1.75	0.00	3.40	1.41	1.46	
Trenton-Ewing	80	26.49	6.87	1.25	14.10	6.25	36.68	35.00	42.35	57.50	1.42	1.05	0.49	1.52	1.58	
Vineland	23	7.62	2.18	0.00	11.72	21.74	61.87	39.13	24.23	39.13	0.85	0.00	1.63	0.72	0.88	

\* 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: NEW JERSEY 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
<b>Full Review:</b>															
Atlantic City	172	47.25	2.90	1.74	14.12	9.88	55.41	60.47	27.56	27.91	19.85	40.00	16.67	24.27	14.29
<b>Limited Review:</b>															
Ocean City	76	20.88	2.95	0.00	22.48	10.53	46.18	42.11	28.39	47.37	9.97	0.00	10.77	8.11	13.04
Trenton-Ewing	57	15.66	6.87	7.02	14.10	3.51	36.68	42.11	42.35	47.37	5.31	5.00	2.44	6.11	5.21
Vineland	59	16.21	2.18	6.78	11.72	6.78	61.87	50.85	24.23	35.59	10.36	0.00	11.54	8.02	15.87

\* 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: NEW JERSEY					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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****	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Atlantic City	421	39.05	2.90	0.71	14.12	8.08	55.41	58.67	27.56	32.54	2.49	0.00	3.05	2.56	2.30									
<b>Limited Review:</b>																								
Ocean City	328	30.43	2.95	1.52	22.48	13.72	46.18	47.87	28.39	36.89	2.17	4.00	1.49	2.00	2.82									
Trenton-Ewing	226	20.96	6.87	0.44	14.10	2.65	36.68	27.43	42.35	69.47	1.14	0.51	0.14	0.99	1.42									
Vineland	103	9.55	2.18	1.94	11.72	12.62	61.87	51.46	24.23	33.98	1.42	0.00	1.46	1.32	1.63									

\* 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: NEW JERSEY					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Atlantic City	0	0.00	22.02	0.00	31.64	0.00	37.60	0.00	8.74	0.00	0.00	0.00	0.00	0.00	0.00									
<b>Limited Review:</b>																								
Ocean City	2	50.00	3.36	0.00	21.92	50.00	58.67	50.00	16.05	0.00	0.00	0.00	0.00	0.00	0.00									
Trenton-Ewing	2	50.00	20.76	50.00	7.91	50.00	37.36	0.00	33.97	0.00	0.00	0.00	0.00	0.00	0.00									
Vineland	0	0.00	10.61	0.00	12.95	0.00	61.04	0.00	15.39	0.00	0.00	0.00	0.00	0.00	0.00									

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW JERSEY		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*																		
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp														
<b>Full Review:</b>																													
Atlantic City	290	36.90	8.95	2.41	13.62	10.34	50.03	58.97	27.38	28.28	4.29	1.52	4.00	4.68	4.52														
<b>Limited Review:</b>																													
Ocean City	132	16.79	2.31	1.52	22.77	18.18	45.55	34.85	29.37	45.45	3.42	4.44	2.43	2.93	4.94														
Trenton-Ewing	290	36.90	11.77	7.93	10.89	9.31	28.32	31.72	49.03	51.03	2.96	3.71	2.83	3.54	2.67														
Vineland	74	9.41	10.02	8.11	14.89	5.41	56.15	58.11	18.95	28.38	3.01	2.63	2.14	2.67	4.72														

\* 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: NEW JERSEY															
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
<b>Full Review:</b>															
Atlantic City	0	0.00	0.65	0.00	7.84	0.00	60.78	0.00	30.72	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Ocean City	0	0.00	3.02	0.00	14.09	0.00	43.96	0.00	38.93	0.00	0.00	0.00	0.00	0.00	0.00
Trenton-Ewing	0	0.00	4.05	0.00	12.31	0.00	29.34	0.00	54.30	0.00	0.00	0.00	0.00	0.00	0.00
Vineland	1	100.00	0.60	0.00	6.01	0.00	65.47	100.00	27.93	0.00	8.33	0.00	0.00	9.09	0.00

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW JERSEY					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Atlantic City	84	27.81	21.34	2.38	17.79	14.29	20.49	19.05	40.37	64.29	1.49	0.71	1.13	1.16	1.87	
<b>Limited Review:</b>																
Ocean City	115	38.08	21.83	0.00	17.87	9.57	19.71	8.70	40.59	81.74	1.86	0.00	2.74	0.84	1.98	
Trenton-Ewing	80	26.49	22.84	7.50	16.80	16.25	19.15	16.25	41.20	60.00	1.61	0.64	0.86	1.49	2.21	
Vineland	23	7.62	23.94	8.70	15.80	21.74	19.90	17.39	40.36	52.17	1.07	1.11	0.00	0.97	2.65	

\* 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 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW JERSEY					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Atlantic City	172	47.25	21.34	13.10	17.79	18.45	20.49	25.00	40.37	43.45	20.00	28.00	17.74	21.30	19.02	
<b>Limited Review:</b>																
Ocean City	76	20.88	21.83	8.00	17.87	4.00	19.71	21.33	40.59	66.67	10.40	10.53	7.27	12.70	10.56	
Trenton-Ewing	57	15.66	22.84	5.36	16.80	16.07	19.15	23.21	41.20	55.36	5.53	0.00	4.30	5.45	7.53	
Vineland	59	16.21	23.94	11.86	15.80	8.47	19.90	23.73	40.36	55.93	10.83	12.00	7.69	11.11	11.54	

\* 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 1.6% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: NEW JERSEY					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Atlantic City	421	39.05	21.34	4.55	17.79	17.94	20.49	22.97	40.37	54.55	3.05	1.86	3.85	2.81	3.08									
<b>Limited Review:</b>																								
Ocean City	328	30.43	21.83	1.83	17.87	7.34	19.71	13.15	40.59	77.68	2.37	2.90	1.81	1.74	2.58									
Trenton-Ewing	226	20.96	22.84	0.00	16.80	12.95	19.15	15.18	41.20	71.88	1.33	0.00	1.02	0.92	1.76									
Vineland	103	9.55	23.94	2.94	15.80	17.65	19.90	24.51	40.36	54.90	1.80	2.38	0.89	1.79	2.20									

\* 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 0.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NEW JERSEY      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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Atlantic City	290	36.90	73.79	69.31	89.31	7.93	2.76	4.29	6.67
<b>Limited Review:</b>									
Ocean City	132	16.79	74.53	58.33	84.85	6.82	8.33	3.42	4.67
Trenton-Ewing	290	36.90	70.75	64.48	84.14	12.07	3.79	2.96	3.99
Vineland	74	9.41	71.28	52.70	91.89	5.41	2.70	3.01	4.44

\* 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 22.14% 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: NEW JERSEY									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Atlantic City	0	0.00	96.24	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Ocean City	0	0.00	96.98	0.00	0.00	0.00	0.00	0.00	0.00
Trenton-Ewing	0	0.00	96.29	0.00	0.00	0.00	0.00	0.00	0.00
Vineland	1	100.00	95.80	0.00	0.00	100.00	0.00	8.33	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 100.0% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS Geography: NEW JERSEY Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Atlantic City	2	2,046	12	3,681	14	6,087	18.66	0	0
<b>Limited Review:</b>									
Ocean City	1	183	7	1,159	8	1,342	4.11	0	0
Trenton-Ewing	2	503	27	13,232	29	13,735	42.12	0	0
Vineland	1	862	10	1,229	11	2,091	6.41	0	0
Statewide	3	4,529	6	4,830	9	9,358	28.69	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: NEW JERSEY Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Atlantic City	36.39	8	32.00	12.50	0.00	62.50	25.00	0	0	0	0	0	0	6.85	19.82	49.55	22.90
<b>Limited Review:</b>																	
Ocean City	13.78	4	16.00	0.00	25.00	50.00	25.00	0	0	0	0	0	0	4.19	25.98	43.80	26.04
Trenton- Ewing	37.52	8	32.00	12.50	12.50	37.50	37.50	0	0	0	0	0	0	13.57	16.01	31.90	38.00
Vineland	12.32	5	20.00	40.00	0.00	60.00	0.00	0	0	0	0	0	0	8.08	18.20	52.13	17.98

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW YORK				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area :	% 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)	
<b>Full Review:</b>												
Poughkeepsie	24.95	264	50,082	314	21,582	0	0	1	132	579	71,796	29.81
<b>Limited Review:</b>												
Albany	24.86	363	59,014	213	15,257	0	0	1	170	577	74,441	15.30
Glen Falls	32.20	425	43,617	318	27,943	3	106	0	0	746	71,666	13.67
Kingston	0.95	11	1,871	11	433	0	0	0	0	22	2,304	29.81
Non-MSA NY	17.05	240	25,781	150	11,759	5	211	2	16,000	397	53,751	11.41

\* 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 January 01, 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: NEW YORK					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		Overall	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****						
<b>Full Review:</b>																
Poughkeepsie	54	14.84	2.52	3.70	11.55	11.11	57.46	50.00	28.47	35.19	0.68	0.35	0.93	0.59	0.83	
<b>Limited Review:</b>																
Albany	150	41.21	2.57	2.00	7.57	11.33	53.03	47.33	36.83	39.33	0.99	0.62	1.78	0.91	1.00	
Glen Falls	92	25.27	0.00	0.00	1.69	1.09	84.43	84.78	13.88	14.13	3.34	0.00	0.00	3.24	4.46	
Kingston	4	1.10	0.00	0.00	14.08	0.00	82.79	75.00	3.13	25.00	0.21	0.00	0.00	0.25	0.00	
Non-MSA NY	64	17.58	0.00	0.00	7.47	15.63	46.02	40.63	46.51	43.75	1.86	0.00	3.70	1.77	1.66	

\* 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: NEW YORK		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											
<b>Full Review:</b>																										
Poughkeepsie	69	20.66	2.52	1.45	11.55	20.29	57.46	55.07	28.47	23.19	6.68	0.00	12.50	7.10	4.79											
<b>Limited Review:</b>																										
Albany	64	19.16	2.57	3.13	7.57	14.06	53.03	56.25	36.83	26.56	2.69	0.00	5.56	2.99	1.81											
Glen Falls	131	39.22	0.00	0.00	1.69	2.29	84.43	82.44	13.88	15.27	16.96	0.00	33.33	16.26	20.45											
Kingston	0	0.00	0.00	0.00	14.08	0.00	82.79	0.00	3.13	0.00	0.00	0.00	0.00	0.00	0.00											
Non-MSA NY	70	20.96	0.00	0.00	7.47	10.00	46.02	54.29	46.51	35.71	7.89	0.00	12.90	7.29	7.65											

\* 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: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Poughkeepsie	141	23.34	2.52	2.13	11.55	9.93	57.46	47.52	28.47	40.43	0.87	0.49	0.62	0.71	1.28									
<b>Limited Review:</b>																								
Albany	149	24.67	2.57	0.67	7.57	12.75	53.03	54.36	36.83	32.21	0.57	0.75	0.90	0.55	0.54									
Glen Falls	202	33.44	0.00	0.00	1.69	1.98	84.43	82.18	13.88	15.84	4.99	0.00	13.33	4.96	4.15									
Kingston	7	1.16	0.00	0.00	14.08	0.00	82.79	100.00	3.13	0.00	0.52	0.00	0.00	0.62	0.00									
Non-MSA NY	105	17.38	0.00	0.00	7.47	7.62	46.02	48.57	46.51	43.81	2.09	0.00	0.83	2.50	1.93									

\* 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: NEW YORK					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 <sup>†</sup>													
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Poughkeepsie	0	0.00	19.47	0.00	24.52	0.00	46.33	0.00	9.68	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
<b>Limited Review:</b>																								
Albany	0	0.00	9.58	0.00	17.82	0.00	40.51	0.00	32.09	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Glen Falls	0	0.00	0.00	0.00	11.90	0.00	73.10	0.00	15.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Kingston	0	0.00	0.00	0.00	29.79	0.00	69.70	0.00	0.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00							
Non-MSA NY	1	100.00	0.00	0.00	40.65	100.00	33.95	0.00	25.39	0.00	4.00	0.00	12.50	0.00	0.00	0.00	0.00							

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NEW YORK		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013										
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*																
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp												
<b>Full Review:</b>																											
Poughkeepsie	314	31.21	7.66	11.15	14.71	13.69	53.85	45.54	23.77	29.62	1.79	2.01	2.17	1.52	2.27												
<b>Limited Review:</b>																											
Albany	213	21.17	6.34	3.29	13.61	15.02	46.48	59.62	33.56	22.07	1.28	0.67	1.81	1.46	1.00												
Glen Falls	318	31.61	0.00	0.00	6.17	3.77	80.25	77.67	13.58	18.55	10.50	0.00	4.50	11.24	11.74												
Kingston	11	1.09	0.00	0.00	18.09	18.18	79.80	72.73	2.11	9.09	0.74	0.00	1.06	0.66	1.00												
Non-MSA NY	150	14.91	0.00	0.00	15.14	15.33	43.70	44.67	40.95	40.00	2.76	0.00	2.95	3.47	2.29												

\* 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: NEW YORK															
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
<b>Full Review:</b>															
Poughkeepsie	0	0.00	1.40	0.00	7.17	0.00	63.04	0.00	28.39	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>															
Albany	0	0.00	1.43	0.00	5.29	0.00	63.50	0.00	29.78	0.00	0.00	0.00	0.00	0.00	0.00
Glen Falls	3	37.50	0.00	0.00	0.71	0.00	93.61	100.00	5.68	0.00	0.00	0.00	0.00	0.00	0.00
Kingston	0	0.00	0.00	0.00	13.70	0.00	82.19	0.00	4.11	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA NY	5	62.50	0.00	0.00	3.21	0.00	52.30	100.00	44.49	0.00	7.14	0.00	0.00	11.76	0.00

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Poughkeepsie	54	14.84	20.50	5.56	17.80	14.81	22.49	22.22	39.21	57.41	0.76	0.30	0.64	0.47	1.16	
<b>Limited Review:</b>																
Albany	150	41.21	18.12	4.00	16.59	14.00	21.78	24.67	43.50	57.33	1.11	0.46	0.63	0.78	1.71	
Glen Falls	92	25.27	18.07	7.61	19.24	18.48	23.61	32.61	39.09	41.30	3.80	4.81	2.11	4.92	3.91	
Kingston	4	1.10	21.42	0.00	21.30	25.00	22.86	0.00	34.42	75.00	0.25	0.00	1.18	0.00	0.00	
Non-MSA NY	64	17.58	17.55	4.69	16.80	18.75	18.53	18.75	47.13	57.81	2.10	8.11	2.79	1.35	2.03	

\* 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 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Poughkeepsie	69	20.66	20.50	15.38	17.80	18.46	22.49	36.92	39.21	29.23	6.60	10.34	1.75	8.07	7.14	
<b>Limited Review:</b>																
Albany	64	19.16	18.12	7.81	16.59	20.31	21.78	28.13	43.50	43.75	2.76	2.06	3.41	3.58	2.16	
Glen Falls	131	39.22	18.07	11.54	19.24	21.54	23.61	33.85	39.09	33.08	17.22	19.05	11.11	28.95	13.64	
Kingston	0	0.00	21.42	0.00	21.30	0.00	22.86	0.00	34.42	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA NY	70	20.96	17.55	5.71	16.80	14.29	18.53	30.00	47.13	50.00	8.05	2.94	3.80	7.50	10.94	

\* 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 1.5% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: NEW YORK					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Poughkeepsie	141	23.34	20.50	3.57	17.80	16.43	22.49	22.86	39.21	57.14	0.97	1.00	0.67	0.57	1.35	
<b>Limited Review:</b>																
Albany	149	24.67	18.12	8.45	16.59	21.83	21.78	24.65	43.50	45.07	0.65	1.03	0.60	0.53	0.70	
Glen Falls	202	33.44	18.07	5.05	19.24	18.69	23.61	31.31	39.09	44.95	5.50	5.61	6.61	5.28	5.19	
Kingston	7	1.16	21.42	0.00	21.30	28.57	22.86	28.57	34.42	42.86	0.59	0.00	1.06	0.64	0.45	
Non-MSA NY	105	17.38	17.55	4.85	16.80	11.65	18.53	26.21	47.13	57.28	2.31	6.90	2.04	2.01	2.22	

\* 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 2.3% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Poughkeepsie	314	31.21	73.55	73.25	87.58	7.96	4.46	1.79	2.68
<b>Limited Review:</b>									
Albany	213	21.17	69.88	51.64	88.73	4.69	6.57	1.28	1.54
Glen Falls	318	31.61	73.78	56.92	83.96	9.43	6.60	10.50	14.00
Kingston	11	1.09	71.59	63.64	90.91	9.09	0.00	0.74	0.93
Non-MSA NY	150	14.91	72.14	58.67	88.00	3.33	8.67	2.76	3.52

\* 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 21.07% 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: NEW YORK									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Poughkeepsie	0	0.00	97.47	0.00	0.00	0.00	0.00	0.00	0.00
<b>Limited Review:</b>									
Albany	0	0.00	97.31	0.00	0.00	0.00	0.00	0.00	0.00
Glen Falls	3	37.50	97.69	66.67	100.00	0.00	0.00	0.00	0.00
Kingston	0	0.00	99.32	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA NY	5	62.50	97.97	40.00	100.00	0.00	0.00	7.14	6.67

\* 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 37.50% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENT Geography: NEW YORK Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Poughkeepsie	2	11,100	33	47,676	35	58,776	48.47	0	0
<b>Limited Review:</b>									
Albany	5	5,844	38	19,834	43	25,678	21.18	0	0
Glen Falls	3	3,009	10	1,983	13	4,992	4.12	0	0
Kingston	1	3,263	10	9,051	11	12,314	10.15	0	0
Non-MSA NY	4	4,832	20	9,642	24	14,474	11.94	0	0
Statewide	2	2,403	2	2,624	4	5,027	4.15	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: NEW YORK																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Poughkeepsie	29.81	16	34.78	18.75	12.50	6.25	6.25	0	0	0	0	0	0	8.13	14.68	52.78	24.11
<b>Limited Review:</b>																	
Albany	15.30	10	21.74	0.00	30.00	30.00	40.00	0	0	0	0	0	0	7.42	10.06	48.69	33.48
Glens Falls	13.67	12	26.09	0.00	0.00	91.67	8.33	0	0	0	0	0	0	0.00	3.47	83.45	13.08
Kingston	29.81	1	2.17	0.00	0.00	100.00	0.00	0	1	0	0	-1	0	0.00	19.00	78.46	2.54
Non-MSA NY	11.41	7	15.22	0.00	28.57	42.86	18.57	0	1	0	-1	0	0	0.00	13.27	44.88	40.68

Table 1. Lending Volume

LENDING VOLUME												
Geography: NORTH CAROLINA												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area :	% 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)	
<b>Full Review:</b>												
Asheville	48.88	270	49,856	224	31,183	7	209	3	21,000	504	102,248	47.84
<b>Limited Review:</b>												
Hickory	3.41	15	7,890	20	2,634	0	0	0	0	35	10,524	5.13
Wilmington	19.80	130	36,886	73	6,160	0	0	0	0	203	43,046	20.89
Non-MSA NC	27.90	189	32,552	92	8,283	5	312	1	5,350	287	46,497	26.15

\* 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 January 01, 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: NORTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Asheville	78	38.42	0.88	1.28	12.69	7.69	65.86	61.54	20.57	29.49	0.58	0.00	0.32	0.55	0.83									
<b>Limited Review:</b>																								
Hickory	6	2.96	0.00	0.00	19.37	0.00	75.41	66.67	5.22	33.33	0.29	0.00	0.00	0.20	2.44									
Wilmington	62	30.54	3.66	3.23	7.52	12.90	48.99	24.19	39.82	59.68	0.96	1.38	2.02	0.47	1.36									
Non-MSA NC	57	28.08	1.32	0.00	11.61	12.28	79.24	63.16	7.83	24.56	0.65	0.00	0.63	0.51	1.55									

\* 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: NORTH CAROLINA															
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
<b>Full Review:</b>															
Asheville	36	44.44	0.88	2.78	12.69	16.67	65.86	63.89	20.57	16.67	3.73	7.69	6.49	3.32	2.96
<b>Limited Review:</b>															
Hickory	3	3.70	0.00	0.00	19.37	0.00	75.41	100.00	5.22	0.00	2.35	0.00	0.00	3.28	0.00
Wilmington	8	9.88	3.66	12.50	7.52	0.00	48.99	50.00	39.82	37.50	1.08	0.00	0.00	0.80	1.89
Non-MSA NC	34	41.98	1.32	0.00	11.61	26.47	79.24	61.76	7.83	11.76	3.85	0.00	5.97	3.39	5.00

\* 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: NORTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% 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									
<b>Full Review:</b>																								
Asheville	156	49.06	0.88	1.92	12.69	12.18	65.86	53.85	20.57	32.05	0.63	0.81	0.73	0.52	0.85									
<b>Limited Review:</b>																								
Hickory	4	1.26	0.00	0.00	19.37	0.00	75.41	100.00	5.22	0.00	0.26	0.00	0.00	0.37	0.00									
Wilmington	60	18.87	3.66	1.67	7.52	1.67	48.99	53.33	39.82	43.33	0.30	0.00	0.00	0.34	0.32									
Non-MSA NC	98	30.82	1.32	1.02	11.61	10.20	79.24	72.45	7.83	16.33	0.90	2.86	0.89	0.85	1.13									

\* 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: NORTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****						
<b>Full Review:</b>																
Asheville	0	0.00	5.87	0.00	15.80	0.00	46.31	0.00	32.02	0.00	0.00	0.00	0.00	0.00	0.00	
<b>Limited Review:</b>																
Hickory	2	100.00	0.00	0.00	61.19	100.00	38.81	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
Wilmington	0	0.00	10.78	0.00	13.28	0.00	45.70	0.00	30.23	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA NC	0	0.00	8.94	0.00	14.96	0.00	68.40	0.00	7.70	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: NORTH CAROLINA		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*															
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp											
<b>Full Review:</b>																										
Asheville	224	54.77	4.16	5.36	15.16	15.18	55.45	48.66	25.23	30.80	1.80	2.11	1.83	1.76	1.99											
<b>Limited Review:</b>																										
Hickory	20	4.89	0.00	0.00	28.01	25.00	66.59	70.00	5.40	5.00	1.77	0.00	1.65	1.91	2.00											
Wilmington	73	17.85	7.33	2.74	9.41	4.11	39.14	45.21	43.99	47.95	0.68	0.29	0.60	0.66	0.80											
Non-MSA NC	92	22.49	3.02	1.09	13.40	17.39	74.62	65.22	8.95	16.30	1.17	1.14	1.30	1.09	2.16											

\* 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: NORTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Asheville	7	58.33	1.08	0.00	15.84	0.00	65.59	57.14	17.49	42.86	8.96	0.00	0.00	9.76	13.33	
<b>Limited Review:</b>																
Hickory	0	0.00	0.00	0.00	22.03	0.00	72.88	0.00	5.08	0.00	0.00	0.00	0.00	0.00	0.00	
Wilmington	0	0.00	5.60	0.00	12.93	0.00	49.86	0.00	31.32	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA NC	5	41.67	0.56	0.00	10.05	0.00	80.37	40.00	9.02	60.00	4.21	0.00	0.00	2.56	16.67	

\* 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: NORTH CAROLINA					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 <sup>1</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Asheville	78	38.42	19.37	7.79	18.75	11.69	21.48	25.97	40.40	54.55	0.64	1.01	0.39	0.69	0.68									
<b>Limited Review:</b>																								
Hickory	6	2.96	22.74	0.00	18.83	16.67	23.92	16.67	34.50	66.67	0.32	0.00	0.00	0.00	0.88									
Wilmington	62	30.54	19.50	4.84	16.82	11.29	21.49	12.90	42.19	70.97	1.10	0.00	0.55	0.51	1.68									
Non-MSA NC	57	28.08	22.26	1.75	18.63	15.79	22.21	19.30	36.90	63.16	0.72	0.00	0.32	0.46	1.12									

\* 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 0.5% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NORTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
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***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Asheville	36	44.44	19.37	11.11	18.75	16.67	21.48	30.56	40.40	41.67	3.90	6.82	3.42	3.62	3.78	
<b>Limited Review:</b>																
Hickory	3	3.70	22.74	100.00	18.83	0.00	23.92	0.00	34.50	0.00	2.47	11.76	0.00	0.00	0.00	
Wilmington	8	9.88	19.50	12.50	16.82	0.00	21.49	25.00	42.19	62.50	1.13	0.00	0.00	0.00	2.56	
Non-MSA NC	34	41.98	22.26	20.59	18.63	23.53	22.21	32.35	36.90	23.53	3.97	9.52	4.55	3.36	2.94	

\* 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 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															
Geography: NORTH CAROLINA															
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013															
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>1</sup>				
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Asheville	156	49.06	19.37	7.95	18.75	21.85	21.48	24.50	40.40	45.70	0.68	0.58	1.11	0.63	0.59
<b>Limited Review:</b>															
Hickory	4	1.26	22.74	25.00	18.83	25.00	23.92	50.00	34.50	0.00	0.29	1.20	0.55	0.00	0.20
Wilmington	60	18.87	19.50	8.33	16.82	10.00	21.49	28.33	42.19	53.33	0.36	0.48	0.21	0.56	0.30
Non-MSA NC	98	30.82	22.26	2.04	18.63	18.37	22.21	24.49	36.90	55.10	1.00	0.00	0.89	1.29	1.03

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

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

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

\*\*\*\* As a percentage of loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: NORTH CAROLINA 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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Asheville	224	54.77	68.68	67.41	70.09	12.50	17.41	1.80	2.51
<b>Limited Review:</b>									
Hickory	20	4.89	73.91	65.00	65.00	15.00	20.00	1.77	2.37
Wilmington	73	17.85	75.04	69.86	80.82	10.96	8.22	0.68	0.99
Non-MSA NC	92	22.49	73.45	69.57	73.91	18.48	7.61	1.17	1.60

\* 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 14.18% 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: NORTH CAROLINA			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Asheville	7	58.33	98.42	71.43	100.00	0.00	0.00	8.96	12.50
<b>Limited Review:</b>									
Hickory	0	0.00	98.31	0.00	0.00	0.00	0.00	0.00	0.00
Wilmington	0	0.00	95.69	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA NC	5	41.67	98.51	0.00	100.00	0.00	0.00	4.21	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 25.00% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENT Geography: NORTH CAROLINA Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Asheville	0	0	65	8,969	65	8,969	32.32	0	0
<b>Limited Review:</b>									
Hickory	0	0	3	360	3	360	1.30	0	0
Wilmington	0	0	16	915	16	915	3.30	0	0
Non-MSA	0	0	12	15,078	12	15,078	54.33	0	0
Statewide	0	0	2	2,432	2	2,432	8.76	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: NORTH CAROLINA																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Asheville NC	47.84	9	45.00	0.00	22.22	44.44	33.33	0	1	0	0	-1	0	1.81	15.13	64.17	18.88
<b>Limited Review:</b>																	
Hickory	5.13	1	5.00	0.00	100.00	0.00	0.00	0	0	0	0	0	0	0.00	22.96	72.32	4.72
Wilmington	20.89	4	20.00	0.00	25.00	0.00	75.00	0	1	0	0	0	-1	6.62	10.80	49.99	32.59
Non MSA NC	26.15	6	30.00	0.00	20.00	80.00	0.00	0	1	0	0	0	-1	2.24	12.00	78.90	6.86

Table 1. Lending Volume

LENDING VOLUME		Geography: SOUTH CAROLINA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
Assessment Area:	% 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)	
<b>Full Review:</b>												
Greenville	18.63	641	118,517	298	41,213	4	65	17	53,985	960	213,780	32.25
<b>Limited Review:</b>												
Anderson	4.11	144	21,274	63	8,316	1	300	1	250	209	30,140	6.37
Augusta	3.60	145	27,530	37	3,491	0	0	1	271	183	31,292	1.93
Charleston	12.86	493	263,079	158	26,268	0	0	3	675	654	290,022	6.72
Charlotte	4.45	177	44,823	48	7,984	0	0	6	19,250	231	72,057	4.24
Columbia	15.95	594	102,369	212	22,324	1	1	8	2,374	815	127,068	18.60
Florence	1.36	44	5,850	25	3,765	0	0	3	4,700	72	14,315	2.22
Myrtle Beach	14.76	612	108,881	135	19,838	0	0	4	870	751	129,589	10.21
Spartanburg	2.87	105	16,636	40	8,196	0	0	4	39,150	149	63,982	2.87
Non-MSA SC	21.42	916	317,369	167	20,248	1	15	0	0	1,084	337,632	14.59

\* 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 January 01, 2012 to December 31, 2013.

\*\*\* Deposit Data as of October 21, 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: SOUTH CAROLINA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						Market Share (%) by Geography <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Greenville	217	11.30	3.00	3.69	17.98	11.98	48.23	37.79	30.79	46.54	1.12	3.31	1.26	0.95	1.15	
<b>Limited Review:</b>																
Anderson	38	1.98	2.08	0.00	19.37	2.63	47.91	52.63	30.64	44.74	0.97	0.00	0.32	1.28	0.86	
Augusta	50	2.60	1.77	0.00	24.69	18.00	42.92	32.00	30.61	50.00	1.26	0.00	1.18	1.28	1.34	
Charleston	279	14.53	1.72	2.15	18.29	3.23	48.73	19.71	31.26	74.91	1.16	2.05	0.28	0.43	2.26	
Charlotte	103	5.36	2.42	0.97	27.59	11.65	43.39	35.92	26.60	51.46	1.16	1.19	0.87	1.00	1.42	
Columbia	261	13.59	1.08	1.15	22.02	15.71	39.49	24.14	37.42	59.00	1.36	3.70	2.46	0.91	1.42	
Florence	16	0.83	1.41	0.00	15.05	0.00	50.24	37.50	33.29	62.50	0.69	0.00	0.00	0.80	0.66	
Myrtle Beach	399	20.78	0.73	1.50	14.90	4.01	58.85	62.41	25.52	32.08	3.29	0.00	1.77	3.32	3.71	
Spartanburg	45	2.34	1.73	0.00	17.16	13.33	53.25	46.67	27.86	40.00	0.40	0.00	0.21	0.29	0.68	
Non-MSA SC	512	26.67	0.72	0.00	10.15	2.15	43.57	20.90	45.57	76.95	3.30	0.00	0.24	3.07	3.58	

\* 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: SOUTH CAROLINA					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									
<b>Full Review:</b>																								
Greenville	79	28.62	3.00	0.00	17.98	20.25	48.23	49.37	30.79	30.38	5.29	0.00	4.86	6.03	5.02									
<b>Limited Review:</b>																								
Anderson	26	9.42	2.08	7.69	19.37	15.38	47.91	46.15	30.64	30.77	5.31	50.00	4.65	3.33	7.50									
Augusta	4	1.45	1.77	0.00	24.69	0.00	42.92	25.00	30.61	75.00	0.00	0.00	0.00	0.00	0.00									
Charleston	16	5.80	1.72	0.00	18.29	0.00	48.73	43.75	31.26	56.25	0.47	0.00	0.00	0.19	1.39									
Charlotte	6	2.17	2.42	0.00	27.59	16.67	43.39	50.00	26.60	33.33	0.87	0.00	1.54	1.11	0.00									
Columbia	53	19.20	1.08	1.89	22.02	18.87	39.49	39.62	37.42	39.62	3.73	12.50	5.41	3.88	2.81									
Florence	6	2.17	1.41	0.00	15.05	16.67	50.24	0.00	33.29	83.33	1.75	0.00	1.85	0.00	5.66									
Myrtle Beach	22	7.97	0.73	0.00	14.90	9.09	58.85	77.27	25.52	13.64	2.94	0.00	0.00	5.49	0.00									
Spartanburg	9	3.26	1.73	0.00	17.16	22.22	53.25	44.44	27.86	33.33	1.30	0.00	3.57	0.00	2.06									
Non-MSA SC	55	19.93	0.72	0.00	10.15	18.18	43.57	32.73	45.57	49.09	5.08	0.00	6.25	3.90	5.77									

\* 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: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Greenville	343	20.56	3.00	0.87	17.98	9.62	48.23	46.65	30.79	42.86	1.05	0.99	1.24	1.17	0.90									
<b>Limited Review:</b>																								
Anderson	80	4.80	2.08	0.00	19.37	10.00	47.91	45.00	30.64	45.00	0.97	0.00	0.29	0.89	1.26									
Augusta	91	5.46	1.77	0.00	24.69	14.29	42.92	42.86	30.61	42.86	1.26	0.00	1.54	1.36	1.11									
Charleston	198	11.87	1.72	0.51	18.29	7.58	48.73	19.19	31.26	72.73	0.51	0.66	0.41	0.22	0.84									
Charlotte	68	4.08	2.42	0.00	27.59	10.29	43.39	42.65	26.60	47.06	0.50	0.00	0.65	0.45	0.49									
Columbia	278	16.67	1.08	0.00	22.02	12.95	39.49	26.98	37.42	60.07	0.74	0.00	0.95	0.57	0.81									
Florence	21	1.26	1.41	0.00	15.05	14.29	50.24	47.62	33.29	38.10	0.40	0.00	0.72	0.42	0.34									
Myrtle Beach	190	11.39	0.73	1.58	14.90	2.11	58.85	69.47	25.52	26.84	1.25	3.92	0.32	1.46	1.07									
Spartanburg	51	3.06	1.73	0.00	17.16	5.88	53.25	35.29	27.86	58.82	0.34	0.00	0.37	0.24	0.49									
Non-MSA SC	348	20.86	0.72	0.00	10.15	4.89	43.57	20.69	45.57	74.43	1.41	0.00	1.43	1.06	1.56									

\* 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: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography				
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****						
<b>Full Review:</b>																
Greenville-Mauldin	2	28.57	6.01	0.00	29.17	0.00	34.78	100.00	30.04	0.00	4.88	0.00	0.00	14.29	0.00	
<b>Limited Review:</b>																
Anderson	0	0.00	7.03	0.00	10.60	0.00	43.82	0.00	38.55	0.00	0.00	0.00	0.00	0.00	0.00	
Augusta	0	0.00	7.46	0.00	38.20	0.00	24.73	0.00	29.61	0.00	0.00	0.00	0.00	0.00	0.00	
Charleston	0	0.00	6.73	0.00	22.37	0.00	47.06	0.00	23.84	0.00	0.00	0.00	0.00	0.00	0.00	
Charlotte	0	0.00	3.85	0.00	30.24	0.00	44.32	0.00	21.60	0.00	0.00	0.00	0.00	0.00	0.00	
Columbia	2	28.57	14.23	0.00	32.63	0.00	27.98	0.00	25.16	100.00	4.44	0.00	0.00	0.00	11.76	
Florence	1	14.29	1.55	0.00	10.05	100.00	30.24	0.00	58.16	0.00	11.11	0.00	100.00	0.00	0.00	
Myrtle Beach	1	14.29	3.20	0.00	6.33	0.00	56.78	100.00	33.69	0.00	3.45	0.00	0.00	6.67	0.00	
Spartanburg	0	0.00	7.61	0.00	34.11	0.00	36.08	0.00	22.20	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA SC	1	14.29	1.64	0.00	8.45	0.00	30.73	0.00	59.18	100.00	5.88	0.00	0.00	0.00	10.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*													
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Greenville-Mauldin	298	25.25	4.67	5.37	20.40	24.83	38.74	35.91	36.18	33.89	2.00	3.11	2.96	2.07	1.58									
<b>Limited Review:</b>																								
Anderson	63	5.34	4.77	6.35	18.00	19.05	42.73	33.33	34.51	41.27	1.92	1.27	2.90	1.85	1.85									
Augusta	37	3.14	3.98	5.41	23.79	18.92	43.19	51.35	28.95	24.32	1.33	1.64	1.66	1.70	0.69									
Charleston	158	13.39	4.37	6.96	22.53	18.99	41.03	35.44	32.01	38.61	0.81	1.15	0.71	0.80	0.87									
Charlotte	48	4.07	5.38	0.00	27.67	31.25	38.38	45.83	28.46	22.92	0.82	0.00	1.01	1.01	0.69									
Columbia	212	17.97	2.90	4.25	21.40	20.75	39.55	37.74	35.39	37.26	1.38	1.67	1.79	1.35	1.31									
Florence	25	2.12	3.06	0.00	15.79	8.00	49.34	64.00	31.81	28.00	0.94	0.00	0.81	1.30	0.66									
Myrtle Beach	132	11.19	5.89	7.58	14.59	12.12	53.64	62.88	25.22	17.42	1.61	2.19	1.69	1.76	1.14									
Spartanburg	40	3.39	2.61	2.50	22.29	12.50	45.36	55.00	29.75	30.00	0.70	1.20	0.00	0.84	0.92									
Non-MSA SC	167	14.15	1.64	0.60	11.10	5.99	35.13	28.74	52.13	64.67	1.41	1.37	0.83	1.28	1.64									

\* 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: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Greenville	4	57.14	2.67	0.00	19.11	0.00	52.44	100.00	25.78	0.00	5.56	0.00	0.00	9.52	0.00	
<b>Limited Review:</b>																
Anderson	1	14.29	1.24	0.00	13.90	0.00	58.09	100.00	26.76	0.00	3.13	0.00	0.00	4.35	0.00	
Augusta	0	0.00	2.07	0.00	23.75	0.00	56.97	0.00	17.21	0.00	0.00	0.00	0.00	0.00	0.00	
Charleston	0	0.00	2.12	0.00	18.05	0.00	52.59	0.00	27.24	0.00	0.00	0.00	0.00	0.00	0.00	
Charlotte	0	0.00	1.05	0.00	31.72	0.00	44.12	0.00	23.11	0.00	0.00	0.00	0.00	0.00	0.00	
Columbia	1	14.29	0.92	0.00	27.02	0.00	40.95	100.00	30.95	0.00	0.00	0.00	0.00	0.00	0.00	
Florence	0	0.00	0.29	0.00	20.69	0.00	60.34	0.00	18.68	0.00	0.00	0.00	0.00	0.00	0.00	
Myrtle Beach	0	0.00	0.68	0.00	17.80	0.00	65.35	0.00	16.03	0.00	0.00	0.00	0.00	0.00	0.00	
Spartanburg	0	0.00	0.66	0.00	15.08	0.00	58.69	0.00	25.57	0.00	0.00	0.00	0.00	0.00	0.00	
Non-MSA SC	1	14.29	0.36	0.00	12.05	0.00	48.98	100.00	38.61	0.00	0.00	0.00	0.00	0.00	0.00	

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Greenville	217	11.30	21.74	4.25	17.68	19.81	19.49	17.45	41.10	58.49	1.24	0.54	1.15	0.99	1.55	
<b>Limited Review:</b>																
Anderson	38	1.98	23.50	5.26	15.45	26.32	21.02	21.05	40.04	47.37	1.10	1.01	1.08	0.69	1.42	
Augusta	50	2.60	23.73	4.00	15.02	8.00	18.41	26.00	42.84	62.00	1.57	1.25	0.58	1.69	2.15	
Charleston	279	14.53	21.72	1.43	17.11	4.30	20.37	8.24	40.80	86.02	1.32	0.29	0.28	0.26	2.39	
Charlotte	103	5.36	22.02	6.80	17.57	16.50	20.43	26.21	39.98	50.49	1.33	0.90	1.10	1.18	1.64	
Columbia	261	13.59	20.93	19.54	17.15	19.16	20.50	19.54	41.43	41.76	1.60	3.09	1.11	1.41	1.64	
Florence	16	0.83	21.76	6.25	16.91	43.75	19.57	12.50	41.75	37.50	0.81	1.92	1.32	0.00	0.92	
Myrtle Beach	399	20.78	20.77	1.50	17.12	9.77	21.83	10.28	40.27	78.45	3.59	1.33	2.32	1.86	4.69	
Spartanburg	45	2.34	21.54	15.56	17.69	17.78	20.36	15.56	40.41	51.11	0.45	0.00	0.26	0.40	0.83	
Non-MSA SC	512	26.67	17.90	0.78	15.99	2.93	18.25	8.01	47.86	88.28	3.64	0.00	0.34	1.36	4.91	

\* 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 0.3% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Greenville	79	28.62	21.74	12.66	17.68	22.78	19.49	26.58	41.10	37.97	5.46	7.89	4.85	8.00	4.02	
<b>Limited Review:</b>																
Anderson	26	9.42	23.50	19.23	15.45	23.08	21.02	26.92	40.04	30.77	5.53	1.89	6.82	7.27	6.02	
Augusta	4	1.45	23.73	25.00	15.02	25.00	18.41	25.00	42.84	25.00	0.00	0.00	0.00	0.00	0.00	
Charleston	16	5.80	21.72	0.00	17.11	12.50	20.37	18.75	40.80	68.75	0.49	0.00	0.00	0.41	0.88	
Charlotte	6	2.17	22.02	0.00	17.57	0.00	20.43	0.00	39.98	100.00	0.89	0.00	0.00	0.00	1.80	
Columbia	53	19.20	20.93	7.69	17.15	28.85	20.50	28.85	41.43	34.62	3.70	0.00	6.14	3.55	3.41	
Florence	6	2.17	21.76	0.00	16.91	16.67	19.57	16.67	41.75	66.67	1.90	0.00	2.70	1.96	2.22	
Myrtle Beach	22	7.97	20.77	18.18	17.12	18.18	21.83	27.27	40.27	36.36	3.06	4.88	3.61	3.90	1.59	
Spartanburg	9	3.26	21.54	11.11	17.69	11.11	20.36	22.22	40.41	55.56	1.35	0.00	1.22	0.00	2.46	
Non-MSA SC	55	19.93	17.90	9.26	15.99	5.56	18.25	29.63	47.86	55.56	5.13	4.26	4.82	5.60	5.15	

\* 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 0.7% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: SOUTH CAROLINA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Greenville	343	20.56	21.74	4.96	17.68	12.24	19.49	21.87	41.10	60.93	1.26	1.34	1.09	1.11	1.37	
<b>Limited Review:</b>																
Anderson	80	4.80	23.50	3.75	15.45	20.00	21.02	20.00	40.04	56.25	1.16	0.00	1.27	1.04	1.37	
Augusta	91	5.46	23.73	5.49	15.02	14.29	18.41	20.88	42.84	59.34	1.63	1.32	1.74	1.98	1.50	
Charleston	198	11.87	21.72	1.01	17.11	6.06	20.37	6.57	40.80	86.36	0.65	0.14	0.43	0.11	0.95	
Charlotte	68	4.08	22.02	1.47	17.57	16.18	20.43	23.53	39.98	58.82	0.62	0.00	0.89	0.59	0.63	
Columbia	278	16.67	20.93	8.70	17.15	17.39	20.50	19.93	41.43	53.99	0.96	1.60	0.91	0.75	0.97	
Florence	21	1.26	21.76	9.52	16.91	28.57	19.57	0.00	41.75	61.90	0.50	0.00	0.57	0.00	0.66	
Myrtle Beach	190	11.39	20.77	3.68	17.12	12.11	21.83	20.53	40.27	63.68	1.42	1.16	0.77	1.26	1.66	
Spartanburg	51	3.06	21.54	5.88	17.69	17.65	20.36	13.73	40.41	62.75	0.41	0.29	0.30	0.29	0.54	
Non-MSA SC	348	20.86	17.90	1.15	15.99	7.18	18.25	11.49	47.86	80.17	1.65	1.25	1.52	1.12	1.79	

\* 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 0.1% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: SOUTH CAROLINA					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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Greenville	298	25.19	69.73	55.37	70.47	10.40	19.13	2.00	2.00
<b>Limited Review:</b>									
Anderson	63	5.33	70.16	49.21	68.25	15.87	15.87	1.92	2.32
Augusta	37	3.13	72.30	51.35	75.68	16.22	8.11	1.33	1.35
Charleston	158	13.36	71.02	51.90	67.09	10.13	22.78	0.81	0.86
Charlotte	48	4.06	71.52	60.42	68.75	6.25	25.00	0.82	0.98
Columbia	212	17.92	70.96	67.45	75.94	12.74	11.32	1.38	2.10
Florence	25	2.11	72.34	68.00	56.00	32.00	12.00	0.94	1.52
Myrtle Beach	135	11.41	72.02	57.78	68.89	11.85	19.26	1.61	1.77
Spartanburg	40	3.38	67.61	65.00	57.50	10.00	32.50	0.70	1.07
Non-MSA SC	167	14.12	72.63	66.47	72.46	12.57	14.97	1.41	2.12

\* 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 15.89% 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: SOUTH CAROLINA			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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Greenville	4	57.14	97.87	50.00	100.00	0.00	0.00	5.56	5.00
<b>Limited Review:</b>									
Anderson	1	14.29	98.34	0.00	0.00	0.00	100.00	3.13	0.00
Augusta	0	0.00	98.62	0.00	0.00	0.00	0.00	0.00	0.00
Charleston	0	0.00	96.08	0.00	0.00	0.00	0.00	0.00	0.00
Charlotte	0	0.00	97.69	0.00	0.00	0.00	0.00	0.00	0.00
Columbia	1	14.29	97.77	100.00	100.00	0.00	0.00	0.00	0.00
Florence	0	0.00	98.85	0.00	0.00	0.00	0.00	0.00	0.00
Myrtle Beach	0	0.00	98.51	0.00	0.00	0.00	0.00	0.00	0.00
Spartanburg	0	0.00	97.54	0.00	0.00	0.00	0.00	0.00	0.00
Non-MSA SC	1	14.29	96.59	100.00	100.00	0.00	0.00	0.00	0.00

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

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

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

\*\*\*\* Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 28.57% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENT Geography: SOUTH CAROLINA Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Greenville	0	0	60	41,102	60	41,102	35.71	0	0
<b>Limited Review:</b>									
Anderson	0	0	10	8,576	10	8,576	7.45	0	0
Augusta	0	0	3	450	3	450	0.39	0	0
Charleston	1	30	43	17,590	44	17,620	15.31	0	0
Charlotte	0	0	8	1,979	8	1,979	1.72	0	0
Columbia	0	0	32	10,295	32	10,295	8.94	0	0
Florence	0	0	7	4,692	7	4,692	4.08	0	0
Myrtle Beach	0	0	10	1,523	10	1,523	1.32	0	0
Spartanburg	0	0	11	7,870	11	7,870	6.84	0	0
Non-MSA SC	0	0	25	20,349	25	20,349	17.68	0	0
Statewide	1	200	1	445	2	645	0.56	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: SOUTH CAROLINA																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Greenville	32.25	19	25.68	0.00	26.32	21.05	52.63	0	2	0	0	-2	0	4.90	21.20	44.76	29.13
<b>Limited Review:</b>																	
Anderson	6.37	4	5.41	25.00	25.00	25.00	25.00	0	0	0	0	0	0	4.05	20.64	46.06	29.25
Augusta	1.93	2	2.70	0.00	0.00	50.00	50.00	0	1	0	0	-1	0	3.16	27.32	43.32	26.20
Charleston	6.72	6	8.11	0.00	33.33	50.00	16.67	0	2	0	0	-1	-1	3.98	22.83	46.90	26.29
Charlotte	4.24	3	4.05	33.33	0.00	33.33	33.34	0	1	0	0	-1	0	3.85	30.15	40.36	24.87
Columbia	18.60	15	20.27	0.00	13.33	46.67	40.00	0	1	0	0	0	-1	3.88	24.14	36.80	32.69
Florence	2.22	3	4.05	0.00	33.34	33.33	33.33	0	0	0	0	0	0	2.21	18.11	50.91	28.78
Myrtle Beach	10.21	10	13.51	10.00	10.00	40.00	40.00	0	0	0	0	0	0	2.37	16.50	58.10	23.01
Spartanburg	2.87	1	1.35	0.00	0.00	0.00	100.00	0	0	0	0	0	0	4.27	22.00	49.39	24.34
Non MSA SC	14.59	11	14.87	0.00	36.36	9.09	54.55	0	2	0	0	0	-2	1.44	13.12	45.69	39.75

Table 1. Lending Volume

LENDING VOLUME												
Geography: VERMONT												
Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013												
Assessment Area:	% 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)	
<b>Full Review:</b>												
Burlington	38.39	473	99,636	470	45,438	18	585	11	31,460	972	177,119	49.53
<b>Limited Review:</b>												
Non-MSA VT	61.61	859	144,781	663	51,602	20	645	7	10,738	1,549	207,766	50.47

\* 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 January 01, 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: VERMONT				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						Market Share (%) by Geography <sup>*</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Burlington	98	28.24	0.38	0.00	15.62	16.33	58.48	60.20	25.52	23.47	1.64	0.00	1.92	1.54	1.74	
<b>Limited Review:</b>																
Non-MSA VT	249	71.76	0.05	0.00	14.76	9.24	70.83	68.67	14.35	22.09	4.22	0.00	2.91	4.67	3.76	

\* 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: VERMONT					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									
<b>Full Review:</b>																								
Burlington	86	34.96	0.38	1.16	15.62	27.91	58.48	53.49	25.52	17.44	4.95	0.00	9.23	5.34	1.99									
<b>Limited Review:</b>																								
Non-MSA VT	160	65.04	0.05	0.00	14.76	21.25	70.83	65.00	14.35	13.75	7.65	0.00	9.45	6.96	9.23									

\* 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: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography <sup>†</sup>													
	#	% of Total <sup>**</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% Owner Occ Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington	278	38.40	0.38	0.00	15.62	16.91	58.48	58.99	25.52	24.10	1.71	0.00	2.48	1.53	1.76									
<b>Limited Review:</b>																								
Non-MSA VT	446	61.60	0.05	0.00	14.76	14.80	70.83	67.71	14.35	17.49	2.42	0.00	2.88	2.53	1.78									

\* 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: VERMONT																
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 <sup>†</sup>					
	#	% of Total <sup>**</sup>	% of MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	% MF Units <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid
<b>Full Review:</b>																
Burlington	11	73.33	3.97	0.00	31.45	45.45	53.75	36.36	10.84	18.18	6.15	0.00	9.09	5.56	0.00	
<b>Limited Review:</b>																
Non-MSA VT	4	26.67	0.14	0.00	24.04	75.00	58.79	25.00	17.03	0.00	5.56	0.00	17.65	0.00	0.00	

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

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

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES															Geography: VERMONT		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*															
	#	% of Total**	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp											
<b>Full Review:</b>																										
Burlington	466	41.28	1.55	0.21	19.87	19.31	52.92	51.50	25.52	28.97	6.74	0.00	6.92	6.70	7.25											
<b>Limited Review:</b>																										
Non-MSA VT	663	58.72	0.16	0.00	17.89	18.55	65.07	61.69	16.88	19.76	5.96	0.00	6.94	5.90	7.13											

\* 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: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans						
<b>Full Review:</b>																
Burlington	18	47.37	0.73	0.00	22.80	22.22	53.37	77.78	23.11	0.00	20.00	0.00	13.33	33.33	0.00	
<b>Limited Review:</b>																
Non-MSA VT	20	52.63	0.00	0.00	13.33	10.00	72.14	80.00	14.53	10.00	12.66	0.00	16.67	11.86	20.00	

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

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

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

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share <sup>1</sup>				
Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>**</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>						
<b>Full Review:</b>																
Burlington	98	28.24	18.30	8.60	18.99	15.05	23.52	26.88	39.19	49.46	1.69	2.46	1.11	1.23	2.27	
<b>Limited Review:</b>																
Non-MSA VT	249	71.76	19.45	3.63	18.92	10.48	22.65	16.53	38.98	69.35	4.83	5.83	2.87	2.64	6.58	

\* 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 1.7% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share*				
Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Overall	Low	Mod	Mid	Upp	
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****						
<b>Full Review:</b>																
Burlington	86	34.96	18.30	8.24	18.99	22.35	23.52	24.71	39.19	44.71	4.94	3.57	7.50	4.47	4.40	
<b>Limited Review:</b>																
Non-MSA VT	160	65.04	19.45	13.21	18.92	20.75	22.65	25.79	38.98	40.25	7.90	11.76	7.23	7.66	7.65	

\* 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 0.8% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE															Geography: VERMONT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share <sup>c</sup>													
	#	% of Total <sup>**</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	% Families <sup>***</sup>	% BANK Loans <sup>****</sup>	Overall	Low	Mod	Mid	Upp									
<b>Full Review:</b>																								
Burlington	278	38.40	18.30	6.02	18.99	13.91	23.52	23.68	39.19	56.39	1.82	0.75	1.57	1.17	2.48									
<b>Limited Review:</b>																								
Non-MSA VT	446	61.60	19.45	5.40	18.92	16.43	22.65	19.95	38.98	58.22	2.56	1.75	2.64	1.68	3.02									

\* 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 4.4% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES									
Geography: VERMONT									
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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Businesses <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington	470	41.48	71.41	56.60	82.13	9.36	8.51	6.74	8.74
<b>Limited Review:</b>									
Non-MSA VT	663	58.52	72.43	58.97	85.22	8.14	6.64	5.96	8.46

\* 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 25.95% 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: VERMONT		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 <sup>1</sup>	
	#	% of Total <sup>**</sup>	% of Farms <sup>***</sup>	% BANK Loans <sup>****</sup>	\$100,000 or less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Rev\$ 1 Million or Less
<b>Full Review:</b>									
Burlington	18	47.37	98.45	66.67	100.00	0.00	0.00	20.00	38.46
<b>Limited Review:</b>									
Non-MSA VT	20	52.63	98.27	65.00	100.00	0.00	0.00	12.66	16.67

\* 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 21.05% of small loans to farms originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENT Geography: VERMONT Evaluation Period: January 1, 2012 through 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)
<b>Full Review:</b>									
Burlington	6	7,814	38	26,187	44	34,001	49.20	0	0
<b>Limited Review:</b>									
Non-MSA VT	9	15,545	37	15,838	46	31,383	45.42	0	0
Statewide	2	3,415	1	303	3	3,718	5.38	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: VERMONT																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
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
<b>Full Review:</b>																	
Burlington	49.53	14	40.00	0.00	35.71	50.00	14.29	0	0	0	0	0	0	1.49	19.57	55.39	23.55
<b>Limited Review:</b>																	
Non-MSA VT	50.47	21	60.00	0.00	19.05	52.38	28.57	0	1	0	-1	0	0	0.09	18.48	68.84	12.59

**Greater Regional Areas:**

**Institution ID:** TD Bank NA

Table 14. Qualified Investments

QUALIFIED INVESTMENTS									
	Geography: REGIONAL				Evaluation Period: January 1, 2012 through 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)
Greater Regional Areas	36	39,720	7	3,304	43	43,024	100.00	33	87,557
Statewide PA	1	3,130	1	342	2	3,472	100.00	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.