

PUBLIC DISCLOSURE

January 6, 2014

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

Fifth Third Bank
RSSD #723112

38 Fountain Square Plaza
Cincinnati, Ohio

Federal Reserve Bank of Cleveland

P.O. Box 6387
Cleveland, Ohio 44101-1387

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 the safe and sound operation of the institution. This evaluation is not, nor should it 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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INSTITUTION’S CRA RATING

INSTITUTION’S CRA RATING: “Needs to Improve”

The following table indicates the performance level of Fifth Third Bank with respect to the lending, investment, and service tests.

PERFORMANCE LEVELS	FIFTH THIRD BANK PERFORMANCE TESTS		
	Lending Test*	Investment Test	Service Test
Outstanding		X	
High Satisfactory	X		X
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors supporting the institution’s rating include:

- A good responsiveness to credit needs;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and an adequate distribution of loans to businesses and farms of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

Evidence of discriminatory and other illegal credit practices were noted during the review period and considered in assigning the overall rating. Substantive violations of the Equal Credit Opportunity Act, the Consumer Financial Protection Act, and the Fair Housing Act caused Fifth Third's CRA rating to be adjusted downward from "Satisfactory" to "Needs to Improve."

DESCRIPTION OF INSTITUTION

Overview

Fifth Third Bank (Fifth Third) is a wholly owned subsidiary of Fifth Third Bancorp, a bank holding company headquartered in Cincinnati, Ohio. As of December 31, 2013, Fifth Third Bancorp reported total assets of \$130.0 billion and Fifth Third reported total assets of \$127.4 billion.

Non-bank Subsidiaries

Fifth Third requested to include lending by its non-bank subsidiaries in this performance evaluation. These subsidiaries include Fifth Third Mortgage Company, which processes and funds most purchase money and refinance mortgage lending for the corporation and services all mortgage lending for the corporation, and Fifth Third Mortgage MI LLC, which processes and funds purchase money and refinance mortgage lending primarily in Michigan.

Fifth Third Community Development Corporation (CDC) is a holding company non-bank subsidiary organized primarily for making investments in small business investment companies, other qualifying business ventures, and affordable housing tax credit deals. As of December 31, 2013, the CDC had assets of \$1.4 billion. The CDC is a primary contributor to the bank's investment test under CRA.

Business Lines

Fifth Third operates with three primary business lines. Consumer banking consists of branch banking and consumer lending. Commercial banking provides loans, deposits, cash management, capital markets, leasing, and financing to small and large companies. The Investment Advisor area is comprised of five businesses:

- Private banking – provides financial services to affluent clients;
- Fifth Third Securities – offers retirement, investment, and brokerage services;
- Fifth Third Insurance – sells insurance products and services;
- ClearArc Capital, Inc. – provides asset management services to institutional clients; and,
- Fifth Third Institutional Services – offers consulting, investment, and recordkeeping services for profit and non-profit institutions.

Fifth Third also owns a controlling interest in Vantiv, which offers electronic funds transfers, merchant processing, data processing, and ATM services.

Assessment Areas

Fifth Third's assessment areas include portions of Florida, Georgia, Illinois, Indiana, Kentucky, Michigan, Missouri, North Carolina, Ohio, Pennsylvania, Tennessee, and West Virginia. There have been no changes to the assessment area since the prior evaluation.

The following summarizes Fifth Third's assessment areas evaluated as part of this CRA performance evaluation:

Multi-state

- Chicago-Naperville-Michigan City IL-IN-WI Multi-state Combined Statistical Area (CSA) #176, consisting of the following three MSAs:
 - Chicago-Joliet-Naperville IL-IN-WI MSA #16980, consisting of the following three metropolitan divisions (MD):
 - Chicago-Joliet-Naperville IL MD #16974, consisting of Cook, DeKalb, DuPage, Kane, Kendall, McHenry, and Will Counties, but excluding Grundy County
 - Gary IN MD #23844, consisting of Jasper, Lake, and Porter Counties, but excluding Newton County
 - Lake County-Kenosha County IL-WI MD #29404, consisting of Lake County in Illinois, but excluding Kenosha County in Wisconsin
 - Kankakee-Bradley IL MSA #28100, consisting of Kankakee County
 - Michigan City-La Porte IN MSA #33140, consisting of LaPorte County
- Cincinnati-Middletown OH-KY-IN MSA #17140, consisting of Brown, Butler, Clermont, Hamilton, and Warren Counties in Ohio; Dearborn, Franklin, and Ohio Counties in Indiana; and Boone, Campbell, Gallatin, Grant, Kenton, and Pendleton Counties in Kentucky, but excluding Bracken County in Kentucky
- Evansville IN-KY MSA #21780, consisting of Gibson, Posey, Vanderburgh, and Warrick Counties in Indiana and Henderson County in Kentucky, but excluding Webster County in Kentucky
- Huntington-Ashland WV-KY-OH MSA #26580, consisting of Boyd and Greenup Counties in Kentucky, Lawrence County in Ohio, and Cabell and Wayne Counties in West Virginia
- Louisville/Jefferson County KY-IN MSA #31140, consisting of Clark, Floyd, and Harrison Counties in Indiana and Bullitt, Jefferson, Oldham, and Shelby Counties in Kentucky, but excluding Washington County in Indiana and Henry, Meade, Nelson, Spencer, and Trimble Counties in Kentucky
- South Bend-Elkhart-Mishawaka IN-MI CSA #515, consisting of the following two MSAs:
 - Elkhart-Goshen IN MSA #21140, consisting of Elkhart County
 - South Bend-Mishawaka IN-MI MSA #43780, consisting of St. Joseph County in Indiana and Cass County in Michigan

Florida

- Cape Coral-Fort Myers FL MSA #15980, consisting of Lee County
- Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD #22744, consisting of Broward County

- Jacksonville FL MSA #27260, consisting of Clay, Duval, and St. Johns Counties, but excluding Baker and Nassau Counties
- Lakeland-Winter Haven FL MSA #29460, consisting of Polk County
- Naples-Marco Island FL MSA #34940, consisting of Collier County
- Orlando-Deltona-Daytona Beach FL CSA #422, consisting of the following two MSAs:
 - Deltona-Daytona Beach-Ormond Beach FL MSA #19660, consisting of Volusia County
 - Orlando-Kissimmee-Sanford FL MSA #36740, consisting of Lake, Orange, Osceola, and Seminole Counties
- Sarasota-Bradenton-Punta Gorda FL CSA #494, consisting of the following two MSAs:
 - North Port-Bradenton-Sarasota FL MSA #35840, consisting of Manatee and Sarasota Counties
 - Punta Gorda FL MSA #39460, consisting of Charlotte County
- Tampa-St. Petersburg-Clearwater FL MSA #45300, consisting of Hillsborough, Pasco, and Pinellas Counties, but excluding Hernando County
- West Palm Beach-Boca Raton-Boynton Beach FL MD #48424, consisting of Palm Beach County

Georgia

- Atlanta-Sandy Springs-Marietta GA MSA #12060, consisting of Carroll, Clayton, Cobb, DeKalb, Douglas, Fulton, Gwinnett, Paulding, Rockdale, and Walton Counties, but excluding Barrow, Bartow, Butts, Cherokee, Coweta, Dawson, Fayette, Forsyth, Haralson, Heard, Henry, Jasper, Lamar, Meriwether, Newton, Pickens, Pike, and Spalding Counties
- Augusta-Richmond County GA-SC MSA #12260, consisting of Columbia and Richmond counties in Georgia, but excluding Burke and McDuffie Counties in Georgia and Aiken and Edgefield Counties in South Carolina

Illinois

- Non-metropolitan Northern Illinois, consisting of Lee, Stephenson, and Whiteside Counties
- Non-metropolitan Southern Illinois, consisting of Effingham, Jefferson, and Williamson Counties
- Rockford IL MSA #40420, consisting of Boone and Winnebago Counties

Indiana

- Bloomington IN MSA #14020, consisting of Greene, Monroe, and Owen Counties
- Fort Wayne IN MSA #23060, consisting of Allen County, but excluding Wells and Whitley Counties

- Indianapolis-Anderson-Columbus IN Combined Statistical Area (CSA) #294, consisting of:
 - Anderson IN MSA #11300, which encompasses all of Madison County
 - Columbus IN MSA #18020, which encompasses all of Bartholomew County
 - Indianapolis MSA #26900, consisting of Boone, Brown, Hamilton, Hancock, Hendricks, Johnson, Marion, Morgan, Putnam, and Shelby Counties
- Lafayette IN MSA #29140, consisting of Benton and Tippecanoe Counties, but excluding Carroll County
- Non-metropolitan Northern Indiana, consisting of Adams and Steuben Counties
- Non-metropolitan Southern Indiana, consisting of Decatur, Dubois, Fayette, Jackson, Jennings, Knox, Lawrence, Orange, Parke, Perry, Pike, Ripley, Rush, Scott, and Spencer Counties
- Terre Haute IN MSA #45460, consisting of Clay, Sullivan, Vermillion, and Vigo Counties

Kentucky

- Lexington-Fayette KY MSA #30460, consisting of Bourbon, Clark, Fayette, Jessamine, Scott, and Woodford Counties
- Non-metropolitan Eastern Kentucky, consisting of Anderson, Franklin, Harrison, Madison, and Mercer Counties
- Non-metropolitan Western Kentucky, consisting of Crittenden, Hopkins, Lyon, and Union Counties
- Owensboro KY MSA #36980, consisting of Daviess County, but excluding Hancock and McLean Counties

Michigan

- Battle Creek MI MSA #12980, consisting of Calhoun County
- Detroit-Warren-Flint MI CSA #220, consisting of the following four MSAs:
 - Ann Arbor MI MSA #11460, consisting of Washtenaw County
 - Detroit-Warren-Livonia MI MSA #19820, which encompasses the following two MDs:
 - Detroit-Livonia-Dearborn MI MD #19804, consisting of Wayne County
 - Warren-Farmington Hills-Troy MI MD #47644, consisting of Livingston, Macomb, Oakland, and St. Clair Counties, but excluding Lapeer County
 - Flint MI MSA #22420, consisting of Genesee County
 - Monroe MI MSA #33780, consisting of Monroe County
- Grand Rapids-Muskegon-Holland MI CSA #266, consisting of the following three MSAs:
 - Grand Rapids-Wyoming MI MSA #24340, which encompasses Barry, Ionia, Kent, and Newaygo Counties
 - Holland-Grand Haven MI MSA #26100, consisting of Ottawa County

- Muskegon-Norton Shores MI MSA #34740, consisting of Muskegon County
- Jackson MI MSA #27100, consisting of Jackson County
- Kalamazoo-Portage MI MSA #28020, consisting of Kalamazoo and Van Buren Counties
- Lansing-East Lansing MI MSA #29620, consisting of Clinton, Eaton, and Ingham Counties
- Niles-Benton Harbor MI MSA #35660, consisting of Berrien County
- Non-metropolitan Northern Michigan, consisting of Antrim, Benzie, Charlevoix, Clare, Crawford, Emmet, Grand Traverse, Isabella, Kalkaska, Lake, Leelanau, Mason, Mecosta, Midland, Missaukee, Oceana, Oscoda, Otsego, Roscommon, and Wexford Counties
- Non-metropolitan Southern Michigan, consisting of Allegan, Hillsdale, Montcalm, St. Joseph, and Shiawassee Counties
- Saginaw-Bay City-Saginaw Township North MI CSA #474, consisting of the following two MSAs:
 - Bay City MI MSA #13020, consisting of Bay County
 - Saginaw-Saginaw Township North MI MSA #40980, consisting of Saginaw County

Missouri

- St. Louis MO-IL MSA #41180, consisting of St. Louis City, St. Louis County, and St. Charles County, but excluding Bond, Calhoun, Clinton, Jersey, Macoupin, Madison, Monroe, and St. Clair Counties in Illinois and Crawford, Franklin, Jefferson, Lincoln, Warren and Washington Counties in Missouri

North Carolina

- Asheville NC MSA #11700, consisting of Buncombe County, but excluding Haywood, Henderson, and Madison Counties
- Charlotte-Gastonia-Rock Hill NC-SC MSA #16740, consisting of Anson, Cabarrus, Gaston, Mecklenburg, and Union Counties in North Carolina and York County in South Carolina
- Hickory-Lenoir-Morganton NC MSA #25860, consisting of Catawba County, but excluding Alexander, Burke, and Caldwell Counties
- Non-metropolitan North Carolina, consisting of Alleghany, Ashe, Avery, Cleveland, Iredell, Jackson, Lincoln, McDowell, Rowan, Rutherford, Swain, Transylvania, and Watauga Counties
- Raleigh-Cary NC MSA #39580, consisting of Franklin, Johnston, and Wake Counties

Ohio

- Canton-Massillon OH MSA #15940, consisting of portions of Stark County, but excluding Carroll County

- Cleveland-Akron-Elyria CSA #184, consisting of:
 - Akron OH MSA #10420, including Portage and Summit Counties
 - Cleveland-Elyria-Mentor OH MSA #17460, including Cuyahoga, Geauga, Lake, Lorain, and Medina Counties
- Columbus OH MSA #18140, consisting of Delaware, Fairfield, Franklin, Licking, Madison, Pickaway, and Union Counties, but excluding Morrow County
- Dayton-Springfield-Greenville OH CSA #212, consisting of the following two MSAs:
 - Dayton OH MSA #19380, consisting of Greene, Miami, Montgomery, and Preble Counties
 - Springfield OH MSA #44220, consisting of Clark County
- Lima OH MSA #30620, consisting of Allen County
- Non-metropolitan Northwestern Ohio, consisting of Auglaize, Champaign, Darke, Defiance, Hancock, Huron, Logan, Marion, Sandusky, Seneca, Shelby, and Williams Counties
- Non-metropolitan Southwestern Ohio, consisting of Adams, Athens, Clinton, Fayette, Highland, Pike, Ross, and Scioto Counties
- Sandusky OH MSA #41780, consisting of Erie County
- Toledo OH MSA #45780, consisting of Fulton, Lucas, Ottawa, and Wood Counties

Pennsylvania

- Pittsburgh PA MSA #38300, consisting of Allegheny County and portions of Washington and Westmoreland Counties, but excluding Armstrong, Beaver, Butler, and Fayette Counties

Tennessee

- Knoxville TN MSA #28940, consisting of Knox County, but excluding Anderson, Blount, Loudon, and Union Counties
- Nashville-Davidson—Murfreesboro—Franklin TN MSA #34980, consisting of Davidson, Dickson, Rutherford, Sumner, Williamson, and Wilson Counties, but excluding Cannon, Cheatham, Hickman, Macon, Robertson, Smith, and Trousdale Counties

West Virginia

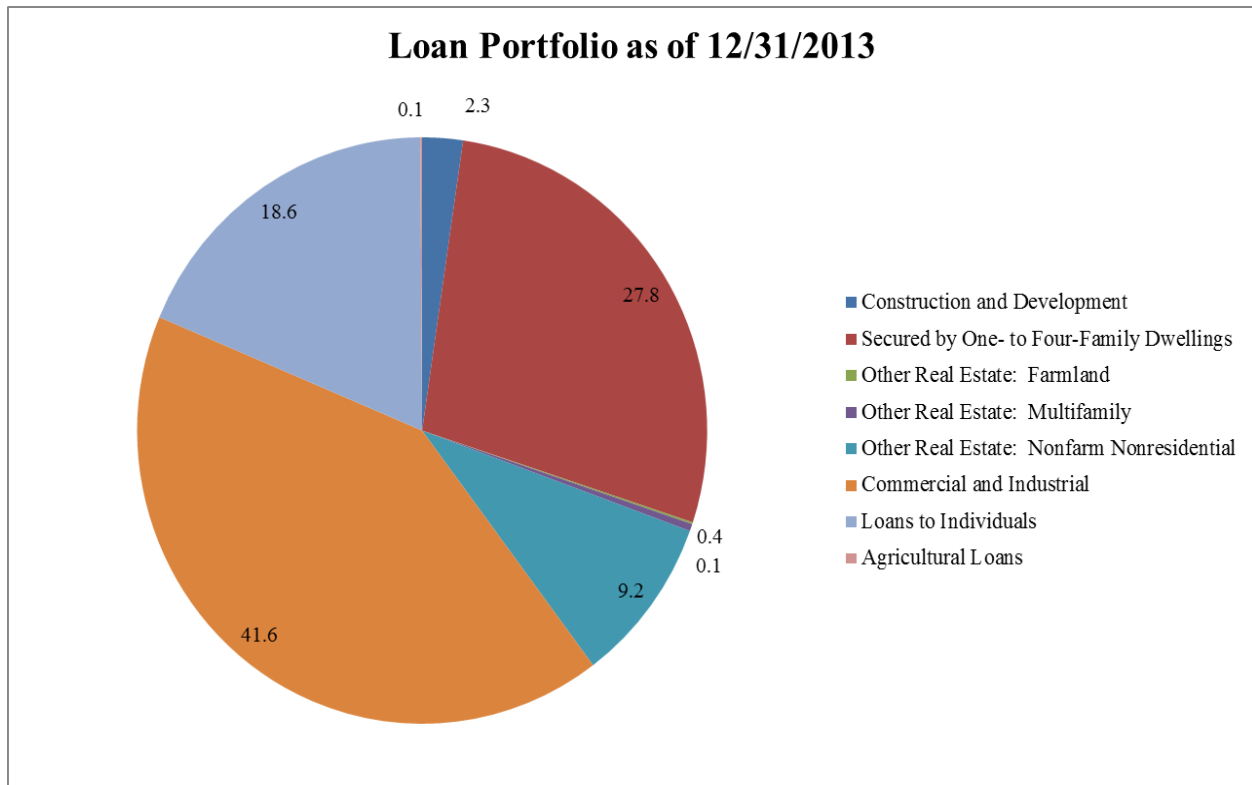
- Charleston WV MSA #16620, consisting of Kanawha and Putnam Counties, but excluding Boone, Clay, and Lincoln Counties

Financial Overview

The following charts display the bank’s loan portfolio composition as of December 31, 2013.

COMPOSITION OF LOAN PORTFOLIO						
Loan Type	12/31/2013		12/31/2012		12/31/11	
	\$ (000s)	Percent	\$ (000s)	Percent	\$ (000s)	Percent
Construction and Development	1,809,225	2.3	1,939,620	2.4	2,855,207	3.7
Secured by One- to Four-Family Dwellings	22,271,500	27.8	24,457,736	30.4	23,864,954	31.2
Other Real Estate: Farmland	75,257	0.1	121,554	0.2	142,016	0.2
Other Real Estate: Multifamily	353,277	0.4	504,581	0.6	680,408	0.9
Other Real Estate: Nonfarm Nonresidential	7,369,158	9.2	7,999,158	9.9	9,001,504	11.8
Commercial and Industrial	33,298,787	41.6	30,935,590	38.4	25,587,644	33.5
Loans to Individuals	14,881,505	18.6	14,516,202	18.0	14,100,746	18.5
Agricultural Loans	80,100	0.1	108,185	0.1	149,716	0.2
Total	80,138,809	100.0	80,582,626	100.00	76,382,195	100.0

*This table does not include the entire loan portfolio. Specifically, it excludes loans to depository institutions, bankers’ acceptances, lease financing receivables, obligations of state and political subdivisions, and other loans that do not meet any other category. Contra assets are also not included in this table.



Fifth Third's investment portfolio as of September 30, 2013 was \$24.2 billion, which represented 19.0% of total assets. Investments in U.S. Treasuries and Agency Securities accounted for 57.6% of investments, while interest-bearing bank balances comprised 21.6% of investments. The remaining percentage of investments consisted of municipal securities, federal funds sold, foreign debt securities, and other investments.

Previous Performance Evaluation

Fifth Third received a "Satisfactory" rating as a result of the November 14, 2011 performance evaluation completed by the Federal Reserve Bank of Cleveland. The lending test was rated "High Satisfactory," the investment test was rated "Outstanding," and the service test was rated "High Satisfactory."

SCOPE OF EXAMINATION

All of Fifth Third's individual assessment areas were evaluated for the lending, investment, and service performance tests. The following assessment areas were reviewed using full-scope examination procedures:

Multi-State

- Chicago-Naperville-Michigan City IL-IN-WI Multi-state CSA #176
- Cincinnati-Middletown OH-KY-IN MSA #17140
- Evansville IN-KY MSA #21780
- Huntington-Ashland WV-KY-OH MSA #26580
- Louisville/Jefferson County KY-IN MSA #31140
- South Bend-Elkhart-Mishawaka IN-MI CSA #515

Florida

- Jacksonville FL MSA #27260
- Naples-Marco Island FL MSA #34940
- Orlando-Deltona-Daytona Beach FL CSA #422
- Tampa-St. Petersburg-Clearwater FL MSA #45300

Georgia

- Augusta-Richmond County GA-SC MSA #12260

Illinois

- Non-metropolitan Southern Illinois
- Rockford IL MSA #40420

Indiana

- Fort Wayne IN MSA #23060
- Indianapolis-Anderson-Columbus IN CSA #294
- Non-metropolitan Southern Indiana
- Terre Haute IN MSA #45460

Kentucky

- Non-metropolitan Eastern Kentucky
- Non-metropolitan Western Kentucky
- Owensboro KY MSA #36980

Michigan

- Detroit-Warren-Flint MI CSA #220
- Grand Rapids-Muskegon-Holland MI CSA #266
- Kalamazoo-Portage MI MSA #28020
- Niles-Benton Harbor MI MSA #35660
- Non-metropolitan Northern Michigan
- Non-metropolitan Southern Michigan

Missouri

- St. Louis MO-IL MSA #41180

North Carolina

- Charlotte-Gastonia-Rock Hill NC-SC MSA #16740
- Non-metropolitan North Carolina
- Raleigh-Carey NC MSA #39580

Ohio

- Cleveland-Akron-Elyria CSA #184
- Columbus OH MSA #18140
- Dayton-Springfield-Greenville OH CSA #212
- Lima OH MSA #30620
- Sandusky OH MSA #41780
- Toledo OH MSA #45780

Pennsylvania

- Pittsburgh PA MSA #38300

Tennessee

- Nashville-Davidson—Murfreesboro—Franklin TN MSA #34980

West Virginia

- Charleston WV MSA #16620

Limited reviews were completed for all other assessment areas.

Lending test performance was based upon loan data covering January 1, 2011 through December 31, 2013. HMDA-reportable loans, including home purchase and home refinance loans, and CRA-reportable small business were the major products included in the evaluation. HMDA-reportable home improvement loans and CRA-reportable small farm loans were considered, but were not weighted as heavily as other products given their relatively small volume. The institution chose to include loan activity originated through affiliated mortgage companies and in its overall lending analysis, but only loans originated by these affiliates within Fifth Third's assessment areas were included in the analysis. Other types of consumer loans that can be reported optionally were not included in the analysis.

The first category reviewed under the lending test focused on lending activity inside and outside the institution's assessment areas. The second and third categories reviewed under the lending test – geographic and borrower income distributions – focused exclusively on those loans originated or purchased that are inside the assessment areas.

Community development loans and investments funded by Fifth Third between September 1, 2011 and December 31, 2013 were reviewed as part of the lending and investment tests, respectively. Investments funded by its affiliate CDC, the Foundation, and regional banking centers were included in the analysis. Finally, the institution's community development services were evaluated as part of Fifth Third's performance under the service test.

Two multi-state assessment areas, the Cincinnati-Middletown MSA and Chicago-Naperville-Michigan City CSA, and two states, Ohio and Michigan, received the greatest weight in the CRA evaluation. This was based on a number of factors, including the percentage of banking centers in these assessment areas to the total number of banking centers in all assessment areas, the percentage of HMDA and CRA loans in these assessment areas to the total amount of HMDA and CRA lending, the percentage of institution deposits in these assessment areas to the total amount of institution deposits, performance context issues (specifically community development opportunities and needs), and the institution's market share of deposit ranking in these areas. The following table illustrates the percentage of banking centers, the percentage of ATMs, the percentage of HMDA loans, the percentage of CRA loans, the deposit share, and the institution's rank within each of these four largest areas. Together, the four areas represent more than half of the banking centers, ATMs, HMDA loans, CRA loans, and deposit share. Further, the bank was among the ten largest institutions in each of these areas.

Geography Name	Percentage of Banking Centers	Percentage of ATMs	Percentage of HMDA Loans	Percentage of CRA Loans	Deposit Share	Rank within Market
Cincinnati-Middletown OH-KY-IN MSA	9.8	14.5	10.0	12.2	29.4	1/73
Chicago-Naperville-Michigan City IL-IN-WI CSA	13.2	13.2	12.8	11.1	12.9	5/240
State of Michigan	18.3	15.8	21.7	27.2	13.6	5/156 ¹
State of Ohio	19.1	19.5	21.1	18.0	15.8	1/258
Totals	60.5	63.0	65.6	68.5	71.7	2/537²

¹ The market rank for Ohio and Michigan in this chart include all of the counties in these two states

² The total market rank includes the counties in which the bank operates in the two multi-state MSAs and Ohio and Michigan

In Michigan and Ohio, the Detroit-Warren-Flint CSA, Grand Rapids-Muskegon-Holland CSA, Columbus MSA, and Cleveland-Akron-Elyria CSA assessment areas received the greatest weight in determining the state ratings. The following table illustrates the percentage of banking centers, the percentage of ATMs, the percentage of HMDA loans, the percentage of CRA loans, the deposit share, and the institution's rank within each of these areas. The Detroit and Grand Rapids CSAs represented more than half of the banking centers, ATMs, HMDA loans, CRA loans, and deposits within Michigan, while the Cleveland CSA and Columbus MSA represented more than half of the banking centers, ATMs, HMDA loans, and deposits within Ohio.

Geography Name	Percentage of Banking Centers within State	Percentage of ATMs within State	Percentage of HMDA Loans within State	Percentage of CRA Loans within State	Deposit Share within State	Rank within Market
<i>State of Michigan</i>						
Detroit-Warren-Flint CSA	37.2	33.1	38.3	34.6	37.6	6/58
Grand Rapids-Muskegon-Holland CSA	27.3	29.9	29.2	29.0	31.7	1/32
Totals	64.4	63.0	67.5	63.5	69.2	N/A
<i>State of Ohio</i>						
Cleveland-Akron-Elyria CSA	30.7	27.3	28.8	28.2	27.7	8/48
Columbus MSA	22.3	27.6	26.4	21.6	28.1	4/54
Totals	53.0	54.9	55.3	49.8	55.8	N/A

A summary of the scope of the examination is listed in Appendix A.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

Lending Test

Fifth Third's performance under the lending test is rated "High Satisfactory." The majority of the multi-state areas and states, including the Chicago-Naperville-Michigan City CSA and Michigan, is rated "High Satisfactory." The Cincinnati-Middletown OH-KY-IN multi-state MSA, which has the largest percentage of deposits, received an "Outstanding" rating, along with Indiana. While the rating is "High Satisfactory" overall, the lending test rating within in Ohio is "Low Satisfactory." Three other states (Pennsylvania, Tennessee, and West Virginia) also received a rating of "Low Satisfactory." The major factors contributing to the overall ratings are good borrower distribution for HMDA loans and the excellent level of community development loans.

Throughout this report, references are made to Fifth Third's and the peer's lending distribution by geography and borrower income. Detailed information about the bank's and peer's percentage of HMDA- and CRA-reportable loans can be found in Appendix E. In some assessment area and products, only general references are made comparing performance thus the reader should refer to the tables for specific data.

Lending Activity

Fifth Third's lending activity reflects a good responsiveness to the credit needs of its assessment areas, taking into consideration Fifth Third's strategic objectives, economic conditions, and competitive factors. Lending activity is good in the Cincinnati-Middletown, Evansville, and Huntington-Ashland multi-state MSAs and in Illinois, Kentucky, Michigan, North Carolina, and Tennessee. The bank's performance is adequate in all other multi-state areas and states, except for the Louisville/Jefferson County multi-state MSA and Indiana, where it is excellent.

Fifth Third continues to offer and participate in several flexible lending programs that are responsive to the credit needs of low- and moderate-income borrowers, including proprietary and government loan programs. The various government programs include Federal Housing Administration-insured loans, Veterans Administration-guaranteed loans, and United States Department of Agriculture Farm Service Agency-guaranteed loans. Loan volumes are provided in the following table:

Flexible Loan Programs		
Government Loan Programs	Number of Applications	Sum of Loan Amount
FHA	35,603	\$4,608,878.00
FSA/RHA	2,016	\$221,447.00
VA	10,650	\$1,936,046.00
Total	48,269	\$6,766,371.00
Down Payment Assistance Programs		
Conventional	320	\$12,910,090.93
FHA	1,183	\$103,874,499.00
FSA/RHA	87	\$9,861,133.00
VA	17	\$2,656,947.00
Total	1,607	\$129,302,669.93
Other Flexible Lending Programs		
DU Refinance Plus	15,190	\$2,573,667,609.54
Good Neighbor 97	10	\$896,661.00
Good Neighbor Solution 97	3	\$254,800.00
HASP – FHLMC Refinance	32,307	\$4,441,814,286.19
HASP – Open	10,034	\$1,855,305,479.59
Home Path	261	\$33,892,577.00
Home Possible 97	3	\$358,295.00
My Community	29	\$2,845,187.00
My Community – Affordable	8	\$674,851.00
My Community Home	2	\$162,000.00
My Community Solution	1	\$71,777.00
Total	57,848	\$8,909,943,523.32
Grand Total	107,724	\$9,046,012,564.25

According to bank management, increasing flexible lending programs were a part of an effort to meet the mortgage lending needs of more borrowers. As a result, there has been approximately a 136.0% increase in flexible lending program loan volume during the evaluation period.

The mortgage companies and the bank were among the major HMDA lenders in the bank's largest markets, including several in Ohio and Michigan. For the most part, the bank did not rank among the largest CRA reporters in the various assessment areas, as the top CRA lenders in most areas were major credit card issuers.

Assessment Area Concentration

The following table shows the distribution of loans inside and outside the bank's assessment areas. A high percentage of Fifth Third's loans were made inside the respective assessment areas by the volume of loans, while an adequate percentage of loans by dollar amount were made inside the assessment areas. The bank's historic distribution of loans inside its assessment area tended to be significantly higher than the levels of lending that occurred during this evaluation period. Increases in lending in the broker and correspondent channels were the driving factors in the change in performance.

Lending Inside and Outside the Assessment Area

Loan Type - Description	Inside				Outside				Total			
	#	%	\$(000s)	%	#	%	\$(000s)	%	#	%	\$(000s)	%
HI - Home Improvement	3,366	94.2	213,370	91.1	209	5.8	20,946	8.9	3,575	100.0	234,316	100.0
RF - Refinancing	60,638	79.9	9,664,316	70.1	15,222	20.1	4,127,003	29.9	75,860	100.0	13,791,319	100.0
FH - Home Purchase - FHA	11,039	85.0	1,274,112	78.8	1,947	15.0	341,802	21.2	12,986	100.0	1,615,914	100.0
MF - Multi-Family Housing	1	100.0	750	100.0	0	0.0	0	0.0	1	100.0	750	100.0
FH - Home Purchase - FHA	16,308	86.8	1,930,474	80.7	2,487	13.2	462,321	19.3	18,795	100.0	2,392,795	100.0
CV - Home Purchase - Conventional	30,079	76.9	5,959,191	67.8	9,057	23.1	2,835,710	32.2	39,136	100.0	8,794,901	100.0
VH - Home Purchase - VA	1,808	82.8	304,587	77.5	376	17.2	88,225	22.5	2,184	100.0	392,812	100.0
MF - Multi-Family Housing	120	91.6	28,149	71.3	11	8.4	11,322	28.7	131	100.0	39,471	100.0
HI - Home Improvement	1,184	95.9	67,549	96.1	50	4.1	2,764	3.9	1,234	100.0	70,313	100.0
VH - Home Purchase - VA	826	88.9	120,918	88.8	103	11.1	15,327	11.2	929	100.0	136,245	100.0
RF - Refinancing	140,945	73.0	22,025,569	62.0	52,210	27.0	13,507,499	38.0	193,155	100.0	35,533,068	100.0
CV - Home Purchase - Conventional	12,038	78.5	2,229,624	70.5	3,305	21.5	934,735	29.5	15,343	100.0	3,164,359	100.0
Total HMDA-related	278,352	76.6	43,818,609	66.2	84,977	23.4	22,347,654	33.8	363,329	100.0	66,166,263	100.0
SR - Small Bus. - Secured by Real Estate	1,484	94.8	357,724	94.1	81	5.2	22,504	5.9	1,565	100.0	380,228	100.0
SR - Small Bus. - Secured by Real Estate	842	95.6	203,252	95.0	39	4.4	10,649	5.0	881	100.0	213,901	100.0
SB - Small Business	32,323	95.9	5,332,535	94.0	1,390	4.1	338,868	6.0	33,713	100.0	5,671,403	100.0
SB - Small Business	16,960	93.0	2,871,772	94.2	1,275	7.0	176,263	5.8	18,235	100.0	3,048,035	100.0
Total Small Bus.-related	51,609	94.9	8,765,283	94.1	2,785	5.1	548,284	5.9	54,394	100.0	9,313,567	100.0
SF - Small Farm	471	90.4	62,114	90.9	50	9.6	6,248	9.1	521	100.0	68,362	100.0
SF - Small Farm	235	90.0	33,780	87.4	26	10.0	4,882	12.6	261	100.0	38,662	100.0
Total Small Farm-related	706	90.3	95,894	89.6	76	9.7	11,130	10.4	782	100.0	107,024	100.0
TOTAL LOANS	330,667	79.0	52,679,786	69.7	87,838	21.0	22,907,068	30.3	418,505	100.0	75,586,854	100.0

Geographic and Borrower Distribution

Overall, the geographic distribution of loans is adequate, with adequate performance in the Chicago-Naperville-Michigan City, Evansville, Huntington-Ashland, and Louisville/Jefferson County multi-state areas and in Kentucky, Missouri, North Carolina, Ohio, Tennessee, and West Virginia. Geographic distribution is good in the Cincinnati-Middletown and South Bend-Elkhart-Mishawka multi-state areas and in Florida, Georgia, Illinois, Indiana, Michigan, and Pennsylvania. Although the geographic distribution is adequate overall, it is considered poor in two assessment areas: the Cleveland-Akron-Elyria OH CSA and Hickory-Lenoir-Morganton NC MSA.

Although lending gaps were moderate overall, there were significant lending gaps in several of the larger assessment areas, such as the Chicago-Naperville-Michigan City multi-state CSA and the Cleveland-Akron-Elyria and Detroit-Warren-Flint CSAs. There were also significant lending gaps in the Saginaw-Bay City-Saginaw Township North MI CSA; the Atlanta-Sandy Springs-Marietta GA, Rockford IL, Pittsburgh PA, and Knoxville TN MSAs; and the Fort Lauderdale-Pompano Beach-Deerfield Beach FL and West Palm Beach-Boca Raton-Boynton Beach FL MDs.

The distribution of loans among borrowers of different income levels is good. The bank's performance is good in the Chicago-Naperville-Michigan City, Cincinnati-Middletown, Evansville, Louisville/Jefferson County, and South Bend-Elkhart-Mishawaka multi-state areas and in Illinois, Indiana, Kentucky, Michigan, and North Carolina. Borrower distribution is adequate in the Huntington-Ashland multi-state MSA and the remaining states. Fifth Third's performance is poor in the Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD.

Overall, the distribution of loans to businesses of different revenue sizes is adequate. Performance is adequate in the Cincinnati-Middletown and Louisville/Jefferson County multi-state MSAs and in Florida, Georgia, Illinois, Michigan, Missouri, Ohio, Pennsylvania, Tennessee, and West Virginia. While the distribution of loans is good in the remainder of the multi-state areas and states, performance is poor in the Cleveland-Akron-Elyria CSA, which is one of the bank's larger assessment areas. Performance is also poor in the Saginaw-Bay City-Saginaw Township North MI CSA, the Lima OH MSA, and the Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD. There were only four assessment areas with sufficient small farm loans to conduct a meaningful analysis: the non-metropolitan areas in Southern Indiana, Western Kentucky, and Southwestern Ohio and the Lexington-Fayette MSA. The distribution of loans to farms of different revenue sizes is adequate overall for these four areas. Performance is good in Non-metropolitan Western Kentucky, adequate in the Lexington/Fayette MSA and Non-metropolitan Southern Indiana, and poor in Non-metropolitan Southwestern Ohio.

Data provided by Fifth Third indicated that 16,996 borrowers were provided loan mitigation services through the various loan mitigation programs during the evaluation period, of which 4,175 (24.6%) borrowers were located in low- and moderate-income geographies. Recognizing that loss mitigation programs are responsive to the credit needs of the community (since some customers might benefit more from a loan modification rather than a refinance loan), information regarding the geographic distribution of these modifications was incorporated in the analysis. However, income information was not available for the bank's loan modifications; therefore, they were not included in this analysis of refinance loans by borrower income.

Community Development Loans

Fifth Third originated 981 qualified community development loans totaling \$4.8 billion inside its assessment area during the evaluation period. While Fifth Third made 11 CD loans outside its delineated CRA footprint, all the loans benefitted the states within the bank's market area (see the state level discussions for details).

Fifth Third is a leader in making community development loans, with all of the multi-states and states except Florida, Georgia, Michigan having excellent performance. There were no community development loans in the Augusta-Richmond County GA-SC and Terre Haute IN MSAs and non-metropolitan Northern Indiana; however, these assessment areas represented only 0.4% of total deposits. Therefore, the lack of community development loans in these areas does not negatively affect the bank's performance.

Investment Test

Fifth Third's performance under the Investment Test is rated "Outstanding." This represents an excellent level of qualified community development investments and grants and the bank is often in a leadership position. Five of the six multi-state assessment areas and nine of the 12 states were rated "Outstanding" on the investment test. The Evansville IN-KY multi-state MSA and West Virginia received a "High Satisfactory" rating, while Illinois received a "Low Satisfactory" rating.

Community development investments, grants, and charitable contributions are made from three sources: the CDC, Fifth Third Foundation (Foundation), and the Bank.

The CDC is a non-bank subsidiary of Fifth Third Bancorp organized primarily for making venture capital investments in small business investment corporations (SBICs), other qualifying business ventures, and affordable housing tax credit deals. The CDC is the primary contributor of qualifying investments for Fifth Third.

The Foundation is a charitable trust funded by Fifth Third Bancorp and managed by Fifth Third Investment Advisors to provide funding for community development and other charitable purposes throughout Fifth Third's assessment areas.

Bank investments are predominately mortgage-backed securities and small charitable contributions to local organizations.

During the current evaluation period, Fifth Third funded nearly \$613.5 million in qualified investments. Some investments were made outside of the bank's CRA delineated footprint, but within states included in the assessment area (see the state level reviews for details). Since the bank received at least an adequate rating for qualified investments, consideration was also given to a \$5,000 investment made in Virginia.

See the discussion under each assessment area for details regarding the bank's activity in a particular assessment area.

Service Test

Fifth Third's performance under the service test is rated "High Satisfactory." The service test was either "Outstanding" or "High Satisfactory" for all of the multi-state assessment areas and states during this evaluation period. While retail services were poor in several assessment areas, including the Chicago-Joliet-Naperville IL-IN-WI CSA, stronger community development services in these areas helped to bolster the overall service test rating.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes. The bank's performance is good in three of the six multi-state areas and six of the 12 states, while performance is excellent in two of the multi-state areas and three of the states. Although retail delivery systems are generally good, the bank's performance was poor in the Chicago-Naperville-Michigan City multi-state CSA. Performance is also poor in the Saginaw-Bay City-Saginaw Township North CSA; the Naples-Marco Island FL, Rockford IL, Bloomington IN, Asheville NC, Hickory-Lenoir-Morganton NC, Canton-Massillon, and Knoxville TN MSAs; and the Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD. Retail delivery systems are adequate in the states of Georgia, Missouri, and North Carolina.

The bank's record of opening and closing banking centers has improved the accessibility of its delivery systems, particularly to low- and moderate-income geographies and individuals. Eight assessment areas had improved distribution due to a larger increase in banking centers in low- and moderate-income geographies than in middle- and upper-income geographies: the Detroit-Warren Flint MI CSA; the Jacksonville FL, Tampa-St. Petersburg-Clearwater FL, Atlanta-Sandy Springs-Marietta GA, St. Louis MO-IL, Pittsburgh PA, and Nashville-Davidson-Murfreesboro-Franklin TN MSAs; and the West Palm Beach-Boca Raton-Boynton Beach FL MD.

Banking services do not vary in a way that inconveniences any portions of the bank's assessment areas. Fifth Third banking centers are generally open six days a week, while Fifth Third Bank Marts, located inside certain grocery stores, are open seven days a week. Banking Centers generally provide lobby and/or drive-thru services full days Monday through Friday and half days on Saturday. Bank Mart locations provide extended evening and weekend hours.

Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households. Fifth Third also operated a limited number of loan production offices, some in low- and moderate-income geographies, which provided access to consumer residential and personal loans. Finally, the institution also provided services through internet banking and telephone banking.

Through its various delivery systems, Fifth Third offered several no- or low-cost deposit products, including regular checking accounts, student checking accounts, and goal setter savings accounts.

Community Development Services

Fifth Third is a leader in providing community development services. All of the multi-state areas and states have excellent or good performance except for West Virginia, which has adequate performance. Community development services were provided in all assessment areas, except the non-metropolitan Northern Indiana assessment area; however, this assessment area represented less than 0.1% of total deposits. As such, a lack of community development services in this assessment area did not negatively impact the bank's performance.

Fifth Third's directors, officers, and staff members provided their financial expertise to the community by engaging in activities that promoted or facilitated affordable housing, services for low- and moderate-income individuals, economic development, and revitalization of low- and moderate-income areas.

The variety of community development services, the use of innovative techniques in delivering these services (e.g., E-bus), the impact and responsiveness to community development needs in various individual assessment areas, and the number of organizations and individuals that benefitted were the primary reasons for the overall assessment.

Community development services included, but were not limited to, the following.

E-bus

The institution continued its unique partnership with Freddie Mac and The Community College Foundation to sponsor the Homeownership Mobile, also known as the E-Bus. This bus is equipped with a satellite dish and computers to provide homeownership counseling, financial literacy, credit reports, and lending services primarily to low- and moderate-income geographies and occasionally is used for marketing events, such as a new banking center location or community events. The E-Bus operated in 53 (88.3%) of Fifth Third's 60 assessment areas during the evaluation period. Communities served were primarily those identified as underserved and/or designated as one of Fifth Third's partner community organizations. Details regarding the bus's performance in individual assessment areas can be found in the individual assessment area sections.

Financial Education

Fifth Third continued its involvement in providing financial education programs through partnerships with schools, local organizations, government agencies, businesses, and local churches including the following programs:

- The "Young Banker's Club," targeted to elementary schools located in low- and moderate-income tracts, is a proprietary program that educated students on the importance of financial responsibility over an 11-week curriculum. The program meets local and state educational standards for both mathematics and social studies.

- Homebuyer training was provided either through onsite facilities of Fifth Third or the offices of community organizations conveniently located in or near low- and moderate-income communities.
- General financial education was provided to low- and moderate-income individuals covering topics such as saving money, credit repair, banking basics, banking products, and budgeting.

Board and Committee Memberships

Fifth Third officers and managers provided financial expertise through their involvement with community development organizations throughout the assessment areas by serving as board directors, loan committee members, or treasurers.

Technical Assistance

Fifth Third's employees provided technical assistance to community development and non-profit organizations. Technical assistance included fund raising, accounting and bookkeeping, applying for government grants, and reviewing loan application requests.

Fair Lending or Other Illegal Credit Practices Review

Pursuant to the Dodd-Frank Act, the Consumer Financial Protection Bureau (CFPB) has examination and enforcement authority over insured depository institutions with total assets of more than \$10 billion, including Fifth Third, when assessing compliance with the requirements of many federal consumer protection laws. The Federal Reserve, however, retains responsibility for certain consumer protection laws and regulations and for the Community Reinvestment Act (CRA). Pursuant to 12 CFR §228.28(c), a state member bank's CRA performance is adversely affected by evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by any affiliate whose loans have been considered as part of the bank's lending performance in connection with any type of lending activity described in §228.22(a). As part of the CRA evaluation process for state member banks with assets of more than \$10 billion, the Federal Reserve considers information from the CFPB. The Federal Reserve also may consider information from other federal agencies that have enforcement responsibilities, such as the U.S. Department of Justice (DOJ) and the U.S. Department of Housing and Urban Development (HUD). The CRA evaluation and ratings process includes information that is public, as well as information that is made available to the Federal Reserve on a confidential basis.

During the review period for this CRA evaluation, the Federal Reserve Bank of Cleveland considered evidence of substantive violations that caused the bank's CRA rating to be adjusted downward from "Satisfactory" to "Needs to Improve." Of particular note, violations were alleged and resolved in several public actions involving Fifth Third. Fifth Third Bank entered into consent orders with the CFPB and DOJ to resolve claims that the bank allegedly engaged in a pattern or practice of conduct in violation of the Equal Credit Opportunity Act (ECOA) by permitting dealers to charge higher interest rates to consumer auto loan borrowers on the basis of race and national origin (See *United States v. Fifth Third Bank*, No. 1:15-CV-626 (S.D. Ohio Consent Order filed Oct. 1, 2015) and *In the Matter of: Fifth Third Bank*, 2015-CFPB-0024 (Consent Order filed Sept. 28, 2015)). The CFPB identified violations of deceptive acts or practices in the marketing and sales of the bank's "Debt Protection" credit card add-on product in a consent order (See *In the Matter of: Fifth Third Bank*, 2015-CFPB-0025 (Consent Order filed Sept. 28, 2015)). Finally, in a consent order with the DOJ, Fifth Third resolved the United States' allegations that the bank engaged in a pattern or practice of discrimination in violation of ECOA and the Fair Housing Act on the basis of disability and the receipt of public assistance (See *Secretary of U.S. Dept. of Housing and Urban Development v. Fifth Third Bank*, No. 04-11-0791-8 (S.D. Ohio Charge of Discrimination filed Aug. 27, 2013) and *United States v. Fifth Third Mortgage Company*, No. 5:14-CV-00292-MTT (M.D. Ga. Consent Order filed Aug. 11, 2014)).

MULTI-STATE METROPOLITAN AREA
(Full-scope Review)

CRA RATING for Chicago-Naperville-Michigan City Multi-state CSA: “Satisfactory”

The lending test is rated: “High Satisfactory

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An adequate responsiveness to credit needs;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems are unreasonably inaccessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Chicago-Naperville-Michigan City Multi-state CSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the Institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CHICAGO-NAPERVILLE-MICHIGAN CITY IL-IN-WI CSA

The Chicago-Naperville-Michigan City IL-IN-WI Multi-state Combined Statistical Area (CSA) consists of the following three MSAs:

- Chicago-Joliet-Naperville IL-IN-WI MSA #16980, which consists of the following three metropolitan divisions (MD):
 - Chicago-Joliet-Naperville IL MD #16974, consisting of Cook, DeKalb, DuPage, Kane, Kendall, McHenry, and Will Counties, but excluding Grundy County
 - Gary IN MD #23844, consisting of Jasper, Lake, and Porter Counties, but excluding Newton County
 - Lake County-Kenosha County IL-WI MD #29404, consisting of Lake County in Illinois, but excluding Kenosha County in Wisconsin
- Kankakee-Bradley IL MSA #28100, consisting of Kankakee County
- Michigan City-La Porte IN MSA #33140, consisting of LaPorte County

The assessment area is comprised of 282 low-, 517 moderate-, 738 middle-, and 672 upper-income tracts. There are also nine tracts with no income designation that are primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked fifth out of 234 institutions with 3.7% of the deposit share in the CSA. JPMorgan Chase had the majority market share with 23.3% of deposits. The next three largest institutions, BMO Harris Bank N.A., Bank of America, and the Northern Trust Company, had 11.9%, 8.0%, and 6.5% of the market share, respectively. Deposits in this assessment area accounted for 12.9% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 35,527 HMDA loans and 5,816 CRA loans, which represented 12.8% and 11.1% of the total loans originated during the evaluation period. This was the largest HMDA market and second largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked eighth among 956 HMDA reporters in the assessment area, while Fifth Third ranked 38th. Wells Fargo, JPMorgan Chase, Guaranteed Rate, and U.S. Bank were the top four HMDA lenders in the assessment area. Fifth Third Bank ranked 14th of 207 CRA reporters in the assessment area in 2012. The top four CRA lenders in the assessment area were Capital One, American Express, Chase Bank USA, and Citibank. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Six community contacts were conducted to provide additional information regarding the assessment area. The first contact representing a suburban chamber of commerce stated that current economic conditions in the area are improving. New business startups are increasing and banking and credit needs in the area are being met by local institutions. The contact mentioned Village Bank and Trust, People's Bank of Arlington Heights, Franklin Bank, Citibank, BMO, Bank of America, and TCF Bank, in particular.

The contact indicated there are opportunities for local financial institutions to support low-income housing projects, since there is not enough affordable housing in the area for low- and moderate-income residents. The contact stated that area banks are adequately providing financial education outreach.

The second contact representing a low-income housing counseling organization stated that the local economy has been adversely affected by the recent recession. The urban Chicago area has experienced job loss and income reduction due to furloughs and cutbacks in production. The contact indicated that this organization is assisting individuals and families who have never had to seek assistance before. The area's demographics are changing; according to recent U.S. Census data, the area's Hispanic population (non-English speaking minorities) is growing and as a result, there is an increasing need for financial literacy education in the area. While area banks are active in the community, the contact mentioned there is a general need for banks to have more flexible underwriting standards and offer deposit products that make banking more attractive and affordable for lower-income individuals. The contact believes that area banks are attempting to build customer relationships by providing financial literacy services for children at local elementary schools and for adults at area nonprofits and community colleges.

The third contact representing a community development agency stated the unemployment rate in the area is currently above the Chicago area's average unemployment rate, but is improving. The area's low- and moderate-income areas are experiencing a growth in the non-English speaking immigrant population. While a large number of financial institutions serve the area, many area residents do not have sufficient access to banking due to obstacles such as immigration status, language barriers, and a general lack of knowledge about available services. As a result, the contact believes there are a wide variety of opportunities for financial institutions to participate in initiatives to support consumers, small businesses, and economic development. There is a need in the area for financial education for consumers and entrepreneurs. There is also a need for banks to develop entry-level low-cost banking products for consumers or businesses. Finally, monetary or in-kind donations of services supporting the organization's portfolio of initiatives is always needed. The contact specifically mentioned that Marquette Bank, Harris Bank, and First Personal Bank have worked closely with this organization.

The fourth contact representing a small business development center (SBDC) in a larger Illinois county stated its organization is seeing an increase in the number of small business startups and banks in the area are responsive to small business needs. However, SBDC client feedback indicates that clients are finding it difficult to obtain financing from national banks and seem to have more success obtaining financing with community banks, which tend to have more flexible underwriting standards.

The fifth contact representing a community housing group in a larger Indiana county indicated that the foreclosure backlog is beginning to decline and, as a result, foreclosure process activity is increasing. Regarding the availability of lower-priced housing, there is a limited housing supply of housing under \$120,000. Typically, homes in this price range require rehabilitation and, as such, there is always a need for grants to assist low-income homeowners with home repairs.

The contact also stated there is a need for non-traditional loans (i.e., loans for borrowers with

below-average or limited credit history and loans to help with short-term expenses, such as utility payments, with rental payment history statements from the borrower's property owner serving as sufficient ability-to-repay documentation). Lastly, the contact stated that several local banks offer non-traditional deposit accounts that help attract the traditionally unbanked.

The sixth contact representing an economic development organization in a smaller Indiana county indicated that hospitals and casinos are the biggest employers in the area, but provide mostly lower-paying jobs that replace those lost in manufacturing.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 9.5 million. Slightly less than a third (31.6%) of the population lived in low- and moderate-income tracts. In addition, 74.9% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Chicago-Joliet-Naperville MSA was the third largest in terms of population in the nation.³ By far, the largest county in the assessment area is Cook County in Illinois, which includes Chicago. According to the estimated 2012 U.S. Census data, Chicago is the largest city in Illinois with 2.7 million residents and is the third largest city in the United States, following New York and Los Angeles. In contrast, the cities of Naperville, Illinois and Michigan City, Indiana only have 143,684 and 31,479 residents, respectively. According to 2010 U.S. Census data, Naperville is the fifth largest city in the state of Illinois.⁴ The largest county in the assessment area in Indiana is Lake County, which includes Gary. According to the estimated 2012 U.S. Census data, Gary is the eighth largest city in Indiana with 79,170 residents.⁵ This represents a 1.4% decrease in Gary's population since the 2010 U.S. Census and a 22.9% decrease in population since the 2000 U.S. Census.⁶

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease. Overall, the assessment area's population increased only 0.6% from 2010 to 2012 and the percent of population change during this same time was fairly stable, with Kendall County experiencing the greatest growth in population.⁷

³ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/index.html#>

⁵ <http://www.citypopulation.de/USA-Indiana.html>

⁶ City population for Gary, IN derived from U.S. Census Data:
<http://quickfacts.census.gov/qfd/states/18/1827000.html>

⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Cook, IL	5,194,675	5,231,351	0.7%
DeKalb, IL	105,160	104,704	-0.4%
DuPage, IL	916,924	927,987	1.2%
Kane, IL	515,269	522,487	1.4%
Kankakee, IL	113,449	113,040	-0.4%
Kendall, IL	114,736	118,105	2.9%
Lake, IL	703,462	702,120	-0.2%
McHenry, IL	308,760	308,145	-0.2%
Will, IL	677,560	682,518	0.7%
Jasper, IN	33,478	33,456	-0.1%
Lake, IN	496,005	493,618	-0.5%
LaPorte, IN	111,467	111,246	-0.2%
Porter, IN	164,343	165,682	0.8%
Total	9,455,288	9,514,459	0.6%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$72,527, which was significantly higher than Illinois' and Indiana's median family incomes of \$68,236 and \$58,944, respectively. As shown in the table below, the median family income increased from 2010 through 2011 in all MDs and MSAs within the CSA and increased to a lesser extent from 2011 through 2012. However, the median family income substantially decreased in all three MDs and the Kankakee and Michigan City MSAs decreased slightly from 2012 through 2013. Additionally, the 2013 median family income fell to levels below the 2010 median family income in all areas, except in the Michigan City MSA.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Chicago-Joliet-Naperville IL MD	\$74,700	\$76,200	\$77,300	\$73,400
Gary IN MD	\$64,600	\$65,200	\$66,100	\$62,400
Lake County-Kenosha County IL-WI MD	\$89,300	\$90,300	\$91,600	\$86,400
Kankakee-Bradley IL MSA	\$61,600	\$64,400	\$65,300	\$61,000
Michigan City-La Porte IL MSA	\$58,400	\$59,600	\$60,400	\$59,500

In 2010, the assessment contained 3.4 million households, of which 2.3 million (66.7%) were families. Of the total families in the assessment area, 39.1% were comprised of low- and moderate-income families. Cook and Lake Counties (IN) had the highest percentage of low- and moderate-income families in the CSA. Low-income families comprised 27.1% of Cook County’s population and 23.2% of Lake County’s population, as reflected in the poverty rates shown below.

Poverty rates increased in each county in the assessment area from 1999 to 2012.⁸ In 2012, Lake, Cook, Kankakee, LaPorte, and DeKalb Counties had the highest poverty rates compared to Cook, Lake, DeKalb, and Kankakee Counties in 1999. These counties all had rates above Illinois and Indiana both years; however, McHenry, DuPage, and LaPorte Counties experienced the largest increase in poverty rates during this period. Both Illinois’ and Indiana’s poverty rates exceeded the national poverty rate during this period. The following table shows the poverty rates for 1999⁹ and 2012.¹⁰

County	1999 Poverty Rate	2012 Poverty Rate	Change
Cook	13.5%	18.0%	33.3%
DeKalb	11.4%	17.0%	49.1%
DuPage	3.6%	7.3%	102.8%
Kane	6.7%	11.9%	77.6%
Kankakee	11.4%	17.1%	50.0%
Kendall	3.0%	5.1%	70.0%
Lake	5.7%	9.4%	64.9%
McHenry	3.7%	7.6%	105.4%
Will	4.9%	8.4%	71.4%
Illinois	10.7%	14.7%	37.4%
Jasper	6.7%	10.2%	52.2%
Lake	12.2%	19.6%	60.7%
LaPorte	8.7%	17.1%	96.6%
Porter	5.9%	10.5%	78.0%
Indiana	9.5%	15.5%	63.2%
United States	11.8%	15.0%	27.1%

⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁹ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹⁰ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

Housing Characteristics

There were 3.8 million housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 61.6%, with a high of 80.9% in Kendall County and a low of 53.8% in Cook County. From an income perspective, 31.5% of housing units and 21.4% of owner-occupied units were located in either low- or moderate-income tracts. Multi-family dwellings comprised 24.4% of the housing within the CSA. Approximately 35.4% of multi-family housing is located in low- or moderate-income tracts. Lastly, while only 9.3% of housing units in the CSA are considered vacant, 48.6% of vacant units are located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

The 2010 U.S. Census data shows the median age of housing stock in the assessment area was 46 years old, with 29.5% of the stock built before 1950. The oldest housing stock was in Cook County with a median age of 53 years, while the newest was 12 years in Kendall County. However, within the assessment area, the median age of housing stock was 61 years in low-income tracts and 57 years in moderate-income tracts; therefore, it appears there could be a significant need for home improvement and rehabilitation loans in these lower-income areas.

The median housing value in the assessment area was \$249,828 as of the 2010 U.S. Census, with an affordability ratio of 24.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 20.3% in Cook County to a high of 38.8% in Jasper County.

Based on the 2013 median family income for the Chicago-Joliet-Naperville IL MD, about 11.1% of the homes valued up to \$130,555 would be considered affordable for low-income individuals and approximately 64.9% of the homes valued up to \$208,887 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Gary IN MD, about 33.4% of the homes valued up to \$110,989 would be considered affordable for low-income individuals and approximately 66.5% of the homes valued up to \$177,583 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Lake County-Kenosha County IL-WI MD, there are no homes in the area valued below \$153,677 that would be considered affordable for low-income individuals; however, approximately 96.5% of the homes valued up to \$245,884 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Kankakee-Bradley IL MSA, about 30.8% of the homes valued up to \$108,499 would be considered affordable for low-income individuals and approximately 62.4% of the homes valued up to \$173,598 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Michigan City-La Porte IL MSA, about 41.3% of the homes valued up to \$105,831 would be considered affordable for low-income individuals and approximately 72.3% of the homes valued up to \$169,330 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹¹ the median sales price in the Chicago-Joliet-Naperville IL MD in 2012 was \$175,300, which was less than the median sales price of \$176,500 in 2011 and substantially less than \$191,400 in 2010. The median sales price in the Gary IN MD in 2012 was \$126,100, which was greater than the median sales price of \$120,600 in 2011 and \$122,900 in 2010. The median sales price in the Kankakee-Bradley MSA in 2012 was \$119,300, which was greater than the median sales price of \$118,400 in 2011 and \$116,300 in 2010.

In February 2014, Illinois had the fifth highest rate of foreclosure, according to RealtyTrac.¹² The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Cook	1:657
DeKalb	1:482
DuPage	1:744
Kane	1:398
Kankakee	1:1,673
Kendall	1:435
Lake	1:724
McHenry	1:502
Will	1:419
Illinois	1:811
Jasper	Unavailable
Lake	1:771
LaPorte	1:4,40
Porter	1:933
Indiana	1:1,069
United States	1:1,170

¹¹ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹² Realtytrac: <http://www.realtytrac.com/statsandrends/foreclosuresandrends/>

As shown in the previous table, Illinois had the highest foreclosure rate compared to Indiana and the United States in February 2014. During this period, Kane, Will, Kendall, and DeKalb Counties had the first, second, third, and fifth highest foreclosure rates in Illinois. In this assessment area, Lake County had the highest foreclosure rate in Indiana. LaPorte and Kankakee Counties had the lowest rates of foreclosure in February 2014 in this assessment area.

Building permits in the three MSAs, Illinois and Indiana, and the nation are included in the following table for 2011, 2012, and 2013.¹³

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Chicago-Joliet-Naperville IL-IN-WI MSA	7,593	9,357	23.2%	11,783	25.9%
Kankakee-Bradley IL MSA	62	72	16.1%	23	-68.1%
Michigan City-La Porte IN MSA	143	306	114.0%	71	-76.8%
Illinois	11,809	13,797	16.8%	15,348	11.2%
Indiana	12,618	13,781	9.2%	18,029	30.8%
United States	624,061	829,658	32.9%	976,369	17.7%

Overall, building permits in all three MSAs, Illinois and Indiana, and the nation all experienced growth in the number of housing permits issued between 2011 and 2012, with the Michigan City MSA experiencing a substantial increase during that time period. The Chicago CSA experienced its largest increase of housing permits between 2012 and 2013. Indiana, Illinois, and the United States also experienced growth to a lesser extent between 2012 and 2013. Conversely, the Kankakee and Michigan City MSAs experienced a substantial decrease in the number of housing permits issued between 2012 and 2013. The rise in the number of permits could indicate the demand for home purchase loans increased in the Chicago MSA during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, Illinois was home to 32 and Indiana was home to six Fortune 500 companies. Of these 38 companies, 29 are located in the Chicago-Joliet-Naperville MSA.¹⁴

¹³ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

¹⁴ Fortune 500 List for 2013: http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

Fortune 500 Companies in the Chicago-Joliet-Naperville MSA		
Rank	Company	Revenue (\$ billion)
30	Boeing	\$81.7
37	Walgreen	\$71.6
70	Abbott Laboratories	\$39.9
71	Sears Holdings	\$39.9
79	United Continental Holdings	\$37.2
88	Mondelez International	\$35.0
92	Allstate	\$33.3
111	McDonald's	\$27.6
129	Exelon	\$23.5
151	Kraft Foods Group	\$18.3
155	Illinois Tool Works	\$18.1
193	Baxter International	\$14.2
216	Navistar International	\$12.9
264	RR Donnelley & Sons	\$10.2
267	CDW	\$10.1
288	Hillshire Brands	\$9.3
294	Discover Financial Services	\$9.0
295	WW Grainger	\$9.0
304	Motorola Solutions	\$8.7
308	Dover	\$8.5
349	Tenneco	\$7.4
367	OfficeMax	\$6.9
386	Ingredion	\$6.5
405	Anixler International	\$6.3
419	CF Industry Holdings	\$6.1
468	Telephone and Data Systems	\$5.3
480	NiSource (Indiana)	\$5.1
484	United Stationers	\$5.1
496	Old Republic	\$5.0

According to World Business Chicago,¹⁵ the Chicago region is home to 29 Fortune 500 companies in 2013, including seven downtown (up from six last year). Hillshire Brands (formerly Sara Lee), Mondelez International (a spin-off of Kraft Foods), and Old Republic International are new to the list in 2013. Aon (relocated its headquarters from Chicago to London) and Motorola Mobility (acquired by California-based Google) dropped off the list.

The five largest employers in the Kankakee-Bradley MSA are Riverside Medical Center, Shapiro Developmental Center (legislative bodies), Northfield Square Mall, Provena St. Mary's Hospital, and Cigna Healthcare.¹⁶ Five major employers in the Michigan City-La Porte MSA are Franciscan Alliance, Blue Chip Casino Hotel & Spa, La Porte Hospital & Health Services Rehabilitation, Indiana University Health La Porte Hospital, and the Indiana State Prison.¹⁷

¹⁵ World Business Chicago: <http://www.worldbusinesschicago.com/news/fortune-500-2013>

¹⁶ Economic Alliance of Kankakee County: http://kankakeecountyed.org/wp-content/files/Top_Employers.pdf

¹⁷ Indiana Department of Workforce Development: http://www.hoosierdata.in.gov/major_employers.asp?areaID=091

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the CSA, Illinois, Indiana, and the nation.¹⁸

Unemployment Rates			
Chicago-Naperville-Michigan City IL-IN-WI Multi-state CSA			
(not seasonally adjusted)			
County/MSA/MD/State/CSA	2011	2012	November 2013
Kankakee	12.0	11.1	10.7
Kankakee-Bradley MSA	12.0	11.1	10.7
La Porte	10.4	10.0	8.9
Michigan City-La Porte MSA	10.4	10.0	8.9
Lake	9.3	8.7	8.2
Lake County-Kenosha County MD	9.3	8.6	8.0
Cook	10.3	9.3	8.6
DeKalb	9.2	8.3	6.9
DuPage	8.0	7.3	6.5
Kane	9.8	8.8	7.5
Kendall	8.6	7.8	6.9
McHenry	9.4	8.4	6.9
Will	10.1	9.0	8.0
Chicago-Joliet-Naperville MD	9.8	8.9	8.1
Illinois	9.7	8.9	8.3
Jasper	8.8	8.5	7.8
Lake	9.9	9.5	9.1
Porter	7.8	7.7	7.3
Gary MD	9.3	9.0	8.6
Indiana	9.0	8.4	7.2
CSA	9.8	8.9	8.1
United States	8.5	7.9	7.0

Overall, the unemployment rates declined in 2011, 2012, and 2013. This trend held true in Illinois, Indiana, and all counties in the CSA. Only DuPage County had unemployment rates below the nationwide rates in 2011, 2012, and 2013, while Porter County had unemployment rates below the nationwide rates in 2011 and 2012. Kankakee County in Illinois had the highest unemployment rates in 2011, 2012, and 2013. Porter County in Indiana had the lowest unemployment rate in 2011 and DuPage County in Illinois had the lowest unemployment rates in 2012 and 2013 within the assessment area.

¹⁸ U.S. Bureau of Labor Statistics: <http://www.bls.gov>

According to an article in the *Chicago Sun-Times.com*, Mayor Emanuel sent layoff notices to 625 City of Chicago employees. These layoffs targeted a 75.0% cut of the Chicago Department of Transportation's seasonal workforce, as well as custodians at O'Hare and Midway airports, the city's public libraries, and workers who run the water bill call center and manage city benefits.¹⁹ According to an article in *Crain's Chicago Business*, Dominick's announced it would close all of its Chicago-area grocery stores by December 28, 2013, affecting a total of 5,633 workers, with the majority of layoffs occurring in Cook County. The article went on to state that this could produce the biggest layoff in the Chicagoland area in years.²⁰

¹⁹ Spielman, Fran. "Rahm Emanuel Sends Layoff Notices to City Workers in Union Shutdown." *Chicago Sun-Times.com*. July 18, 2011. - <http://www.suntimes.com/photos/galleries/6525711-417/rahm-emanuel-sends-layoff-notices-to-city-workers-in-union-showdown.html>

²⁰ Sweeney, Brigid. "Dominick's Exit Could Be Chicago's Largest Layoff in Years." *Crain's Chicago Business*. November 1, 2013. - <http://www.chicagobusiness.com/article/20131101/NEWS07/131039933/dominicks-exit-could-be-chicagos-largest-layoff-in-years>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
CHICAGO-NAPERVILLE-MICHIGAN CITY, IL-IN-WI CSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “High Satisfactory.” It has demonstrated an adequate responsiveness to the credit needs of the community. In addition, the bank originated 42 community development loans totaling \$275.2 million in the area. While Fifth Third has an adequate geographic distribution of loans in the area; significant lending gaps were noted. There was a good distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less. The excellent level of community development loans augmented the bank’s performance in this assessment area.

Greatest consideration was given to the evaluation of refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There was not enough small farm or multi-family loans to conduct meaningful analyses. Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 26,408 home refinance loans, 8,751 home purchase loans, 368 home improvement loans, 5,785 small business loans, 31 small farm loans, and 42 community development loans during the evaluation period. The percentage of the bank’s total lending at 12.5% is comparable to the percentage of total deposits at 12.9% in this area.

The following lending gaps were noted in low- and moderate-income tracts:

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
2011			
Low	255	167	34.5%
Moderate	511	165	67.7%
2012-2013			
Low	282	93	67.0%
Moderate	517	43	91.7%

While there are significant gaps in penetration within low- and moderate-income tracts, it is noted that penetration rates improved from 2011 to 2013. Gaps were also noted in moderate-income tracts during this evaluation period, while high penetration levels for middle- and upper-income tracts were at 98.4% and 99.4%, respectively.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	5,445	\$985,086
Down Payment Assistance Programs	81	\$9,163,967
Other Flexible Lending Programs	7,718	\$1,560,995,071

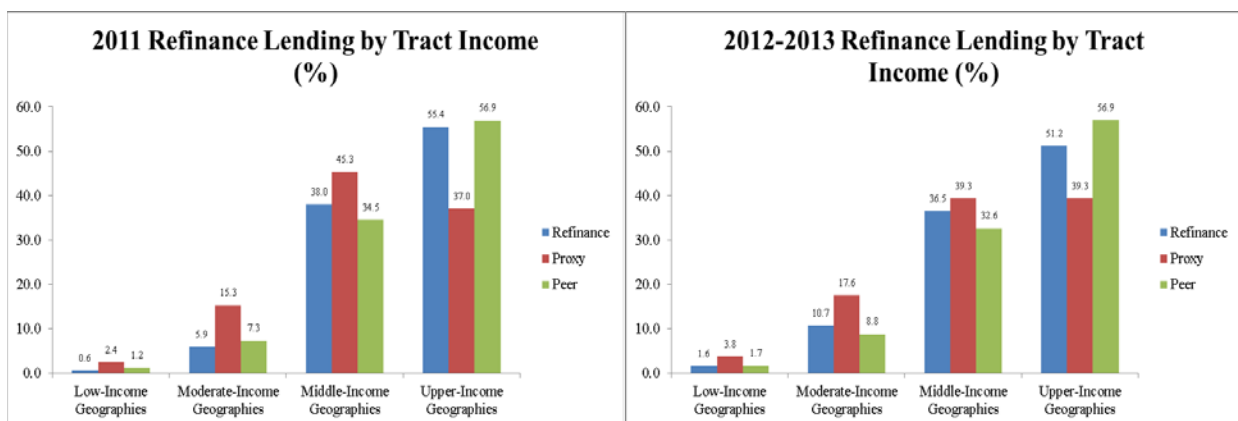
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

Fifth Third faces significant competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. In addition, the top five CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is adequate. The largest loan category, refinance loans, is poor, while home purchase lending is adequate and home improvement lending, which received the least amount of weight, is adequate. Small business lending is good.

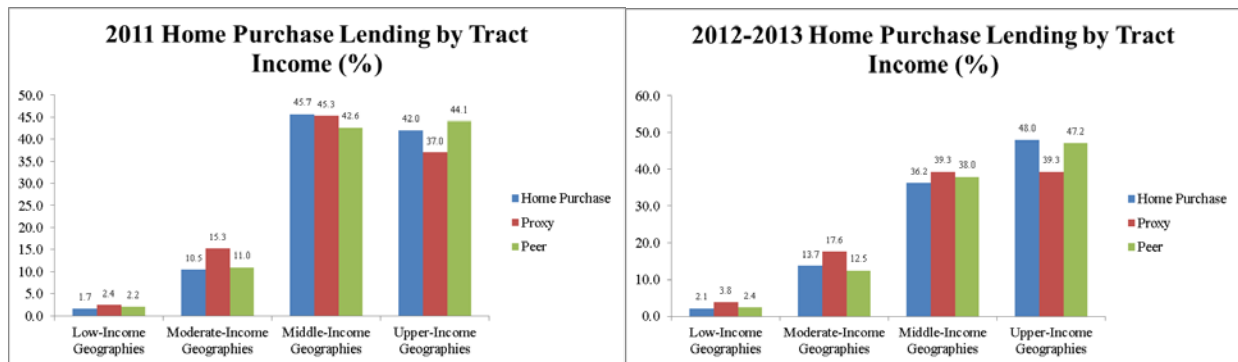
Refinance Loans



Home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units in low-income tracts. In 2011, refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, refinance lending in low-income tracts was less than the proxy and comparable to peer.

In 2011, refinance lending in moderate-income tracts was significantly less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also significantly less than the percentage of owner-occupied units and slightly greater than peer. Overall, the geographic distribution of refinance loans is poor.

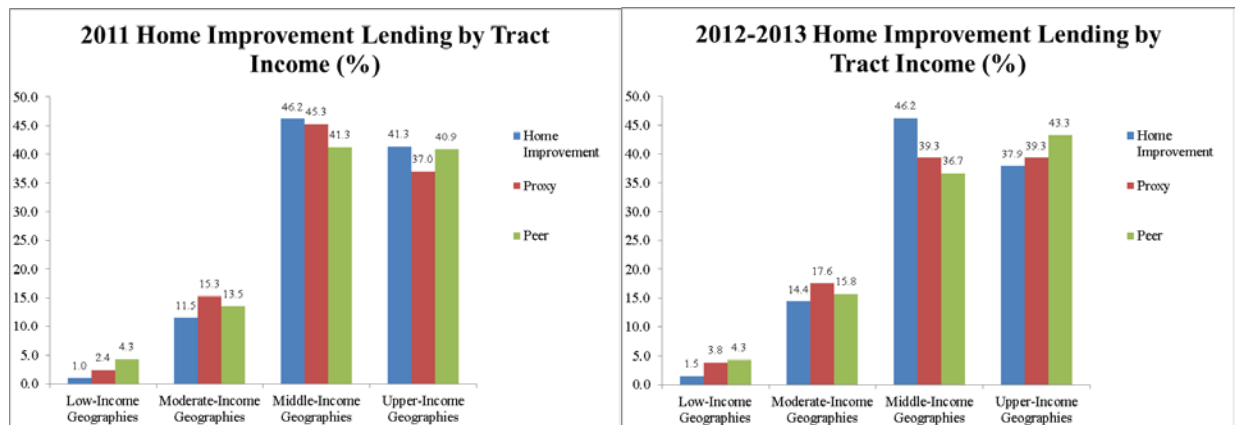
Home Purchase



In 2011, home purchase lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, home purchase lending in low-income tracts was less than the proxy and comparable to peer.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units and slightly greater than peer. Overall, the geographic distribution of home purchase loans is adequate.

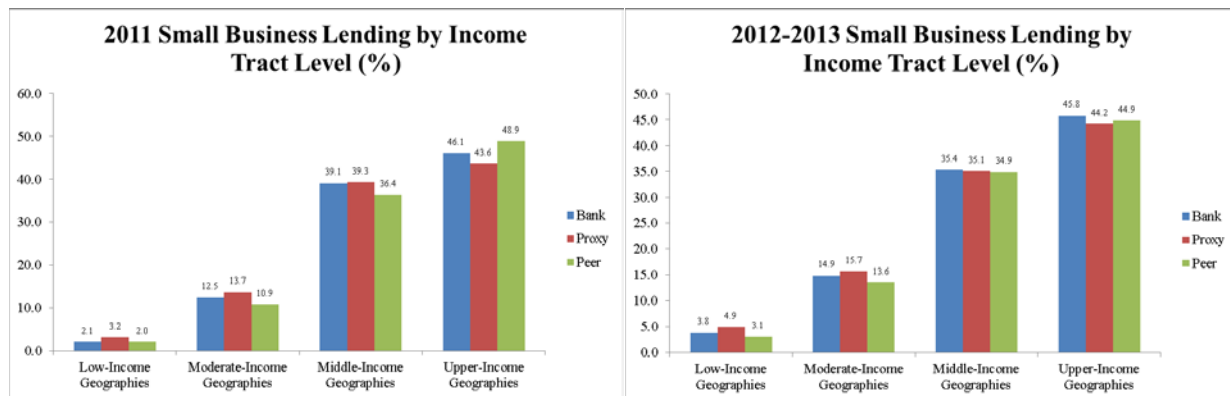
Home Improvement



In 2011, home improvement lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and significantly lower than peer. In 2012 and 2013, home improvement lending in low-income tracts was significantly less than the proxy and peer.

In 2011, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, home improvement lending in moderate-income tracts was also less than the percentage of owner-occupied units and peer. Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



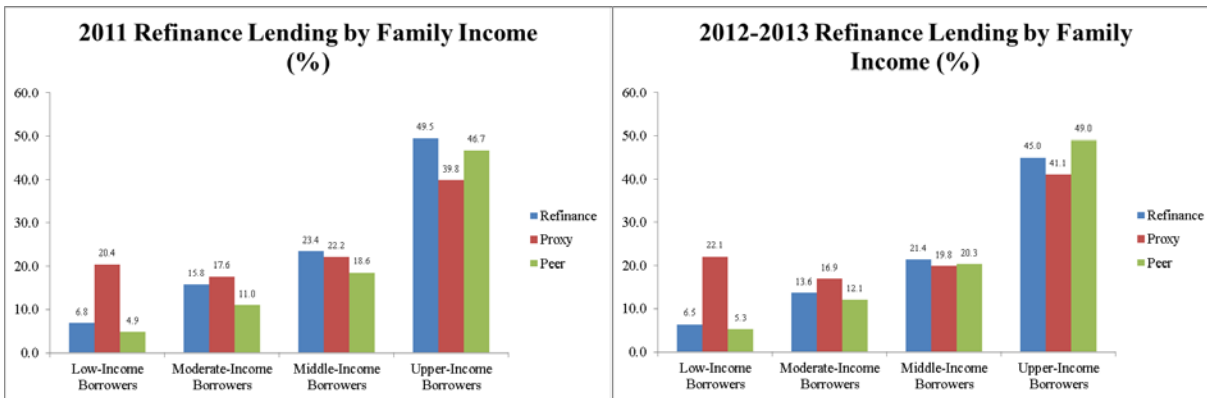
In 2011 - 2013, small business lending was slightly lower than the percentage of small businesses located in low-income tracts (proxy) and slightly higher than the aggregate performance of all lenders (peer).

In 2011 - 2013, small business lending in moderate-income tracts was slightly lower than proxy and peer and slightly higher than the aggregate performance of all lenders (peer). Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower income and businesses of different revenue sizes. Most businesses and farms within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area have increased at a higher rate than the rest of the nation, and, although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low- and, to some extent, moderate-income families. This, along with the affordability of most housing in the assessment area, could make it more difficult for low- and moderate-income individuals to qualify for loans.

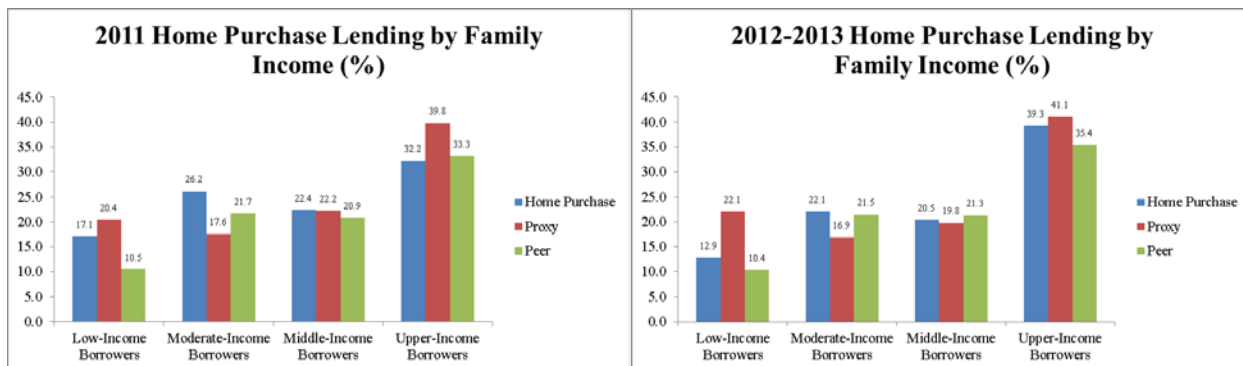
Refinance Loans



Refinance lending to low-income borrowers was substantially below the percentage of low-income families (proxy), but was higher than peer. During the same time period, refinance lending to moderate-income borrowers was just below the percentage of moderate-income families but higher than peer.

Given the affordability of housing in the area, the distribution of refinance loans to borrowers of different income levels is adequate.

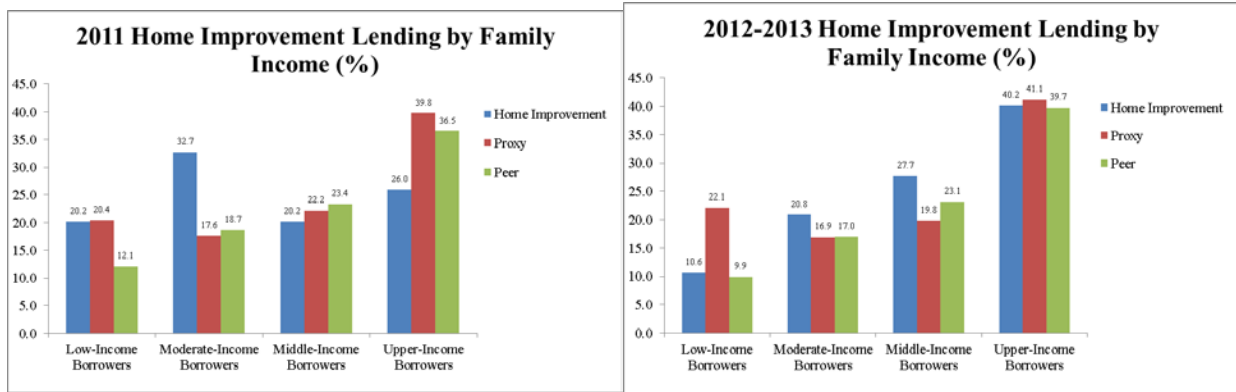
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was also above the percentage of low-income families and comparable to peer. Overall, the distribution of home purchase loans to borrowers of different income levels is good.

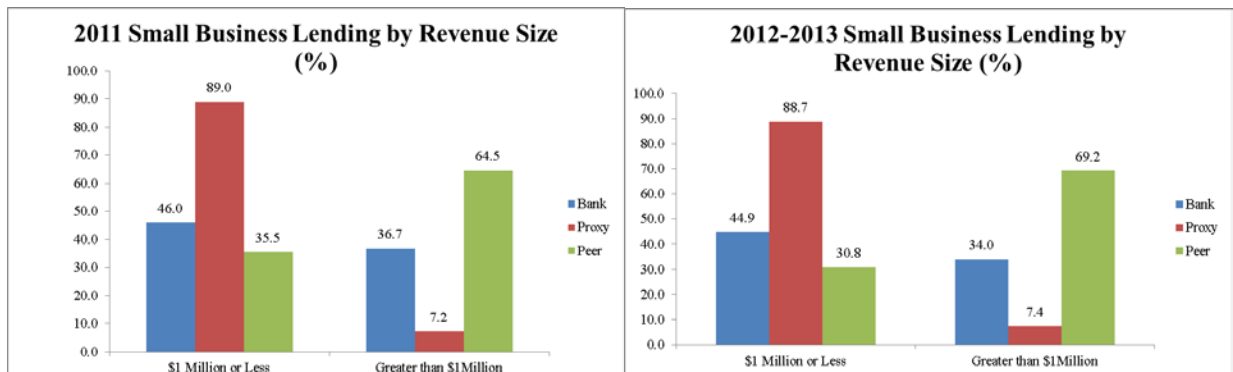
Home Improvement Loans



In 2011, the level of home improvement lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and above peer. In 2012 and 2013, home improvement lending to low-income borrowers was well below the percentage of low-income families but comparable to peer.

In 2011, the level of home improvement lending to moderate-income borrowers was substantially higher than the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was greater than the percentage of moderate-income families and above peer. Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and more than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third had a similar percentage of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but higher than peer.

Further analysis of small business lending shows 65.4% and 65.9% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which is less than the peer at 90.8% in 2011 and 92.5% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 42 community development loans totaling \$275.2 million. Community development lending in this assessment area represented 5.7% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s third highest percentage of community development lending during the evaluation period. The bank’s performance is especially strong because of the high competition for community development loans and a number of large national banks in the area. As such, Fifth Third is considered a leader in community development lending. Of the 42 loans made in the assessment area, 16 (\$142 million) were for revitalization/stabilization of low- and moderate-income geographies, while 17 (\$105 million) were for economic development. There were eight loans (\$25 million) for community services and one loan (\$3 million) for affordable housing. These community development loans provided working capital loans to assist businesses in low- and moderate-income geographies, supported infrastructure and public safety projects within the assessment area, assisted in the development of affordable housing units for seniors, and helped organizations that provide services within low- and moderate-income census tracts.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 285 investments in this assessment area totaling \$62.6 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	114	\$61,178,615
Community Services	159	\$1,432,401
Economic Development	10	\$30,500
Revitalization/Stabilization	2	\$1,500
Totals	285	\$62,643,016

The bank made 10.2% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 13.2% and branch offices at 13.2%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “High Satisfactory.” Retail services are unreasonably accessible, but the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are unreasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households. Fifth Third also operated a limited number of loan production offices, some in low- and moderate-income geographies, which provided access to consumer residential and personal loans.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had a total of 182 banking centers within this assessment area as of September 30, 2013, including eight in low-, 26 in moderate-, 71 in middle-, and 77 in upper-income census tracts. The banking centers in this assessment area represent 13.2% of all the institution’s banking centers.

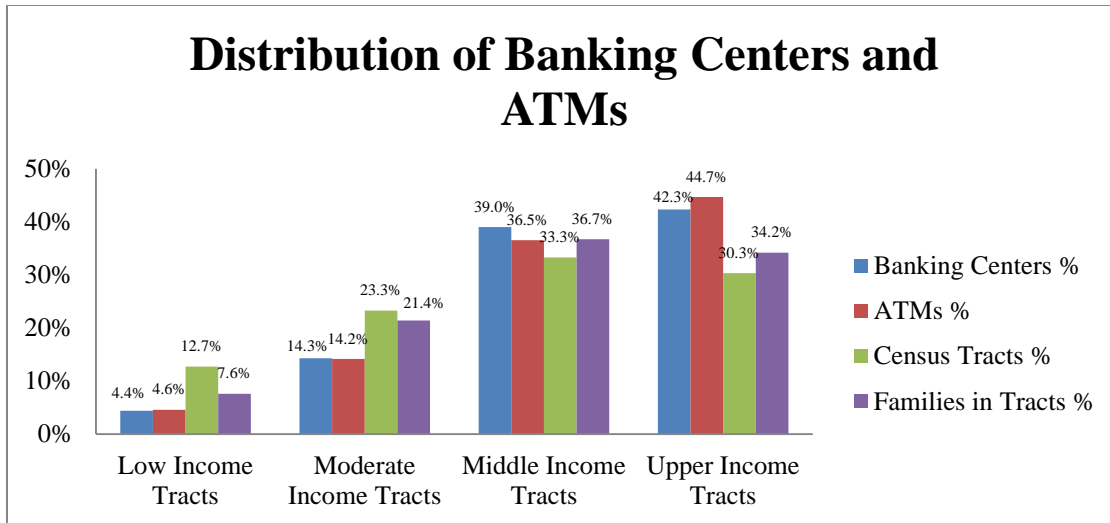
Fifth Third had a total of 282 ATMs within this assessment area as of September 30, 2013, including 13 in low-, 40 in moderate-, 103 in middle-, and 126 in upper-income census tracts. The ATMs in this assessment area represent 12.1% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	4.4%	4.6%	12.7%	7.6%
Moderate	14.3%	14.2%	23.3%	21.4%
Middle	39.0%	36.5%	33.3%	36.7%
Upper	42.3%	44.7%	30.3%	34.2%

*Totals will not total 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the opening of one banking center and the closing of three banking centers since November 15, 2011. The result is no net change in the number of banking centers in low- and moderate-income tracts.

In addition to full-service banking centers, the bank operates two loan production offices, including one in a moderate-income census tract and one in an upper-income census tract.

Community Development Services

Fifth Third is a leader in providing community development services. Fifth Third staff provided 5,121 hours of community development services in this assessment area, which represents 6.0% of all community development services provided and equates to 2.46 annualized persons (ANP). Services included:

- 1,971 hours of financial expertise on boards and committees
- 2,347 hours of financial education
- 89 hours of technical assistance
- 714 hours of E-Bus operation

MULTI-STATE METROPOLITAN AREA
(Full-scope Review)

CRA RATING for Cincinnati-Middletown Multi-state MSA: “Outstanding”

The lending test is rated: “Outstanding”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to credit needs;
- A good geographic distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and an adequate distribution to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Cincinnati-Middletown multi-state MSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CINCINNATI-MIDDLETOWN OH-KY-IN MSA

The Cincinnati-Middletown OH-KY-IN multi-state MSA includes Brown, Butler, Clermont, Hamilton, and Warren Counties in Ohio; Dearborn, Franklin, and Ohio Counties in Indiana; and Boone, Bracken, Campbell, Gallatin, Grant, Kenton, and Pendleton Counties in Kentucky. The bank's assessment area excludes Bracken County in Kentucky. The assessment area is comprised of 60 low-, 119 moderate-, 203 middle-, and 112 upper-income tracts. There were four tracts with no income designation that are primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked first out of 73 institutions with 37.2% of the deposit share in the assessment area. U.S. Bank had the second largest majority market share with 33.0% of deposits. The next two largest institutions, PNC and Huntington, had 7.6% and 2.8% of the market share, respectively. Deposits in this assessment area accounted for 29.4% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 27,763 HMDA loans and 6,398 CRA loans, which represented 10.0% and 12.2%, respectively, of total loans originated during the evaluation period. This was the second largest HMDA market and largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fourth among 512 HMDA reporters in the assessment area, while Fifth Third Bank ranked 11th. Union Savings Bank, Guardian Savings Bank, and Wells Fargo were the top three HMDA lenders in the MSA. Fifth Third Bank ranked fifth out of 95 CRA reporters in the assessment in 2012. The top four CRA lenders in the assessment area were American Express, U.S. Bank, PNC, and Capital One. American Express and Capital One are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Six community contacts were conducted to provide additional information regarding the assessment area. The first contact represented a community development fund that underwrites and services community development real estate loans supporting the creation or preservation of affordable housing and the revitalization of urban communities. This contact stated that economic conditions in the Cincinnati area are improving and the street car in the Over-the-Rhine neighborhood, the growth of the University of Cincinnati, and the hospital campus in the Clifton area have prompted a substantial amount of redevelopment. With the redevelopment of these areas, what was once considered affordable housing is no longer affordable; therefore, development of affordable housing remains a concern. As a result, opportunities for affordable housing development are being considered in western and northern Kentucky. While the community development fund continues to maintain strong working relationships with area financial institutions, the contact noted that subsequent to the financial crisis, larger banks no longer have the authority to commit to investments and loan pools without obtaining management approval, which can be a very time-consuming process.

The contact indicated that during the latest commitment period, the fund received commitments from the medium-size banks (Bank of Kentucky, North Side Bank & Trust Co., and Union Savings Bank) prior to receiving commitments from large banks (PNC, Huntington, and Fifth Third). The contact indicated there are always opportunities for financial institutions to participate in loan pools that support community development projects and make direct investments for projects that have tax credits available.

The second contact representing an organization that provides services to low-income individuals stated its client base continues to expand due to continued high unemployment and foreclosure activity. The majority of clients has limited or damaged credit and need access to second-chance banking products to assist with building or re-establishing credit. There is also a need for small-dollar loan programs, primarily to assist low-income individuals purchase cars. Since public transportation is lacking, cars are necessary to access employment opportunities. There is also a need for more affordable housing, as there are not enough affordable rental units in the area.

The third contact representing a government housing agency in a major city indicated that federal grant funding for essential local programs has been declining as clients' needs are increasing. Federal block grants allow this organization to help fund homeless and emergency shelters in the area, provide emergency funds to clients with urgent housing needs, fund public infrastructure projects in blighted communities, rehabilitate older housing stock, and provide tenant-based rental assistance. In lieu of decreased federal dollars, there are plenty of opportunities for area banks to become involved.

The fourth contact representing an economic development organization stated the area economy has rebounded substantially in the last three years. The area has experienced significant growth, existing businesses are expanding and new businesses are growing. The area's unemployment rate has continued to decline in the last several years and the economy appears to have rebounded from the loss of a major airline several years ago. A local technical college recently opened a downtown campus to provide technical training for inner-city residents in order to meet the increased demand for skilled technical labor. The contact stated there are many opportunities for local banks to participate in community development activities and, in general, feels the banking needs of the local community are being met.

The fifth contact representing a small business loan fund stated that local banks are willing to assist small businesses obtain funding; however, most potential small business owners need more than just loan assistance. These individuals require remedial business and financial education and training to learn how to develop business plans and financial statements. The contact indicated that the organization's funding might be reduced due to pending state and federal budget cuts.

The sixth contact representing a community development organization stated its organization underwrites community development real estate loans resulting in the creation or preservation of affordable housing and fostering private-public partnerships to revitalize lower-income urban neighborhoods. The contact further stated that regional banks are not as responsive to funding smaller community development projects because their underwriting standards are stricter. On the other hand, local community banks seem to have more flexibility in funding these types of projects. North Side Bank & Trust Co. was specifically mentioned as being helpful to the organization.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 2.1 million. About 27.4% of the population lived in low- and moderate-income tracts. In addition, 75.1% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 27th largest by terms of population and the largest MSA in Ohio.²¹ The largest county in the assessment area is Hamilton County, which includes Cincinnati. According to the estimated 2012 U.S. Census data, Cincinnati was the third largest city in Ohio with 296,550 residents and the 65th largest city in the United States based on population.²² In contrast, the next largest cities in the MSA are Hamilton and Middletown, which have 62,295 and 48,702 residents, respectively.²³

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population only increased 0.7% during this period. All three counties in Indiana had a decline in population. In Kentucky, Boone County experienced the greatest population growth in the assessment area during this time period; Kenton and Campbell Counties also experienced increases in population. In Ohio, Brown and Hamilton Counties had slight declines in population, while Warren County experienced an increase in population, followed to a lesser extent by Clermont and Butler Counties.²⁴

County	2010 Population	2012 Population	Population Percent Change
Dearborn, IN	50,047	49,831	-0.4%
Franklin, IN	23,087	22,969	-0.5%
Ohio, IN	6,128	6,079	-0.8%
Boone, KY	118,811	123,316	3.8%
Campbell, KY	90,336	90,908	0.6%
Gallatin, KY	8,589	8,479	-1.3%
Grant, KY	24,662	24,485	-0.7%
Kenton, KY	159,720	161,711	1.2%
Pendleton, KY	14,877	14,604	-1.8%
Brown, OH	44,846	44,381	-1.0%
Butler, OH	368,130	370,589	0.7%
Clermont, OH	197,363	199,085	0.9%
Hamilton, OH	802,374	802,038	-0.04%
Warren, OH	212,693	217,241	2.1%
Total	2,121,663	2,135,716	0.7%

²¹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

²² 2012 Census Data: <http://www.census.gov/popest/data/cities/totals/2012/index.html>

²³ Ohio Demographics: http://www.ohio-demographics.com/cities_by_population

²⁴ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Income Characteristics

Based on the 2010 U.S. Census data, the median family income for the assessment area was \$67,109 and the median family income for the MSA was \$67,515; both were significantly higher than Kentucky’s at \$52,046, Indiana’s at \$58,944, and Ohio’s at \$59,680. The median family incomes ranged from a low of \$45,688 in Grant County, Kentucky to a high of \$82,090 in Warren County, Ohio, while Hamilton County’s (the largest county in the MSA) median family income was \$64,683. As shown in the table below, the MSA’s median family income increased substantially in 2011 and increased again in 2012. However, while the MSA’s median family income fell in 2013, it did not fall below the 2010 level.

**Borrower Income Levels
Multi Cincinnati-Middletown, OH KY IN - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$70,400	0	- \$35,199	\$35,200	- \$56,319	\$56,320	- \$84,479	\$84,480	- & above
2012	\$71,300	0	- \$35,649	\$35,650	- \$57,039	\$57,040	- \$85,559	\$85,560	- & above
2013	\$68,700	0	- \$34,349	\$34,350	- \$54,959	\$54,960	- \$82,439	\$82,440	- & above

In 2010, the assessment area contained 810,399 households, of which 539,438 (66.6%) were families. Of the total families in the assessment area, 38.4% were comprised of low- and moderate-income families. Kentucky’s Grant and Gallatin Counties had the highest percentages of low- and moderate-income families, with low-income families comprising 35.5% of Gallatin County’s and 33.0% of Grant County’s population.

Poverty rates increased in each county in the assessment area from 1999 to 2012.²⁵ Gallatin County had the highest poverty rate in 1999 and Hamilton County had the highest poverty rate in 2012, with Franklin County experiencing the largest increase in poverty rates during this time period, followed by Hamilton County. While Kentucky had the highest poverty rates, it experienced the least percent of change during this time period, whereas Indiana had the greatest percent change. In 2012, Kentucky’s, Ohio’s, and Indiana’s poverty rates exceeded the national poverty rate. Only Kentucky exceeded the national poverty rate in 1999. The following table shows the poverty rates for 1999²⁶ and 2012.²⁷

²⁵ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²⁶ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²⁷ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Dearborn	6.6%	9.5%	43.9%
Franklin	7.1%	12.5%	76.1%
Ohio	7.1%	11.1%	56.3%
Indiana	9.5%	15.5%	63.2%
Boone	5.6%	8.7%	55.4%
Campbell	9.3%	14.5%	55.9%
Gallatin	13.4%	17.3%	29.1%
Grant	11.1%	17.1%	54.1%
Kenton	9.0%	14.7%	63.3%
Pendleton	11.4%	14.8%	29.8%
Kentucky	15.8%	19.3%	22.2%
Brown	11.6%	16.8%	44.8%
Butler	8.7%	14.0%	60.9%
Clermont	7.1%	11.5%	62.0%
Hamilton	11.8%	19.8%	67.8%
Warren	4.2%	6.6%	57.1%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 908,582 housing units in the assessment area as of the 2010 U.S. Census. The owner-occupancy rate was 61.6%, with a high of 75.1% in Warren County and a low of 53.0% in Hamilton County. From an income perspective, 31.5% of housing units and 20.5% of owner-occupied units were located in either a low- or moderate-income tract. While multi-family dwellings only comprise 17.7% of the housing within the assessment area, approximately 44.3% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle-income and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the assessment area was 40 years old, with 25.4% of the stock built before 1950. The oldest housing stock was in Campbell County, with a median age of 46 years, while the newest was 17 years in Boone County. Since the majority of housing stock is greater than 25 years old, there appears to be a need for home improvement and rehabilitation loans in this assessment area.

The median housing value in the assessment area was \$156,573 as of the 2010 U.S. Census, with an affordability ratio of 34.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 32.6% in Hamilton County to a high of 44.1% in Pendleton County.

Based on the 2013 median family income for the MSA, about 32.0% of the homes valued up to \$122,195 would be considered affordable for low-income individuals and approximately 71.1% of the homes valued up to \$195,512 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,²⁸ the median sales price in the MSA in 2012 was \$128,300, which was slightly greater than the median sales price of \$128,000 in 2010 and greater than \$122,300 in 2011. According to RealtyTrac,²⁹ Ohio had the seventh highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Dearborn	1:1,441
Franklin	NA
Ohio	1:1,388
Indiana	1:1,069
Boone	1:1,050
Campbell	1:2,079
Gallatin	NA
Grant	1:9,963
Kenton	1:1,439
Pendleton	NA
Kentucky	1:2,634
Brown	1:1,752
Butler	1:592
Clermont	1:1,120
Hamilton	1:665
Warren	1:859
Ohio	1:941
United States	1:1,170

²⁸ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

²⁹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

As shown in the table above, in this assessment area, Butler, Hamilton, and Warren Counties had the highest rates of foreclosure in February 2014. According to RealtyTrac, Butler County had the fifth highest rate of foreclosure in Ohio and Boone and Kenton Counties had the third and fourth highest foreclosure rates in Kentucky in February 2014. Lastly, Indiana, Boone, Butler, Hamilton, Warren, and Clermont Counties, as well as Ohio all exceeded the nationwide ratio. Conversely, Grant County had the lowest rate of foreclosure in this assessment area in February.

Building permits in the MSA, Indiana, Kentucky, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.³⁰

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	3,369	3,604	7.0%	4,342	20.5%
Indiana	12,618	13,781	9.2%	18,029	30.8%
Kentucky	7,782	9,725	25.0%	8,885	-8.6%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA, Indiana, Kentucky, Ohio and the United States all experienced growth in housing permits between 2011 and 2012. The MSA, Indiana, and Ohio all experienced a significant increase in housing permits between 2012 and 2013, while Kentucky experienced negative growth during this period. The nation’s most significant increase in housing permits occurred between 2011 and 2012. The rise in the number of permits could indicate that the demand for home purchase loans increased during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, Ohio was home to 27, Indiana to six, and Kentucky to five Fortune 500 companies.³¹ Of these 38 companies, ten are located in this MSA:³²

³⁰ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

³¹ Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/index.html?iid=F500_sp_full

³² Caproni, Erin. “These Cincinnati Companies are on the 2013 Fortune 500 List.” *Cincinnati Business Courier*. May 7, 2013 - <http://www.bizjournals.com/cincinnati/news/2013/05/07/these-cincinnati-companies-are-on-the.html>

Fortune 500 Companies in the Cincinnati-Middletown OH-KY-IN MSA		
Rank	Company	Revenue (\$ billion)
23	Kroger	\$96.8
28	Proctor & Gamble	\$85.1
109	Macy's	\$27.7
321	Ashland	\$8.2
361	Fifth Third Bancorp	\$7.1
416	Omnicare	\$6.2
425	General Cable	\$6.0
430	AK Steel Holding	\$5.9
471	Western & Southern Financial Group	\$5.3
485	American Financial Group	\$5.1

American Financial Group returned to the list this year after falling out of the top 500 in 2012.

Other major employers (not listed above) in the Greater Cincinnati area include the University of Cincinnati, Cincinnati Children's Hospital Medical Center, G.E. Aviation, St. Elizabeth Healthcare, Internal Revenue Service, and the city of Cincinnati.³³

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, the MSA, Indiana, Kentucky, and Ohio, and the nation.³⁴

Unemployment Rates Cincinnati-Middletown OH-KY-IN MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Dearborn	9.0	8.5	6.8
Franklin	9.2	8.3	6.8
Ohio	8.8	8.5	7.4
Indiana	9.0	8.4	7.2
Boone	8.0	7.1	6.3
Campbell	9.2	7.6	6.8
Gallatin	9.5	8.5	7.3
Grant	10.0	8.3	6.8
Kenton	8.9	7.4	6.7
Pendleton	10.8	8.6	7.6
Kentucky	9.5	8.2	7.7
Brown	10.7	8.8	7.9
Butler	8.6	7.1	6.7
Clermont	8.6	6.9	6.7
Hamilton	8.6	7.0	7.1
Warren	7.6	6.3	6.2
Ohio	8.6	7.2	7.1
MSA	8.6	7.1	6.8
United States	8.5	7.9	7.0

³³ City of Cincinnati Trade and Development: <http://choosecincy.com/datacenter/employers>

³⁴ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS1400000>

Overall, the unemployment rates declined each year in 2011, 2012, and 2013; however, Hamilton County experienced a slight increase from 2012 to 2013. This decreasing trend held true in Indiana, Kentucky, Ohio, and the MSA. Only Warren County, Ohio and Boone County, Kentucky had unemployment rates that consistently fell below the nationwide rates all three years. Pendleton County, Kentucky had the highest rate of unemployment in 2011, while Brown County, Ohio had the highest unemployment rates in 2012 and 2013.

The *Cincinnati Examiner* reported that as a result of a lawsuit to stop the city from privatizing parking, the city manager and mayor said the city of Cincinnati needed to lay off at least 344 employees—mostly firefighters and police in 2013.³⁵ According to the *Cincinnati Business Courier*, the Greater Cincinnati area lost the most construction jobs of any part of the country between November 2012 and November 2013. The region lost 4,000 jobs, which represents a 10.0% decline, while construction employment increased in a majority of metropolitan areas during that same period.³⁶

³⁵ Hoover, Marc. "City of Cincinnati Leaders Say They Will Have to Lay Off City Employees." *Cincinnati Headlines Examiner*. March 28, 2013 -

<http://www.examiner.com/article/city-of-cincinnati-leaders-say-they-will-have-to-lay-off-city-employees>

³⁶ Caproni, Erin. "Greater Cincinnati Leads Nation in 2013 Construction Job Loss." *Cincinnati Business Courier*. December 31, 2013 - <http://www.bizjournals.com/cincinnati/news/2013/12/31/greater-cincinnati-leads-nation-in.html>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
CINCINNATI-MIDDLETOWN, OH-KY-IN MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “Outstanding.” The bank has demonstrated a good responsiveness to the credit needs of the community. In addition, the bank originated 71 community development loans totaling \$373.3 million in the area. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps. This results in an excellent record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business, home purchase, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 21,346 home refinance loans, 5,948 home purchase loans, 469 home improvement loans, 6,354 small business loans, 44 small farm loans, and 71 community development loans during the evaluation period. The percentage of the bank’s total lending at 10.3% is significantly less than the percentage of total deposits at 29.4% in this area primarily because deposits that cannot be allocated to specific areas are allocated to Fifth Third’s corporate headquarters.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts except three of 60 low-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	4,051	\$550,875
Down Payment Assistance Programs	102	\$9,609,436
Other Flexible Lending Programs	6,002	\$828,714,334

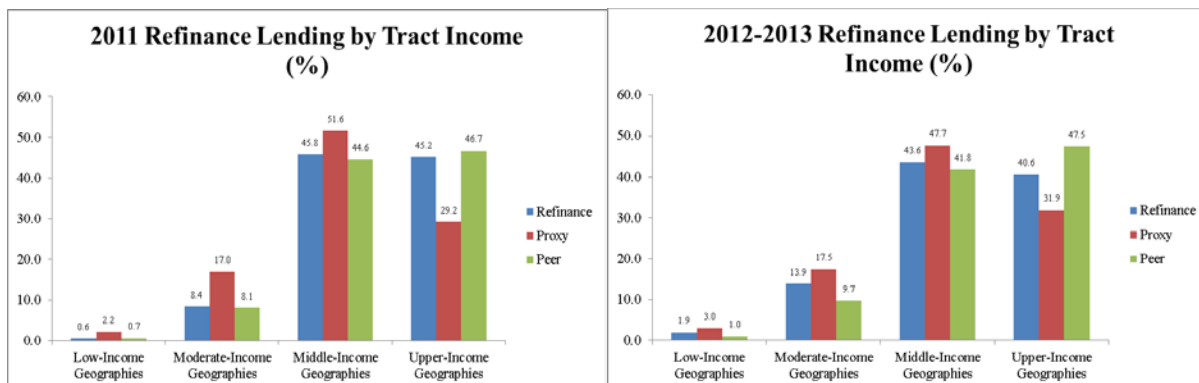
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. The percentage of modifications in low-income tracts was less than the percentage of those income tract categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

There is significant competition among financial institutions within the assessment area. While Fifth Third Mortgage Company is the second largest HMDA reporter, several other large banks are also top mortgage lenders in the area. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. The largest loan category, refinance loans, is adequate, and home purchase lending is also adequate. Home improvement lending is good and small business lending is excellent.

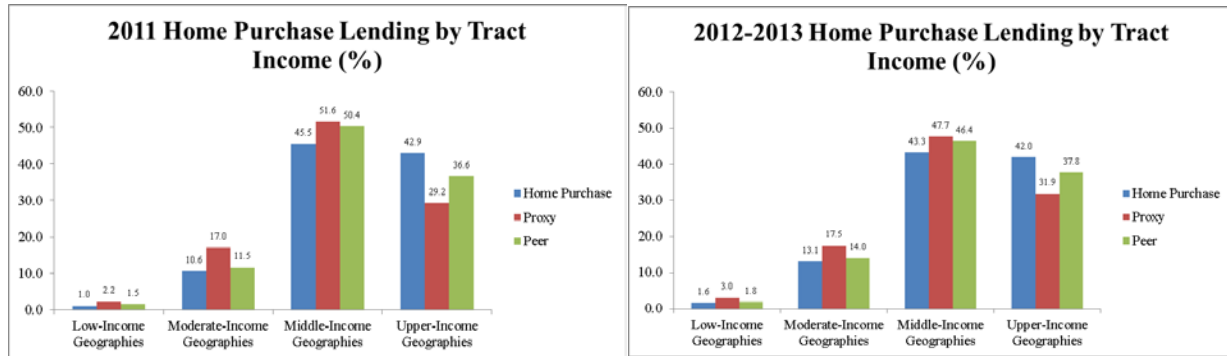
Refinance Loans



Refinance lending opportunities in low-income tracts were limited, as evidenced by the low number of owner-occupied units in low-income tracts. In 2011, refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy), but comparable to peer. In 2012 and 2013, refinance lending in low-income tracts was less than the proxy and higher than peer.

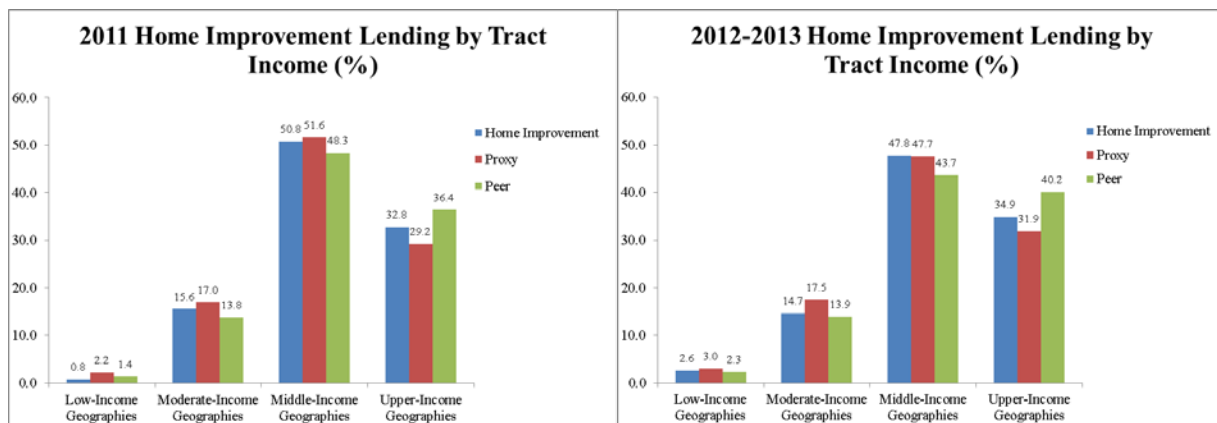
In 2011, refinance lending in moderate-income tracts was significantly less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units and more than peer. Overall, the geographic distribution of refinance loans is adequate.

Home Purchase



Home purchase lending opportunities in low-income tracts were limited, as shown by the lack of owner-occupied units in low-income tracts. During the review period, Fifth Third originated less home purchase loans than the percentage of owner-occupied homes (proxy) in low- and moderate-income tracts, but was comparable to peer. Overall, the geographic distribution of home purchase loans is adequate.

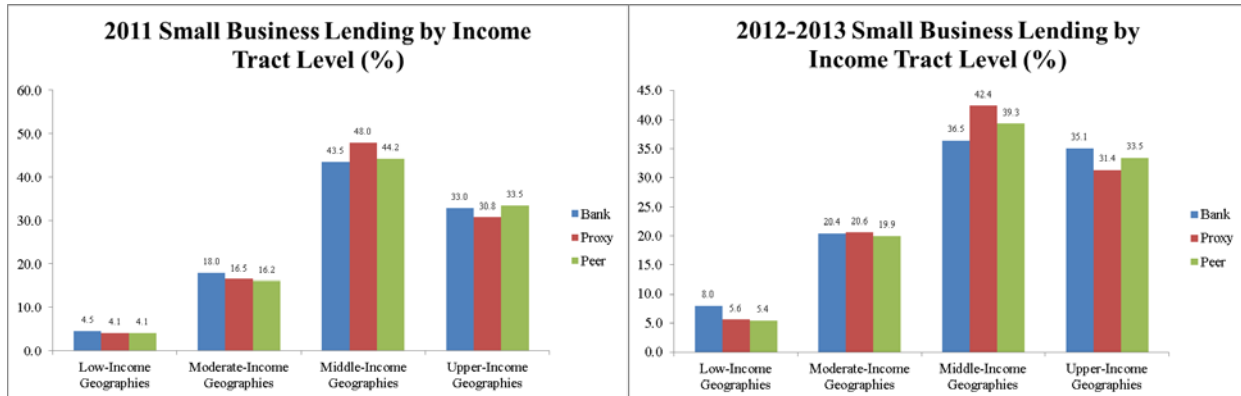
Home Improvement



In 2011, Fifth Third’s home improvement lending in low-income tracts was less than the percentage of owner-occupied homes in low-income tracts (proxy) and peer. In 2012 and 2013, Fifth Third’s home improvement lending in low-income tracts was comparable to the percentage of owner-occupied homes in low-income tracts (proxy) and peer.

In 2012 and 2013, Fifth Third’s home improvement lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and just better than peer. Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



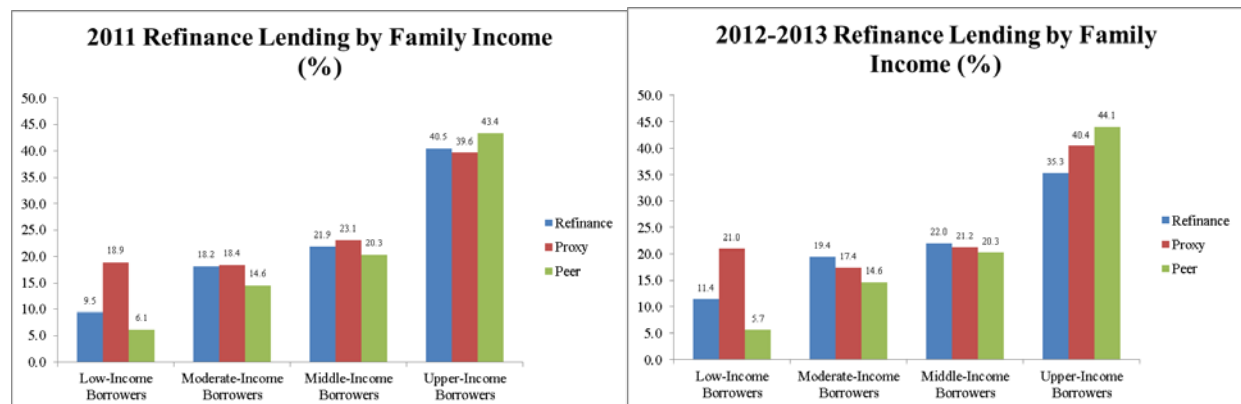
In 2011, small business lending was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending was greater than the proxy and peer.

In 2011, small business lending in moderate-income tracts was slightly higher than proxy and peer. In 2012 and 2013, small business lending was comparable to the proxy and peer. Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low- and, to some extent, moderate-income families.

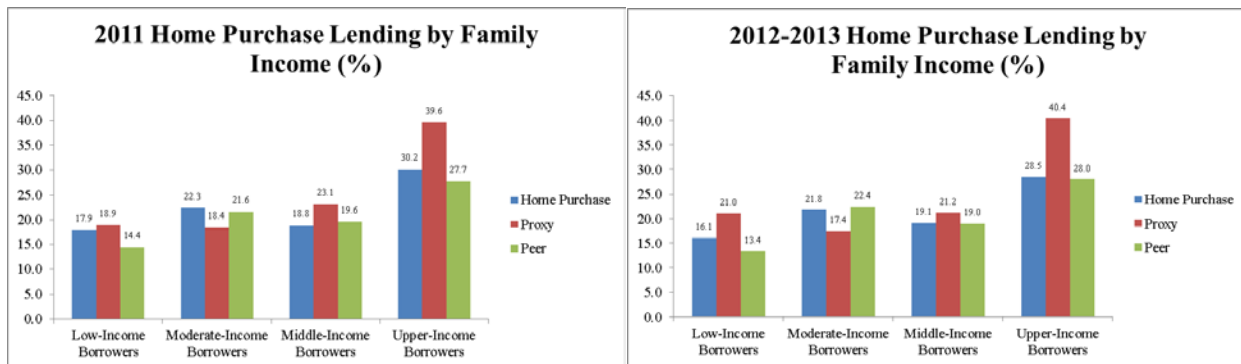
Refinance Loans



In 2011, refinance lending to low-income borrowers was substantially below the percentage of low-income families, but was higher than peer. Similarly, in 2012 and 2013, refinance lending to low-income borrowers was also below the percentage of low-income families, but higher than peer.

In 2011, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer. Similarly, in 2012 and 2013, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. Overall, the distribution of refinance loans to borrowers of different income levels is good.

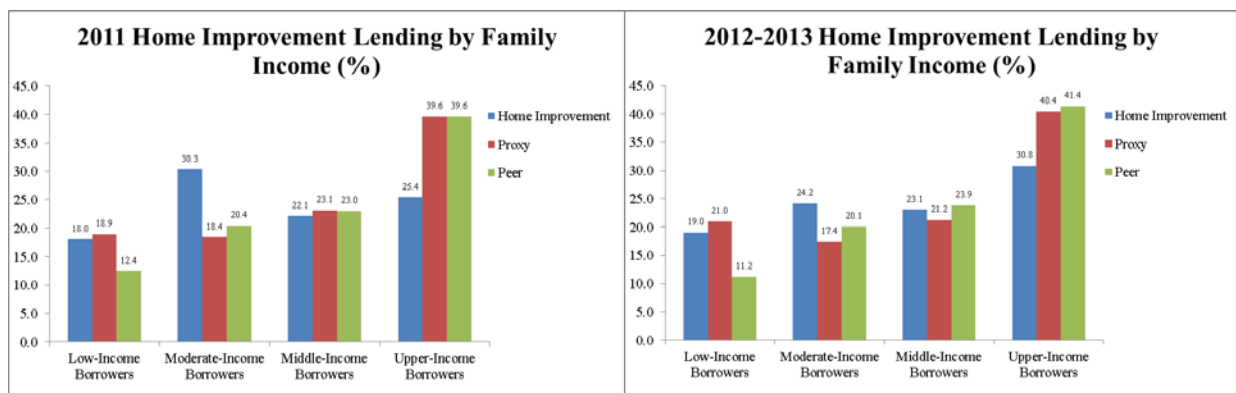
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was slightly below the percentage of low-income families (proxy) and slightly higher than peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was lower than the percentage of moderate-income families, but it was comparable to peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was less than proxy and comparable to peer. Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

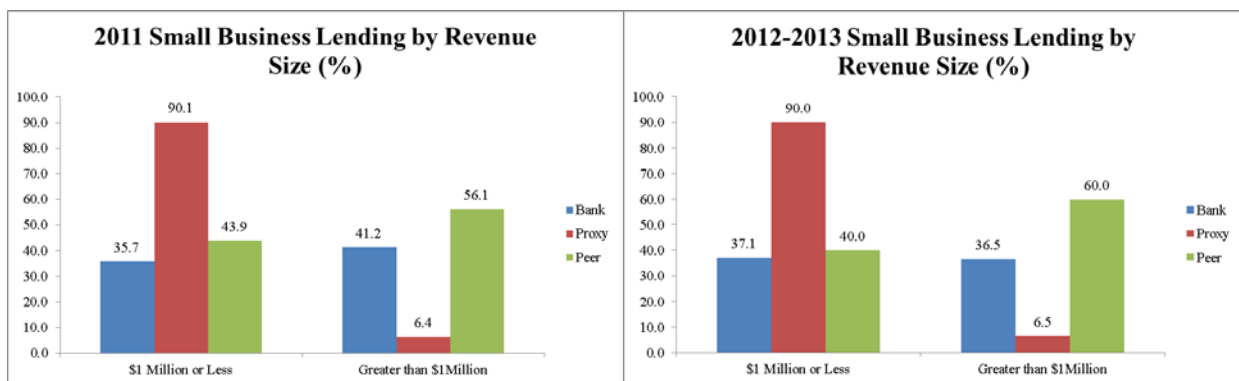
Home Improvement Loans



In 2011, the level of home improvement lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and greater than peer. In 2012 and 2013, home improvement lending to low-income borrowers was slightly less than the percentage of low-income families but greater than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was greater than the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was greater than the percentage of moderate-income families and peer. Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated just over one-third of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and less than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third had a similar percentage of small business loans to businesses with annual revenues less than \$1 million. This was again significantly lower than the proxy, but it was comparable to the peer group.

Further analysis of small business lending shows 58.9% and 62.3%, respectively, of Fifth Third's small business loans in 2011 and 2012 - 2013 were for \$100,000 or less, which is less than the peer at 88.0% in 2011 and 89.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 71 community development loans totaling \$373.3 million. Community development lending in this assessment area represented 7.7% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given the presence of several large national banks in the market and, as such, the competition for community development loans, Fifth Third is considered a leader in making community development loans. Of the 71 loans made in the assessment area, 39 (\$289.9 million) were for revitalization/stabilization of low- and moderate-income geographies, while 12 (\$58.9 million) were for economic development. An additional 12 loans (\$12.8 million) were for community services, and eight loans (\$11.8 million) supported affordable housing. These community development loans supported small businesses and provided working capital loans to assist businesses in low- and moderate-income geographies, while others assisted in the development and renovation of several affordable housing units and provided funds to service organizations that provide various services to low- and moderate-income individuals and families.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 179 investments in this assessment area totaling \$72.6 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	131	\$69,756,825
Community Services	42	\$2,582,149
Economic Development	4	\$25,400
Revitalization/Stabilization	2	\$240,000
Totals	179	\$72,604,374

The bank made 11.8% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 30.1% and greater than the percentage of branch offices at 9.9%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “High Satisfactory.” Retail services are accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

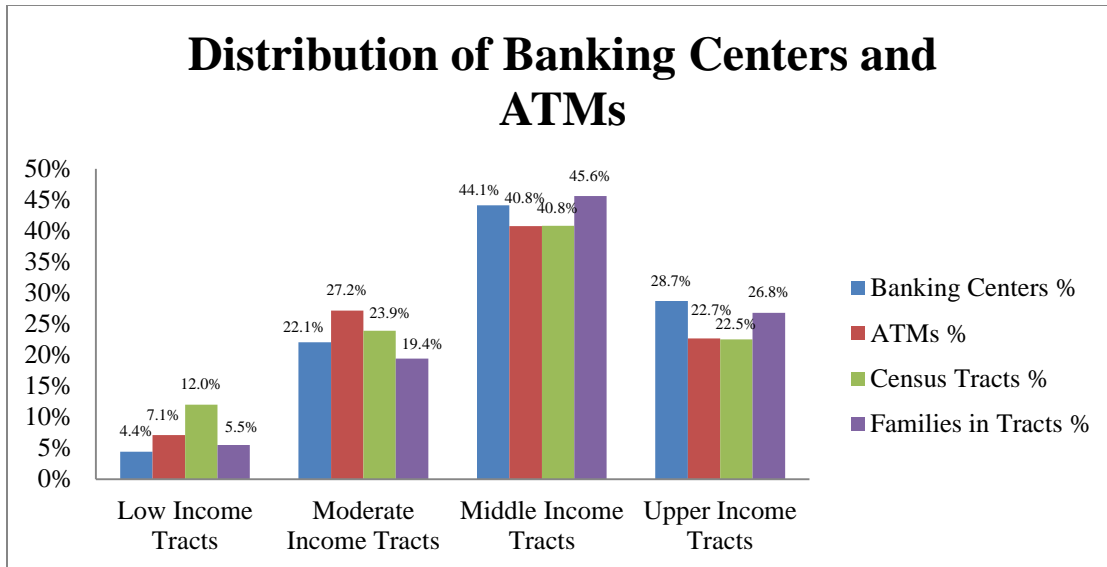
Fifth Third had a total of 136 banking centers within this assessment area as of September 30, 2013, including six in low-, 30 in moderate-, 60 in middle-, and 39 in upper-income census tracts. There is also one branch in a tract that is not designated as low-, moderate-, middle-, or upper-income. The banking centers in this assessment area represent 9.9% of all the institution’s banking centers.

Fifth Third had a total of 309 ATMs within this assessment area as of September 30, 2013, including 22 in low-, 84 in moderate-, 126 in middle-, and 70 in upper-income census tracts. The ATMs in this assessment area represent 13.27% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	4.4%	7.1%	12.0%	5.5%
Moderate	22.1%	27.2%	23.9%	19.4%
Middle	44.1%	40.8%	40.8%	45.6%
Upper	28.7%	22.7%	22.5%	29.5%
Unknown	0.7%	2.3%	0.8%	0.0%

The table reflects an adequate distribution within low-income tracts and a good distribution within moderate-income tracts.



The branch distribution includes the opening of two banking centers and the closing of five banking centers since November 15, 2011. The result is no net change in the number of banking centers in low- and moderate-income tracts.

In addition to full-service banking centers, the bank operates one loan production office located in an upper-income census tract.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 4,727 hours of community development services in this assessment area, which represents 5.5% of all community development services provided and equates to 2.27 annualized persons (ANP). Services included:

- 882 hours of financial expertise on boards and committees
- 3,184 hours of financial education
- 82 hours of technical assistance
- 579 hours of E-Bus operation

MULTI-STATE METROPOLITAN AREA
(Full-scope Review)

CRA RATING for Evansville Multi-state MSA: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “High Satisfactory”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to credit needs;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and among businesses of different revenue sizes;
- A leader in making community development loans;
- A significant level of qualified community development investments and grants;
- Occasionally in a leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Evansville multi-state MSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE EVANSVILLE IN-KY MSA

The Evansville IN-KY multi-state MSA includes Gibson, Posey, Vanderburgh, and Warrick Counties in Indiana and Henderson and Webster Counties in Kentucky. The bank's assessment area excludes Webster County in Kentucky. The assessment area is comprised of ten low-, 20 moderate-, 33 middle-, and 21 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked second out of 24 institutions with 29.4% of the deposit share in the assessment area. Old National Bank had the majority market share with 32.2% of deposits. The third and fourth largest institutions, German American Bancorp and Ohio Valley Financial Group, had 7.5% and 4.0% of the market share, respectively. Deposits in this assessment area accounted for 1.6% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 4,637 HMDA loans and 942 CRA loans, which represented 1.7% and 1.8%, respectively, of the total loans originated during the evaluation period. This was the 16th largest HMDA market and 15th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third among 248 HMDA reporters in the assessment area, while Fifth Third Bank ranked fifth. Evansville Teachers Federal Credit Union, Old National Bank, and Wells Fargo were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked ninth of 52 CRA reporters in the assessment in 2012. The top three CRA lenders in the assessment area were Capital One, Old National Bank, and American Express Bank. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information regarding the assessment area. The first contact representing an economic development organization stated there is a need for more affordable housing in the area and small dollar business loans. In particular, the contact thought more Small Business Association lending could be helpful to both small businesses and local banks, as small businesses could obtain loans and thereby increase loan volumes for banks. The contact stated that banks in the area are willing to make loans to qualified borrowers.

The second contact also represented an economic development organization and stated there are opportunities for local financial institutions to participate in the community and find ways to assist new entrepreneurs in gaining a better understanding of basic financing and marketing concepts. The contact stated that the most significant current credit need is microloans (smaller dollar loans to small businesses). The contact believes microloans would help to increase cash flow and inventory and assist small businesses that struggle to meet payroll. Old National Bank and Fifth Third Bank were specifically mentioned as being helpful to the organization.

The third contact represented a small business development corporation and stated there are needs for more affordable housing in urban areas, as well as small business microloans and the implementation of a revolving loan fund to cater to the small businesses. The contact identified Old National Bank as a leader in the community and mentioned a recent fund targeted to assisting minorities and women to start businesses.

The fourth contact represented a community action program that provides a multitude of services to low- and moderate-income individuals and families. The contact stated that economic conditions in the area are improving, but have not returned to pre-recession levels. While the largest employers in the area are in medical services and manufacturing, there is still a need for more jobs that pay a living wage. The contact stated that local area banks are generally meeting the credit needs of the community through ATM availability and various checking and savings accounts; however, there are opportunities for banks to fund more homeownership assistance and community development program initiatives (i.e., common infrastructure improvements).

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 345,055 million. Less than a third (26.0%) of the population lived in low- and moderate-income tracts. In addition, 76.7% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 142nd largest by terms of population and the sixth largest MSA in Indiana.³⁷ The largest county in the assessment area is Vanderburgh County, which includes Evansville. According to the estimated 2012 U.S. Census data, Evansville was third largest city in Indiana with 120,235 residents³⁸ and is the 218th largest city in the United States based on population.³⁹

The following table shows the population in the assessment area by county for 2010 and 2012, with the percentage of the population increase or decrease; overall, the assessment area's population slightly increased by 0.5% during this period. Warrick County experienced the greatest population growth, while Posey County experienced the greatest population decline.⁴⁰

³⁷ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

³⁸ Highest Population (2012) in Indiana by City:
<http://www.biggestuscities.com/demographics/in/population-2012-by-city>

³⁹ Largest 1,000 US Cities: <http://www.biggestuscities.com/2012>

⁴⁰ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Gibson, IN	33,503	33,458	-0.1%
Posey, IN	25,910	25,599	-1.2%
Vanderburgh, IN	179,703	180,858	0.6%
Warrick, IN	59,689	60,463	1.3%
Henderson, KY	46,250	46,513	0.6%
Total	345,055	346,891	0.5%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$60,892, which was slightly higher than the MSA’s and Indiana’s median family incomes of \$60,518 and \$58,944, respectively. The assessment area’s median family income was significantly higher than Kentucky’s at \$52,046. The median family incomes ranged from a low of \$52,775 in Henderson County to a high of \$73,583 in Warrick County, while Vanderburgh’s (the largest county in the assessment area) median family income was \$57,076. As shown in the table below, the MSA’s median family income increased in 2011 and increased again in 2012; however, in 2013, the MSA’s median family income fell below the 2010 levels.

**Borrower Income Levels
Multi Evansville, IN KY MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$62,900	0	- \$31,449	\$31,450	- \$50,319	\$50,320	- \$75,479	\$75,480	- & above
2012	\$63,800	0	- \$31,899	\$31,900	- \$51,039	\$51,040	- \$76,559	\$76,560	- & above
2013	\$60,100	0	- \$30,049	\$30,050	- \$48,079	\$48,080	- \$72,119	\$72,120	- & above

In 2010, the assessment area contained 137,601 households, of which 90,835 (66.0%) were families. Of the total families in the assessment area, 38.4% were comprised of low- and moderate-income families. Henderson and Vanderburgh Counties had the highest percentage of low- and moderate-income families, with low-income families comprising 26.6% of Henderson County and 23.6% of Vanderburgh County. This is reflected in the poverty rates shown below.

Poverty rates increased in each county in the assessment area from 1999 to 2012.⁴¹ Although Henderson County had the highest poverty rates both in 1999 and 2012, the rates were below Kentucky’s poverty rates both years. However, Warrick County experienced the largest increase in poverty rates during this period. Kentucky’s poverty rates substantially exceeded the national poverty rates during this period.

⁴¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

While Indiana’s rate slightly exceeded the national poverty rate in 2012 and was substantially below the national poverty rate in 1999, the state experienced the larger change in poverty rates during this period. The following table shows the poverty rates for 1999⁴² and 2012.⁴³

County	1999 Poverty Rate	2012 Poverty Rate	Change
Gibson	8.2%	11.6%	41.5%
Posey	7.4%	9.5%	28.4%
Vanderburgh	11.2%	15.3%	36.6%
Warrick	5.3%	9.7%	83.0%
Indiana	9.5%	15.5%	63.2%
Henderson	12.3%	17.6%	43.1%
Kentucky	15.8%	19.3%	22.2%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 152,601 housing units in the assessment area as of the 2010 U.S. Census. The owner-occupancy rate was 64.1%, with a high of 77.4% in Warrick County and a low of 58.3% in Vanderburgh County. From an income perspective, 29.5% of housing units and 21.1% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprise 13.5% of the housing within the assessment area. Approximately 44.7% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the assessment area was 42 years old, with 26.9% of the stock built before 1950. The oldest housing stock was in Vanderburgh County with a median age of 48 years, while the newest was 31 years in Warrick County. Since the majority of housing stock is greater than 25 years old, there appears to be opportunities for home improvement and rehabilitation loans throughout the assessment area.

The median housing value in the assessment area was \$115,945 as of the 2010 U.S. Census, with an affordability ratio of 40.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 38.0% in Vanderburgh County to a high of 47.7% in Posey County.

Based on the 2013 median family income for the MSA, about 45.2% of the homes valued up to \$106,898 would be considered affordable for low-income individuals and approximately 73.8% of the homes valued up to \$171,037 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

⁴² 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴³ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

According to RealtyTrac,⁴⁴ Warrick County had the highest rate of foreclosure in this assessment area in February, while Henderson County had the lowest. Warrick, Vanderburgh and Gibson Counties' and Indiana's rates of foreclosure all exceeded the nationwide ratio. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Gibson	1:1,127
Posey	1:1,874
Vanderburgh	1:864
Warrick	1:693
Indiana	1:1,069
Henderson	1:20,302
Kentucky	1:2,634
United States	1:1,170

Building permits in the MSA, Indiana, Kentucky, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁵

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	559	749	34.0%	656	-12.4%
Indiana	12,618	13,781	9.2%	18,029	30.8%
Kentucky	7,782	9,725	25.0%	8,885	-8.6%
United States	624,061	829,658	32.9%	976,369	17.7%

Overall, building permits in the MSA, both states, and nationwide all experienced growth between 2011 and 2012, with the MSA experiencing the largest increase of housing permits during this period. Between 2012 and 2013, the MSA and Kentucky experienced negative growth, while Indiana experienced a significant increase in the number of housing permits issued. The decline in the number of permits issued in the MSA could indicate the demand for home purchase loans has decreased during the evaluation period.

⁴⁴ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

⁴⁵ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

Major Employers in Southwest Indiana Region	Primary Employment Sectors	Number of Employees
Deaconess Hospital	Medical services	5,300
Toyota Motor Manufacturing	SUVs and Vans	4,500
St. Mary's Medical Center	Medical services	3,500
Evansville Vanderburgh Schools	Education	3,287
University of Southern Indiana	Education	2,560
Berry Plastics	Injection-molded plastics	2,400
Alcoa Warrick Operations	Aluminum sheet and ingot	1,925
T.J. Maxx	Distribution center	1,500
Koch Enterprises	Industrial and auto parts manufacturing	1,409
Tropicana Evansville	Gaming and entertainment	1,200
SABIC	Plastics	1,200
Vectren	Utility, gas, electric	1,200
Old National Bancorp	Banking and financial services	1,036
Springfield Financial Services	Financial services	950
Mead Johnson Nutrition	Pediatric nutrition	925

According to the Economic Development Coalition of Southwest Indiana,⁴⁶ the table above lists the top 15 employers in this MSA. Fifth Third is also considered a major employer in this assessment area and currently employs 344 employees. Lastly, there have been no major downsizings during this evaluation period.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, Indiana, Kentucky, and the nation.⁴⁷

Unemployment Rates Evansville IN-KY MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Gibson	8.0	7.4	6.5
Posey	7.2	7.2	6.1
Vanderburgh	7.7	7.6	6.7
Warrick	7.0	6.8	5.7
Indiana	9.0	8.4	7.2
Henderson	8.6	7.4	7.5
Kentucky	9.5	8.2	7.7
MSA	7.5	7.4	6.4
United States	8.5	7.9	7.0

⁴⁶ Largest Employers: http://www.southwestindiana.org/ss_major_employers

⁴⁷ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Overall, the unemployment rates declined each year in 2011, 2012, and 2013. This trend held true in all counties in Indiana, Indiana, and Kentucky, overall. Henderson County's unemployment rate experienced a slight increase in 2013. Warrick County had the lowest rate of unemployment all three years. Henderson County had the highest rates of unemployment in 2011 and 2013 and Vanderburgh County had the highest unemployment rate in 2012. The MSA's unemployment rate consistently fell below the nationwide rate.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE EVANSVILLE, IN-KY MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is rated "High Satisfactory." It has demonstrated a good responsiveness to the credit needs of the community. The bank is a leader in making community development loans in the area. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million. Fifth Third's level of community development lending and the low level of lending gaps augmented the bank's performance in this assessment area.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business, home purchase, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 3,364 home refinance loans, 1,108 home purchase loans, 165 home improvement loans, 918 small business loans, 24 small farm loans, and 29 community development loans during the evaluation period. The percentage of the bank's total lending at 1.7% is comparable to the percentage of total deposits at 1.6% in this area.

Fifth Third originated loans in a majority of the census tracts within the assessment area in 2011, while it originated loans in all census tracts during 2012 and 2013.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	648	\$72,022
Down Payment Assistance Programs	7	\$486,736
Other Flexible Lending Programs	466	\$50,177,295

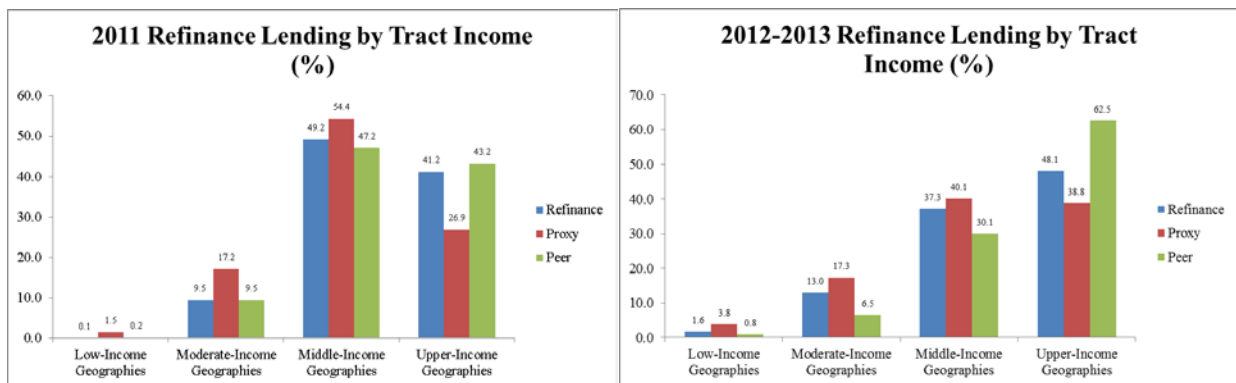
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

Despite Fifth Third’s large share of deposits in the market, there is significant competition among financial institutions within the assessment area. There is a local banking institution that is one of the top mortgage and small business lender in this market. Further, several of the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Refinance lending and home purchase lending are adequate, while home improvement lending is good. Small business lending is excellent.

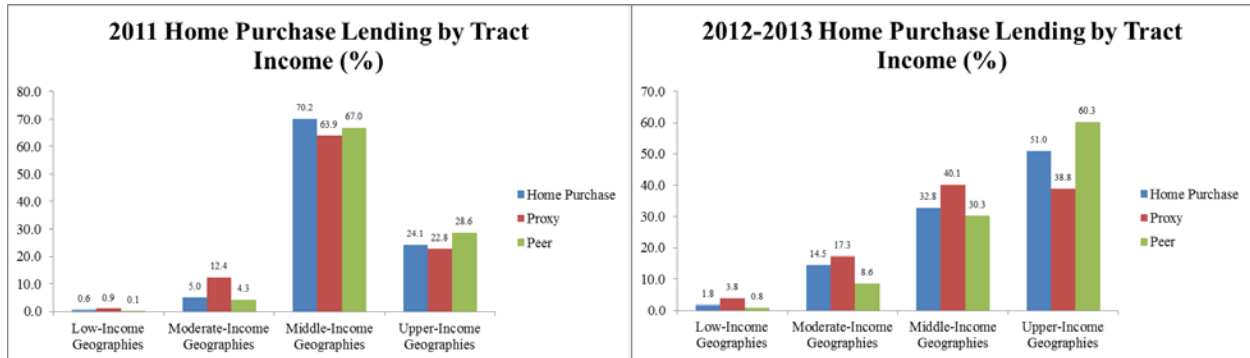
Refinance Loans



Home refinance lending opportunities were limited in low-income tracts. During the review period (2011 - 2013), refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy), but greater than peer.

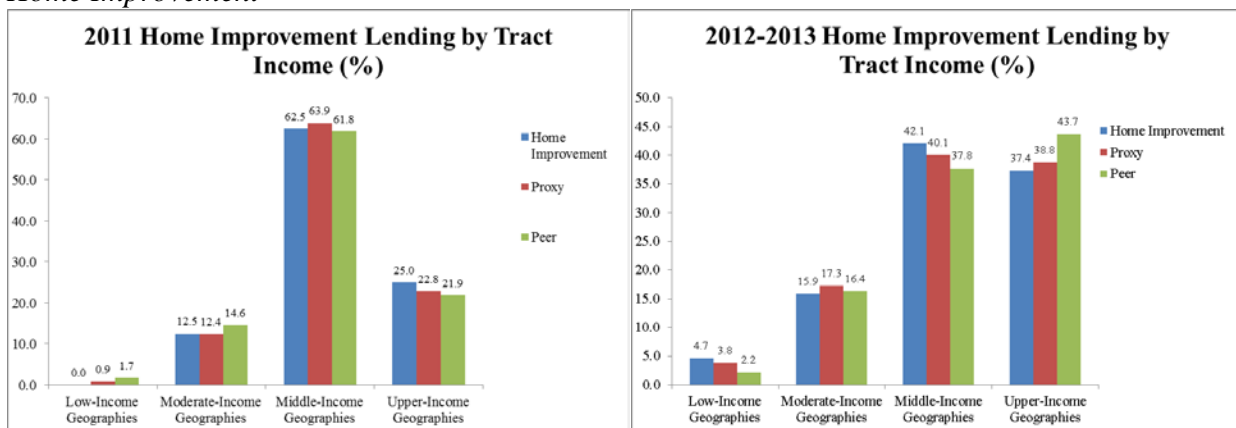
In 2011, refinance lending in moderate-income tracts was significantly less than the percentage of owner-occupied units but comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was also significantly less than the percentage of owner-occupied units but greater than peer. Overall, the geographic distribution of refinance loans is adequate.

Home Purchase



During the review period, Fifth Third originated less home purchase loans than the percentage of owner-occupied homes (proxy) in low- and moderate-income tracts, but was higher than peer. Overall, the geographic distribution of home purchase loans is adequate.

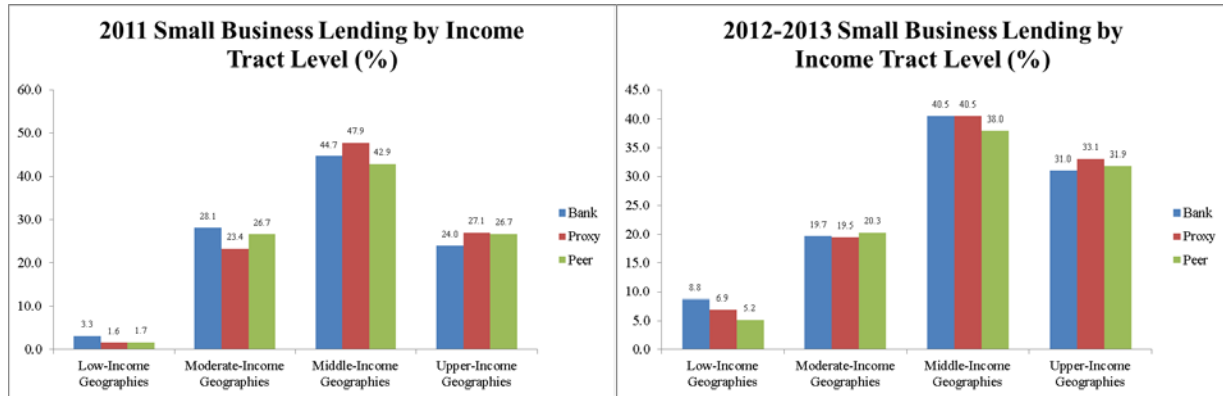
Home Improvement



In 2011, Fifth Third did not originate any home improvement loans in low-income tracts and was below peer and proxy performance. In 2012 and 2013, Fifth Third home improvement lending in low-income tracts was higher than the percentage of owner-occupied homes in low-income tracts (proxy) and peer.

During the review period, Fifth Third home improvement lending in moderate-income tracts was comparable to peer and the percentage of owner-occupied units and peer. Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



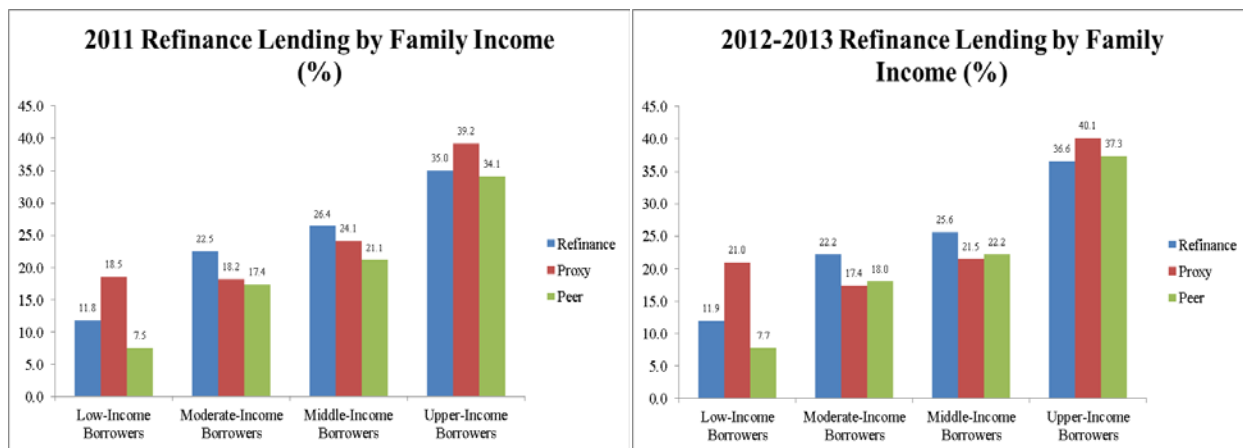
During the review period, small business lending was higher than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

In 2011, small business lending in moderate-income tracts was higher than proxy and peer, while in 2012 and 2013, small business lending was comparable to both proxy and peer. Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low- and, to some extent, moderate-income families.

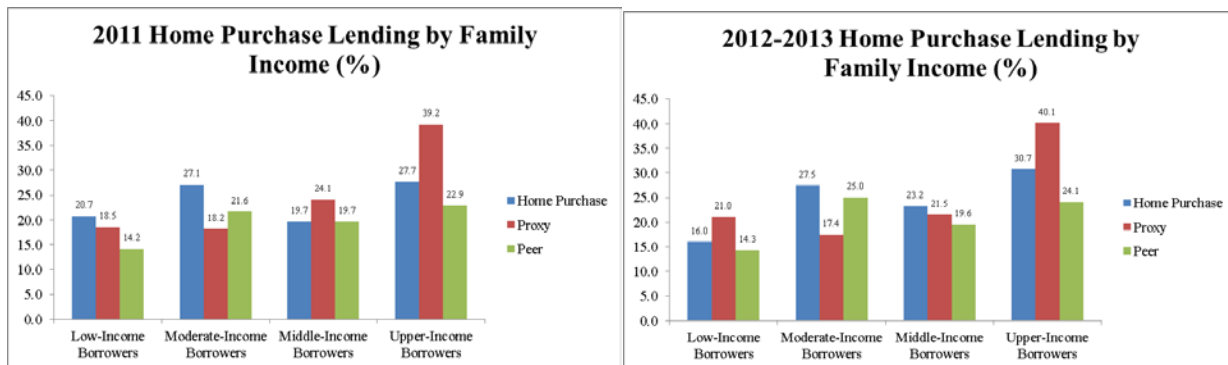
Refinance Loans



During the review period, refinance lending to low-income borrowers was substantially below the percentage of low-income families, but it was higher than peer. Refinance lending to moderate-income borrowers was higher than the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

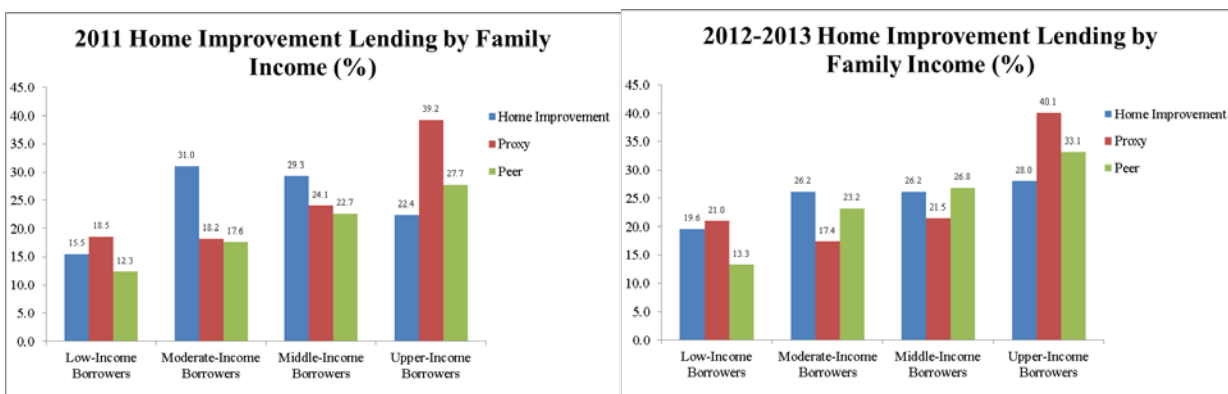
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was above the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but it was higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families (proxy) and peer. In 2012, it was less than the proxy, but higher than peer. Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

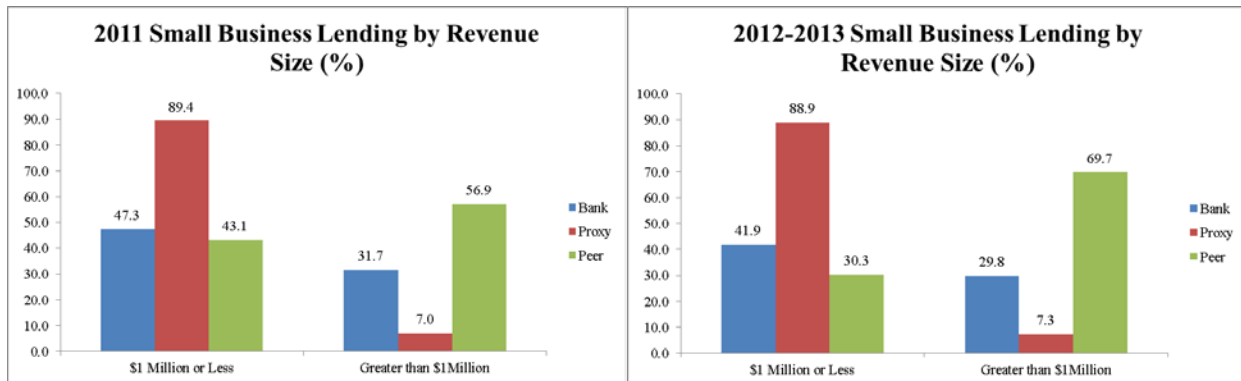
Home Improvement Loans



In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and slightly higher than peer. Similarly, in 2012 and 2013, home improvement lending to low-income borrowers was also just below the percentage of low-income families, but it was higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was well above the percentage of low-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was also above the percentage of low-income families and peer. Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and better than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third originated 41.9% of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but higher than peer.

Further analysis of small business lending shows 70.7% and 72.2% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which is less than the peer at 82.5% in 2011 and 87.5% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 29 community development loans totaling \$164.8 million. Community development lending in this assessment area represented 3.4% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s tenth highest percentage of community development lending during the evaluation period. Given the bank’s level of community development lending in relation to deposits, Fifth Third is a leader in making community development loans in the assessment area. Of the 29 loans made in the assessment area, nine (\$81.1 million) were for revitalization/stabilization of low- and moderate-income geographies and 11 (\$43.1 million) were for community services.

There were five loans (\$40.2 million) for economic development while four (\$436,000) were for affordable housing. These community development loans supported small business development, enabled the purchase of facilities and equipment, provided working capital loans to assist businesses with job retention in low- and moderate-income geographies, assisted in the development and rehabilitation of group and transitional housing, and helped non-profit organizations to provide various youth and family services to low- and moderate-income individuals and families.

Investment Test

Fifth Third's performance under the investment test in this assessment area is rated "High Satisfactory." The institution funded 105 investments in this assessment area totaling \$11 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	22	\$10,783,555
Community Services	64	\$195,361
Economic Development	19	\$69,009
Totals	105	\$11,047,925

The bank made 1.8% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 1.6% and less than the percentage of branch offices at 2.0%.

This is considered a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is rated "High Satisfactory." Retail services are accessible, and the bank provided a significant level of community development services.

Retail Services

Fifth Third's record of opening and closing offices has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

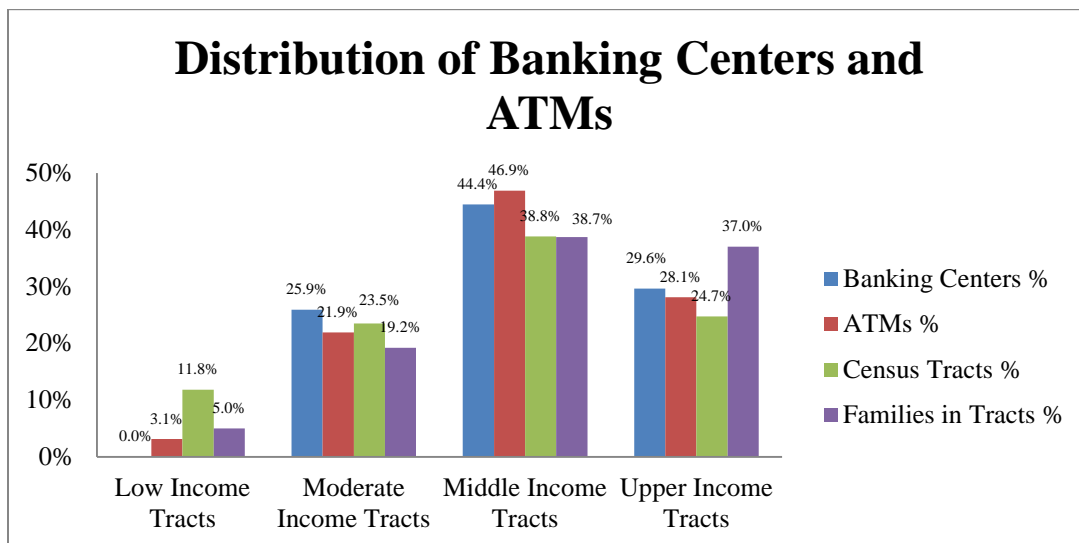
Fifth Third had a total of 27 banking centers within this assessment area as of September 30, 2013, including seven in moderate-, 12 in middle-, and eight in upper-income census tracts. The banking centers in this assessment area represent 2.0% of all the institution’s banking centers.

Fifth Third had a total of 32 ATMs within this assessment area as of September 30, 2013, including one in a low-, seven in moderate-, 15 in middle-, and nine in upper-income census tracts. The ATMs in this assessment area represent 1.4% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	0.0%	3.1%	11.8%	5.0%
Moderate	25.9%	21.9%	23.5%	19.2%
Middle	44.4%	46.9%	38.8%	38.7%
Upper	29.6%	28.1%	24.7%	37.0%
Unknown	0.0%	0.0%	1.2%	0.0%

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution includes the closing of one banking center since November 15, 2011. The result is no net change in the number of banking centers in low- and moderate-income tracts. The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third provided a significant level of community development services.

Fifth Third staff provided 1,536 hours of community development services in this assessment area, which represents 1.8% of all community development services provided and equates to 0.74 annualized persons (ANP). Services included:

- 1,017 hours of financial expertise on boards and committees
- 257 hours of financial education
- 88 hours of technical assistance
- 174 hours of E-Bus operation

MULTI-STATE METROPOLITAN AREA
(Full-scope Review)

CRA RATING for Huntington-Ashland Multi-state MSA: “Outstanding”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “Outstanding”

The major factors supporting this rating include:

- A good responsiveness to credit needs;
- An adequate geographic distribution of loans throughout the assessment area;
- An adequate distribution of loans among borrowers of different income levels and a good distribution of loans to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems are readily accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Huntington-Ashland Multi-state MSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE HUNTINGTON-ASHLAND WV-KY-OH MSA

The Huntington-Ashland WV-KY-OH Multi-state MSA includes Boyd and Greenup Counties in Kentucky, Lawrence County in Ohio, and Cabell and Wayne Counties in West Virginia. The bank's assessment area includes all counties in the multi-state MSA. The assessment area is comprised of four low-, 19 moderate-, 43 middle-, and 12 upper-income tracts.

As of June 30, 2013, Fifth Third ranked 11th out of 25 institutions with 4.2% of the deposit share in the MSA. Huntington Federal Savings Bank had the majority market share with 10.4% of deposits. The next three largest institutions, BB&T, First Sentry Bank, Inc., and City National Bank of West Virginia had 9.5%, 9.0%, and 8.8% of the market share, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,686 HMDA loans and 97 CRA loans, which represented 0.6% and 0.2%, respectively, of total loans originated during the evaluation period. This was the 35th largest HMDA market and 12th smallest CRA market (49th of 60 assessment areas) for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth among 189 HMDA reporters in the MSA, while Fifth Third Bank ranked 11th. City National Bank of West Virginia, JPMorgan Chase, Wells Fargo, and Desco Federal Credit Union were the top four HMDA lenders in the MSA. Fifth Third Bank ranked 21st of 42 CRA reporters in the MSA in 2012. The top four CRA lenders in the MSA were Capital One, American Express, GE Capital Retail Bank, and U.S. Bank. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

A community contact interview was conducted to provide additional information regarding the assessment area. The contact representing a community action group indicated that Lawrence County was not as significantly impacted by the economic downturn as other areas in the MSA due to employment in the mining industry. Overall, Lawrence County has been able to provide stable employment to the surrounding communities. Nonetheless, the contact stated that many individuals and families in the area are living paycheck-to-paycheck and need affordable financing options and as a result, cash advance stores are becoming an increasing presence in the community. There is also a need for financial literacy education around saving, borrowing, and improving one's credit score. The contact specifically mentioned WesBanco, Ohio Valley Bank, Community Trust Bank, and Peoples Bank as being responsive to community needs. Liberty Federal Credit Union was also identified as being helpful with affordable housing projects in the community. Huntington has been very active in providing financing for the development of a medical campus in Lawrence County. The local hospital closed in 2001 and residents had to travel outside the area in order to obtain emergency and other medical services. The contact believes that large banks (e.g., JPMorgan Chase, US Bank, and City National Bank of West Virginia) are not as helpful because these institutions are more interested in larger-dollar economic development projects. Lastly, the contact stated there are opportunities for banks to support affordable housing needs in the area.

Population Characteristics

According to the 2010 U.S. Census data, the population in the MSA was 287,702. About 20.2% of the population lived in low- and moderate-income tracts. In addition, 78.5% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 161st largest by terms of population and the third largest MSA in West Virginia and the fifth largest MSA in Kentucky.⁴⁸ The largest county in the assessment area is Cabell County, which includes Huntington. According to the estimated 2012 U.S. Census data, Huntington was the second largest city in West Virginia with 49,160 residents.⁴⁹ In Boyd County, Ashland was the largest city and the 18th largest city in Kentucky with 21,506 residents.⁵⁰ In contrast, the city of Ironton in Lawrence County only has 11,067 residents.⁵¹

The following table shows the population in the MSA by county for 2010 and 2012 with the percentage of the population's increase or decrease. Overall, the MSA's population decreased 0.4% during this period. All of the counties except Cabell County experienced negative population growth, with Wayne County experiencing the greatest decline in population.⁵²

County	2010 Population	2012 Population	Population Percent Change
Boyd, KY	49,542	49,164	-0.8%
Greenup, KY	36,910	36,707	-0.5%
Lawrence, OH	62,450	62,109	-0.5%
Cabell, WV	96,319	96,974	0.7%
Wayne, WV	42,481	41,649	-2.0%
Total	287,702	286,603	-0.4%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$48,544, which was less than Kentucky's and West Virginia's median family incomes of \$52,046 and \$48,896, respectively, and significantly less than Ohio's of \$59,680. The median family incomes ranged from a low of \$44,886 in Wayne County to a high of \$51,684 in Boyd County, while Cabell County's (the largest county in the MSA) median family income was \$48,323. As shown in the table below, the MSA's median family income increased from 2010 to 2013.

⁴⁸ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁹ Huntington, WV: <http://www.citypopulation.de/USA-WestVirginia.html>

⁵⁰ Ashland, KY: http://www.kentucky-demographics.com/cities_by_population

⁵¹ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/index.html>

⁵² Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Borrower Income Levels
Multi Huntington-Ashland, WV KY OH - MSA

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$49,600	0 - \$24,799	\$24,800 - \$39,679	\$39,680 - \$59,519	\$59,520 - & above
2012	\$50,300	0 - \$25,149	\$25,150 - \$40,239	\$40,240 - \$60,359	\$60,360 - & above
2013	\$50,800	0 - \$25,399	\$25,400 - \$40,639	\$40,640 - \$60,959	\$60,960 - & above

In 2010, the MSA contained 115,862 households, of which 76,428 (66.0%) were families. Of the total families in the assessment area, 39.9% were comprised of low- and moderate-income families. Wayne County had the highest percentage of low- and moderate-income families, as low-income families comprised 25.4% of the county’s population as reflected in the poverty rates shown below.

Poverty rates increased in each county but Lawrence County in the MSA from 1999 to 2012.⁵³ Wayne County had the highest poverty rate in 2010 and 2011, while Greenup County had the lowest rate both years (Greenup County had the same poverty rate as Boyd County in 2012). All of the counties in the assessment area had higher poverty rates than the nation in 2010 and 2012. Boyd and Greenup Counties had lower poverty rates than Kentucky’s rates both years, while Lawrence County had higher poverty rates than Ohio’s rates in 2010 and 2012. The poverty rates in Cabell and Wayne Counties were much higher than West Virginia’s rates both years. The following table shows the poverty rates for 1999⁵⁴ and 2012.⁵⁵

County	1999 Poverty Rate	2012 Poverty Rate	Change
Boyd	15.5%	17.8%	14.8%
Greenup	14.1%	17.8%	26.2%
Kentucky	15.8%	19.3%	22.2%
Lawrence	18.9%	18.0%	-4.8%
Ohio	10.6%	16.2%	52.8%
Cabell	19.2%	20.2%	5.2%
Wayne	19.6%	20.5%	4.6%
West Virginia	17.9%	18.0%	0.6%
United States	11.8%	15.0%	27.1%

⁵³ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁵⁴ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁵⁵ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

Housing Characteristics

There were 131,387 housing units in the MSA as of the 2010 U.S. Census. The owner-occupancy rate was 62.4%, with a high of 70.3% in Greenup County and a low of 56.4% in Cabell County. From an income perspective, 21.8% of housing units and 14.7% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprise 8.4% of the housing within the MSA. Half (50.1%) of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

The 2010 U.S. Census data shows the median age of housing stock in the MSA was 42 years old, with only 25.2% of the stock built before 1950. The oldest housing stock was in Cabell County, with a median age of 47 years, while the newest was 36 years in Wayne County. Since the majority of housing stock is greater than 25 years old, there appears to be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$92,678 as of the 2010 U.S. Census, with an affordability ratio of 39.4%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 35.4% in Cabell County to a high of 47.9% in Greenup County.

Based on the 2013 median family income for the MSA, about 48.2% of the homes valued up to \$90,357 would be considered affordable for low-income individuals and approximately 73.8% of the homes valued up to \$144,571 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to RealtyTrac,⁵⁶ Ohio had the seventh highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Boyd	1:2,424
Greenup	NA
Kentucky	1:2,634
Lawrence	1:1,380
Ohio	1:941
Cabell	1:23,087
Wayne	NA
West Virginia	1:15,478
United States	1:1,170

⁵⁶ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

As shown in the previous table, Lawrence County had the highest rates of foreclosure in this MSA in February 2014. Only Ohio's rate of foreclosure exceeded the nationwide ratio in the MSA. Cabell County had the lowest rate of foreclosure in this assessment area in February.

Building permits in the MSA, Kentucky, Ohio, West Virginia, and the United States are included in the following table for 2011, 2012, and 2013.⁵⁷

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	269	282	4.8%	97	-65.6%
Kentucky	7,782	9,725	25.0%	8,885	-8.6%
Ohio	13,762	16,905	22.8%	21,310	26.1%
West Virginia	2,220	2,718	22.4%	2,335	-14.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Overall, building permits in the MSA, Kentucky, and West Virginia experienced growth in housing permits between 2011 and 2012 and declines in growth between 2012 and 2013, particularly in the MSA. Ohio and the nation experienced growth each period, with Ohio experiencing its largest increase of housing permits between 2012 and 2013. The decline in the number of permits in the MSA could indicate a decrease in the demand for home purchase loans during the evaluation period.

Labor, Employment, and Economic Characteristics

Major Employers in the Huntington Area	Primary Employment Sectors	Number of Employees
St. Mary's Medical Center	Medical services	2,600
Cabell Huntington Hospital	Medical services	2,300
Marshall University	Education	2,000
CSX	Transportation	1,100
VA Medical Center	Medical services	1,078
SpecialMetals	Manufacturing	996
University Physicians & Surgeons	Medical services	850
Marathon	Energy (oil and petroleum)	800
US Army Corps of Engineers	Government	775
Wal-Mart	Retail	750
DirecTV	Satellite TV	730
Alcon	Medical services (eye care)	700
Amazon	Customer service center	700
GC Services	Call center & collection agency services	650
Steel of West Virginia	Steel supplier and fabricator	527

⁵⁷ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

According to the Huntington Area Development Council,⁵⁸ the previous table lists the top 15 employers in the Greater Huntington area.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, Kentucky, Ohio, West Virginia, and the nation.⁵⁹

Unemployment Rates Huntington-Ashland WV-KY-OH MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Boyd	8.9	7.6	6.8
Greenup	9.5	8	7.9
Kentucky	9.5	8.2	7.7
Lawrence	8.4	7.6	7.5
Ohio	8.6	7.2	7.1
Cabell	7.2	6.8	4.9
Wayne	7.9	7.8	5.8
West Virginia	7.8	7.3	5.3
MSA	8.2	7.4	6.3
United States	8.5	7.9	7.0

Generally, the unemployment rates declined each year in 2011, 2012, and 2013. Overall, Greenup County had the highest unemployment rates. Greenup County and Kentucky consistently exceeded the nationwide unemployment rate each year. Overall, Cabell County had the lowest unemployment rates. Cabell County, Wayne County, the MSA, and West Virginia had unemployment rates that fell below the nationwide rate each year.

According to *HuntingtonNews.Net*, Special Metals announced the layoff of 80 steelworkers at both its Huntington, West Virginia and Burnaugh, Kentucky plants due to adverse business conditions in 2012. The company let 42 workers go in 2011.⁶⁰

⁵⁸ Largest Employers: <http://www.hadco.org/community-profile/business-and-industry>

⁵⁹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

⁶⁰ HNN Staff. "Lay Offs Strike More Than 80 Plant Workers." *HuntingtonNews.Net*. October 8, 2012 - <http://www.huntingtonnews.net/461501>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE HUNTINGTON-ASHLAND, WV-KY-OH MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is rated "High Satisfactory." It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less. Additionally, Fifth Third is a leader in making community development loans, and the level of loans enhanced its lending performance in this assessment area.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflected a good responsiveness to the credit needs within the assessment area. Fifth Third originated 1,122 home refinance loans, 488 home purchase loans, 76 home improvement loans, 97 small business loans, and 3 community development loans during the evaluation period. The percentage of the bank's total lending at 0.5% is slightly greater than the percentage of total deposits at 0.2% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, while low-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in 75.0% of low-income census tracts. According to the 2010 U.S. Census data, less than 2.0% of families reside in low-income tracts and only 3.4% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 18.3%, thus limiting opportunities to originate residential mortgage loans. Fifth Third originated at least one loan in all but one moderate-income tract and one low-income tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs.

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	346	\$41,471
Down Payment Assistance Programs	8	\$744,459
Other Flexible Lending Programs	111	\$12,294,893

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. However, there were no loans modified in low-income tracts, and the majority of modifications were in middle- and upper-income tracts.

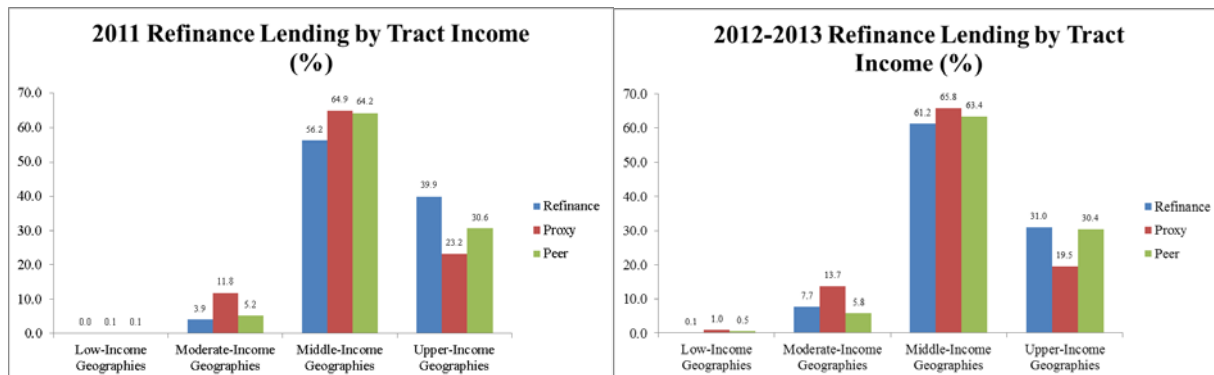
Several large banks hold the largest market share of mortgage and small business lending, thus increasing the competition among other financial institutions in the area. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. The largest loan category, refinance loans, is adequate, as well as home purchase and home improvement lending. Small business lending is excellent.

According to the 2010 U.S. Census data, 1.6% and 15.5% of families reside in low- and moderate-income tracts, respectively. Further, only 3.4% of all housing units are in low-income tracts, while 18.4% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 18.3% and 46.6% for moderate-income tracts, which was much lower than the overall owner-occupancy rate for the assessment area. Conversely, 60.2% and 38.6% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

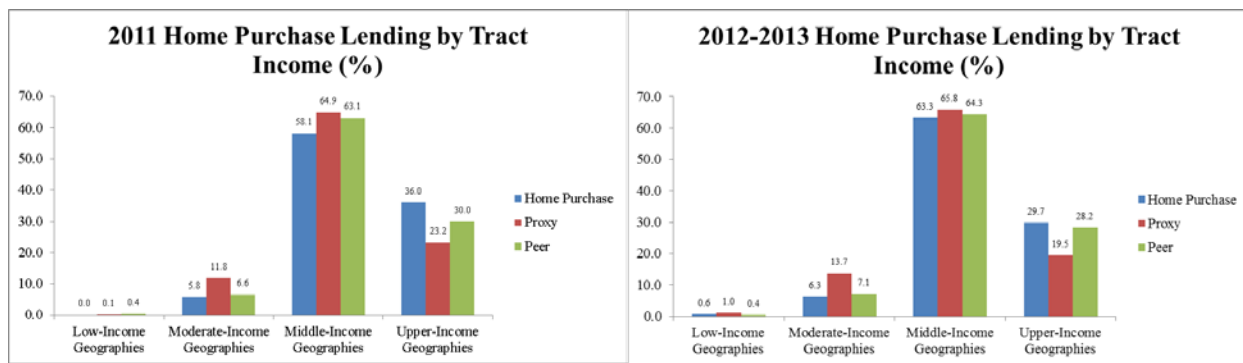


Home refinance lending opportunities in low-income census tracts were limited during the evaluation period. Fifth Third did not originate any refinance loans in low-income tracts in 2011. In 2012 and 2013, Fifth Third’s refinance lending in low-income tracts was less than the percent of owner-occupied units (proxy) and comparable to peer.

In 2011, refinance lending in moderate-income tracts was significantly less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also significantly less than the percentage of owner-occupied units and comparable to peer.

Given the previously mentioned housing characteristics, the geographic distribution of refinance loans is adequate.

Home Purchase

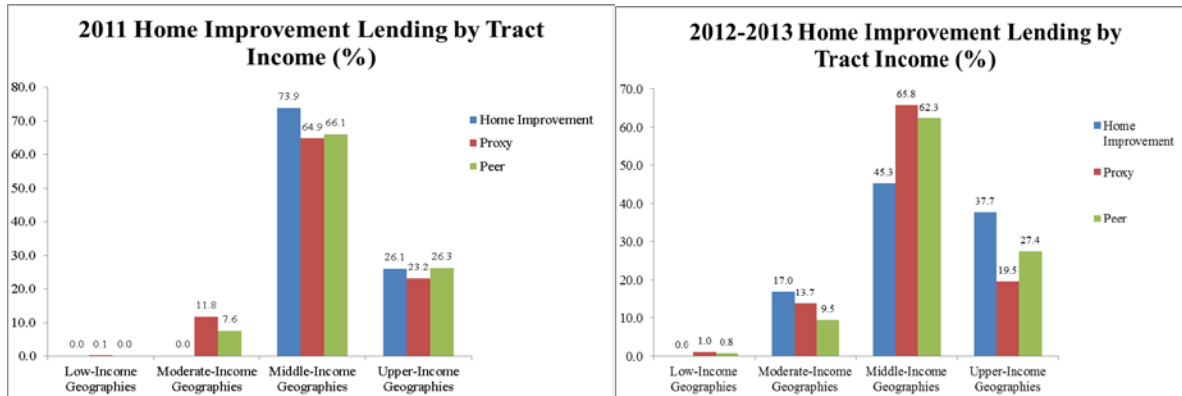


During the review period, Fifth Third originated very few home purchase loans in low-income tracts, but was comparable to the percentage of owner-occupied homes (proxy) in low-income tracts and peer.

Fifth Third’s lending in moderate-income tracts was lower than the proxy, but was comparable to peer.

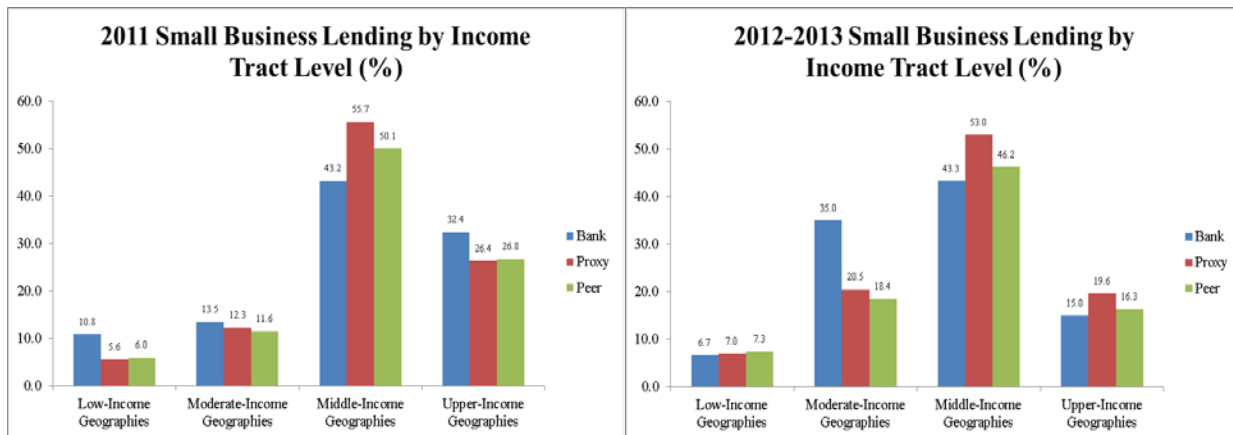
Given the previously mentioned challenges that may hinder the bank’s ability to originate home purchase loans in low- and moderate-income geographies, the geographic distribution of home purchase loans is adequate.

Home Improvement



During the review period, Fifth Third did not originate any home improvement loans in low- or moderate-income tracts in 2011, nor did it originate any home improvement loans in low-income tracts in 2012 and 2013. In 2012 and 2013, Fifth Third’s home improvement lending in moderate-income tracts was higher than the percentage of owner-occupied homes (proxy) and peer. Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



In 2011, small business lending was nearly double the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending was comparable to proxy and peer.

In 2011, small business lending in moderate-income tracts was comparable to the proxy and peer. In 2012 and 2013, small business lending was greater than both the proxy and peer.

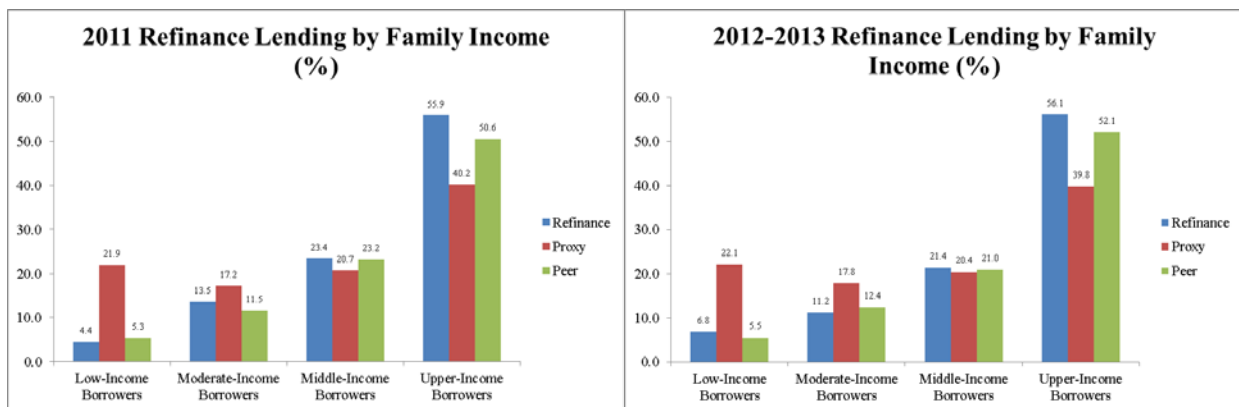
Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower income, while the distribution of loans to businesses of different revenue sizes is good. Most businesses and farms within the bank’s assessment area have annualized revenues less than \$1 million.

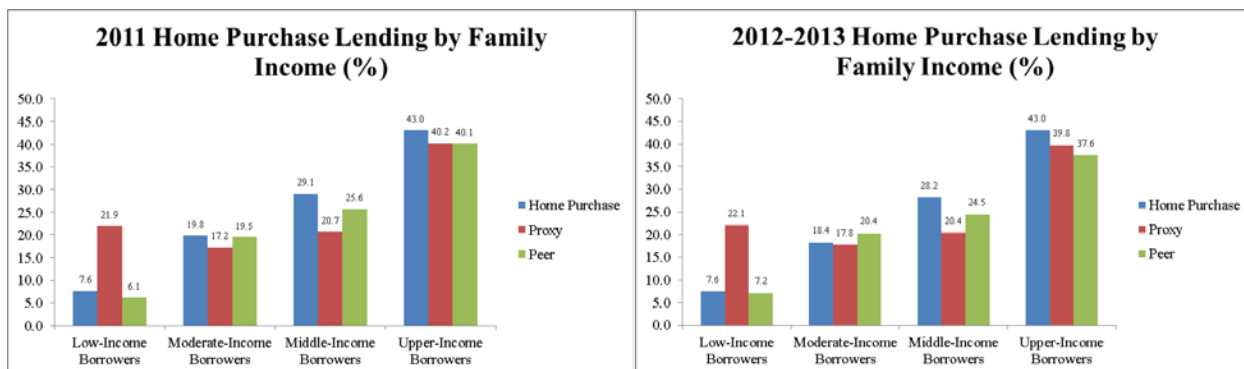
Often, it may be difficult for low- and moderate-income individuals to qualify for loans, especially if income is below the poverty level. According to the 2010 U.S. Census, 41.8% of families living in low-income census tracts and 27.3% of families in moderate-income tracts were below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may have been reduced.

Refinance Loans



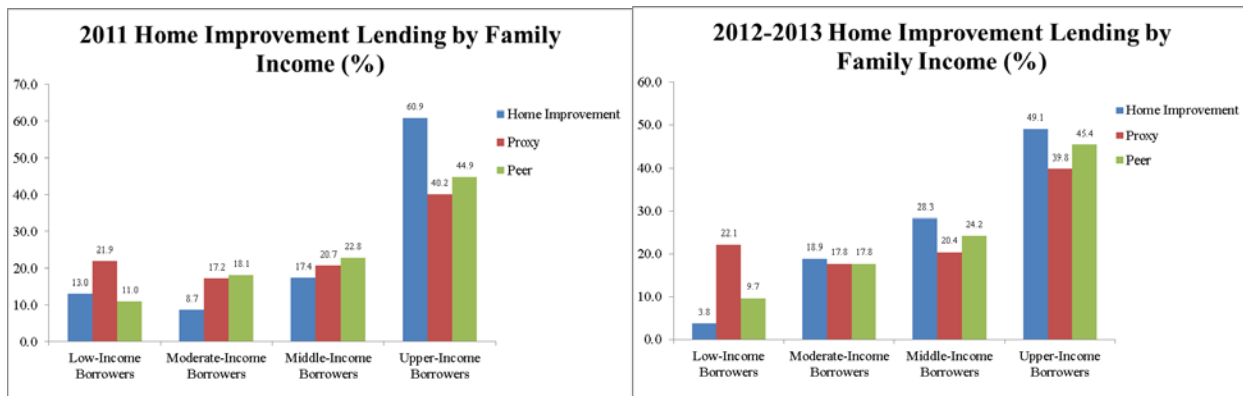
During the review period, refinance lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. Refinance lending to moderate-income borrowers was slightly below the percentage of moderate-income families, but was comparable to peer. Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans



During the review period, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. The level of home purchase lending to moderate-income borrowers during the review period was comparable to the percentage of moderate-income families and peer. Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Home Improvement Loans

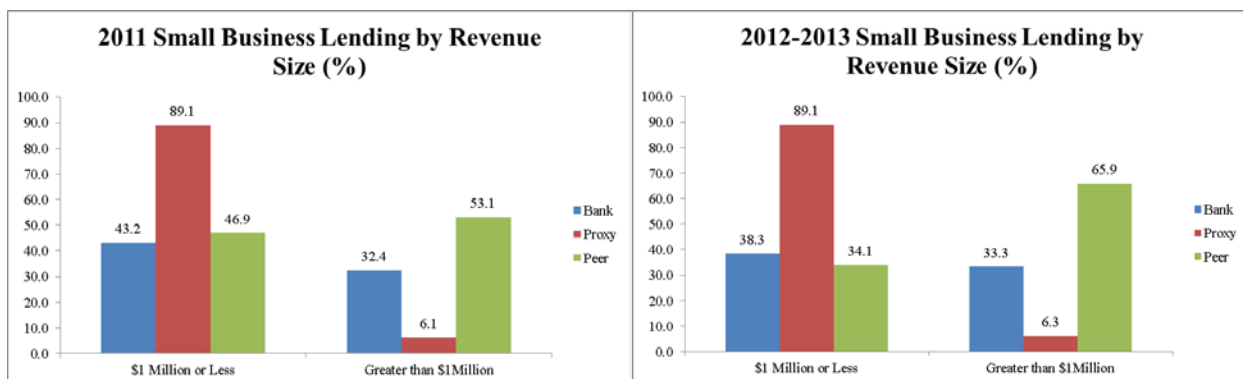


In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and slightly above peer. In 2012 and 2013, home improvement lending to low-income borrowers was well below the percentage of low-income families and peer.

In 2011, the level of home improvement lending to moderate-income borrowers was below the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is adequate.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), but it is comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third made a similar percentage of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but slightly higher than peer.

Further analysis of small business lending shows 58.3% and 65.5% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which is less than peer at 88.7% in 2011 and 92.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated three community development loans totaling \$7.8 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. There were two community development loans (\$5.8 million) for economic development. These loans provided working capital and supported small business operations in the assessment area. The remaining loan (\$2 million) provided working capital for a company that employs low- and moderate-income individuals. Given Fifth Third’s market share and the presence of several large banks in the market and, as such, the competition for community development loans, Fifth Third is considered a leader in community development lending.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 50 investments in this assessment area totaling \$4.9 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	14	\$4,878,574
Community Services	36	\$79,425
Totals	50	\$4,957,999

The bank made 0.8% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.2% and branch offices at 0.5%.

This is considered to be an excellent level of qualified community development investments and grants, and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “Outstanding.” Retail services are readily accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

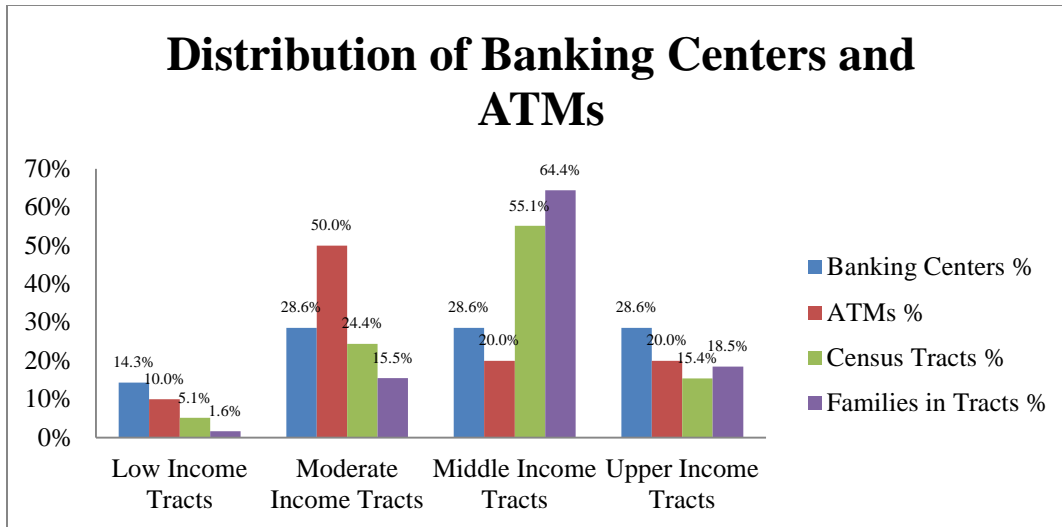
Fifth Third had a total of seven banking centers within this assessment area as of September 30, 2013, including one in low-, two in moderate-, two in middle-, and two in upper-income census tracts. The banking centers in this assessment area represent 0.5% of all the institution’s banking centers.

Fifth Third had a total of ten ATMs within this assessment area as of September 30, 2013, including one in a low-, five in moderate-, two in middle-, and two in upper-income census tracts. The ATMs in this assessment area represent 0.4% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	14.3%	10.0%	5.1%	1.6%
Moderate	28.6%	50.0%	24.4%	15.5%
Middle	28.6%	20.0%	55.1%	64.4%
Upper	28.6%	20.0%	15.4%	18.5%

The table reflects an excellent distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 918 hours of community development services in this assessment area, which represents 1.1% of all community development services provided and equates to 0.44 annualized persons (ANP). Services included:

- 192 hours of financial expertise on boards and committees
- 342 hours of financial education
- 74 hours of technical assistance
- 310 hours of E-Bus operation

MULTI-STATE METROPOLITAN AREA
(Full-scope Review)

CRA RATING for Louisville/Jefferson County Multi-state MSA: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An excellent responsiveness to credit needs;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and an adequate distribution of loans to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Louisville/Jefferson County Multi-state MSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE LOUISVILLE-JEFFERSON COUNTY KY-IN MSA

The Louisville-Jefferson County KY-IN Multi-state MSA includes Clark, Floyd, Harrison, and Washington Counties in Indiana and Bullitt, Henry, Jefferson, Meade, Nelson, Oldham, Shelby, Spencer, and Trimble Counties in Kentucky. The bank's assessment area excludes Washington County in Indiana and Henry, Meade, Nelson, Spencer, and Trimble Counties in Kentucky. The assessment area is comprised of 34 low-, 58 moderate-, 105 middle-, and 85 upper-income tracts. There are two tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked third out of 36 institutions with 11.3% of the deposit share in the assessment area. PNC had the majority market share with 23.5% of deposits, followed by JPMorgan Chase with 15.8%. Deposits in this assessment area accounted for 2.6% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 11,004 HMDA loans and 1,372 CRA loans, which represented 4.0% and 2.6%, respectively, of total loans originated during the evaluation period. This was the eighth largest HMDA market and 13th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third among 428 HMDA reporters in the assessment area, while Fifth Third Bank ranked 18th. Wells Fargo and JPMorgan Chase were the top two HMDA lenders in the assessment area. Fifth Third Bank ranked 11th of 74 CRA reporters in the assessment in 2012. The top four CRA lenders in the assessment area were American Express, PNC, Chase Bank USA, and Capital One. These institutions are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information regarding the assessment area. The first contact, representing a chamber of commerce in a rural portion of the assessment area, stated that because of increased employment opportunities in the area, there is an increased demand for affordable housing. Consequently, there is a need for low-interest loans and first-time homebuyer assistance programs. Regarding small businesses, the contact indicated there is a need for bridge financing (very short-term loans to expedite business transactions). The contact also stated that overall, banking needs in the community are being met by means of ATMs and mobile banking centers. The contact mentioned that Fifth Third is taking a proactive approach in the community.

The second contact representing a community development financial institution stated there is a need for microloans to small businesses in order to encourage economic development. The contact stated that banks in the area are cooperative and refer clients they cannot assist to other organizations that may be able to assist. The contact specifically mentioned the success of an American Dream loan fund in which five area banks helped individuals with less-than-perfect credit obtain mortgage financing. Lastly, the contact mentioned increased competition among banks for area business.

The third contact representing an economic development authority stated that proximity to large markets along the I-65 corridor provides the area's economy with great opportunities for continued success in the business sectors of e-commerce, warehousing, and manufacturing. As a result of the growing regional economy, there is an increased need for mortgage loans in the area.

The fourth contact representing a university school of business stated that, in order to sustain the region's economy, continued financing of small businesses is essential. Small businesses continue to need access to operational capital. The contact stated that credit needs of small businesses are being met; however, some small business owners have expressed frustration that credit is not more readily available. Lastly, the contact indicated businesses with strong management seem to have sufficient access to credit.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.1 million. Less than a third (26.2%) of the population lived in low- and moderate-income tracts. In addition, 76.3% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 42nd largest by terms of population, the second largest MSA in Kentucky, and the fourth largest MSA in Indiana.⁶¹ The largest county in the assessment area is Jefferson County, which includes Louisville. According to the estimated 2012 U.S. Census data, Louisville was the largest city in Kentucky with 605,110 residents⁶² and is the 27th largest city in the United States based on population.⁶³ The largest county in Indiana in this assessment area is Clark County, which includes Jeffersonville. According to 2012 U.S. Census data, Jeffersonville was the 20th largest city in Indiana with 45,677 residents.⁶⁴

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased by 1.4% during this period. Shelby County experienced the greatest population growth, while Harrison County was the only county in the assessment area that experienced a decline in population.⁶⁵

⁶¹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁶² Louisville population: <http://www.citypopulation.de/USA-Kentucky.html>

⁶³ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

⁶⁴ Jeffersonville population: <http://www.citypopulation.de/USA-Indiana.html>

⁶⁵ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Clark	110,232	111,951	1.6%
Floyd	74,578	75,283	0.9%
Harrison	39,364	39,134	-0.6%
Bullitt	74,319	75,896	2.1%
Jefferson	741,096	750,828	1.3%
Oldham	60,316	61,412	1.8%
Shelby	42,074	43,614	3.7%
Total	1,141,979	1,158,118	1.4%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$60,872, which was slightly higher than the MSA’s and Indiana’s median family incomes of \$59,921 and \$58,944, respectively. The assessment area’s median family income was significantly higher than Kentucky’s at \$52,046. The median family incomes ranged from a low of \$58,090 in Clark County to a high of \$89,911 in Oldham County, while Jefferson County’s (the largest county in the assessment area) median family income was \$59,182. As shown in the table below, the MSA’s median family income increased in 2011 and again in 2012; however, in 2013, the MSA’s median family income declined about 4.2%.

**Borrower Income Levels
Multi Louisville-Jefferson County, KY IN - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$62,900	0 - \$31,449	\$31,450 - \$50,319	\$50,320 - \$75,479	\$75,480 - & above
2012	\$63,800	0 - \$31,899	\$31,900 - \$51,039	\$51,040 - \$76,559	\$76,560 - & above
2013	\$60,400	0 - \$30,199	\$30,200 - \$48,319	\$48,320 - \$72,479	\$72,480 - & above

In 2010, the assessment area contained 448,696 households, of which 292,245 (65.1%) were families. Of the total families in the assessment area, 38.3% were comprised of low- and moderate-income families. Clark and Jefferson Counties had the highest percentage of low- and moderate-income families, with low-income families comprising 20.1% and 23.0%, respectively, of these counties’ population. This is reflected in the poverty rates shown in the following table.

County	1999 Poverty Rate	2012 Poverty Rate	Change
Clark	8.1%	12.8%	58.0%
Floyd	8.7%	13.4%	54.0%
Harrison	6.4%	11.4%	78.1%
Indiana	9.5%	15.5%	63.2%
Bullitt	7.9%	10.8%	36.7%
Jefferson	12.4%	18.2%	46.8%
Oldham	4.1%	6.7%	63.4%
Shelby	9.9%	13.2%	33.3%
Kentucky	15.8%	19.3%	22.2%
United States	11.8%	15.0%	27.1%

Poverty rates increased in each county in the assessment area from 1999 to 2012. Jefferson County had the highest poverty rates both in 1999 and 2012, but the rates were below Kentucky’s poverty rates both years; however, Harrison and Oldham Counties experienced the largest increase in poverty rates during this period. Kentucky’s poverty rates substantially exceeded the national poverty rates for 1999 and 2012. While Indiana’s rate slightly exceeded the national poverty rate in 2012 and was substantially below the national poverty rate in 1999, the state experienced the larger change in poverty rates during this period.

Housing Characteristics

There were 494,618 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 62.3%, with a high of 80.8% in Oldham County and a low of 58.2% in Jefferson County. From an income perspective, 28.7% of housing units and 18.5% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprise 16.7% of the housing within the assessment area. Approximately 42.3% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the assessment area was 39 years old, with 20.8% of the stock built before 1950. The oldest housing stock was in Jefferson County with a median age of 43 years, while the newest was 21 years in Bullitt County. Since the majority of housing stock is greater than 25 years old, there appears to be opportunities for home improvement and rehabilitation loans within the assessment area.

The median housing value in the assessment area was \$146,556 as of the 2010 U.S. Census, with an affordability ratio of 32.8%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 31.1% in Oldham County to a high of 41.3% in Harrison County.

Based on the 2013 median family income for the MSA, only about 27.7% of the homes valued up to \$107,432 would be considered affordable for low-income individuals and approximately 62.4% of the homes valued up to \$171,891 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁶⁶ the median sales price in the MSA in 2012 was \$137,100, which was greater than the median sales price of \$134,600 in 2010 and \$130,400 in 2011.

According to RealtyTrac,⁶⁷ Jefferson County had the highest rate of foreclosure in this assessment area in February and the second highest rate in Kentucky, while Bullitt County had the lowest rate of foreclosure in the assessment area. Only Jefferson County and Indiana had rates of foreclosure that exceeded the nationwide ratio. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Clark	1:2,079
Floyd	1:1,998
Harrison	1:1,645
Indiana	1:1,069
Bullitt	1:29,417
Jefferson	1:885
Oldham	NA
Shelby	1:1,509
Kentucky	1:2,634
United States	1:1,170

Building permits in the MSA, Indiana, Kentucky, and the United States are included in the following table for 2011, 2012, and 2013.⁶⁸

⁶⁶ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoes/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁶⁷ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

⁶⁸ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	2,397	3,671	53.1%	4,011	9.3%
Indiana	12,618	13,781	9.2%	18,029	30.8%
Kentucky	7,782	9,725	25.0%	8,885	-8.6%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA, both states, and nationwide all experienced growth between 2011 and 2012, with the MSA experiencing the largest increase of housing permits during this period. Between 2012 and 2013, only Kentucky experienced negative growth, while Indiana experienced a significant increase in the number of housing permits issued. The decline in growth of the number of permits issued in the MSA could indicate the demand for home purchase loans decreased during the evaluation period.

Labor, Employment, and Economic Characteristics

According to the Greater Louisville Metro Chamber of Commerce,⁶⁹ the following table lists the top 15 employers in the Greater Louisville area. In addition, as of 2013, Kentucky was home to five and Indiana was home to six Fortune 500 companies. Of these 11 companies, three Kentucky Fortune 500 companies are located in this MSA.⁷⁰

⁶⁹ Largest Employers:
http://www.greatertlouisville.com/EconomicDevelopment/TheGreaterLouisvilleRegion/Major_Employers/ and
<http://www.thinkkentucky.com/cmnty/BusInd.aspx?cw=013>

⁷⁰ Fortune 500 List for 2013:
http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

Major Employers in Greater Louisville Area	Primary Employment Sectors	Revenue (\$ billion)	Number of Employees
United Parcel Services (UPS)	Shipping, freight, logistics	NA	20,047
Humana (Fortune 500 company - Rank 73)	Health insurance	\$39.1	11,235
Norton Health Care	Medical services	NA	9,666
Kentucky One Health, Inc.	Medical services	NA	8,893
Ford	Automobile manufacturing	NA	8,512
General Electric (GE) Appliance Park	Home appliances	NA	6,000
Jewish Hospital & St. Mary's Healthcare	Medical services	NA	5,819
Kroger Company	Retail grocery	NA	5,152
Baptist Healthcare System	Medical services	NA	4,854
Amazon Fulfillment Center	Warehouse	NA	2,200
Kindred Healthcare (Fortune 500 company - Rank 410)	Medical services	\$6.2	2,130
Yum! Brands (Fortune 500 - Rank 201)	Fast food restaurant chains	\$13.6	1,544
Brown-Forman	Spirits and wine distributor	\$3.8	1,244
Anthem Blue Cross Blue Shield	Health insurance	NA	1,100
PharMerica Corporation	Pharmacy services	\$1.8	NA
Papa John's	Retail pizza	\$1.3	NA

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, Indiana, Kentucky, and the nation.⁷¹

Unemployment Rates Louisville-Jefferson County KY-IN MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Clark	8.7	7.8	6.2
Floyd	8.0	7.6	6.2
Harrison	8.3	7.5	6.5
Indiana	9.0	8.4	7.2
Bullitt	10.5	8.5	7.3
Jefferson	10.0	8.6	7.6
Oldham	7.7	6.6	6.5
Shelby	7.9	7.8	5.8
Kentucky	9.5	8.2	7.7
MSA	9.7	8.3	7.3
United States	8.5	7.9	7.0

⁷¹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Overall, the unemployment rates declined each year in 2011, 2012, and 2013. Oldham County had the lowest rates of unemployment in 2011 and 2012 and Shelby County had the lowest unemployment rate in 2013. Bullitt County had the highest rate of unemployment in 2011 and Jefferson County had the highest unemployment rates in 2012 and 2013. While the unemployment rates for the majority of counties within the assessment area fell below nationwide rates, the MSA's, Indiana's, and Kentucky's unemployment rates remained above nationwide rates each year.

According to an article in *The Courier-Journal*, to reduce costs, as of March 2014, KentuckyOne Health laid off about 500 workers and will not fill 200 vacancies. According to the mayor's office, this is one of the largest layoffs in the Louisville metropolitan area in the past 12 months.⁷²

⁷² Unger, Laura. "KentuckyOne Layoffs Total 500, Another 200 Open Positions Eliminated." *The Courier-Journal*. March 1, 2014. - <http://archive.courier-journal.com/article/20140228/NEWS01/302280091/KentuckyOne-layoffs-total-500-another-200-open-positions-eliminated>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
LOUISVILLE/JEFFERSON COUNTY, KY-IN MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “High Satisfactory.” It has demonstrated an excellent responsiveness to the credit needs of the community. In addition, the bank originated 37 community development loans totaling \$232.7 million in the area. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. Fifth Third originated 7,590 home refinance loans, 3,250 home purchase loans, 164 home improvement loans, 1,367 small business loans, five small farm loans, and 37 community development loans during the evaluation period. The percentage of the bank’s total lending at 3.7% is slightly greater than the percentage of total deposits at 2.6% in this area.

During 2012 - 2013, Fifth Third originated loans in all of the census tracts within the assessment area, except for three of 34 low-income tracts. Further, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs.

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,300	\$314,071
Down Payment Assistance Programs	49	\$4,234,095
Other Flexible Lending Programs	1,124	\$144,617,260

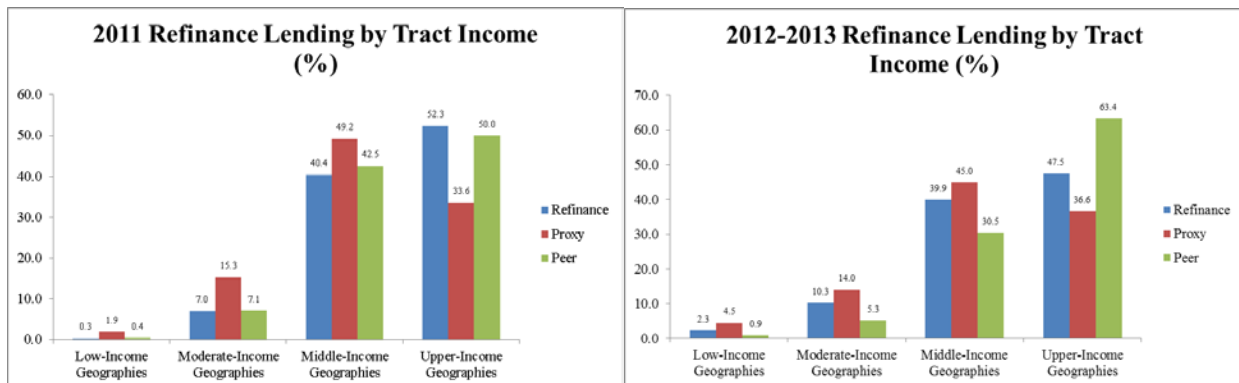
There is significant competition among financial institutions within the assessment area, with several large national banks as the top mortgage and small business lenders. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. The largest loan category, refinance loans, is adequate, while home purchase lending and home improvement lending are also adequate. Small business lending is excellent.

According to the 2010 U.S. Census, there were a limited number of families residing in low- and moderate-income tracts at 7.8% and 15.9%, respectively, and the owner-occupancy rate for low-income tracts was 26.9% and 47.5% for moderate-income tracts, which was much lower than the overall owner-occupancy rate for the assessment area. Conversely, 53.9% and 40.7% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. Given the housing characteristics of the assessment area, it is reasonable to conclude that demand for mortgage lending would be greater in middle- and upper-income areas.

Refinance Loans

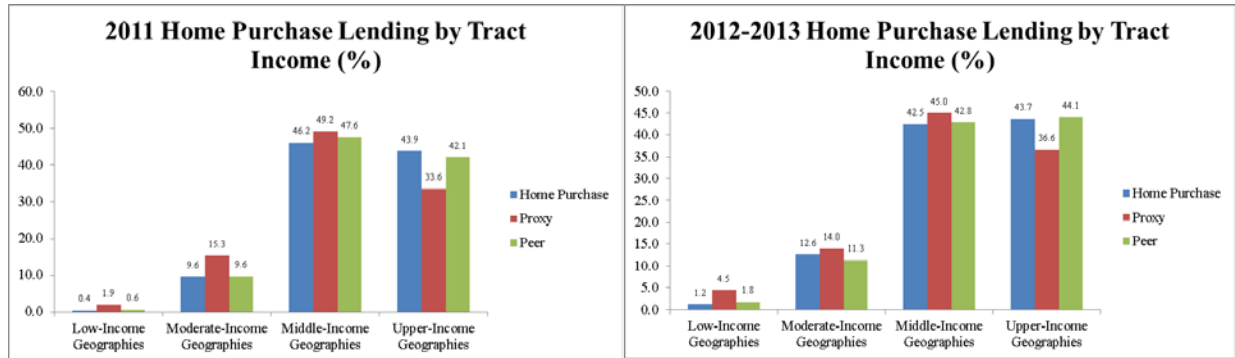


In 2011, refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and comparable to peer. In 2012 and 2013, refinance lending in low-income tracts was less than the proxy and higher than peer.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units, but it was greater than peer.

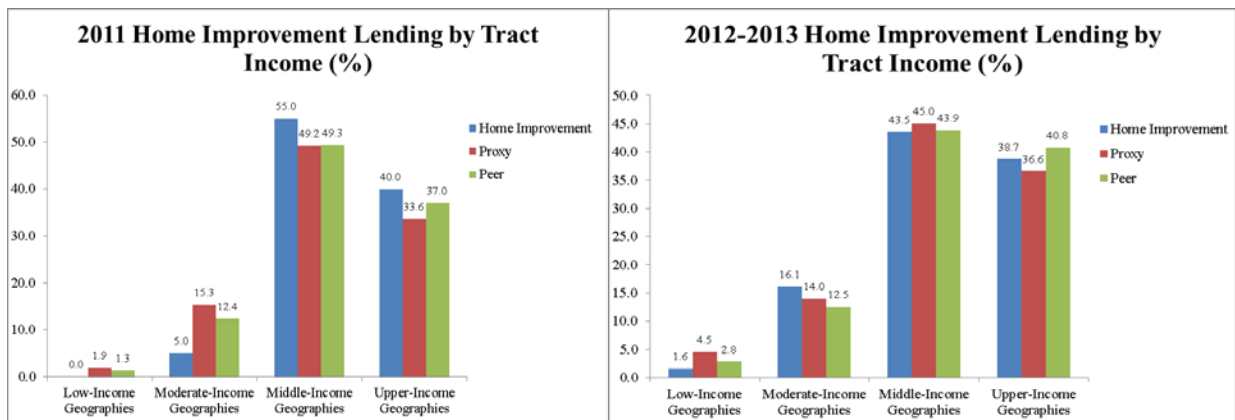
Overall, the geographic distribution of refinance loans is adequate.

Home Purchase



During the review period, Fifth Third originated less home purchase loans than the percentage of owner-occupied homes (proxy) in low- and moderate-income tracts, but it was comparable to peer. Overall, the geographic distribution of home purchase loans is adequate.

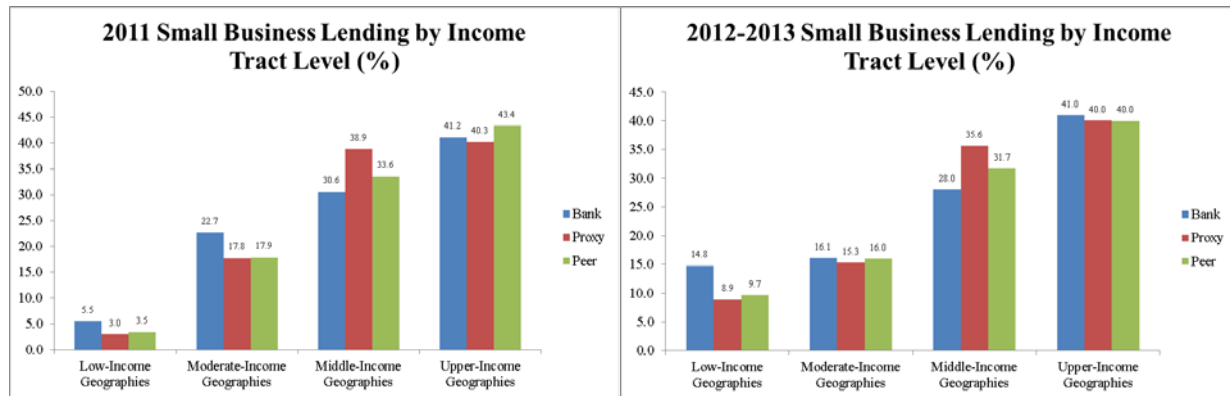
Home Improvement



In 2011, Fifth Third did not originate any home improvement loans in low-income tracts, while in 2012 and 2013, home improvement lending was less than the percentage of owner-occupied units (proxy) and peer.

In 2011, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, home improvement lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer. Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



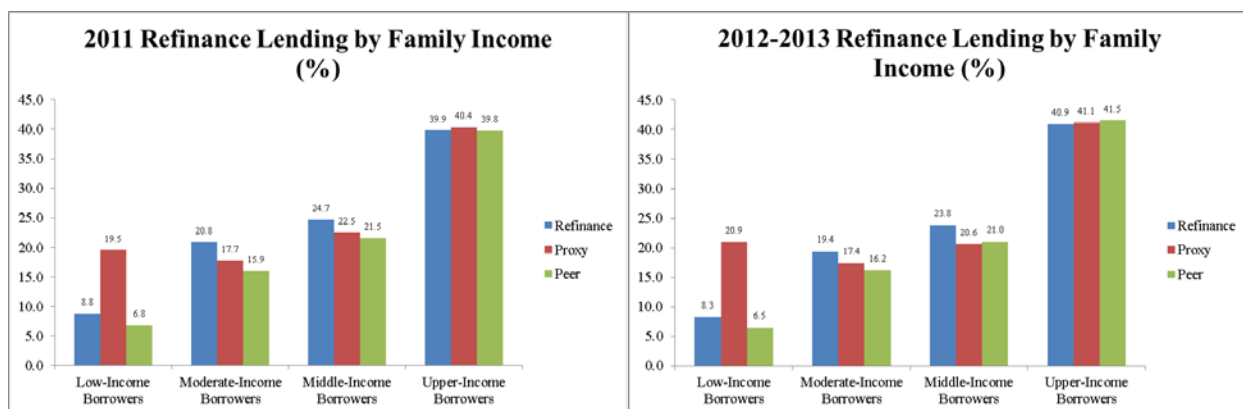
In 2011-2013, small business lending was greater than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

In 2011, small business lending in moderate-income tracts was greater than proxy and peer, while in 2012 and 2013, small business lending was comparable to the proxy and peer. Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

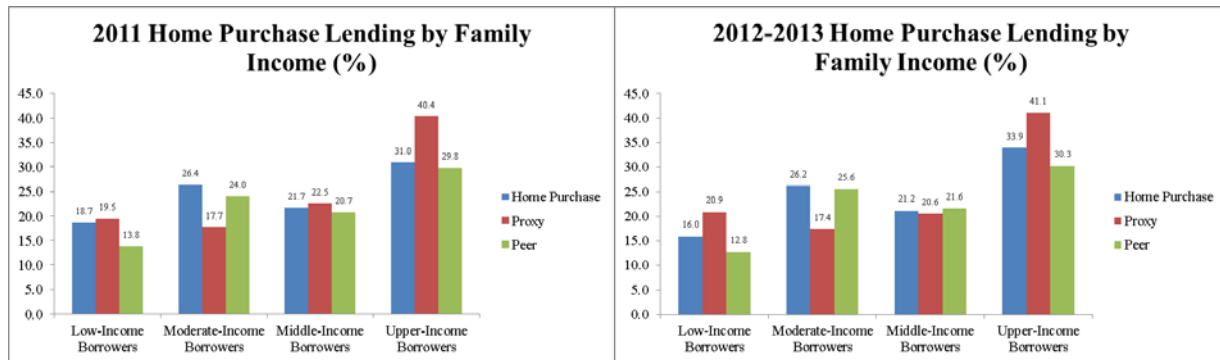
The distribution of loans is good based on borrower income and adequate for businesses of different revenue sizes. Most businesses and farms within the bank’s assessment area have annualized revenues less than \$1 million. According to the 2010 U.S. Census, 40.6% of families living in low-income census tracts and 17.8% of families in moderate-income tracts were below the poverty level. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low- and, to some extent, moderate-income families. This could make it challenging for low-income individuals to qualify for loans.

Refinance Loans



During the review period, refinance lending to low-income borrowers was below the percentage of low-income families (proxy), but was slightly higher than peer. Refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. Overall, the distribution of refinance loans to borrowers of different income levels is good.

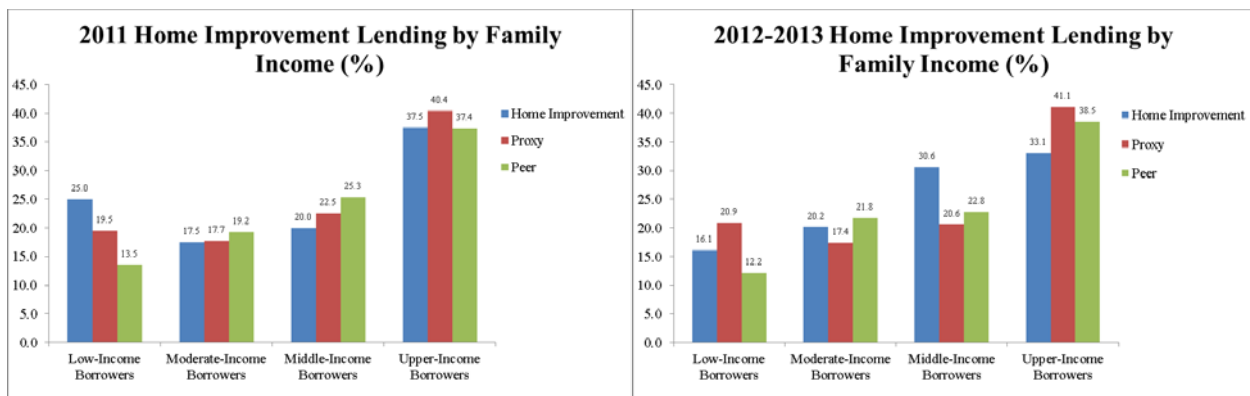
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was similar to the percentage of low-income families (proxy), but higher than peer. In 2012 and 2013, the level of home purchase lending to low-income borrowers was less than the percentage of low-income families, but was higher than peer.

During the review period, home purchase lending to moderate-income borrowers was greater than the percentage of moderate-income families and comparable to peer. Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Home Improvement

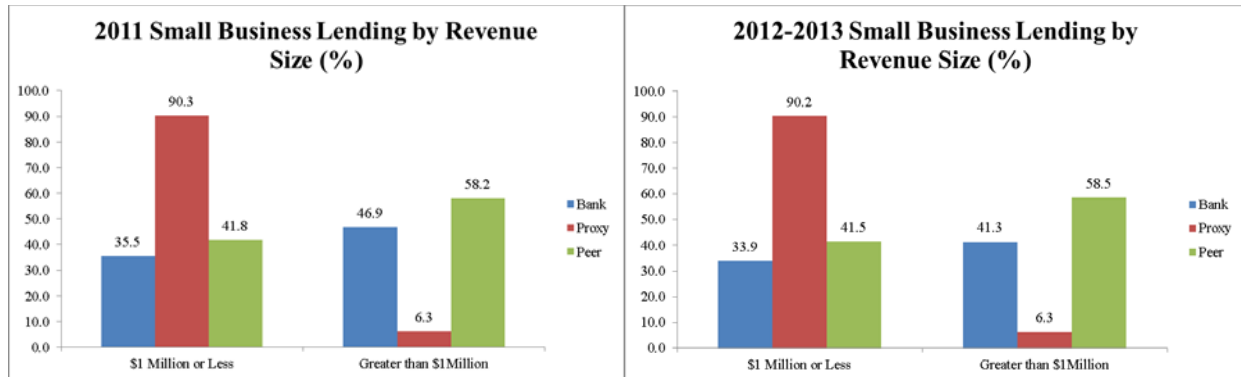


In 2011, the level of home improvement lending to low-income borrowers was greater than the percentage of low-income families (proxy) and peer. In 2012 and 2013, home improvement lending to low-income borrowers was below the percentage of low-income families, but was higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer. In 2012 and 2013, the level of home improvement lending to moderate-income borrowers was slightly higher than the percentage of moderate-income families and comparable to peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



During the assessment period, Fifth Third originated approximately one-third of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and less than the aggregate of all lenders (peer).

Further analysis of small business lending shows 62.3% and 59.5% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than peer at 89.3% in 2011 and 90.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 37 community development loans totaling \$232.7 million. Community development lending in this assessment area represented nearly 5.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s fifth highest percentage of community development lending during the evaluation period. Despite the level of competition among banks in the assessment area, Fifth Third has established itself as a leader in community development lending.

Of the 37 loans made in the assessment area, 12 (\$170.4 million) were for revitalization/stabilization of low- and moderate-income geographies, while nine (\$51.1 million) were for economic development. There were 13 loans (\$9.7 million) for community services and three loans (\$1.5 million) for affordable housing. These community development loans supported new business development, provided working capital loans, and helped non-profit organizations to provide various services to low- and moderate-income individuals and families.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 83 investments in this assessment area totaling \$14.7 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	30	\$14,308,715
Community Services	40	\$382,323
Economic Development	13	\$73,030
Totals	83	\$14,764,068

The bank made 2.4% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 2.6% and branch offices at 3.0%. This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “High Satisfactory.” Retail services are accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

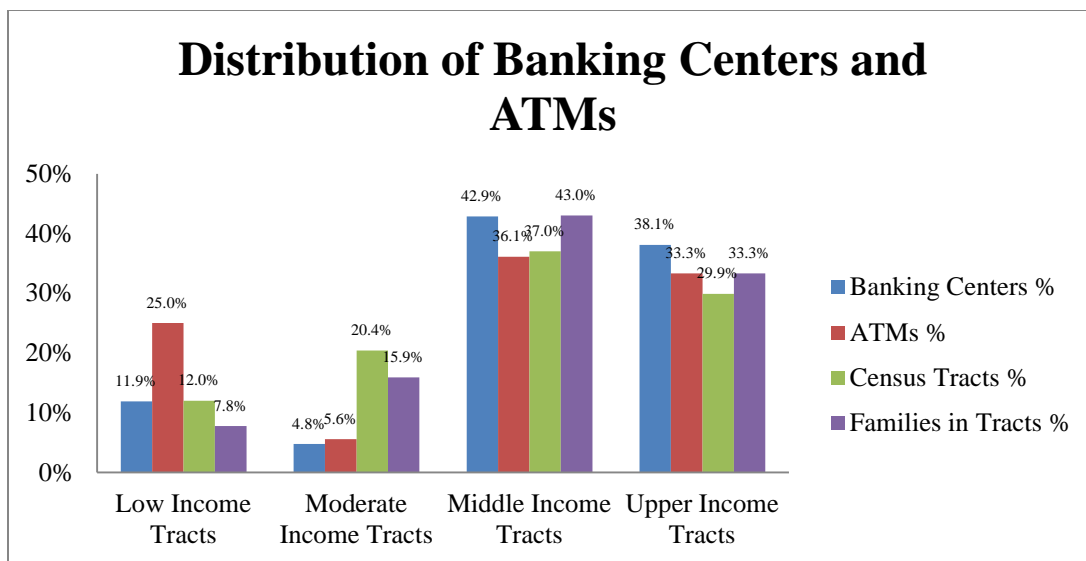
Fifth Third had a total of 42 banking centers within this assessment area as of September 30, 2013, including five in low-, two in moderate-, 18 in middle-, and 16 in upper-income census tracts. There is also one branch that is not located in a tract designated as low-, moderate-, middle-, or upper-income. The banking centers in this assessment area represent 3.0% of all the institution’s banking centers.

Fifth Third had a total of 72 ATMs within this assessment area as of September 30, 2013, including 18 in low-, four in moderate-, 26 in middle-, and 24 in upper-income census tracts. The ATMs in this assessment area represent 3.1% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	11.9%	25.0%	12.0%	7.8%
Moderate	4.8%	5.6%	20.4%	15.9%
Middle	42.9%	36.1%	37.0%	43.0%
Upper	38.1%	33.3%	29.9%	33.3%
Unknown	2.4%	0.0%	0.7%	0.0%

The table reflects an excellent distribution within low-income tracts and a poor distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination, and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 1,469 hours of community development services in this assessment area, which represents 1.7% of all community development services provided and equates to 0.70 annualized persons (ANP). Services included:

- 919 hours of financial expertise on boards and committees
- 59 hours of financial education
- 59 hours of technical assistance
- 432 hours of E-Bus operation

MULTI STATE METROPOLITAN AREA
(Full-scope Review)

**CRA RATING for South Bend-Elkhart-Mishawaka IN-MI Multi-state CSA:
“Outstanding”**

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “Outstanding”

The major factors supporting this rating include:

- An adequate responsiveness to credit needs;
- A good distribution of loans throughout the assessment area;
- A good distribution of loans among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems are readily accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the South Bend-Elkhart-Mishawaka Multi-state CSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE SOUTH BEND-ELKHART-MISHAWAKA IN-MI CSA

The South Bend-Elkhart-Mishawaka IN-MI multi-state CSA consists of the following two MSAs:

- Elkhart-Goshen IN MSA #21140, consisting of Elkhart County
- South Bend-Mishawaka IN-MI MSA #43780, consisting of St. Joseph County in Indiana and Cass County in Michigan

The assessment area is comprised of eight low-income tracts, 35 moderate-income tracts, 50 middle-income tracts, and 29 upper-income tracts.

As of June 30, 2013, Fifth Third ranked eighth out of 23 institutions with 4.1% of the deposit share in the CSA. 1st Source Bank had the majority market share with 26.4% of deposits. The next three largest institutions, Bank of America, KeyBank, and JPMorgan Chase, had 16.4%, 11.2%, and 9.5% of the market share, respectively. Deposits in this assessment area accounted for 0.3% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 986 HMDA loans and 280 CRA loans, which represented 0.4% and 0.5%, respectively, of total loans originated during the evaluation period. This was the 41st largest HMDA market and 33rd largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 23rd among 317 HMDA reporters in the assessment area, while Fifth Third Bank ranked 29th. Wells Fargo, First Federal Savings Bank, JPMorgan Chase, and 1st Source Bank were the top four HMDA lenders in the assessment area. Fifth Third Bank ranked 20th of 64 CRA reporters in the assessment area in 2012. The top four CRA lenders in the assessment area were Capital One, 1st Source Bank, American Express, and U.S. Bank. Three of these lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. The first contact representing a chamber of commerce stated that the area's economy is improving; however, many of the workers who lost jobs during the recession do not have the skills that the labor market now demands. The contact stated that approximately 25,000 people commute into the area to work in the manufacturing industry. The contact also stated that area banks are doing a good job in meeting the credit needs of the community. In particular, the contact mentioned that JPMorgan Chase, KeyBank, 1st Source Bank, Palmer Bank, and the credit unions are all satisfactorily meeting credit needs. However, the contact identified the need for both job training and a small business microloan program and felt the microloan program should have less restrictive underwriting and loan-to-value criteria. The contact believes there are plenty of opportunities for participation by the local financial institutions and stated that various organizations and local financial institutions work together to support and develop the community through various programs.

The second contact representing a community investment organization stated that the local economy is improving; however, area unemployment is still around 9.0%. The contact emphasized the South Bend metropolitan area has not experienced any major layoffs; however, in January 2013, AM General temporarily furloughed about 350 workers at its Mishawaka facility due to its reliance on federal contracts. Most of these workers were recalled by July 1, 2013. The local economy benefits greatly from the presence of the University of Notre Dame (one of the area's largest employers). For example, Ignition Park is a state-certified technology park that was created several years ago through South Bend's partnership with the University of Notre Dame, local economic development groups, and the state of Indiana. Recently, Ignition Park received a \$20 million private investment to support the development of data-recovering analytics for the university. There has also been a substantial investment in downtown South Bend as a result of a public-private partnership. A local entrepreneur is transforming an old Studebaker assembly plant containing a million square feet of space into a high-tech innovation center in the Renaissance District. As a result of this partnership, the Renaissance District is currently home to several large data centers that support information technology infrastructure for some of the largest employers in the region. The partnership's long-term vision for the District is for it to become a multi-use technological, educational, residential, and retail complex. Lastly, the contact mentioned that 1st Source Bank, Lake City Bank, Great Lakes Capital, KeyBank, and PNC have all been good community development partners.

Population Characteristics

According to the 2010 U.S. Census data, the population in the CSA was 516,783. Slightly over a quarter (25.8%) of the population lived in low- and moderate-income tracts. In addition, 74.0% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the South Bend MSA was the 150th largest in terms of population in the nation and the seventh largest MSA in both Indiana and Michigan.⁷³ The largest county in the assessment area is St. Joseph County, which includes South Bend. According to the estimated 2012 U.S. Census data, South Bend is the fourth largest city in Indiana⁷⁴ and the 287th largest nationwide with 100,800 residents. In contrast, Elkhart and Goshen (Elkhart County) are the 17th and 27th largest cities in Indiana, with 51,152 and 32,064 residents, respectively. In Cass County, the main city of Dowagiac is the 135th largest city in Michigan, with only has 5,846 residents.⁷⁵

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased only 0.3% during this period. The percent of population change between 2010 and 2012 was fairly stable, with only Elkhart County experiencing positive population growth.⁷⁶

⁷³ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁷⁴ Highest Population (2012) in Indiana by City:
<http://www.biggestuscities.com/demographics/in/population-2012-by-city>

⁷⁵ Highest Population (2012) in Michigan by City:
<http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

⁷⁶ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Elkhart, IN	197,559	199,619	1.0%
St. Joseph, IN	266,931	266,344	-0.2%
Cass, MI	52,293	52,242	-0.1%
Total	516,783	518,205	0.3%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the CSA was \$55,476, which was significantly lower than the median family incomes of Indiana and Michigan of \$58,944 and \$60,341, respectively. As shown in the table below, from 2010 through 2011, the median family income significantly decreased in the Elkhart MSA and increased slightly in the South Bend MSA. In the Elkhart MSA, median family incomes increased in 2012 and 2013, but remained below 2010 levels. In the South Bend MSA, the median family incomes increased in 2012, but decreased in 2013 to below 2010 levels.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Elkhart-Goshen IN MSA	\$58,600	\$51,100	\$51,800	\$51,900
South Bend-Mishawaka IN-MI MSA	\$59,100	\$59,400	\$60,300	\$58,400

In 2010, the assessment contained 190,776 households, of which 130,075 (68.2%) were families. Of the total families in the assessment area, 38.2% were comprised of low- and moderate-income families. Cass County had the highest percentage of low- and moderate-income families in the assessment area. Low-income families comprised 21.2% of Cass County's population.

Poverty rates increased in each county in the assessment area from 1999 to 2012.⁷⁷ St. Joseph County had the highest poverty rates in 1999 and 2012 and Elkhart County had the lowest rates, but Elkhart County experienced the greatest change during this period. St. Joseph County's poverty rates exceeded Indiana's both years. Cass County's poverty rates did not exceed Michigan's. Both the poverty rates of Indiana and Michigan exceeded the national poverty rate in 2012, but not in 1999. The following table shows the poverty rates for 1999⁷⁸ and 2012.⁷⁹

⁷⁷ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁷⁸ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁷⁹ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Elkhart	7.8%	15.2%	94.9%
St. Joseph	10.4%	16.6%	59.6%
Indiana	9.5%	15.5%	63.2%
Cass	9.9%	16.0%	61.6%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 217,295 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 64.2%, with a high of 65.9% in Elkhart County and a low of 62.9% in St. Joseph County. From an income perspective, 28.7% of housing units and 20.1% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 11.9% of the housing within the CSA and approximately 44.4% of multi-family housing is located in low- or moderate-income tracts. Lastly, while only 12.2% of housing units in the CSA are considered to be vacant, 42.7% of vacant units are located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 42 years old, with 28.0% of the stock built before 1950. The oldest housing stock was in St. Joseph County with a median age of 47 years, while the newest was 35 years in Elkhart County. However, within the assessment area, the median age of housing stock was 61 years in low-income tracts and 57 years in moderate-income tracts; therefore, it appears there could be a significant need for home improvement and rehabilitation loans in these lower-income areas.

The median housing value in the assessment area was \$122,741 as of the 2010 U.S. Census, with an affordability ratio of 37.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 33.8% in Cass County to a high of 38.4% in St. Joseph County.

Based on the 2013 median family income for the Elkhart-Goshen IN MSA, about 28.1% of the homes valued up to \$92,313 would be considered affordable for low-income individuals and approximately 62.3% of the homes valued up to \$147,701 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the South Bend-Mishawaka IN-MI MSA, about 41.8% of the homes valued up to \$103,874 would be considered affordable for low-income individuals and approximately 70.7% of the homes valued up to \$166,199 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁸⁰ the median sales price in the South Bend-Mishawaka IN-MI MSA in 2012 was \$85,700, which was greater than the median sales price of \$83,600 in 2011 and \$83,100 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Elkhart	1:827
St. Joseph	1:1,417
Indiana	1:1,069
Cass	1:1,847
Michigan	1:1,481
United States	1:1,170

According to RealtyTrac,⁸¹ Indiana had a higher foreclosure rate compared to the United States and Michigan. In this assessment area, Elkhart County had the highest foreclosure rate, followed by St. Joseph County and Cass County in February.

Building permits in the two MSAs, Indiana, Michigan, and the United States are included in the following table for 2011, 2012, and 2013.⁸²

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Elkhart-Goshen IN MSA	146	221	51.4%	300	35.7%
South Bend-Mishawaka IN-MI MSA	467	642	37.5%	417	-35.0%
Indiana	12,618	13,781	9.2%	18,029	30.8%
Michigan	9,341	11,692	25.2%	15,934	36.3%
United States	624,061	829,658	32.9%	976,369	17.7%

⁸⁰ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁸¹ Realtytrac: <http://www.realtytrac.com/statsandrends/foreclosuretrends/>

⁸² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Overall, building permits in both MSAs, Indiana, Michigan, and nationwide all experienced growth in the number of housing permits issued between 2011 and 2012, with the Elkhart-Goshen MSA experiencing the most substantial increase during that time period. Indiana and Michigan experienced the most substantial growth between 2012 and 2013, while the most substantial growth period for the nation was between 2011 and 2012. Conversely, the South Bend MSA experienced a substantial decrease in the number of housing permits issued between 2012 and 2013. The rise in the number of permits could indicate the demand for home purchase loans increased in the Elkhart-Goshen MSA during the evaluation period, while demand may have fallen in the South Bend MSA.

Labor, Employment, and Economic Characteristics

According to the St. Joseph County Chamber of Commerce,⁸³ there were 15 major employers in the Greater South Bend area, as noted in the table below.

Major Employers in Greater South Bend Area	Primary Employment Sectors	Number of Employees
Beacon Health System	Medical services	6,913
University of Notre Dame	Education	5,590
AM General	Heavy vehicle manufacturer (Hummer/Humvee)	2,858
Trinity Health/St. Joseph Regional Medical Center	Medical services	2,597
Indiana University (IU) South Bend	Education	1,445
Schurz Communications	Radio, television, cable TV, newspaper media group	1,000
Robert Bosch	Power tools and accessories	760
Honeywell International	Supplier of aircraft landing systems	700
Press Ganey Associates	Healthcare performance improvement	685
Liberty Mutual	Insurance services	650
1 st Source Bank	Banking	586
The South Bend Clinic	Medical services	574
IvyTech Community College	Education	550
Hubbell Inc.	Electronic products manufacturer	484
Koontz-Wagner Holdings	Electronic equipment and prefabricated metal buildings suppliers and manufacturers	459

⁸³ Largest Employers: <http://www.sjchamber.org/economicdevelopment/economic-profile/>

According to Cass County, Michigan Governmental Offices Economic Development,⁸⁴ there were eight major employers in the county, as noted in the table below.

Major Employers in Cass County, Michigan	Primary Employment Sectors	Number of Employees
Pokagon Band of Potawatomi	Casino	2,000
Southwestern Michigan College	Education	267
Lee Memorial Hospital	Medical services	260
Smurfit-Stone Container Corp.	Paper-based packaging	250
Edwardsburg Public Schools	Education	250
Cass County	Government	220
North American Forest Products	Manufacturer & distributor (wood products)	214

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the CSA, Indiana, Michigan, and the nation.⁸⁵

Unemployment Rates South Bend-Elkhart-Mishawaka IN-MI CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Elkhart, IN	11.2	9.6	7.6
Elkhart-Goshen MSA	11.2	9.6	7.6
St. Joseph, IN	10.1	9.7	8.3
Cass, MI	8.9	7.6	8.1
South Bend-Mishawaka MSA	9.9	9.3	8.3
Indiana	9.0	8.4	7.2
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

Overall, the unemployment rates declined in 2011, 2012, and 2013, except in Cass County, where the unemployment rate increased in 2013. In general, the nationwide unemployment rate was lower than the unemployment rates of the CSA, Indiana, and Michigan during this period. Elkhart County had the highest rates of unemployment in 2011 and 2012 and St. Joseph County had the highest unemployment rate in 2013. Cass County had the lowest rates of unemployment in 2011 and 2012 and Elkhart County had the lowest unemployment rate in 2013. There were no major downsizings during this evaluation period.

⁸⁴ Largest Employers:

<http://www.casscountymi.org/LinkClick.aspx?fileticket=X1vs8eiMp3A%3d&tabid=98&mid=711>

⁸⁵ U.S. Bureau of Labor Statistics: <http://www.bls.gov>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
SOUTH BEND-ELKHART-MISHAWAKA IN-MI CSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “High Satisfactory.” It has demonstrated an adequate responsiveness to the credit needs of the community. In addition, the bank originated \$39 million in community development loans in the area; Fifth Third is a leader in making community development loans in this assessment area. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. The bank has a moderate level of lending gaps. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There was not enough home improvement, small farm, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 732 home refinance loans, 224 home purchase loans, 256 small business loans, 30 home improvement loans, 24 small farm loans and nine community development loans during the evaluation period. The percentage of the bank’s total lending at 0.4% is comparable to the percentage of total deposits at 0.3% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, although there was a higher percentage of low- and moderate-income tracts where lending did not occur. In 2012 and 2013, Fifth Third originated loans in four out of eight low-income tracts and 29 of 35 moderate-income tracts, while lending occurred in nearly all middle- and upper-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	135	\$14,284
Down Payment Assistance Programs	4	\$193,896
Other Flexible Lending Programs	251	\$15,614,778

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the

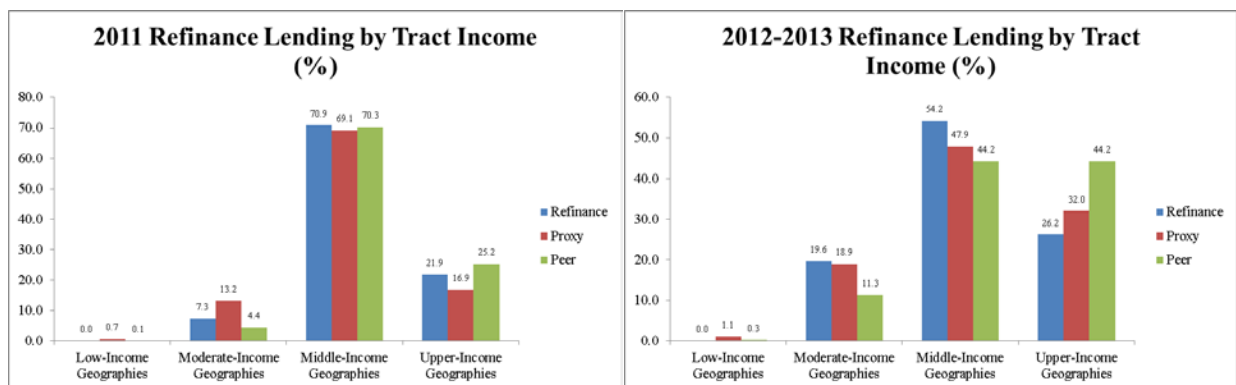
loans more affordable and assist borrowers in avoiding foreclosure. While there were no modifications in low-income tracts, one-third of the modified loans were to borrowers in moderate-income tracts.

There is significant competition among financial institutions within the assessment area. Several large national banks are the top mortgage or small business lenders in this market. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. The largest loan category, refinance loans, is adequate, while home purchase lending is good. Small business lending is good.

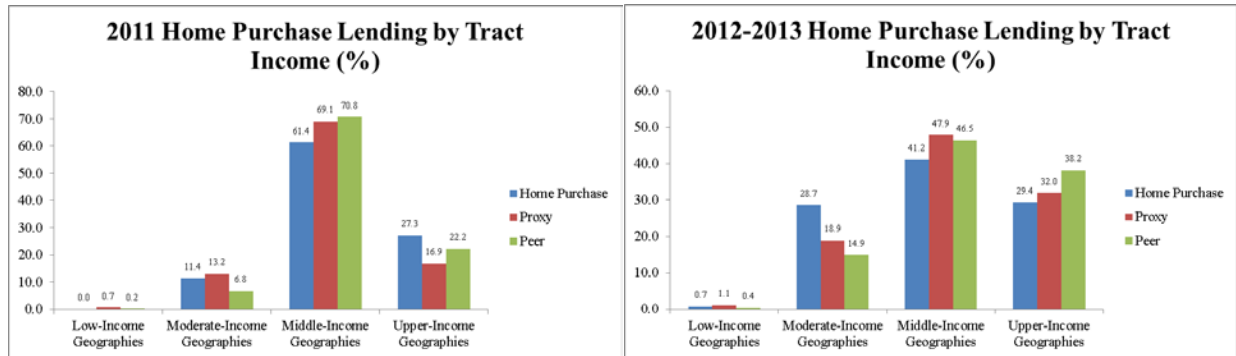
Refinance Loans



Home refinance lending opportunities in low-income census tracts were limited during the evaluation period. Fifth Third did not originate any refinance loans in low-income tracts during the assessment period.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units (proxy) and greater than peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and greater than peer. Overall, the geographic distribution of refinance loans is adequate.

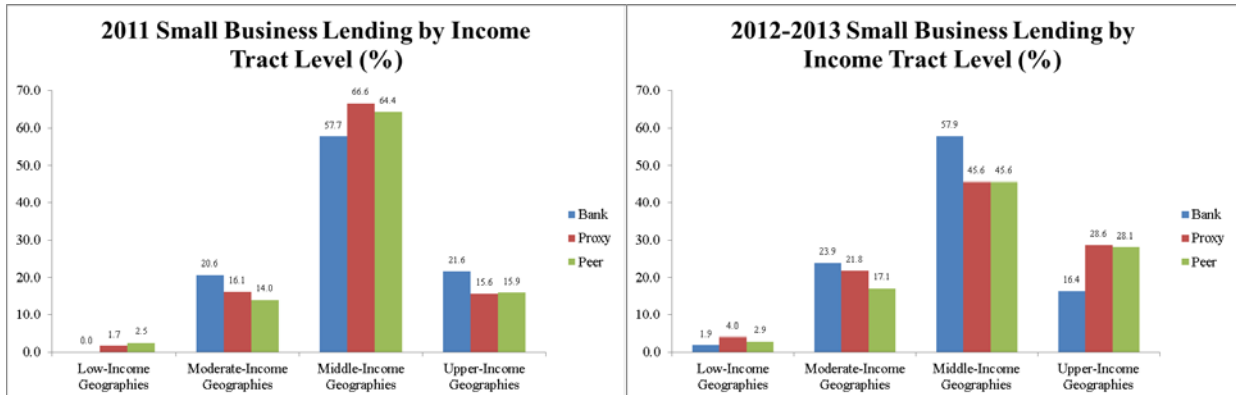
Home Purchase



Fifth Third did not originate any home purchase loans in 2011 and a limited number in 2012 and 2013, as home purchase lending opportunities in low-income census tracts were limited during the evaluation period.

In 2011, home purchase lending in moderate-income tracts was slightly less than the percentage of owner-occupied units (proxy) and greater than peer. In 2012 and 2013, refinance lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer. Overall, the geographic distribution of home purchase loans is good.

Small Business Lending



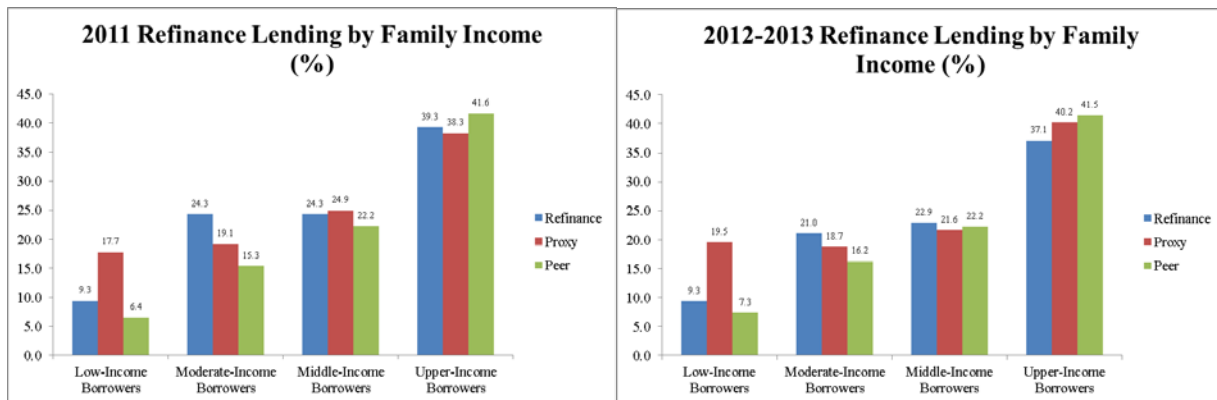
In 2011, Fifth Third did not originate any small business loans in low-income tracts. From 2011-2013, small business lending was less than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

During the review period, small business lending in moderate-income tracts was higher than the proxy and peer. Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Given the decline in the median family income, it may be difficult for low-income individuals to qualify for loans, especially if a family’s income is below the poverty level. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low- and, to some extent, moderate-income families.

Refinance Loans

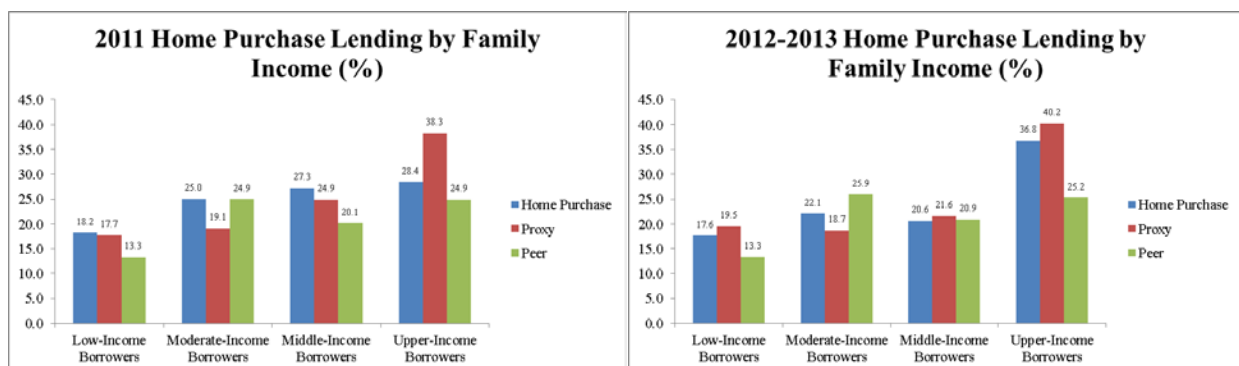


During the review period, refinance lending to low-income borrowers was below the percentage of low-income families, but it was slightly higher than peer.

In 2011, refinance lending to moderate-income borrowers was greater than the percentage of low-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was slightly greater than the percentage of low-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

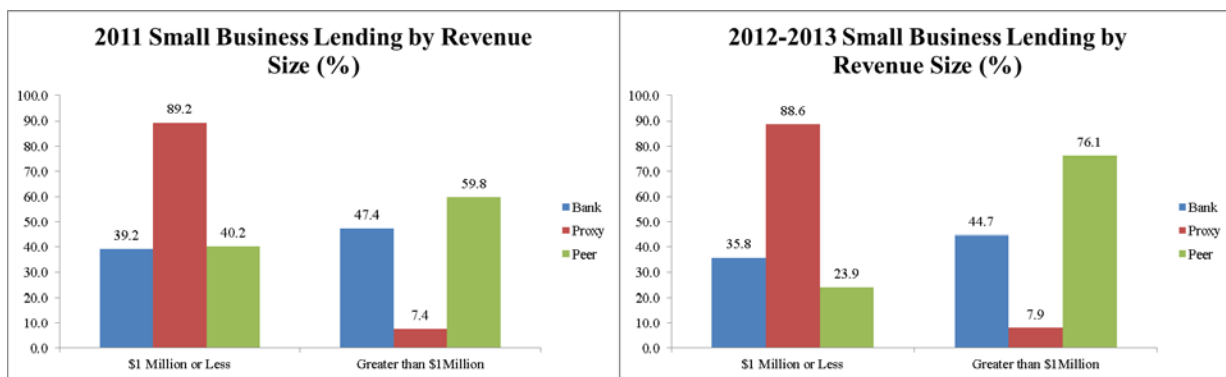
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy), but was higher than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but was slightly higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was greater than the percentage of moderate-income families and comparable to peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and below peer. Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and comparable to the aggregate of all lenders (peer). In 2012 and 2013, the percentage of Fifth Third’s small business loans to businesses with annual revenues less than \$1 million was again significantly lower than the proxy, but higher than peer.

Further analysis of small business lending shows 51.6% and 52.3% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 84.9% in 2011 and 90.3% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated eight community development loans totaling \$36 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. However, given the bank’s level of community development lending in relation to deposits in the area, Fifth Third is a leader in making community development loans in the assessment area. Of the eight loans made in the assessment area, six (\$29.5 million) were for economic development and provided working capital loans to assist businesses in low- and moderate-income geographies, as well as companies employing low- and moderate-income individuals. There were also two community development loans (\$6.5 million) that were classified as community service.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 51 investments in this assessment area totaling \$6.4 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	34	\$6,391,117
Community Services	14	\$51,350
Economic Development	2	\$10,500
Revitalization/Stabilization	1	\$3,000
Totals	51	\$6,455,967

The bank made 1.1% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.3% and branch offices at 0.4%. This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “Outstanding.” Retail services are readily accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had five banking centers within this assessment area as of September 30, 2013, including one in a low- and four in moderate-income census tracts. The banking centers in this assessment area represent 0.36% of all the institution’s banking centers.

Fifth Third had six ATMs within this assessment area as of September 30, 2013, including one in a low- and five in moderate-income census tracts. The ATMs in this assessment area represent 0.3% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	20.0%	16.7%	6.6%	1.7%
Moderate	80.0%	83.3%	28.7%	22.1%
Middle	0.0%	0.0%	41.0%	46.5%
Upper	0.0%	0.0%	23.8%	29.6%

The table reflects an excellent distribution within low-income tracts and an excellent distribution within moderate-income tracts.

No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 475 hours of community development services in this assessment area, which represents 0.65% of all community development services provided and equates to 0.23 annualized persons (ANP). Services included:

- 233 hours of financial expertise on boards and committees
- 77 hours of financial education
- 96 hours of technical assistance
- 69 hours of E-Bus operation

STATE OF FLORIDA

CRA RATING for State of Florida:⁸⁶ “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “High Satisfactory”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A relatively high level of community development loans;
- A significant level of qualified community development investments and grants;
- Occasionally in a leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing of community development services.

SCOPE OF EXAMINATION

Full-scope reviews were conducted for four assessment areas in Florida: the Jacksonville, Naples-Marco Island, and Tampa-St. Petersburg-Clearwater MSAs and the Orlando-Deltona-Daytona Beach CSA. Limited-scope reviews were performed on the remaining five assessment areas: the Fort-Lauderdale-Pompano Beach-Deerfield Beach and West Palm Beach-Boca Raton-Boynton Beach MDs; the Cape Coral-Fort Myers and Lakeland-Winter Haven MSAs; and the Sarasota-Bradenton-Punta Gorda CSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

⁸⁶ For institutions with branches in two or more states in a multi-state metropolitan area, this statewide evaluation is adjusted and does not reflect performance in the parts of those states contained within the multi-state metropolitan area. Refer to the multi-state metropolitan area rating and discussion for the rating and evaluation of the institution’s performance in that area.

Four assessment areas received greater weight in determining the CRA rating for the state. The Naples-Marco Island and Tampa-St. Petersburg-Clearwater MSAs and the Orlando-Deltona-Daytona Beach CSA had the largest deposit and lending volumes in the state during the evaluation period. The Jacksonville MSA also received greater weight because the bank is focusing on this area as a growth market.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN FLORIDA

Lending activity accounted for 7.1% of the bank's total lending activity, while deposits accounted for 9.8% of the bank's total deposits. HMDA-reportable lending in Florida represented 6.6% of the bank's total HMDA-reportable lending, while CRA-reportable lending represented 9.8% of the bank's total CRA-reportable lending. As of June 30, 2013, the bank ranked tenth among 281 insured institutions, in deposit market share with 2.1% of the deposits within the state. As of December 31, 2013, there were 173 banking center locations and 179 ATMs within Florida.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN FLORIDA

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Florida is rated "High Satisfactory." Fifth Third's lending reflects an adequate responsiveness to the credit needs of four of its nine assessment areas: the Fort Lauderdale-Pompano Beach-Deerfield Beach MD; the Cape Coral-Fort Myers and Tampa-St. Petersburg-Clearwater MSAs; and the Sarasota-Bradenton-Punta Gorda CSA. Lending demonstrated a good responsiveness to credit needs in the remaining five assessment areas.

Lending Activity

Fifth Third is one of the top ten institutions in the state by deposit share. Fifth Third ranks tenth out of 281 institutions with 2.1% of deposit market share. In Florida, Fifth Third originated 7,015 home purchase, 10,994 refinance, 233 home improvement, 5,115 small business loans, and 14 small farm loans. Deposits within the state represent 9.8% of the bank's total deposits, while 7.1% of the total loans were originated in Florida.

Lending activity is adequate in Florida with five of the nine assessment areas having adequate lending activity: Fort Lauderdale-Pompano Beach-Deerfield Beach and West Palm Beach-Boca Raton-Boynton Beach MDs and Cape Coral-Fort Myers, Jacksonville, and Tampa-St. Petersburg-Clearwater MSAs. Lending activity was good in the remaining four assessment areas.

The Tampa-St. Petersburg-Clearwater MSA was the only assessment area that had enough home improvement loans for a meaningful analysis. There were not enough multi-family or small farm loans in any of the assessment areas for a meaningful analysis.

Geographic and Borrower Distribution

Overall, the distribution of loans among geographies is good. The geographic distribution is good in seven of the nine assessment areas in Florida. In the Cape Coral MSA and the Sarasota-Bradenton-Punta Gorda CSA, the geographic distribution is adequate.

Overall, moderate gaps in lending were identified; however, significant lending gaps were noted in the Fort Lauderdale-Pompano Beach-Deerfield Beach and the West Palm Beach Boca Raton-Boynton Beach MDs.

The distribution of loans among borrowers of different income levels and businesses of different revenue sizes is adequate. Borrower distribution is adequate in six of the assessment areas and is considered good in the Naples-Marco Island MSA and Sarasota-Bradenton-Punta Gorda CSA. Borrower distribution is poor in the Fort Lauderdale-Pompano Beach-Deerfield Beach MD. Distribution of loans to businesses of different revenue sizes is adequate in five of the assessment areas and good in the Naples-Marco Island and Tampa-St. Petersburg-Clearwater MSAs and Orlando-Deltona-Daytona Beach CSA. Distribution of loans to businesses is poor in the Ft. Lauderdale-Pompano Beach-Deerfield Beach MD.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

In Florida, Fifth Third originated 85 community development loans totaling \$405.2 million, which represented 8.6% of the bank's community development lending by dollar volume. In addition, four loans totaling \$20.9 million were made in the state but outside of the bank's assessment area. These loans were also considered since Fifth Third adequately met the needs of its assessment area within the state. This represents a relatively high level of community development loans made in Florida. Fifth Third was a leader in providing community development loans in five of the assessment areas: the Fort Lauderdale-Pompano Beach-Deerfield Beach and West Palm Beach-Boca Raton-Boynton Beach MDs; the Jacksonville and Lakeland-Winter Haven MSAs; and the Orlando-Deltona-Daytona Beach CSA. The bank made an adequate level of community development loans in the Naples-Marco Island MSA and made a relatively high level in the Cape Coral-Fort Myers and Tampa-St. Petersburg-Clearwater MSAs and Sarasota-Bradenton-Punta Gorda CSA.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Florida is rated "High Satisfactory." The institution funded \$63.0 million in community development investments in Florida during the evaluation period. Three of the assessment areas had excellent performance: the Jacksonville, Lakeland-Winter Haven, and Tampa-St. Petersburg-Clearwater MSAs.

The bank's performance was adequate in the West Palm Beach-Boca Raton-Boynton Beach MD, the Naples-Marco Island MSA, and the Orlando-Deltona-Daytona Beach and Sarasota-Bradenton-Punta Gorda CSAs. Performance was good in the remaining two assessment areas.

In addition to the qualified investments made inside the bank's assessment area within the state, Fifth Third funded \$4.9 million in investments in Florida outside of the bank's assessment area.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test with the assessment areas located in Florida is rated "High Satisfactory." The bank's performance was good in six of the assessment areas in the state, excellent in the Cape Coral-Fort Myers MSA and Sarasota-Bradenton-Punta Gorda CSA, and adequate in the Fort Lauderdale-Pompano Beach-Deerfield Beach MD.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail service distribution was excellent in four assessment areas (West Palm Beach-Boca Raton-Boynton Beach MD, Cape Coral-Fort Myers and Tampa-St. Petersburg-Clearwater MSAs, and Sarasota-Bradenton-Punta Gorda CSA) and was good in the Lakeland-Winter Haven MSA. The bank had a poor retail service distribution in the Fort Lauderdale-Pompano Beach-Deerfield Beach MD and the Naples-Marco Island MSA. Performance was adequate in the Jacksonville MSA and the Orlando-Deltona-Daytona Beach CSA.

The institution's record of opening and closing banking centers has improved the accessibility of its delivery systems, particularly to low- and moderate-income geographies and individuals. Two branches were opened in moderate-income tracts during the evaluation period in the Jacksonville MSA and the West Palm Beach-Boca Raton-Boynton Beach MD. One branch in a low-income tract was opened in the Tampa-St. Petersburg-Clearwater MSA.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services. The bank's performance was excellent in the Cape Coral-Fort Myers, Jacksonville and Naples-Marco Island MSAs and Sarasota-Bradenton-Punta Gorda CSA. The bank's performance was adequate in the West Palm Beach-Boca Raton-Boynton Beach MD and good in the remaining four assessment areas.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE JACKSONVILLE FL MSA

The Jacksonville FL MSA is comprised of Baker, Clay, Duval, Nassau, and St. Johns Counties, but the bank's assessment area excludes Baker and Nassau Counties. The assessment area is comprised of 17 low-, 59 moderate-, 100 middle-, and 66 upper-income tracts. There are two tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked tenth out of 36 institutions with 0.9% of the deposit share in the MSA. Bank of America had the majority market share with 42.9% of deposits. The next two largest institutions, EverBank and Wells Fargo, had 25.8% and 11.4% of the market share, respectively. Deposits in this assessment area accounted for 0.5% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,737 HMDA loans and 363 CRA loans, which represented 0.6% and 0.7% of total loans originated during the evaluation period. This was the 34th largest HMDA market and 31st largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 16th among 495 HMDA reporters in the MSA, while Fifth Third Bank ranked 99th. Wells Fargo, JPMorgan Chase, and VyStar Credit Union were the top three HMDA lenders in the MSA. Fifth Third Bank ranked 21st of 86 CRA reporters in the MSA in 2012. The top three CRA lenders in the MSA were American Express, Capital One, and Wells Fargo. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information regarding the assessment area. The contact representing a small business development center (SBDC) stated that the region's economy is rebounding. The contact indicated the SBDC is noticing more "opportunity entrepreneurs" versus "accidental entrepreneurs" in the improving economy. Recently, an increasing number of start-up businesses have received funding from angel investors (i.e., individuals who invest in businesses looking for a higher return than they would normally see from more traditional investments). Many angel investors are successful entrepreneurs who want to help other entrepreneurs get their businesses off the ground. Nevertheless, the contact believes there is still a need for the small businessperson to have easier access to capital in the form of small dollar or microloans. Although there is not an SBA microlender in the area, two Community Development Financial Institutions (CDFIs) provide microloans in the region. However, the contact indicated that the CDFIs could not be expected to meet the demand and believe there are opportunities for banks to participate in small business training workshops and provide other forms of technical assistance. The contact also stated that area banks provide support for small business events and sponsorships and have participated in seminars hosted by the SBDC.

While the contact believes smaller community banks and credit unions tend to be more engaged in lending to small businesses, the contact specifically mentioned that Regions Bank has been very involved in sponsoring SBDC events and providing technical assistance, as well as Fifth Third, who has participated in a few small-scale, SBDC-sponsored events.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.3 million. Approximately a quarter (25.1%) of the population lived in low- and moderate-income tracts. In addition, 76.1% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 40th largest by terms of population and the fourth largest MSA in Florida.⁸⁷ The largest county in the assessment area is Duval County, which includes Jacksonville. According to 2012 U.S. Census data, Jacksonville was by far the largest city in Florida with 836,507 residents and is the 13th largest city in the United States, based on population.⁸⁸ In contrast, the largest city in St. Johns County is St. Augustine with 12,975 residents and the largest city in Clay County is Green Coves Spring with only 7,035 residents.⁸⁹

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area’s population increased 2.5% during this period. All of the counties experienced growth, with St. Johns County experiencing the greatest population growth.⁹⁰

County	2010 Population	2012 Population	Population Percent Change
Clay	190,865	194,345	1.8%
Duval	864,263	879,602	1.8%
St. Johns	190,039	202,188	6.4%
Total	1,245,167	1,276,135	2.5%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$63,671, which was higher than Florida’s median family income of \$57,204 and slightly lower than the MSA’s median family income of \$63,927.

⁸⁷ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁸⁸ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

⁸⁹ Florida QuickFacts from US Census Bureau: <http://quickfacts.census.gov/qfd/states/12000.html>

⁹⁰ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

The median family incomes in the assessment area ranged from a low of \$60,114 in Duval County to a high of \$79,080 in St. Johns County. As shown in the table below, the MSA's median family income increased substantially in 2011 and slightly in 2012, but decreased in 2013 below the 2010 median family income.

**Borrower Income Levels
FL, Jacksonville - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$66,400	0	\$33,199	\$33,200	\$53,119	\$53,120	\$79,679	\$79,680	& above
2012	\$67,300	0	\$33,649	\$33,650	\$53,839	\$53,840	\$80,759	\$80,760	& above
2013	\$63,200	0	\$31,599	\$31,600	\$50,559	\$50,560	\$75,839	\$75,840	& above

In 2010, the assessment area contained 468,093 households, of which 308,287 (65.9%) were families. Of the total families in the assessment area, 38.2% were comprised of low- and moderate-income families. Overall, Duval County had the highest percentage (41.4%) of low- and moderate-income families compared to the other two counties.

Poverty rates increased in each county from 1999 to 2012.⁹¹ Duval County had the highest poverty rates both in 1999 and 2012. Duval County's rate was below Florida's and slightly above the nation's poverty rate in 1999 and was above Florida's and substantially above the nation's poverty rate in 2012. Clay County that experienced the largest increase in poverty rates, while St. Johns County experienced the smallest increase during this period. Florida's poverty rates exceeded the national poverty rates during this period. The following table shows the poverty rates for 1999⁹² and 2012.⁹³

County	1999 Poverty Rate	2012 Poverty Rate	Change
Clay	6.8%	10.9%	60.3%
Duval	11.9%	18.0%	51.3%
St. Johns	8.0%	9.5%	18.8%
Florida	12.5%	17.2%	37.6%
United States	11.8%	15.0%	27.1%

⁹¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁹² 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/ncpovhlth/1999/briefing.html>

⁹³ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

Housing Characteristics

There were 544,032 housing units in the assessment area, as of the 2010 U.S. Census. From an income perspective, 27.2% of housing units and 19.7% of owner-occupied units were located in a low- or moderate-income tract. Multi-family dwellings comprise 19.6% of the housing within the assessment area. Approximately 37.1% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that demand for mortgage loans would likely be more concentrated in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 26 years old, with only 8.5% of the stock built before 1950. The oldest housing stock was in Duval County with a median age of 29 years, while the newest was 17 years in St. Johns County. However, since the median age of housing stock in low- and moderate-income tracts is between 37-49 years old, there may be a substantial need for home improvement and rehabilitation loans in these tracts.

The median housing value in the assessment area was \$191,916 as of the 2010 U.S. Census, with an affordability ratio of 27.5%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 21.3% in St. Johns County to a high of 32.3% in Clay County.

Based on the 2013 median family income for the MSA, about 20.4% of the homes valued up to \$112,412 would be considered affordable for low-income individuals and approximately 53.1% of the homes valued up to \$179,859 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁹⁴ the median sales price in the MSA in 2012 was \$128,200, which was greater than the median adjusted sales price of \$123,600 in 2011 and substantially less than the median adjusted sales price of \$137,700 in 2010.

The following table contains information from RealtyTrac⁹⁵ about foreclosure filings and the number of properties in foreclosure in this MSA:

⁹⁴ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoes/hai-5-9-frggkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁹⁵ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosures-trends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Clay	1:333
Duval	1:276
St. Johns	1:676
Florida	1:372
United States	1:1,170

As shown in the table above, Duval County had the highest rate of foreclosure and St. Johns County had the lowest rate of foreclosure in February 2014. Only St. Johns' foreclosure rate was lower than Florida's.

Building permits in all three counties, the MSA, Florida, and the United States are included in the following table for 2011, 2012, and 2013.⁹⁶

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Clay County	461	654	41.9%	885	35.3%
Duval County	981	1,411	43.8%	1,863	32.0%
St. Johns County	1,386	2,080	50.1%	2,709	30.2%
Jacksonville MSA	3,911	7,166	83.2%	7,358	2.7%
Florida	42,360	64,810	53.0%	86,752	33.9%
United States	624,061	829,658	32.9%	976,369	17.7%

Overall, building permits in all three counties, the MSA, Florida, and nationwide experienced growth, with the most significant increase in housing permits between 2011 and 2012 and, to a lesser extent, between 2012 and 2013. St. Johns County had the greatest percentage of growth during this period. The rise in the number of permits could indicate that the demand for home purchase loans increased during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, Florida was home to 16 Fortune 500 companies. Of these 16 companies, three are located in this MSA⁹⁷.

Fortune 500 Companies in the Jacksonville MSA		
Rank	Company	Revenue (\$ billion)
231	CSX Corporation	\$11.8
353	Fidelity National Finance Inc.	\$7.3
434	Fidelity National Information Services Inc.	\$5.9

⁹⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

⁹⁷ Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/index.html?iid=F500_sp_full

Winn-Dixie is usually a Fortune 500 company, but it was acquired by Bi-Lo LLC last year. While, Bi-Lo moved its headquarters to Jacksonville, it was not included on the 2013 Fortune 500 list.⁹⁸

The table below lists the major employers by county, employment sector, and number of employees.⁹⁹

Major Employers in Greater Jacksonville Area	Primary Employment Sectors	Number of Employees
Naval Air Station	U.S. Navy	21,900
Duval County Public Schools	Education	14,480
Naval Stations Mayport	U.S. Navy	12,670
City of Jacksonville	Government	8,820
Baptist Health	Healthcare	8,270
Bank of America, Merrill Lynch	Banking & Investments	6,400
Blue Cross and Blue Shield of Florida	Healthcare, Regional Headquarters	6,000
Citi	Consumer Finance	5,000
Mayo Clinic	Healthcare	4,970
United Parcel Post (UPS)	Global Parcel Delivery	4,100
Major Employer in Clay County	Primary Employment Sectors	Number of Employees
Clay County School Board	Education	4,000
Major Employer in St. Johns County	Primary Employment Sectors	Number of Employees
St. Johns County School District	Education	3,440

⁹⁸ Jacksonville Fortune 500: <http://www.bizjournals.com/jacksonville/blog/morning-edition/2013/05/jacksonville-has-three-on-fortune-500.html>

⁹⁹ Jacksonville Major Employers: http://www.jaxdailyrecord.com/showstory.php?Story_id=533987

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for all three counties, the MSA, Florida, and the nation.¹⁰⁰

Unemployment Rates Jacksonville MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Clay	9.1	7.6	5.6
Duval	10.4	8.8	6.2
St. Johns	8.3	6.9	4.9
MSA	9.9	8.3	5.8
Florida	10.3	8.6	6.2
United States	8.5	7.9	7.0

Overall, the unemployment rates declined in 2011, 2012, and 2013. Clay and Duval Counties had higher unemployment rates than the United States in 2011. Only Duval County’s rate of unemployment exceeded the nation’s rate in 2012. Conversely, in 2013, the nation had the highest rate of unemployment and St. Johns County had the lowest unemployment rate.

According to an article in *The Florida Times-Union*, PHH laid off 365 workers in the Jacksonville area in October 2013.¹⁰¹

The *Jacksonville Business Journal* reported that JPMorgan Chase planned to lay off 186 Jacksonville workers in the bank’s mortgage division that handles the origination and servicing of loans. The cuts are part of the company’s previously announced plans to slash 13,000-15,000 jobs across the nation by the end of 2014. These layoffs will be completed by the end of 2013 and leave the bank with around 3,800 employees in the Jacksonville market. The company indicated these layoffs are in response to fewer customers refinancing in the face of rising interest rates and a dwindling number of owners stuck in homes they cannot afford.¹⁰²

According to the Jacksonville’s *Financial News & Daily Record*, Wells Fargo announced an additional layoff of 1,865 mortgage-related jobs (17 in Jacksonville). This is in addition to the 95 jobs in Jacksonville that Wells Fargo eliminated the previous month (2,300 overall in its mortgage operations). A company spokesperson said the cuts are in response to a change in demand for mortgage loans.¹⁰³

¹⁰⁰ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>
¹⁰¹ Bull, Roger. “PHH Mortgage Will Lay Off 365 Workers.” *The Florida Times-Union*. October 4, 2013 - <http://jacksonville.com/business/2013-10-03/story/phh-mortgage-will-lay-365-workers>
¹⁰² Gibbins, Timothy. “Chase to Lay Off 180 in Jacksonville.” *Jacksonville Business Journal*. September 24, 2013 - <http://www.bizjournals.com/jacksonville/blog/morning-edition/2013/09/chase-to-lay-off-180-in-jacksonville.html>
¹⁰³ “More Layffos at Wells Fargo.” *Financial News & Daily Record*. September 19, 2013 - http://www.jaxdailyrecord.com/showstory.php?Story_id=540562

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE JACKSONVILLE FL MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. The bank is a leader in making community development loans and the level of loans enhanced its lending performance in this assessment area; however, there was a moderate-level lending gap in this assessment area. Fifth Third has demonstrated an adequate responsiveness to the credit needs of the community. It has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 1,125 home refinance loans, 599 home purchase loans, 363 small business loans, and six community development loans during the evaluation period. The percentage of the bank's total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, while low-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in eight of 17 (47.1%) low-income census tracts and 49 of 59 (83.1%) moderate-income tracts. According to the 2010 U.S. Census data, approximately 4.0% of families reside in low-income tracts and only 5.4% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 33.5% and 46.5% of the housing units in low-income tracts are rental units, thus limiting opportunities to originate residential mortgage loans. This demonstrates a moderate level of lending gaps within the assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	769	\$141,954
Down Payment Assistance Programs	87	\$5,618,135

Other Flexible Lending Programs	269	\$53,981,314
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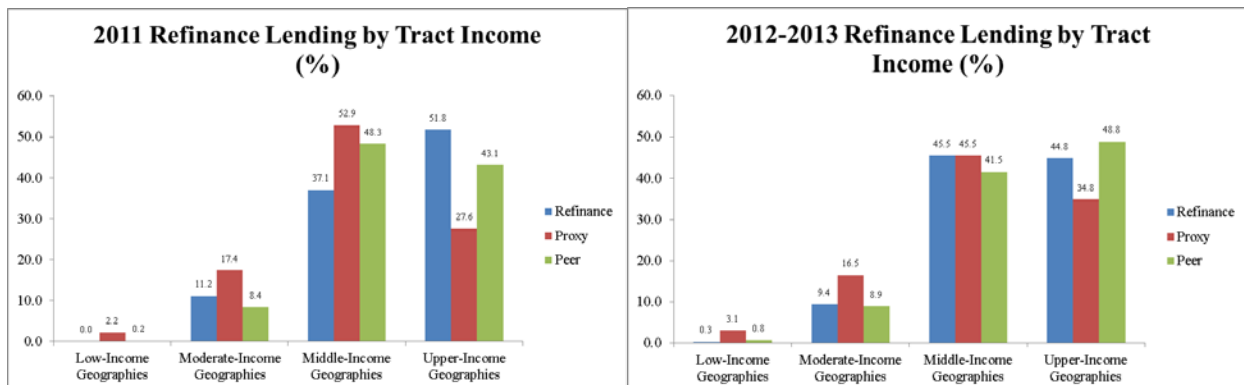
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in each category of income tracts was comparable to the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance lending is adequate; while home purchase lending is good. Small business lending is excellent.

Refinance Loans

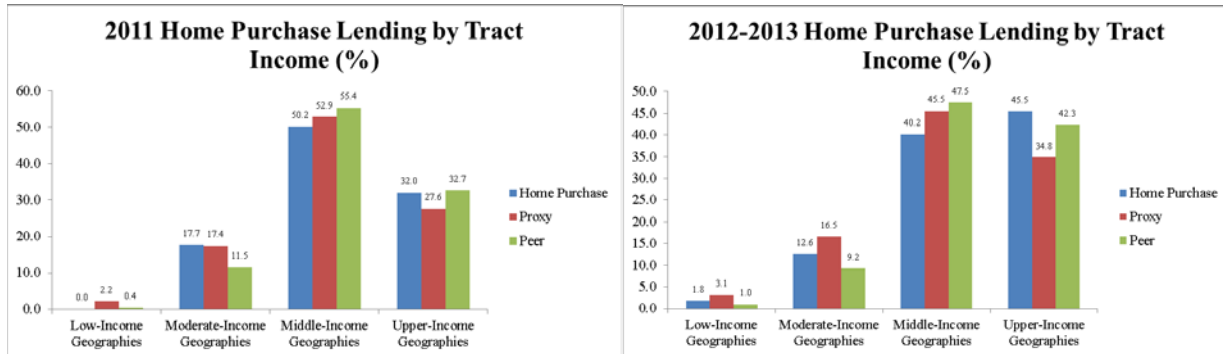


Fifth Third did not originate any home refinance loans in low-income tracts in 2011 and, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts, home refinance lending opportunities were limited during this period. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly; however, Fifth Third still originated very few home refinance loans in these tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

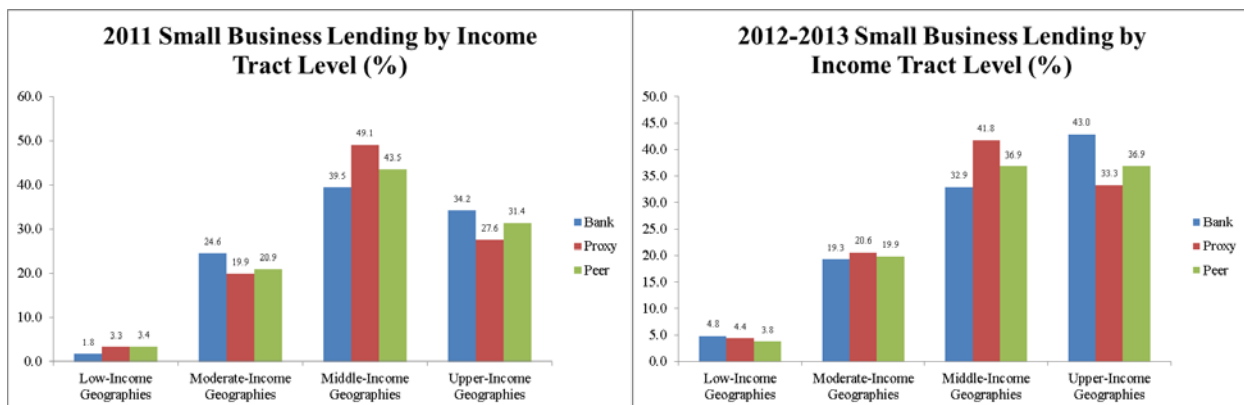


In 2011, Fifth Third did not originate any home purchase loans in low-income tracts. Home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

In 2011, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and greater than peer.

Overall, the geographic distribution of home purchase loans is good.

Small Business Lending



In 2011, small business lending in low-income tracts was slightly lower than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in low-income tracts was comparable to the proxy and peer.

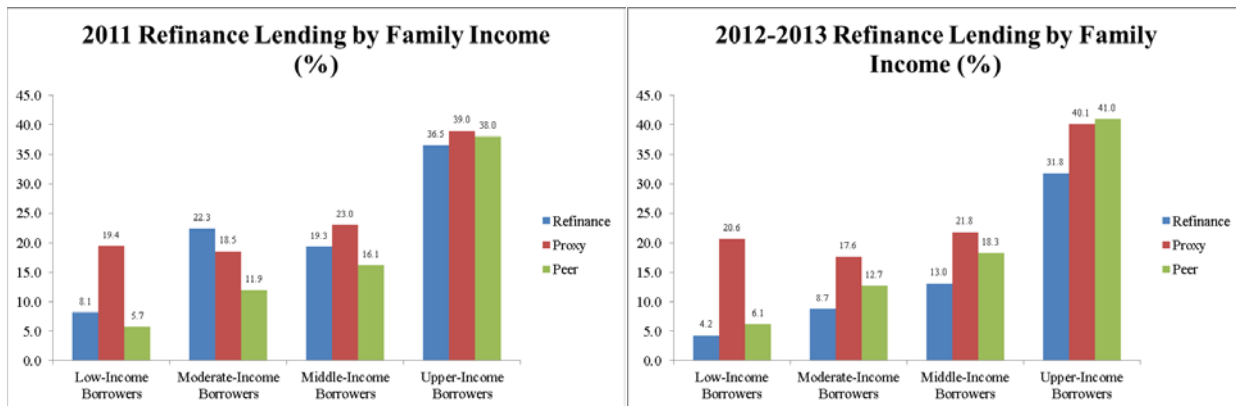
In 2011, small business lending in moderate-income tracts was higher than the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was comparable to the proxy and peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

The overall distribution of loans is adequate based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

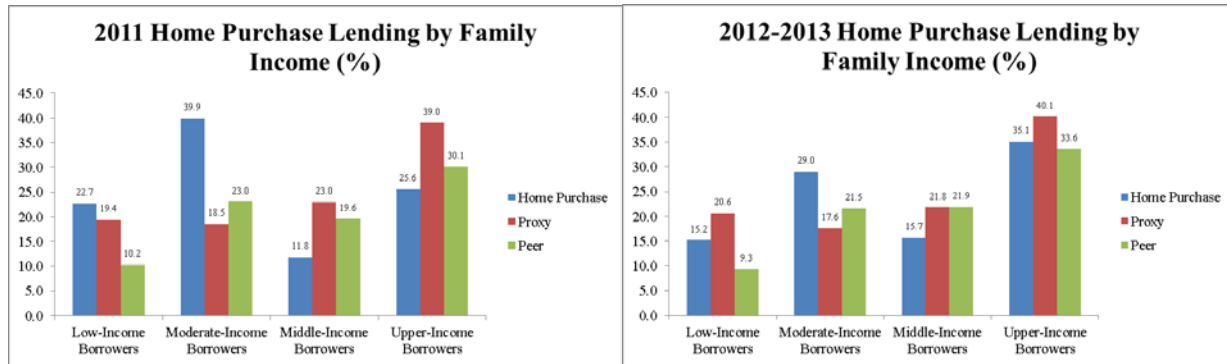


In 2011, refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer. In 2012 and 2013, refinance lending to low-income borrowers was also comparable to the percentage of low-income families and was slightly less than peer.

In 2011, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was below the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is poor.

Home Purchase Loans

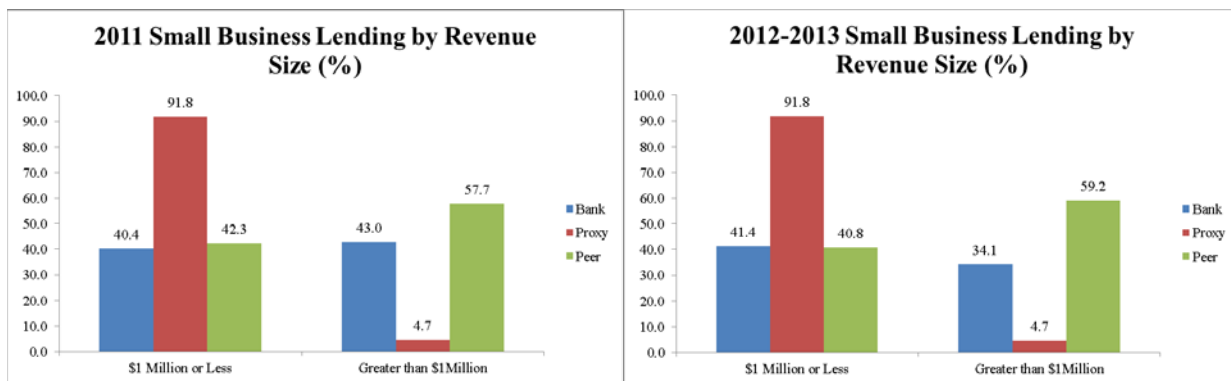


In 2011, the home purchase lending to low-income borrowers was higher than the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families, but was higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers also exceeded the proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated 40.4% of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third's percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but comparable to the peer.

Further analysis of small business lending shows 59.5% and 64.1% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 94.4% in 2011 and 94.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated six community development loans totaling \$60.2 million for revitalization/stabilization of low- and moderate-income geographies. Community development lending in this assessment area represented 1.2% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third is considered a leader in community development loans.

Investment Test

The institution funded 22 investments in this assessment area totaling \$10.4 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	5	\$10,343,932
Community Services	15	\$110,000
Economic Development	2	\$12,000
Totals	22	\$10,465,932

The bank made 1.7% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.45 and branch offices at 0.8%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible, and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had a total of 11 banking centers within this assessment area as of September 30, 2013, including three in moderate-, three in middle-, and five in upper-income census tracts. The banking centers in this assessment area represent 0.8% of all the institution’s banking centers.

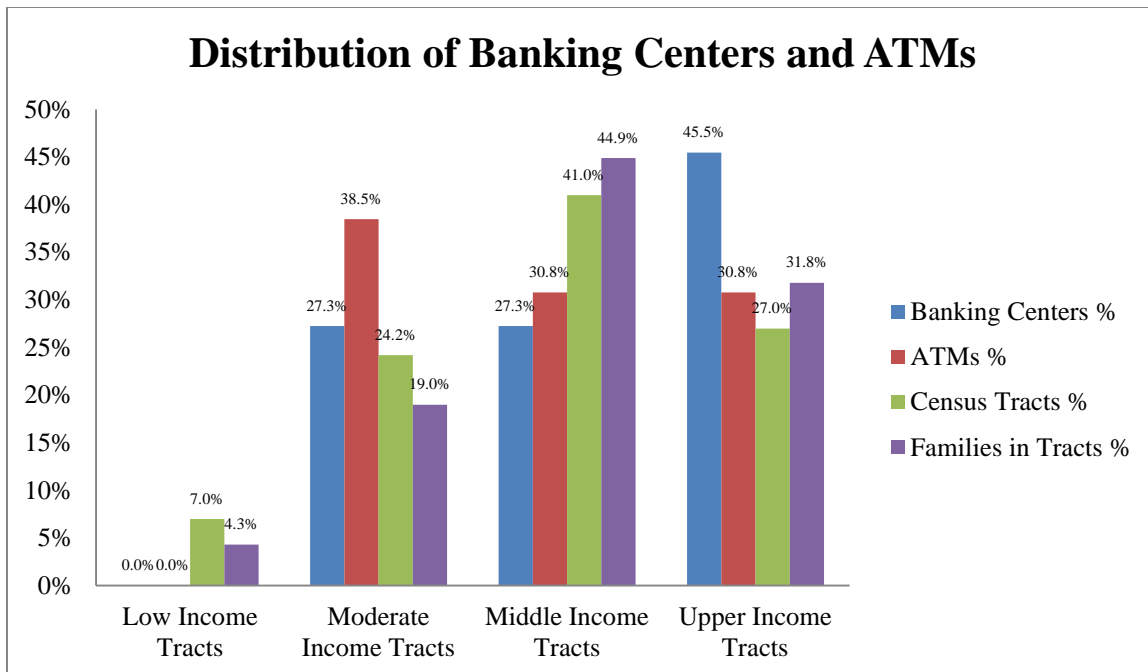
Fifth Third had a total of 13 ATMs within this assessment area as of September 30, 2013, including five in moderate-, four in middle-, and four in upper-income census tracts. The ATMs in this assessment area represent 0.6% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	0.0%	0.0%	7.0%	4.3%
Moderate	27.3%	38.5%	24.2%	19.0%
Middle	27.3%	30.8%	41.0%	44.9%
Upper	45.5%	30.8%	27.0%	31.8%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution includes the opening of one banking center since November 15, 2011. The net change in banking centers resulted in an increase of one banking center in the moderate-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 628 hours of community development services in this assessment area, which represents 0.7% of all community development services provided and equates to 0.3 annualized persons (ANP). Services included:

- 98 hours of financial expertise on boards and committees
- 412 hours of financial education
- 28 hours of technical assistance
- 90 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NAPLES-MARCO ISLAND MSA

The Naples-Marco Island MSA is comprised of Collier County. The assessment area is comprised of six low-income tracts, 15 moderate-income tracts, 28 middle-income tracts, and 24 upper-income tracts.

As of June 30, 2013, Fifth Third ranked first out of 37 institutions with 17.2% of the deposit share in the MSA. Wells Fargo had the majority market share with 13.1% of deposits. The next two largest institutions, KeyBank and Bank of America, had 10.2% and 10.0% of the market share, respectively. Deposits in this assessment area accounted for 2.1% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 2,036 HMDA loans and 565 CRA loans, which represented 0.7% and 1.1% of total loans originated during the evaluation period. This was the 29th largest HMDA market and 21st largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 3rd among 549 HMDA reporters in the MSA, while Fifth Third Bank ranked 38th. Wells Fargo and JPMorgan Chase were the top two HMDA lenders in the MSA. Fifth Third Bank ranked 11th of 94 CRA reporters in the MSA in 2012. The top four CRA lenders in the MSA were American Express, Capital One, Capital One Bank, and FIA Card Services. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. The first contact representing a neighborhood housing organization stated that Florida was hit hard by the recession and currently has the second-highest rate of homes seriously underwater in the nation at approximately 27.0%. Nearly, a third (31.0%) of all homeowners in Florida owes at least 25.0% more than the property's market value. Additionally, Florida continues to have one of the nation's highest foreclosure rates and to date, Florida has received more than \$1 billion in federal funds to assist with foreclosure prevention efforts throughout the state. The contact indicated there is a substantial need for affordable housing, homeownership counseling, credit assistance, and debt counseling. The contact also mentioned that local area banks are actively involved with this organization and in the community. About 12.0% of this organization's funding comes from banks; in addition, several banks have donated bank-owned properties to local nonprofits to rehabilitate as affordable housing.

The second contact representing an urban entrepreneurial partnership that provides a variety of services to small businesses stated that there is a need for entrepreneurs to have access to capital in the form of small dollar loans. The contact stated there is also a need for business training programs.

Population Characteristics

According to the 2010 U.S. Census data, the total population in the MSA (Collier County) was 321,520 and estimated to be 332,427 in 2012. This represents a 3.4% increase in the MSA’s population during this period.¹⁰⁴ Approximately 29.3% of the population lived in low- and moderate-income tracts. In addition, 80.5% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, this MSA was the 149th largest by terms of population in the nation and the 14th largest MSA in Florida.¹⁰⁵ According to the estimated 2013 U.S. Census data, Naples has 20,537 residents and Marco Island has 17,163 residents.¹⁰⁶

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$68,556, which was significantly higher than Florida’s median family income of \$57,204. As shown in the table below, the MSA’s median family income increased in 2011 and 2012 and fell below the 2010 median family income in 2013.

**Borrower Income Levels
FL, Naples-Marco Island - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$71,800	0 - \$35,899	\$35,900 - \$57,439	\$57,440 - \$86,159	\$86,160 - & above
2012	\$72,800	0 - \$36,399	\$36,400 - \$58,239	\$58,240 - \$87,359	\$87,360 - & above
2013	\$65,700	0 - \$32,849	\$32,850 - \$52,559	\$52,560 - \$78,839	\$78,840 - & above

In 2010, the assessment area contained 119,517 households, of which 81,135 (67.9%) were families. Of the total families in the assessment area, 39.5% were comprised of low- and moderate-income families.

¹⁰⁴ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.htm>

¹⁰⁵ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:

http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹⁰⁶ Collier County QuickFacts from US Census Bureau: <http://quickfacts.census.gov/qfd/states/12/12021.html>

Poverty rates increased in the MSA from 1999 to 2012.¹⁰⁷ The MSA’s poverty rates fell below both the state’s and the nation’s rates in 1999 and 2012. However, the nation experienced the slightest increase in poverty rates during this period. The following table shows the poverty rates for 1999¹⁰⁸ and 2012.¹⁰⁹

County	1999 Poverty Rate	2012 Poverty Rate	Change
MSA (Collier County)	10.3%	14.2%	37.9%
Florida	12.5%	17.2%	37.6%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 194,529 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 47.0%. From an income perspective, 21.2% of housing units and 18.8% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprise 38.1% of the housing within the assessment area. Approximately 16.9% of multi-family housing is located in either low- or moderate-income tracts. These numbers indicate that demand for mortgage loans would likely be more concentrated in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the MSA was 19 years old, with less than 1.0% of the stock built before 1950. Since the majority of housing stock in low- and moderate-income tracts is between 24-28 years old, the need for home improvement and rehabilitation loans should not be significant.

The median housing value in the MSA was \$357,357 as of the 2010 U.S. Census, with an affordability ratio of 16.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The MSA’s affordability ratio was substantially higher than Florida’s at 23.2%.

Based on the 2013 median family income for the MSA, only about 9.9% of the homes valued up to \$116,859 would be considered affordable for low-income individuals and approximately 45.7% of the homes valued up to \$186,974 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

¹⁰⁷ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

¹⁰⁸ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹⁰⁹ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

According to RealtyTrac,¹¹⁰ Collier County and Florida exceeded the nationwide ratio in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Collier County	1:717
Florida	1:372
United States	1:1,170

Building permits in the MSA, Florida, and the United States are included in the following table for 2011, 2012, and 2013.¹¹¹

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	1,320	1,612	22.1%	2,678	66.1%
Florida	42,360	64,810	53.0%	86,752	33.9%
United States	624,061	829,658	32.9%	976,369	17.7%

Overall, building permits in the MSA, Florida, and the United States experienced growth. The MSA experienced a very significant increase in housing permits between 2012 and 2013, which demonstrates a reverse trend from that of Florida and the United States. The rise in the number of permits could indicate that the demand for home purchase loans increased during the evaluation period.

Labor, Employment, and Economic Characteristics

The table below lists the major employers in the MSA and the major industry sectors by employment.¹¹²

Major Employers in Collier County	Primary Employment Sectors	Number of Employees
Naples Community Hospital	Healthcare	3,007
Publix Supermarket	Retail	2,214
Wal-Mart	Retail	1,547
Marriott	Leisure & Hospitality	743
Fifth Third Bank	Finance	733

¹¹⁰ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

¹¹¹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

¹¹² Collier County Major Employers: <http://www.dot.state.fl.us/planning/systems/programs/mspi/pdf/Freight/onlineviewing/Collier.pdf>

Largest Industry Sectors by Employment in Collier County	% of Workforce
Trade, Transportation & Utilities	19.2%
Leisure & Hospitality	18.9%
Education & Health Services	14.9%

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the MSA, Florida, and the nation.¹¹³ Overall, the unemployment rates declined in 2011, 2012, and 2013. Collier County consistently had the lowest unemployment rates during this period.

Unemployment Rates Naples-Marco Island FL MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Collier	10.2	8.5	5.8
Florida	10.3	8.6	6.2
United States	8.5	7.9	7.0

¹¹³ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
NAPLES-MARCO ISLAND MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, a good distribution of loans to businesses of different revenue sizes, and a moderate amount of lending gaps. This resulted in an good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less. The bank also had an adequate level of community development loans.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 1,197 home refinance loans, 817 home purchase loans, 563 small business loans, and two community development loans during the evaluation period. The percentage of the bank’s total lending at 0.8% is less than the percentage of total deposits at 2.0% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, although in 2012 and 2013, Fifth Third originated loans in only three of six low-income census tracts and all but one moderate-income tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	357	\$58,464
Down Payment Assistance Programs	57	\$6,030,330
Other Flexible Lending Programs	452	\$91,830,615

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

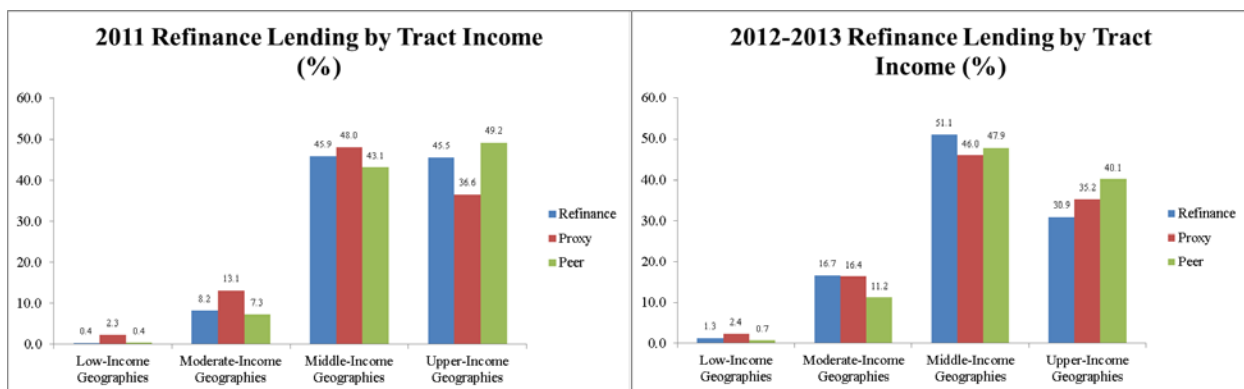
Although Fifth Third faces competition from several large institutions, it has a significant share

of deposits and is one of the largest mortgage lenders in the area. However, Fifth Third is not among the largest small business lenders in this market and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing. This may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance lending was good, and home purchase lending was excellent. Small business lending was adequate.

Refinance Loans

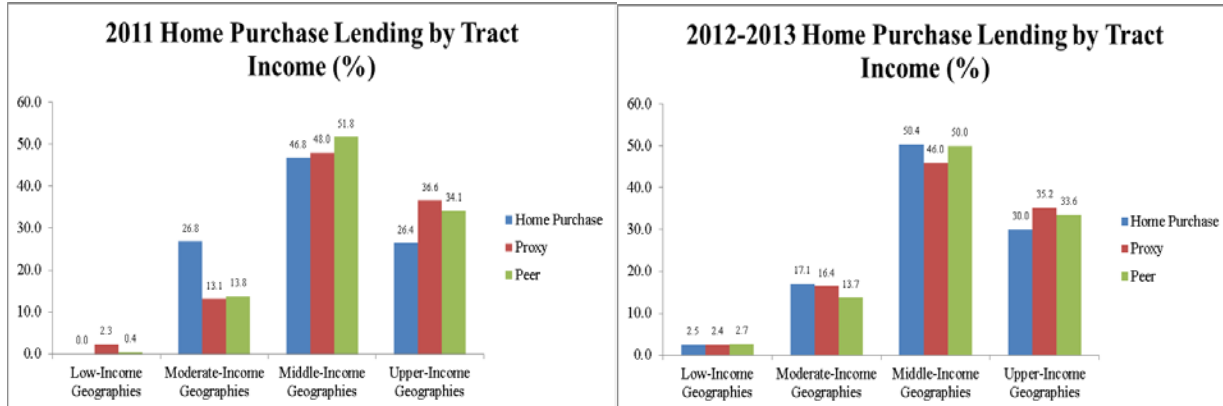


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and higher than peer.

Overall, the geographic distribution of refinance loans is good.

Home Purchase

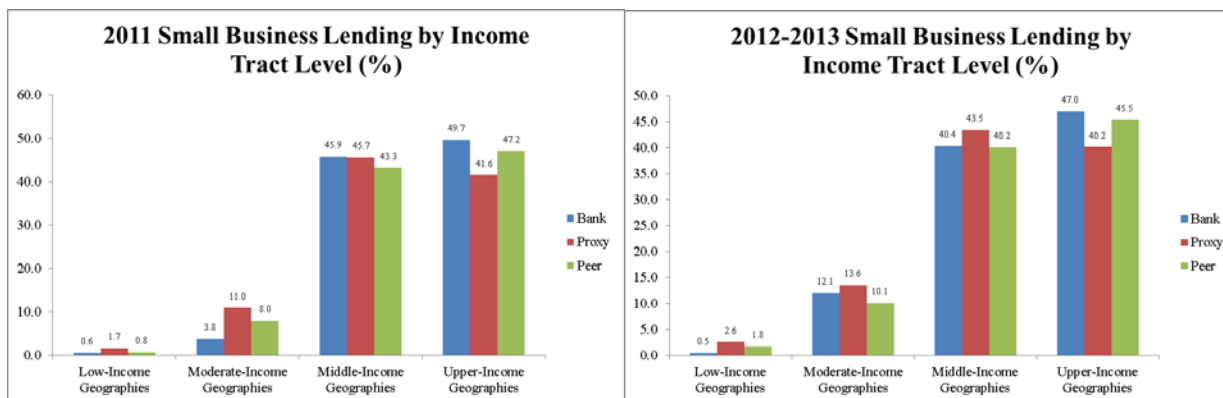


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

In 2011, home purchase lending in moderate-income tracts was higher than the percentage of owner-occupied units and peer. In 2012 and 2013, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is excellent.

Small Business Lending



Small business lending opportunities in low-income tracts were limited, as evidenced by the lack of small businesses located in low-income tracts. As such, Fifth Third’s small business lending was slightly less than the percentage of owner-occupied units (proxy) in low-income tracts.

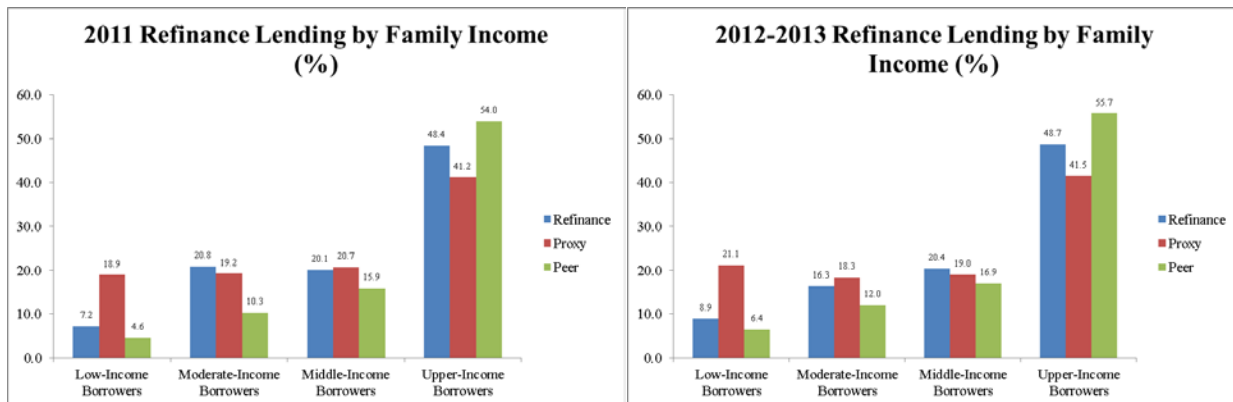
In 2011, small business lending in moderate-income tracts was less than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was comparable to the proxy and peer.

Overall, the geographic distribution of small business lending is adequate.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was good based on borrower’s income, as well as for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

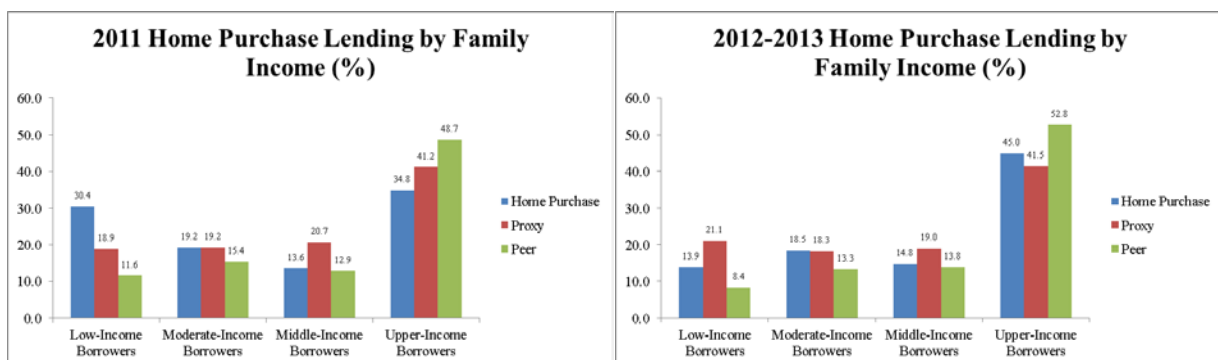


Refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families, but higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

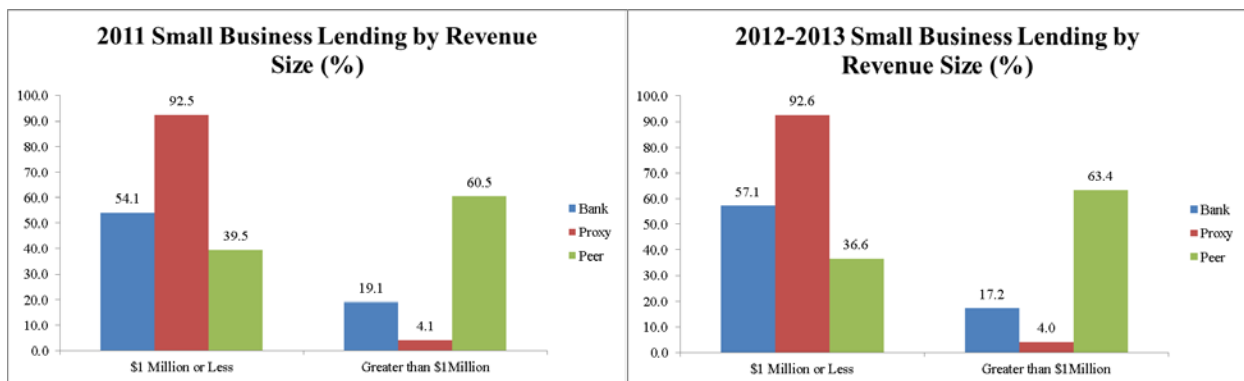


In 2011, home purchase lending to low-income borrowers was higher than the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but higher than peer.

The level of home purchase lending to moderate-income borrowers was comparable to the percentage of moderate-income families and slightly higher than peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



Fifth Third originated more than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer).

Further analysis of small business lending shows 70.9% and 81.7% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was comparable to the peer at 95.0% in 2011 and 95.3% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Overall, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated two community development loans totaling \$7.6 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. The majority of the funds was for economic development and supported redevelopment in blighted areas. Another small loan was for affordable housing. Given Fifth Third’s market share, Fifth Third made an adequate level of community development loans.

Investment Test

The institution funded 15 investments in this assessment area totaling \$7.8 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	1	\$7,500,000
Community Services	11	\$188,000
Economic Development	2	\$122,472
Revitalization/Stabilization	1	\$25,000
Totals	15	\$7,835,472

The bank made 1.3% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 2.1% and branch offices at 1.5%.

This is considered to be an adequate level of qualified community development investments and grants and the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are poor, but the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are unreasonably inaccessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

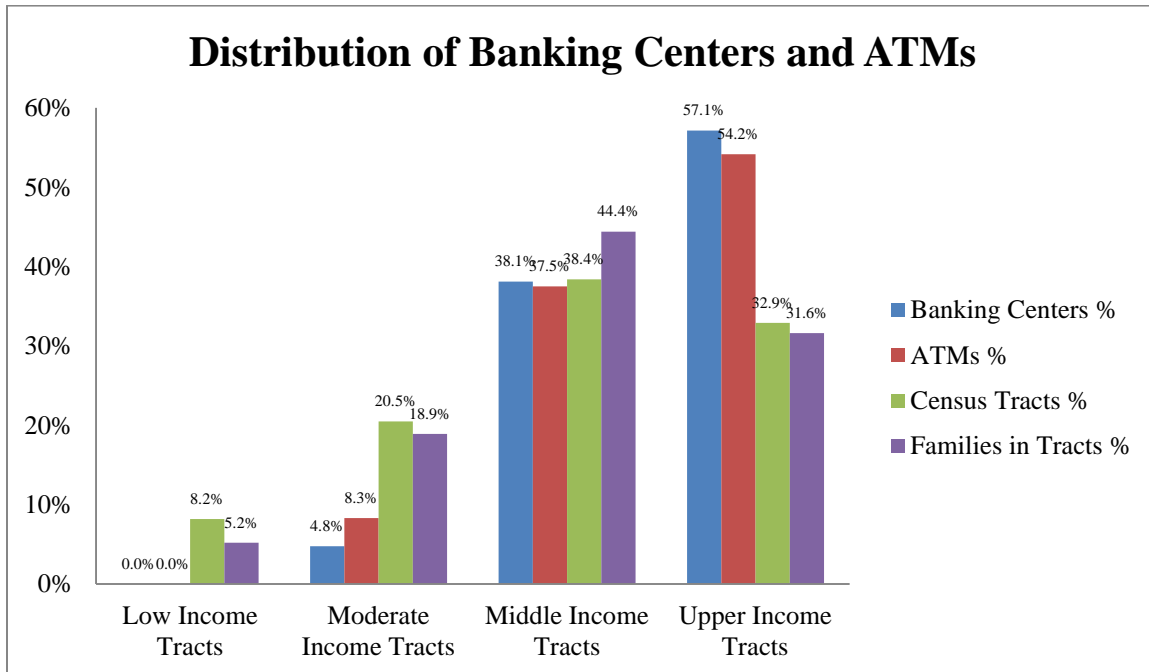
Fifth Third had a total of 21 banking centers within this assessment area as of September 30, 2013, including one in moderate-, eight in middle-, and 12 in upper-income census tracts. The banking centers in this assessment area represent 1.5% of all the institution’s banking centers.

Fifth Third had a total of 24 ATMs within this assessment area as of September 30, 2013, including two in moderate-, nine in middle-, and 13 in upper-income census tracts. The ATMs in this assessment area represent 1.0% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	0.0%	0.0%	8.2%	5.2%
Moderate	4.8%	8.3%	20.5%	18.9%
Middle	38.1%	37.5%	38.4%	44.4%
Upper	57.1%	54.2%	32.9%	31.6%

The table reflects a poor distribution within low-income tracts and a poor distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 1,919 hours of community development services in this assessment area, which represents 2.2% of all community development services provided and equates to 0.9 annualized persons (ANP). Services included:

- 1,184 hours of financial expertise on boards and committees
- 214 hours of financial education
- 96 hours of technical assistance
- 425 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE ORLANDO-DELTONA-DAYTONA FL CSA

The Orlando-Deltona-Daytona FL CSA is comprised of the following two MSAs:

- Deltona-Daytona Beach-Ormond Beach FL MSA #19660, including Volusia County
- Orlando-Kissimmee-Sanford FL MSA #36740, including Lake, Orange, Osceola, and Seminole Counties

The assessment area is comprised of 13 low-income tracts, 129 moderate-income tracts, 213 middle-income tracts, and 146 upper-income tracts. There was also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked seventh out of 56 institutions with 3.6% of the deposit share in the CSA. SunTrust Bank had the majority market share with 22.0% of deposits, followed by Bank of America and Wells Fargo, which had 19.2%, and 17.6% of the market share, respectively. Deposits in this assessment area accounted for 1.8% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 3,430 HMDA loans and 1,281 CRA loans, which represented 1.2% and 2.4%, respectively, of total loans originated during the evaluation period. This was the 21st largest HMDA market and 14th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 13th among 694 HMDA reporters in the assessment area, while Fifth Third Bank ranked 84th. Wells Fargo, JPMorgan Chase, and Quicken Loans were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 16th of 125 CRA reporters in the assessment area in 2012. The top three CRA lenders in the assessment area were American Express, Capital One, and Capital One Bank. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. The first contact representing an economic development organization stated that the area's economy is improving and tourism has been making a rebound in the past few years. The contact indicated that area banks seem more willing to offer funding for accounts payable and inventory and reluctant to offer funding for operating capital to small businesses. The contact stated that small businesses are not receiving the necessary assistance from the banking industry, since most banks are still reluctant to finance loans to replace old equipment with more state-of-the art equipment. The contact identified SunTrust as more willing to finance small business start-ups and expansion of small businesses than other banks. In addition to equipment loans, the contact believes there is a need to have less restrictive underwriting criteria. The contact thinks there are plenty of opportunities for participation by the local financial institutions to support and develop the community through various programs targeted to small business owners.

The second contact representing a neighborhood housing organization stated the economy, which is substantially based on tourism, is rebounding. The contact indicated rental occupancy is at near capacity and there been an increase in the number of multi-family housing being developed in the area. There have been several affordable housing projects initiated in the downtown area. Parts of downtown are turning into one of the more affordable neighborhoods for low- and moderate-income individuals and families to reside. The contact believes the new mortgage rules have tightened the availability of credit and made it more challenging for low- and moderate-income individuals to obtain mortgage loans. Recently, this organization partnered with Wells Fargo in a down payment assistance program targeted toward low- and moderate-income borrowers. Nonprofits are becoming more dependent on private sources for funding, due to the increasingly limited availability of public funds. The contact believes there are always opportunities for banks to participate in affordable housing projects and to offer financial and credit counseling and first-time homebuyer assistance. The contact specifically mentioned that Bank of America, Fifth Third, and SunTrust are actively involved in the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the CSA was 2.6 million. Over a quarter (26.9%) of the population lived in low- and moderate-income tracts. In addition, 77.5% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Orlando MSA was the 26th largest in terms of population in the nation and the third largest MSA in Florida and the Deltona MSA was the 103rd largest in terms of population in the nation and the ninth largest MSA in Florida.¹¹⁴ The largest county in the assessment area is Orange County, which includes Orlando. According to the estimated 2013 U.S. Census data, Orlando is the fourth largest city in Florida and the 77th largest in the nation with 255,483 residents.¹¹⁵ In contrast, the other primary cities in the MSA, Kissimmee and Sanford, rank 44th and 58th in Florida with 65,173 and 56,002 residents, respectively. Comparatively, in the Deltona MSA (Volusia County), Deltona is the largest city and the 30th largest city in Florida with 86,290 residents, and Daytona Beach and Ormond Beach rank 48th and 91st in the state with 62,316 and 38,661 residents, respectively.¹¹⁶

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased 3.5% during this period. While all five counties experienced growth, the most significant percent of change occurred in Osceola County during this period.¹¹⁷

¹¹⁴ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹¹⁵ City Ranking by Population: http://www.baruch.cuny.edu/nycdata/world_cities/largest_cities-usa.htm

¹¹⁶ Florida City Population Ranking: http://www.florida-demographics.com/cities_by_population

¹¹⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Lake	297,052	303,186	2.1%
Orange	1,145,956	1,202,234	4.9%
Osceola	268,685	287,416	7.0%
Seminole	422,718	430,838	1.9%
Volusia	494,593	496,950	0.5%
Total	2,629,004	2,720,624	3.5%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the CSA was \$57,708, which was slightly higher than Florida’s median family income of \$57,204. As shown in the table below, from 2010 through 2011, the median family income significantly increased in the Deltona MSA and decreased slightly in the Orlando MSA. However, in 2012, the median family incomes increased slightly in each MSA, but decreased below 2010 levels in the Deltona MSA and slightly surpassed 2010 levels in the Orlando MSA in 2013.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Deltona-Daytona Beach-Ormond Beach FL MSA	\$55,569	\$57,100	\$57,900	\$56,500
Orlando-Kissimmee-Sanford FL MSA	\$58,474	\$57,400	\$58,200	\$58,500

In 2010, the assessment contained 969,100 households, of which 647,964 (66.9%) were families. Of the total families in the assessment area, 38.6% were comprised of low- and moderate-income families. Osceola County had the highest percentage of low- and moderate-income families in the assessment area. Low-income families comprised nearly a quarter (24.7%) the county’s population.

Poverty rates increased in each county in the assessment area from 1999 to 2012.¹¹⁸ Orange County had the highest poverty rate in 1999 and Volusia County had the highest poverty rate in 2012. While Seminole County had the lowest poverty rates during this period, Seminole County also experienced the greatest percentage of change during this period. In 1999, all five counties’ poverty rates were better than Florida and the United States. However, in 2012, only Seminole County had a poverty rate that was better than Florida and the United States. The following table shows the poverty rates for 1999¹¹⁹ and 2012.¹²⁰

¹¹⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

¹¹⁹ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Lake	9.6%	15.6%	62.5%
Orange	12.1%	18.1%	49.6%
Osceola	11.5%	19.5%	69.6%
Seminole	7.4%	12.6%	70.3%
Volusia	11.6%	19.7%	69.8%
Florida	12.5%	17.2%	37.6%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 1,169,023 housing units in the assessment area as of the 2010 U.S. Census. The owner-occupancy rate was 56.3%. From an income perspective, 27.5% of housing units and 19.7% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 20.9% of the housing within the CSA. Approximately 42.0% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the CSA was 24 years old, with only 3.6% of the stock built before 1950. The oldest housing stock was in Volusia County, with a median age of 26 years, while the newest was just 15 years in Osceola County. However, within the assessment area, the median age of housing stock was 38 years in low-income tracts and 27 years in moderate-income tracts; therefore, it appears there could be a greater demand for home improvement and rehabilitation loans in these lower-income areas.

The median housing value in the CSA was \$211,793 as of the 2010 U.S. Census, with an affordability ratio of 23.32%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 21.9% in Orange County to a high of 26.1% in Lake County.

Based on the 2013 median family income for the Orlando MSA, about 15.2% of the homes valued up to \$104,052 would be considered affordable for low-income individuals and approximately 38.3% of the homes valued up to \$166,484 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

¹²⁰ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

Based on the 2013 median family income for the Deltona MSA, about 18.5% of the homes valued up to \$100,495 would be considered affordable for low-income individuals and approximately 41.4% of the homes valued up to \$160,792 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹²¹ the median sales price in the Deltona MSA in 2012 was \$109,500, which was greater than the median sales price of \$104,800 in 2011, but less than the median sales price of \$115,600 in 2010. The median sales price in the Orlando MSA in 2012 was \$134,000, which was greater than the median sales price of \$124,900 in 2011 and only slightly less than the median sales price of \$134,700 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Lake	1:387
Orange	1:415
Osceola	1:237
Seminole	1:401
Volusia	1:442
Florida	1:372
United States	1:1,170

As shown above, Osceola County had the highest foreclosure rate in the CSA and according to RealtyTrac,¹²² Osceola County had the third highest rate of foreclosure in Florida in February 2014. The remaining counties all had lower foreclosure rates than Florida.

Building permits in the two MSAs, Florida, and the United States are included in the following table for 2011, 2012, and 2013.¹²³

¹²¹ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoes/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹²² Realtytrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends/>

¹²³ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Deltona MSA	1,024	760	-25.8%	1,598	110.3%
Orlando MSA	6,505	12,006	84.6%	15,563	29.6%
Florida	42,360	64,810	53.0%	86,752	33.9%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the Orlando MSA, Florida, and the nation experienced growth in the number of housing permits issued between 2011 and 2012, with the Orlando MSA experiencing the most substantial increase. The Deltona MSA experienced a very substantial decrease in the number of housing permits during this period. However, between 2012 and 2013, the Deltona MSA experienced an exceedingly substantial increase in the number of housing permits, while the Orlando MSA, Florida, and the United States experienced growth to a much lesser extent. The overall rise in the number of permits could indicate that the demand for home purchase loans increased within the CSA during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, Florida was home to 16 Fortune 500 companies. Of these 16 companies, one is located in this MSA¹²⁴.

Fortune 500 Companies in the Orlando Area		
Rank	Company	Revenue (\$ billion)
328	Darden Restaurants	\$8.0

The table below lists the major employers by county, employment sector, and number of employees.^{125,126}

Major Employers in Greater Orlando Area	Primary Employment Sectors	Number of Employees
Walt Disney World Resorts	Leisure & Entertainment	66,000
Orange County Public Schools	Education	21,984
Orlando International Airport	Aviation	18,000
Florida Hospital	Healthcare	17,600
Universal Orlando Resort	Leisure & Entertainment	16,500

¹²⁴ Fortune 500 List for 2013: http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/index.html?iid=F500_sp_full

¹²⁵ Orlando Area Major Employers: <http://www.bizjournals.com/orlando/blog/2013/07/the-list-central-floridas-top-employers.html>

¹²⁶ Deltona Area Major Employers: <http://www.citytowninfo.com/places/florida/deltona/work>

Major Employers in Deltona Area	Primary Employment Sectors
Volusia County Public School Board	Education
Halifax Staffing	Medical
Publix Supermarkets	Grocery
Wal-Mart	Retail
Vision HR, Inc.	Management Services

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the CSA, Florida, and the nation.¹²⁷

Unemployment Rates Orlando-Deltona-Daytona Beach CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Lake	11.0	9.0	6.3
Orange	10.0	8.3	5.7
Osceola	11.3	9.3	6.5
Seminole	9.5	7.8	5.3
Orlando-Kissimmee-Sanford MSA	10.2	8.4	5.8
Deltona-Daytona Beach-Ormond Beach MSA (Volusia)	10.5	8.8	6.3
Florida	10.3	8.6	6.2
United States	8.5	7.9	7.0

The unemployment rates declined in 2011, 2012, and 2013. In general, the nationwide unemployment rates in 2011 and 2012 were lower than the unemployment rates of the CSA and Florida during this time period, except for Seminole County, which had the lowest unemployment rate in 2012. However, the CSA's and Florida's unemployment rates were lower than the nation's rate in 2013.

According to *Layoff Watch*, in September 2012 Lockheed Martin announced plans for a mass layoff of several hundred jobs in the Greater Orlando area.¹²⁸ In November 2012, WESH Channel 2 News reported that Orlando Health, the fifth largest employer in the Orlando region, announced it would be eliminating 300 to 400 positions from a total staff of 16,000 by March 2013. According to hospital management, the layoffs are a direct result of healthcare reform mandates and changes in reimbursement structures for Medicare and Medicaid. In the previous fiscal year, Orlando Health experienced a \$59 million drop in government reimbursements from Medicaid (medical care for the poor).¹²⁹

¹²⁷ U.S. Bureau of Labor Statistics: <http://www.bls.gov>

¹²⁸ "Lockheed Martin to Cut Orlando Area Jobs." *Layoff Watch*. September 2012 – <http://www.layoffwatch.com/2012/09/lockheed-martin-to-cut-orlando-area-jobs/>

¹²⁹ "Orlando Health Announces Layoffs Citing Cost Cutting Measures." *WESH.com Orlando*. November 19, 2012 - <http://www.wesh.com/news/central-florida/Orlando-Health-announces-layoffs-citing-cost-cutting-measures/17471682#!bc22xL>

Lastly, according to the *Orlando Sentinel*, in March 2014, Sprint Corp. confirmed it is eliminating 400 jobs at its Altamonte Springs (Seminole County) call center. This layoff is the biggest action in a series of company-wide cost-cutting moves. The layoffs take effect immediately and will eliminate two-thirds of the call center workforce.¹³⁰

¹³⁰ Burnett, Richard. "Sprint's Call Center to Lose 400 Jobs, Biggest Layoff Companywide." *Orlando Sentinel*. March 19, 2014 - http://articles.orlandosentinel.com/2014-03-19/business/os-sprint-call-center-layoffs-20140319_1_400-jobs-250-jobs-call-center

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
ORLANDO-DELTONA-DAYTONA FL CSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated good. It has demonstrated a good responsiveness to the credit needs of the community. While the bank is a leader in making community development loans, there was a moderate level of lending gaps within the assessment area. Fifth Third has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. This results in an good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending, which were given equal consideration. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 2,136 home refinance loans, 1,245 home purchase loans, 1,280 small business loans, and twelve community development loans during the evaluation period. The percentage of the bank’s total lending at 1.4% is comparable to the percentage of total deposits at 1.8% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. However, in 2012 and 2013, Fifth Third originated loans in only eight of 13 low-income census tracts and in 108 of 129 moderate-income tracts, which demonstrates a moderate level of lending gaps in this assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	1,100	\$189,302
Down Payment Assistance Programs	108	\$7,430,366
Other Flexible Lending Programs	906	\$181,315,220

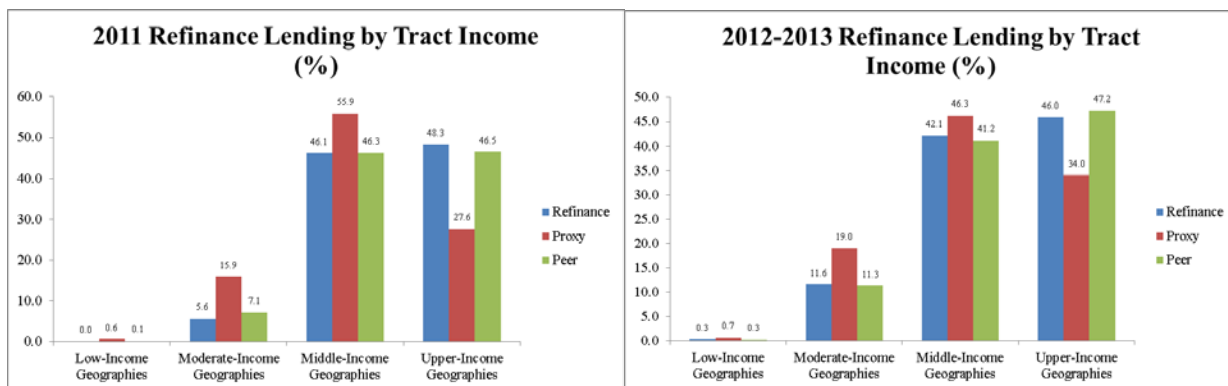
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. No modifications occurred in low-income tracts; however, less than 3.0% of all tracts were designated as low-income. The percentage of modifications in moderate- and middle-income tracts was comparable to the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing. This may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance lending was poor, while home purchase lending was excellent. Small business lending was excellent.

Refinance Loans

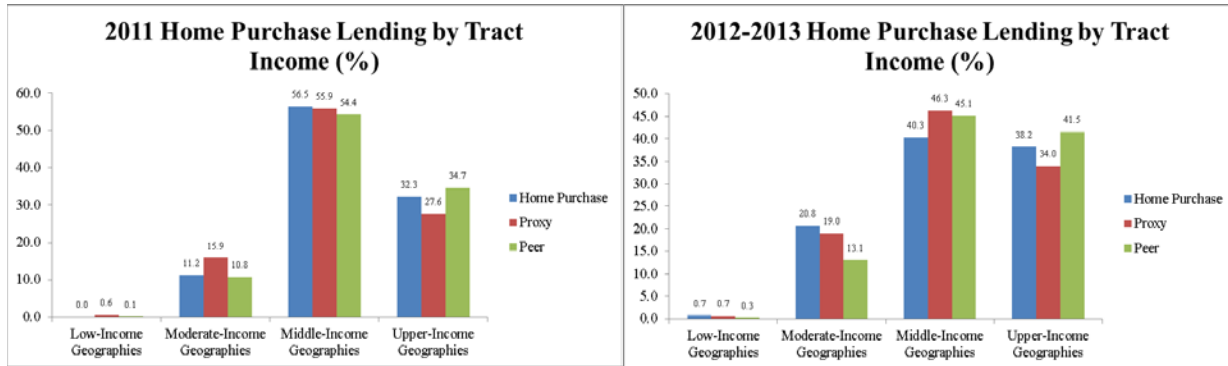


Fifth Third did not originate any home purchase loans in low-income tracts and very few home purchase loans in moderate-income tracts during the review period. As evidenced by the lack of owner-occupied units (proxy) in low- and moderate-income tracts, home refinance lending opportunities were limited.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

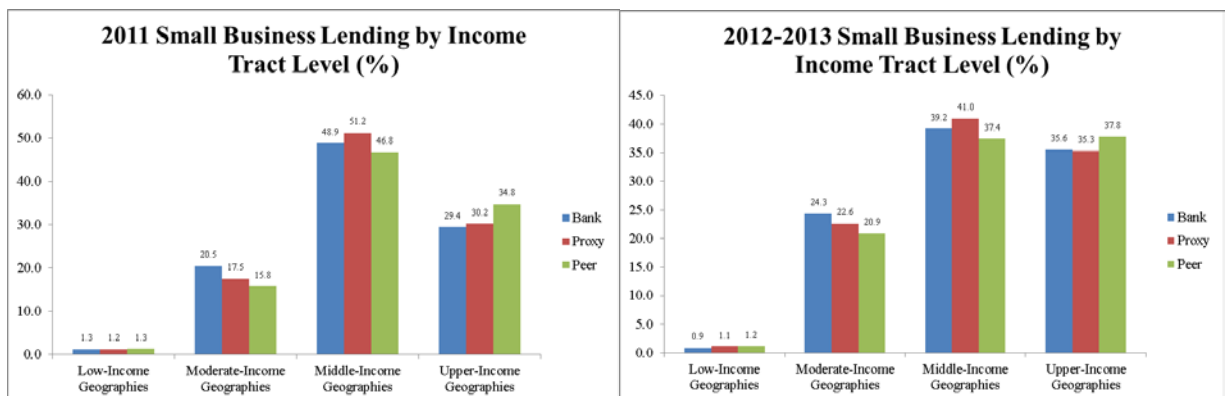


Fifth Third did not originate any home purchase loans in low-income tracts and very few home purchase loans in moderate-income tracts during the review period. As evidenced by the lack of owner-occupied units (proxy) in low- and moderate-income tracts, home refinance lending opportunities were limited.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer. In 2012 and 2013, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is excellent.

Small Business Lending



Fifth Third’s small business lending was comparable to the percentage of owner-occupied units (proxy) in low-income tracts and the aggregate performance of all lenders (peer), although small business lending opportunities in low-income tracts were limited.

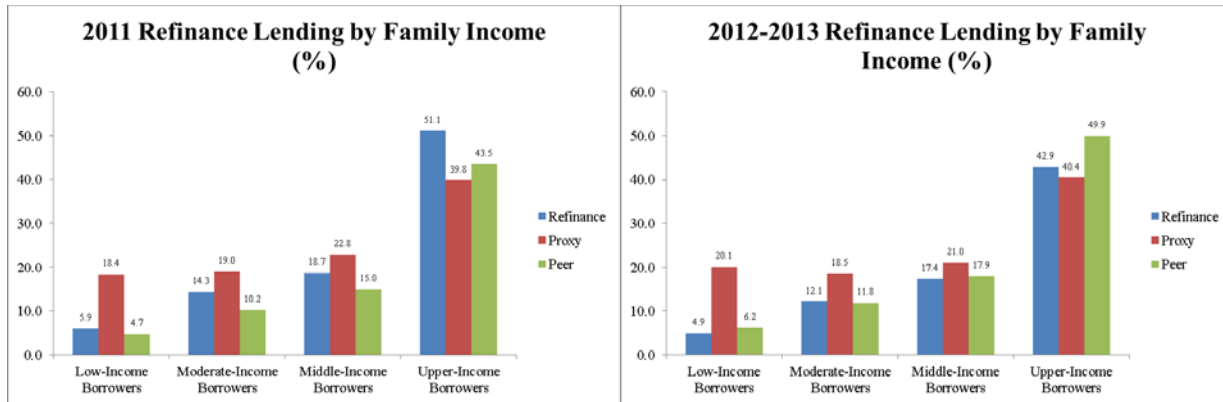
Small business lending in moderate-income tracts was slightly higher than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

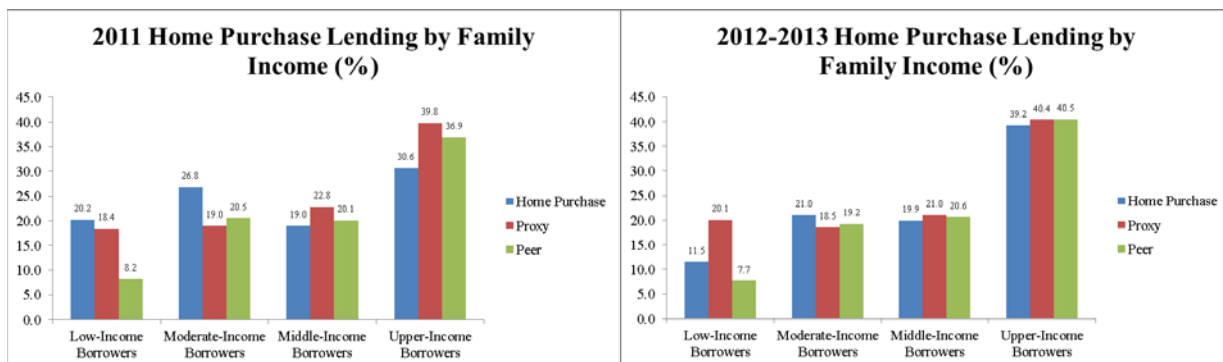


Refinance lending to low-income borrowers was lower than the percentage of low-income families, but comparable to peer.

In 2011, refinance lending to moderate-income borrowers was less than the percentage of moderate-income families in the area, but slightly higher than peer. In 2012 and 2013, refinance lending to moderate-income borrowers was less than the percentage of moderate-income families and comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

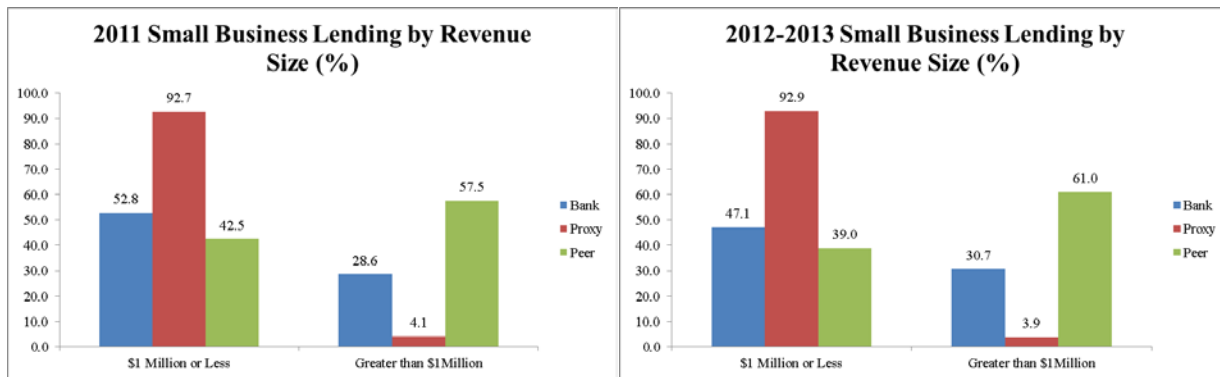


In 2011, home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and higher than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated approximately one-half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer).

Further analysis of small business lending shows 77.0% and 73.7% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 95.6% in 2011 and 95.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an excellent responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 12 community development loans totaling \$82.3 million. Community development lending in this assessment area represented 1.7% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s market share and the presence of several large banks in the market (and, as such, the competition for community development loans), Fifth Third is a leader in community development lending.

Of the 12 loans made in the assessment area, seven (\$55.6 million) were for revitalization/stabilization of low- and moderate-income geographies, while three (\$26.2 million) were for economic development. The remaining two loans (\$600,000) were for community services.

Investment Test

The institution funded 43 investments in this assessment area totaling \$9 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	14	\$8,746,894
Community Services	23	\$214,000
Economic Development	5	\$99,000
Revitalization/Stabilization	1	\$23,921
Totals	43	\$9,083,815

The bank made 1.5% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 1.8% and branch offices at 3.5%.

This is considered an adequate level of qualified community development investments and grants and the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 48 banking centers within this assessment area as of September 30, 2013, including ten in moderate-income, 21 in middle-income, and 17 in upper-income census tracts. The banking centers in this assessment area represent 3.48% of all the institution’s banking centers.

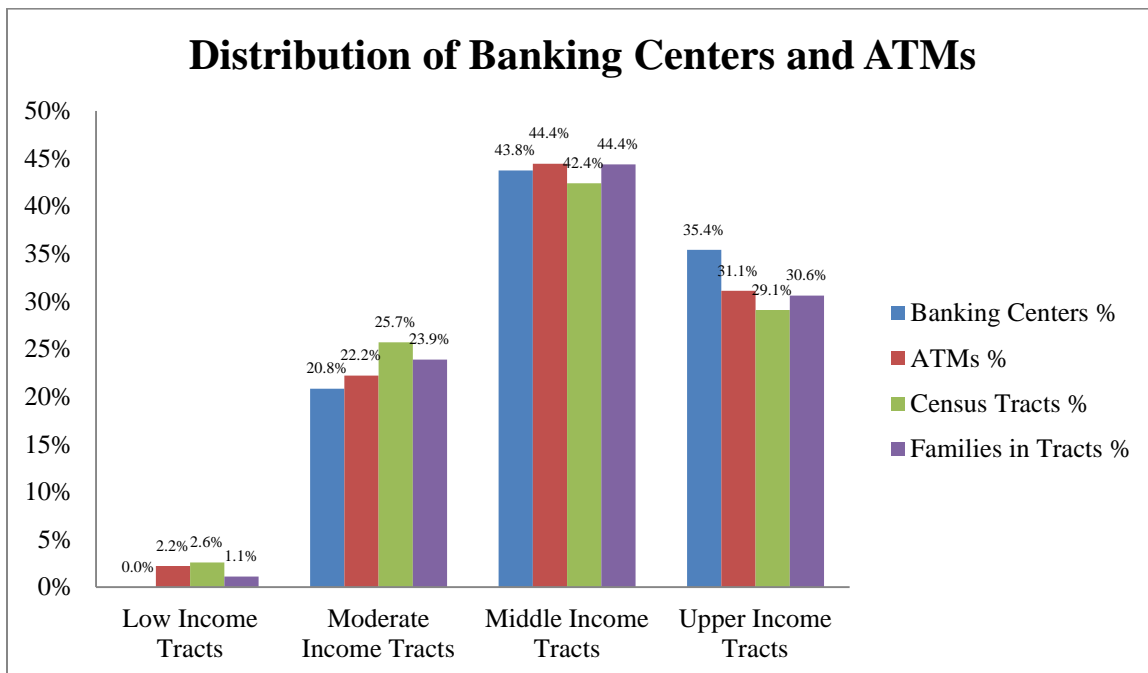
Fifth Third had 45 ATMs within this assessment area as of September 30, 2013, including one in low-income, ten in moderate-income, 20 in middle-income, and 14 in upper-income census tracts. The ATMs in this assessment area represent 1.9% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	0.0%	2.2%	2.6%	1.1%
Moderate	20.8%	22.2%	25.7%	23.9%
Middle	43.8%	44.4%	42.4%	44.4%
Upper	35.4%	31.1%	29.1%	30.6%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 3,057 hours of community development services in this assessment area, which represents 2.1% of all community development services provided and equates to 1.5 annualized persons (ANP). Services included:

- 798 hours of financial expertise on boards and committees
- 1,569 hours of financial education
- 81 hours of technical assistance
- 609 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE TAMPA-ST. PETERSBURG-CLEARWATER MSA

The Tampa-St. Petersburg-Clearwater MSA is comprised of Hernando, Hillsborough, Pasco, and Pinellas Counties, but the bank's assessment area excludes Hernando County. The assessment area is comprised of 33 low-income tracts, 177 moderate-income tracts, 278 middle-income tracts, and 201 upper-income tracts. There are nine tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked sixth out of 63 institutions with 4.9% of the deposit share in the MSA. Bank of America had the majority market share with 16.4% of deposits. The next two largest institutions, Wells Fargo and Raymond James Bank, had 16.2% and 14.8% of the market share, respectively. Deposits in this assessment area accounted for 0.9% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 4,485 HMDA loans and 1,477 CRA loans, which represented 1.6% and 2.8%, respectively, of total loans originated during the evaluation period. This was the 18th largest HMDA market and 12th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 11th among 702 HMDA reporters in the MSA, while Fifth Third Bank ranked 72nd. Wells Fargo, JPMorgan Chase, Bank of America, and Quicken Loans were the top four HMDA lenders in the MSA. Fifth Third Bank ranked 14th of 118 CRA reporters in the MSA in 2012. The top four CRA lenders in the MSA were American Express, FIA Card Services, Citibank, and JPMorgan Chase. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Three community contacts were conducted to provide additional information regarding the assessment area. One contact representing a neighborhood housing organization stated the new mortgage rules, which tightened up underwriting standards, may disproportionately impact low- and moderate-income borrowers. This organization is seeing increases in the number of people interested in obtaining a mortgage, but are not qualified due to bad credit. Even though economic conditions are improving, the contact believes there is still a substantial need for credit, homeownership, and foreclosure counseling in this market. The contact also noted that due to decreased mortgage lending activity and subsequent banking industry downsizing, area financial institutions have decreased their overall commitment of time and money in area nonprofits. As a result, capital investments have decreased, causing several area home improvement/rehabilitation projects to go unfunded.

The second contact representing a community development investment corporation promotes economic development of viable minority-owned small businesses in Hillsborough and Pinellas Counties. The contact stated this is the only investment corporation in the area that provides direct small-dollar, short-term loans, and loan guarantees to businesses owned and operated by minorities.

Furthermore, the contact believes minority business owners to be a historically underserved market segment of the community and that minority small business owners primarily need ongoing financial technical assistance and access to small-dollar, short-term capital. The contact mentioned that Fifth Third is a good business partner and catalyst in providing assistance and funding to this organization and other local area banks have been helpful in providing various types of donations.

The third contact representing an economic development agency stated that while economic conditions are slowly improving in the Tampa area, there have been very few new start-up businesses in recent years. Most of the new businesses have been offshoots of existing businesses. Single-proprietor small businesses are largely disappearing due to an inability to compete with the larger chain stores. The contact stated that local community banks originate a majority of small business loans and smaller-dollar loan requests in this area, while the large banks generally encourage small business owners to make use of credit cards to fund smaller loans (anything under \$20,000). The contact believes there is a need for easier access to start-up capital and entrepreneurial training programs to encourage more start-up businesses.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 2.6 million. Less than a third (28.5%) of the population lived in low- and moderate-income tracts. In addition, 78.7% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 19th largest by terms of population and the second largest MSA in Florida.¹³¹ The largest county in the assessment area is Hillsborough County, which includes Tampa. According to the estimated 2013 U.S. Census data, Tampa was the third largest city in Florida with 352,957 residents and is the 53rd largest city in the United States based on population. St. Petersburg in Pinellas County was the fifth largest city in Florida with 249,688 residents and is the 78th largest city in the United States.¹³² In contrast, the largest city in Pasco County is New Port Richey with only 15,087 residents.¹³³

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased 2.3% during this period. All of the counties experienced growth, with Hillsborough County experiencing the greatest population growth.¹³⁴

¹³¹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹³² City population data derived from U.S. Census Data: <http://www.citypopulation.de/USA-Florida.html>

¹³³ Florida QuickFacts from US Census Bureau: <http://quickfacts.census.gov/qfd/states/12000.html>

¹³⁴ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Hillsborough	1,229,226	1,277,746	3.9%
Pasco	464,697	470,391	1.2%
Pinellas	916,542	921,319	0.5%
Total	2,610,465	2,669,456	2.3%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$57,801, which was slightly higher than Florida’s median family income of \$57,204 and the MSA’s median family income of \$57,333. The median family incomes in the assessment area ranged from a low of \$53,457 in Pasco County to a high of \$59,886 in Hillsborough County. As shown in the table below, the MSA’s median family income decreased substantially in 2011 and while median family incomes subsequently increased in 2012 and 2013, the MSA’s income level remains below the 2010 median family income.

**Borrower Income Levels
FL, Tampa-St. Petersburg-Clearwater - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$55,700	0 - \$27,849	\$27,850 - \$44,559	\$44,560 - \$66,839	\$66,840 - & above
2012	\$56,400	0 - \$28,199	\$28,200 - \$45,119	\$45,120 - \$67,679	\$67,680 - & above
2013	\$56,800	0 - \$28,399	\$28,400 - \$45,439	\$45,440 - \$68,159	\$68,160 - & above

In 2010, the assessment area contained 1,052,909 households, of which 649,472 (61.7%) were families. Of the total families in the assessment area, 38.8% were comprised of low- and moderate-income families. Overall, Pasco County had a slightly higher percentage of low- and moderate-income families compared to the other two counties.

Poverty rates increased in each county from 1999 to 2012.¹³⁵ Hillsborough County had the highest poverty rates both in 1999 and 2012 and the rates were on par with Florida’s poverty rate in 1999 and substantially above Florida’s poverty rate in 2012. Hillsborough County also experienced the largest increase in poverty rates, while Pasco County experienced the smallest increase during this period. Florida’s poverty rates exceeded the national poverty rates during this period. The following table shows the poverty rates for 1999¹³⁶ and 2012.¹³⁷

¹³⁵ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

¹³⁶ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹³⁷ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Hillsborough	12.5%	19.1%	52.8%
Pasco	10.7%	13.4%	25.2%
Pinellas	10.0%	14.1%	41.0%
Florida	12.5%	17.2%	37.6%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 1,253,526 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 57.7%, with a high of 64.9% in Pasco County and a low of 55.7% in Hillsborough County. From an income perspective, 29.1% of housing units and 23.3% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprise 22.5% of the housing within the assessment area. Approximately 32.4% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that demand for mortgage loans would likely be more concentrated in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the assessment area was 30 years old, with only 5.3% of the stock built before 1950. The oldest housing stock was in Pinellas County, with a median age of 35 years, while the newest was 24 years in Pasco County. Since the median age of housing stock in low- and moderate-income tracts is between 35-39 years old, there may be a need for home improvement and rehabilitation loans in these tracts.

The median housing value in the assessment area was \$185,296 as of the 2010 U.S. Census, with an affordability ratio of 25.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 24.4% in Pinellas County to a high of 28.1% in Pasco County.

Based on the 2013 median family income for the MSA, about 20.0% of the homes valued up to \$101,029 would be considered affordable for low-income individuals and approximately 43.4% of the homes valued up to \$161,646 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹³⁸ the median sales price in the MSA in 2012 was \$133,900, which was greater than the median adjusted sales price of \$127,800 in 2011 and less than the median adjusted sales price of \$134,200 in 2010. According to RealtyTrac,¹³⁹ Florida has the highest rate of foreclosure in February 2014. Despite 12 consecutive months of decreased foreclosure filing activity, Florida's foreclosure filing rate is more than three times the national average.¹⁴⁰ The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Hillsborough	1:397
Pasco	1:189
Pinellas	1:452
Florida	1:372
United States	1:1,170

As shown in the table above, Pasco County had the highest rate of foreclosure in February 2014. According to RealtyTrac, Pasco County had the second highest rate of foreclosure in Florida in February 2014. Lastly, all three counties and Florida exceeded the nationwide ratio, with Pinellas County having the lowest rate of foreclosure in this assessment area.

Building permits in all three counties, the MSA, Florida, and the United States are included in the following table for 2011, 2012, and 2013.¹⁴¹

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Hillsborough	3,145	4,161	32.3%	4,909	18.0%
Pasco	1,019	1,216	19.3%	1,611	32.5%
Pinellas	342	517	51.2%	780	50.9%
MSA	6,342	10,161	60.2%	12,152	19.6%
Florida	42,360	64,810	53.0%	86,752	33.9%
United States	624,061	829,658	32.9%	976,369	17.7%

¹³⁸ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹³⁹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

¹⁴⁰ RealtyTrac: <http://www.realtytrac.com/content/foreclosure-market-report/realtytrac-february-2014-us-foreclosure-market-report-7997>

¹⁴¹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Overall, building permits in all three counties, the MSA, Florida, and the United States experienced growth, with the most significant increase in housing permits between 2011 and 2012 and, to a lesser extent, between 2012 and 2013, with the exception of Pasco County, which experienced its greatest increase of housing permits between 2012 and 2013. The rise in the number of permits could indicate that the demand for home purchase loans increased during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, Florida was home to 16 Fortune 500 companies. Of these 16 companies, three are located in this MSA¹⁴².

Fortune 500 Companies in the Tampa Bay Area¹⁴³		
Rank	Company	Revenue (\$ billion)
119	Tech Data Corp. (Clearwater) Pinellas County	\$25.4
163	Jabil Circuit (St. Petersburg) Pinellas County	\$17.2
345	WellCare Health Plans (Tampa) Hillsborough County	\$7.4

¹⁴² Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/index.html?iid=F500_sp_full

¹⁴³ Tampa Bay Area also includes Polk County (Lakeland-Winter Haven MSA)

The table below lists the major employers by county, employment sector, and number of employees.^{144,145}

Major Employers in Hillsborough County	Primary Employment Sectors	Number of Employees
Tampa General Hospital	Healthcare	6,600
Moffitt Cancer Center	Healthcare	4,300
Citi	Finance & Insurance	4,000
MacDill Air Force Base ¹⁴⁶	Government	3,800
Busch Gardens	Entertainment & Recreation	3,800
Sweetbay Supermarket*	Retail	2,800
Major Employers in Pasco County	Primary Employment Sectors	Number of Employees
Pasco County School District	Healthcare	9,278
HCA Healthcare	Healthcare	2,646
Pasco County Government	Government	2,000
Florida Medical Clinic	Healthcare	1,193
Florida Hospital Zephyrhills	Healthcare	950
Major Employers in Pinellas County	Primary Employment Sectors	Number of Employees
All Children's Hospital	Healthcare	2,900
Home Shopping Network (HSN)*	Retail	2,800
Raymond James Financial*	Finance & Insurance	2,800
Bayfront Medical Center	Healthcare	2,000
Bright House Networks	Telecommunications	2,000

*Headquarters

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for all three counties, the MSA, Florida, and the nation.¹⁴⁷

¹⁴⁴ Tampa Bay Major Employers: <http://www.tampabay.org/site-selection/major-employers>

¹⁴⁵ Pasco County Major Employers: <http://www.pascoedc.com/Pasco-Data/Labor-Employment/Largest-Employers>

¹⁴⁶ <http://tbtpics.tampabay.com/news/military/macdill/proposed-defense-cuts-do-not-appear-to-put-macdill-at-risk/2167174>

¹⁴⁷ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Tampa-St. Petersburg-Clearwater FL MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Hillsborough	10.2	8.9	5.7
Pasco	11.8	9.9	7.0
Pinellas	10.3	8.5	6.0
Florida	10.3	8.6	6.2
MSA	10.6	8.8	6.2
United States	8.5	7.9	7.0

Overall, the unemployment rates declined in 2011, 2012, and 2013. All three counties had higher unemployment rates than the nationwide rates in 2011 and 2012; however, Florida, the MSA, and Hillsborough and Pinellas Counties had unemployment rates below the nationwide rate in 2013.

According to an article in the *Harold-Tribune*, JPMorgan Chase planned to lay off 840 mortgage staffers in Florida, including 650 in the Tampa area.¹⁴⁸

¹⁴⁸ Hielschler, John. "SunTrust Follows Trend with Layoffs." *Herald-Tribune*. October 17, 2013 - <http://www.heraldtribune.com/article/20131017/ARTICLE/310179986>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
TAMPA-ST. PETERSBURG-CLEARWATER MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is adequate and has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. Further, the bank made a relatively high level of community development loans. Although the bank made a relatively high level of community development loans, there is a moderate amount of lending gaps in this assessment area. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. Home improvement loans received the least consideration. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 2,715 home refinance loans, 1,701 home purchase loans, 69 home improvement loans, 1,470 small business loans, and 14 community development loans during the evaluation period. The percentage of the bank’s total lending at 1.8% is less than the percentage of total deposits at 3.2% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, while low-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in 23 of 33 low-income census tracts and 162 of 177 moderate-income tracts. This demonstrates a moderate-level of lending gaps within the assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	1,271	\$220,834
Down Payment Assistance Programs	89	\$6,509,340
Other Flexible Lending Programs	946	\$181,570,174

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of

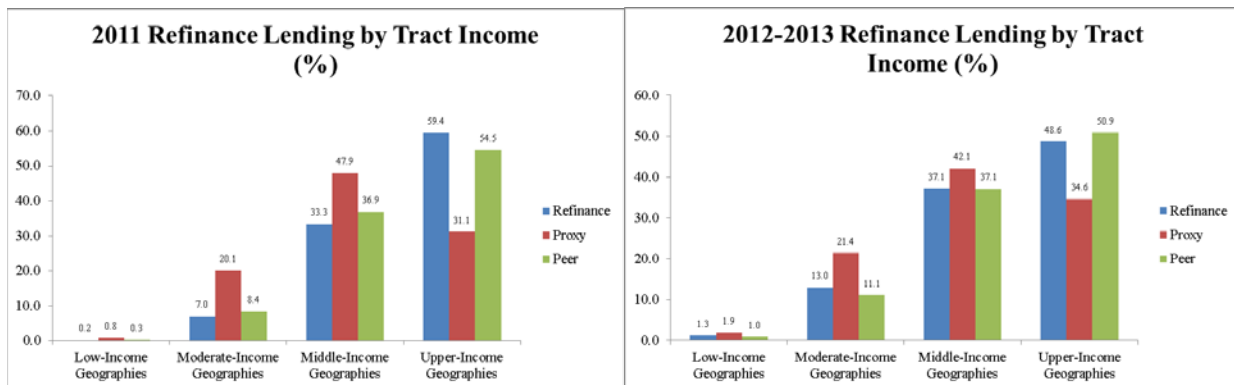
modifications in each income tract category was comparable to the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance and home improvement lending are adequate, while home purchase is good. Small business lending was excellent.

Refinance Loans

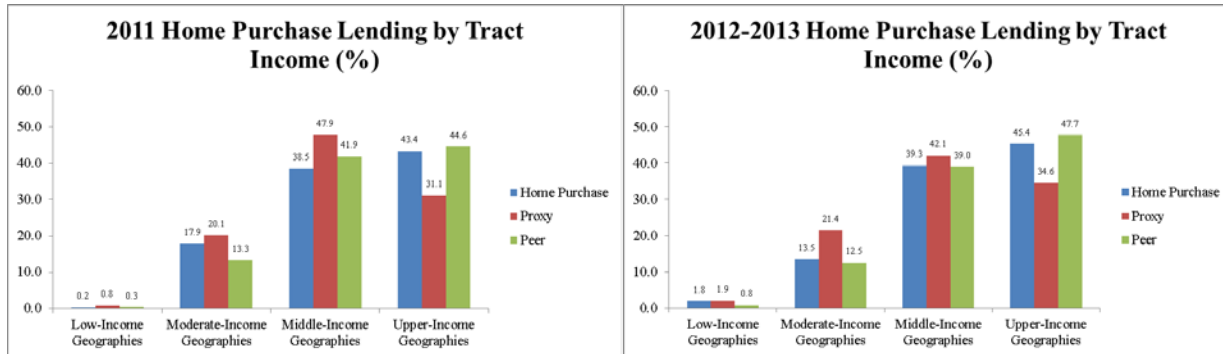


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

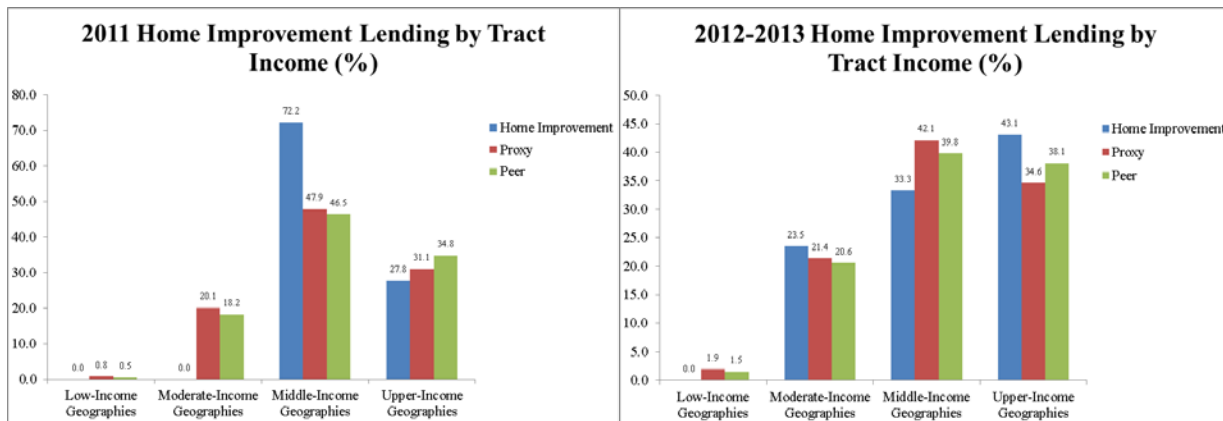


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts.

In 2011, home purchase lending in moderate-income tracts was slightly below the percentage of owner-occupied units and higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is good.

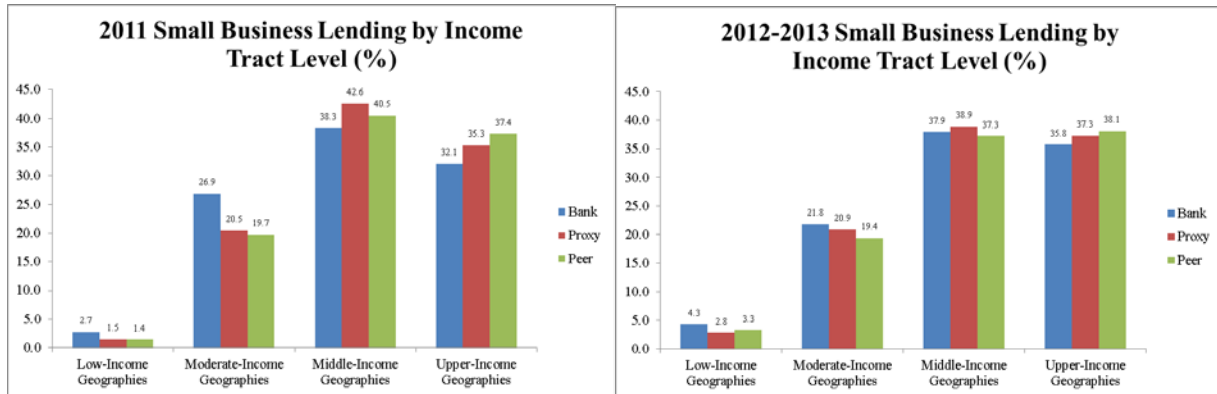
Home Improvement



Fifth Third did not originate any home improvement loans in low-income tracts during the review period, nor did it originate any home improvement loans in moderate-income tracts in 2011. In 2012 and 2013, home improvement lending in moderate-income tracts was slightly higher than the percentage of owner-occupied units and peer. Further, in 2011, home improvement lending in middle-income tracts exceeded both proxy and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



Small business lending opportunities in low-income tracts were limited during the review period. Nevertheless, small business lending in low-income tracts was slightly higher than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

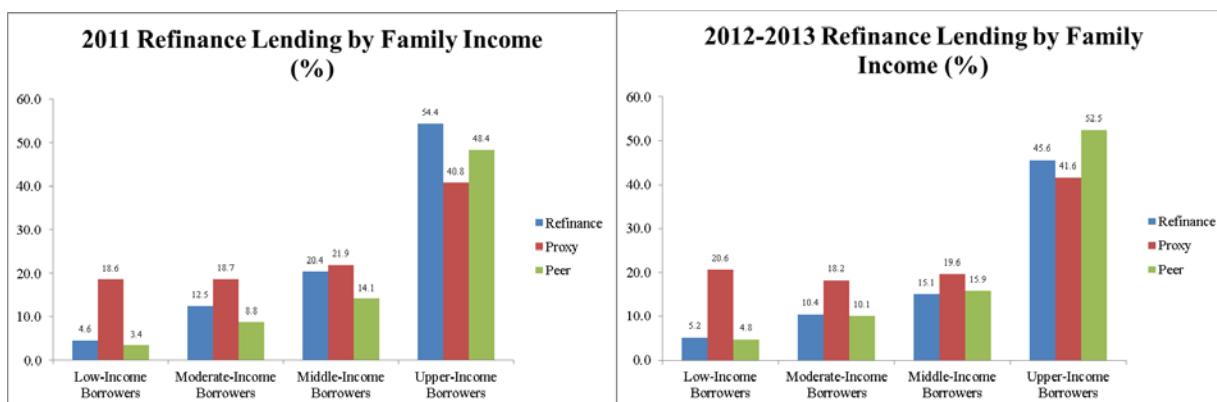
In 2011, small business lending in moderate-income tracts was higher than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was comparable to the proxy and higher than peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by both family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

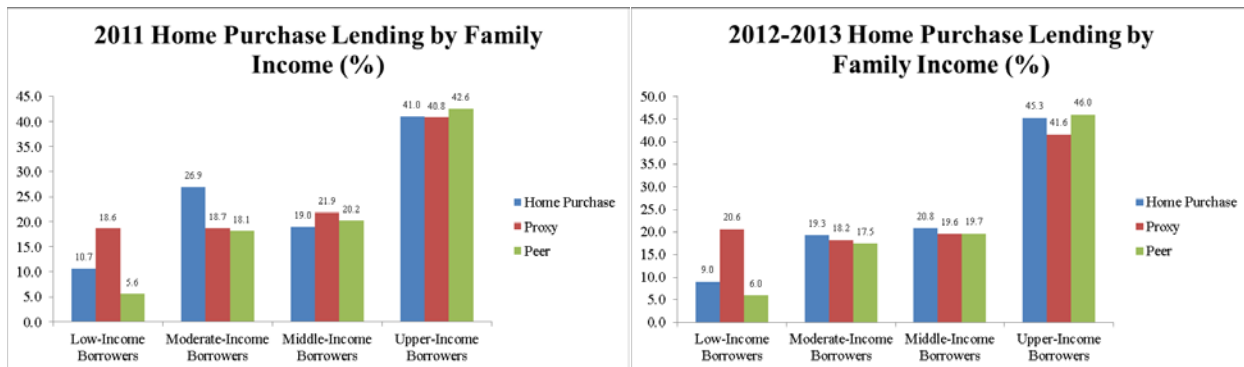
Refinance Loans



Refinance lending to low-income borrowers was less than the percentage of low-income families (proxy), but comparable to peer. Refinance lending to moderate-income borrowers was also less than the percentage of moderate-income families. Refinance lending in upper-income tracts exceeded the proxy.

Overall, the distribution of refinance loans to borrowers of different income levels is poor.

Home Purchase Loans

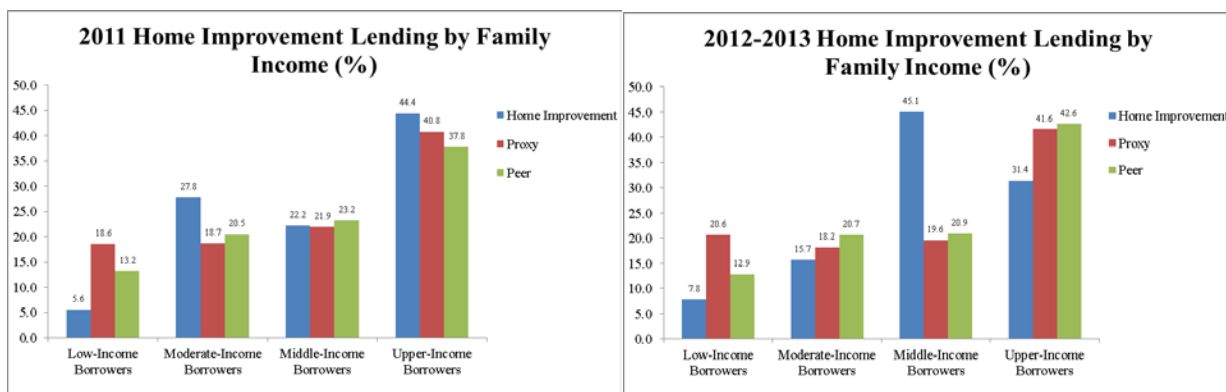


Home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was higher than the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Home Improvement Loans

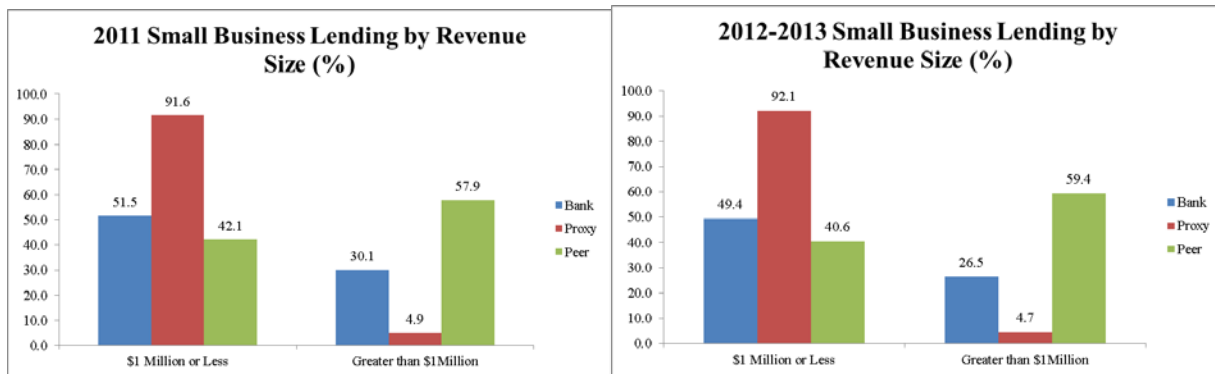


Home improvement lending to low-income borrowers was less than the percentage of low-income families (proxy) and peer.

In 2011, home improvement lending to moderate-income borrowers was higher than the percentage of moderate-income families and peer, but was less than the proxy and peer in 2012 and 2013.

Overall, the distribution of home improvement loans to borrowers of different income levels is adequate.

Small Business Loans



Fifth Third originated more than approximately half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer).

Further analysis of small business lending shows 76.9% and 79.4% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 95.3% in 2011, 2012, and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 14 community development loans totaling \$48.7 million. Community development lending in this assessment area represented 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the 14 loans made in the assessment area, seven (\$42.7 million) were for revitalization/stabilization of low- and moderate-income geographies, while three (\$3.5 million) were for economic development. An additional three loans (\$3.5 million) were for community services and the remaining loan was for affordable housing. Given Fifth Third’s limited market share and the presence of several large banks in the market and, as such, the competition for community development loans, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 60 investments in this assessment area totaling \$14.1 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	18	\$13,857,845
Community Services	20	\$115,050
Economic Development	20	\$145,034
Revitalization/Stabilization	2	\$2,200
Totals	60	\$14,120,129

The bank made 2.3% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.9% and less than the percentage of branch offices at 3.2%.

This is considered an excellent level of qualified community development investments and grants, and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are excellent and the bank provided a good level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

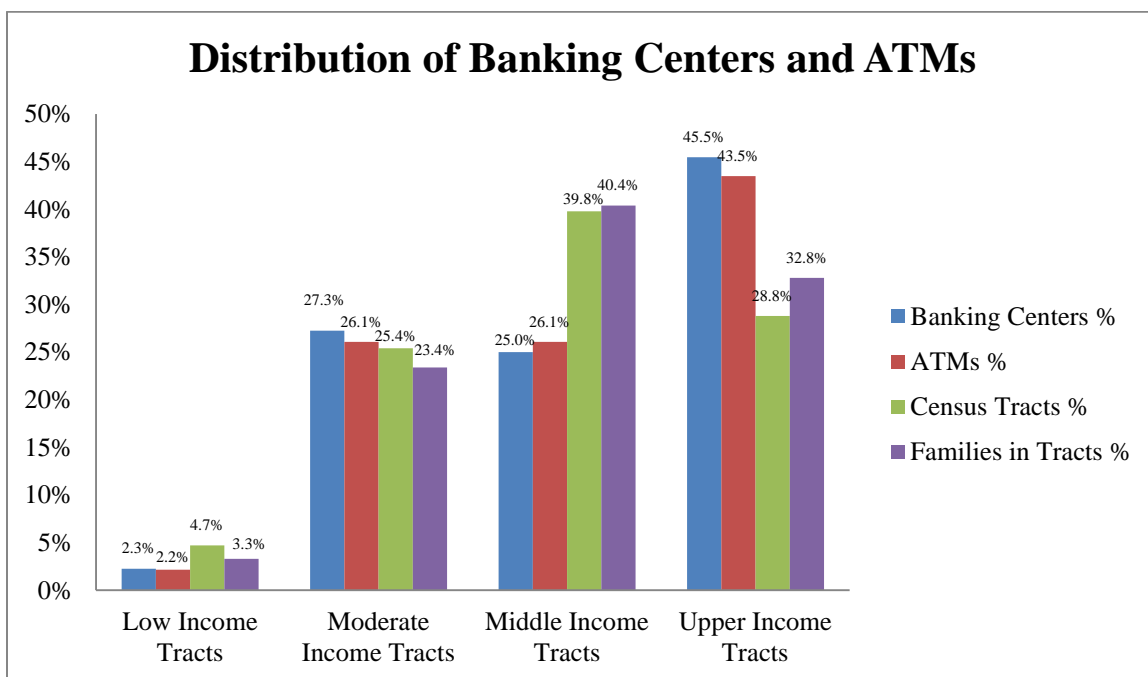
Fifth Third had a total of 44 banking centers within this assessment area as of September 30, 2013, including one in low-income, 12 in moderate-income, 11 in middle-income, and 20 in upper-income census tracts. The banking centers in this assessment area represent 3.2% of all the institution’s banking centers.

Fifth Third had a total of 46 ATMs within this assessment area as of September 30, 2013, including one in low-income, 12 in moderate-income, 12 in middle-income, 20 in upper-income census tracts and one in a census tract of unknown income. The ATMs in this assessment area represent 2.0% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	2.3%	2.2%	4.7%	3.3%
Moderate	27.3%	26.1%	25.4%	23.4%
Middle	25.0%	26.1%	39.8%	40.4%
Upper	45.5%	43.5%	28.8%	32.8%

The table reflects an adequate distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution includes the opening of two banking centers since November 15, 2011. The net change in banking centers resulted in an increase of one banking center in low-income tracts and one banking center in middle-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 1,395 hours of community development services in this assessment area, which represents 1.6% of all community development services provided and equates to 0.7 annualized persons (ANP). Services included:

- 384 hours of financial expertise on boards and committees
- 833.5 hours of financial education
- 84 hours of technical assistance
- 95 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
CAPE CORAL-FORT MYERS, FL MSA**

The Cape Coral-Fort Myers FL MSA is comprised of Lee County. The bank takes the entire MSA in its assessment area. The assessment area is comprised of five low-income, 32 moderate-income, 80 middle-income, and 48 upper-income tracts. There is also one tract with no income designation.

Fifth Third ranked fourth of 36 institutions in the assessment area with 8.2% of deposits as of June 30, 2013. Deposits in the MSA represented 1.1% of the bank's total deposits.

This was the 25th largest HMDA market and the 23rd largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
CAPE CORAL-FORT MYERS, FL MSA**

Lending Test*	Investment Test*	Service Test*
Below	Consistent	Above

* Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated loans in a vast majority of the census tracts within the assessment area and has an adequate distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower's income levels and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third made 14 community development loans totaling \$12.6 million in this assessment area, which is a relatively high level.

Overall, the institution funded over \$6.5 million on community development investments.

Retail services are readily accessible and is a leader in providing community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
FORT LAUDERDALE-POMPANO BEACH-DEERFIELD BEACH, FL MD**

The Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD is comprised of Pompano County. The bank takes the entire MD in its assessment area. The assessment area is comprised of 19 low-income, 99 moderate-income, 133 middle-income, and 109 upper-income tracts. There is also one tract with no income designation.

Fifth Third ranked 37th of 56 institutions in the MD with 0.2% of deposits as of June 30, 2013. Deposits in the MD represented less than 0.1% of the bank’s total deposits.

This was the 45th largest HMDA market and the 43rd largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
FORT LAUDERDALE-POMPANO BEACH-DEERFIELD BEACH, FL MD**

Lending Test*	Investment Test*	Service Test*
Below	Consistent	Below

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Significant gaps in lending were noted in all geographies, except upper-income tracts. Despite the gaps, Fifth Third has a good distribution of loans among geographies. However, Fifth Third has a poor distribution of loans based on borrower’s income levels and a poor distribution of loans to businesses of different revenue sizes. Fifth Third originated 15 community development loans totaling \$115.2 million and is considered a leader in making community development loans.

Overall, the institution funded \$530,540 in community development investments.

Retail services are unreasonably inaccessible and the bank provided a relatively high level of community development services

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
LAKELAND-WINTER HAVEN, FL MSA**

The Lakeland-Winter Haven FL MSA is comprised of Polk County and Fifth Third takes the entire MSA in its assessment area. The assessment area is comprised of five low-income, 36 moderate-income, 76 middle-income, and 36 upper-income tracts. There is also one tract with no income designation.

Fifth Third ranked 13th of 36 institutions in the assessment area with 1.9% of deposits as of June 30, 2013. Deposits in the MSA represented 0.1% of the bank’s total deposits.

This was the 47th largest HMDA market and the 45th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
LAKELAND-WINTER HAVEN, FL MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Above	Consistent

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area and has a good distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower’s income levels and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third originated six community development loans totaling \$24.3 million and is a leader in making community development loans.

Overall, the institution funded nearly \$6.3 million in community development investments.

Retail services are accessible and the bank provided a relatively high level of community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
SARASOTA-BRADENTON-PUNTA GORDA, FL CSA**

The Sarasota-Bradenton-Punta Gorda FL CSA is comprised of the following two MSAs:

- North Port-Bradenton-Sarasota FL MSA #35840, consisting of Manatee and Sarasota Counties
- Punta Gorda FL MSA #39460, consisting of Charlotte County

The bank takes all of these counties in its assessment area. The assessment area is comprised of four low-income, 45 moderate-income, 105 middle-income, and 56 upper income tracts. There is also one tract with no income designation.

Fifth Third ranked fifth of 47 institutions in the assessment area with 4.0% of deposits as of June 30, 2013. Deposits in the CSA represented 0.8% of the bank’s total deposits.

This was the 33rd largest HMDA market and the 25th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
SARASOTA-BRADENTON-PUNTA GORDA, FL CSA**

Lending Test*	Investment Test*	Service Test*
Below	Below	Above

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. Further, Fifth Third has an adequate distribution of loans among geographies. Fifth Third also has a good distribution of loans based on borrower’s income levels and an adequate distribution of loans to businesses of different revenue sizes given its limited presence in the market area. Fifth Third originated nine community development loans totaling \$16.9 million in this assessment area, which is a relatively high level.

Overall, the institution funded over \$4.5 million in community development investments.

Retail services are readily accessible and the bank is a leader in providing community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
WEST PALM BEACH-BOCA RATON-BOYNTON BEACH, FL MD**

The West Palm Beach-Boca Raton-Boynton Beach FL MD is comprised of Palm Beach County and the bank takes the entire MD in its assessment area. The assessment area is comprised of 21 low-income, 84 moderate-income, 106 middle-income, and 118 upper-income tracts. There are also eight tracts with no income designation.

Fifth Third ranked 20th of 59 institutions in the assessment area with 0.6% of deposits as of June 30, 2013. Deposits in the MD represented 0.2% of the bank’s total deposits.

This was the 43rd largest HMDA market and the 41st largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
WEST PALM BEACH-BOCA RATON-BOYNTON BEACH, FL MD**

Lending Test*	Investment Test*	Service Test*
Consistent	Below	Consistent

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area; however, significant gaps in lending within low- and moderate-income tracts were noted. Despite the lending gaps noted in low- and moderate-income tracts, Fifth Third has a good distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower’s income levels and an adequate distribution of loans to businesses of different revenue sizes given its limited presence in the market area. Fifth Third made seven community development loans totaling \$37.3 million in this assessment area and is considered a leader in making community development loans.

Overall, the institution funded over \$3.7 million in community development investments.

While retail services are readily accessible, the bank provided an adequate level of community development services.

STATE OF GEORGIA

CRA RATING for State of Georgia: “Satisfactory”
The lending test is rated: “High Satisfactory”
The investment test is rated: “Outstanding”
The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An adequate responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A relatively high level of community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems are reasonably accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted in the Augusta-Richmond County MSA, while a limited scope was performed on the Atlanta-Sandy Springs-Marietta MSA. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The Atlanta-Sandy Springs-Marietta area received more weight, since it represented a larger market by deposit and lending volume than Augusta-Richmond County.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN GEORGIA

Lending activity in Georgia accounted for 2.1% of the bank's total lending activity, while deposits accounted for 0.9% of total deposits. HMDA-reportable lending in Georgia represented 2.3% of the bank's total HMDA-reportable lending, while CRA-reportable lending represented 0.9% of the bank's total CRA-reportable lending. As of June 30, 2013, the bank ranked 24th among 267 insured institutions in deposit share with 0.4% of the deposits within the state. As of December 31, 2013, there were 33 banking center locations and 26 ATMs within Georgia.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN GEORGIA

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Georgia is rated "High Satisfactory." Fifth Third's lending reflects adequate responsiveness to credit needs in the Augusta-Richmond County MSA and a good responsiveness in the Atlanta-Sandy Springs-Marietta MSA.

Lending Activity

Considering Fifth Third's limited presence in Georgia, lending activity is adequate. Fifth Third has a relatively small market share in the state. Within Georgia, Fifth Third originated 1,318 home purchase, 5,132 refinance, 35 home improvement, 518 small business loans, and one small farm loan.

There were not enough small business loans in the Augusta-Richmond County MSA or enough home improvement, small farm, or multi-family loans in either MSA to conduct meaningful analyses.

Geographic and Borrower Distribution

Overall, the distribution of loans among geographies is good. The geographic distribution is good in the Atlanta-Sandy Springs-Marietta MSA and adequate in the Augusta-Richmond County MSA. Overall, significant lending gaps were identified. Lending gaps were moderate in the Augusta-Richmond County MSA and significant in the Atlanta-Sandy Springs-Marietta MSA.

Overall, the distribution of loans among borrowers of different income levels and to businesses of different income levels is adequate. The distribution to borrowers of different income levels is good in the Augusta-Richmond County MSA and adequate in the Atlanta-Sandy Springs-Marietta MSA. The distribution to business of different revenue sizes in the Atlanta-Sandy Springs-Marietta MSA, which was the only assessment area with sufficient small business loans for analysis, is adequate.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

In Georgia, Fifth Third originated 22 community development loans totaling \$207.9 million, which represents 4.3% of the bank's community development lending by dollar volume. In addition, one loan for \$2 million was made in the state, but outside of the bank's assessment area. This loan was also considered since Fifth Third adequately met the needs of its assessment areas within the state. All of these loans were made in the Atlanta-Sandy Springs-Marietta MSA, making the bank a leader in providing community development loans. No community development loans were made in the Augusta-Richmond County MSA. Nonetheless, Fifth Third made a relatively high level of community development loans in Georgia.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Georgia is rated "Outstanding." The institution funded over \$12.8 million in community development investments in Georgia during the evaluation period. Investments reflected excellent performances in both assessment areas.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within in the assessment areas located in Georgia is rated "High Satisfactory." Overall, retail services are adequate and community development services are excellent within Georgia.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are reasonably accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail services are adequate in both assessment areas.

The institution's record of opening and closing banking centers has improved the accessibility of delivery systems. One banking center was opened in a low-income tract and two were opened in moderate-income tracts in the Atlanta-Sandy Springs-Marietta MSA

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

The bank is a leader in providing community development services, with a good level of community development services in the Augusta-Richmond County MSA and an excellent level of community development services in the Atlanta-Sandy Springs-Marietta MSA.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE AUGUSTA-RICHMOND COUNTY, GA MSA

The Augusta-Richmond County GA-SC multi-state assessment area consists of Burke, Columbia, McDuffie, and Richmond Counties in Georgia and Aiken and Edgefield Counties in South Carolina. Fifth Third's assessment area includes only Columbia and Richmond Counties in Georgia. The assessment area is comprised of eight low-income, 16 moderate-income, 22 middle-income, and 11 upper-income tracts.

As of June 30, 2013, Fifth Third ranked ninth of 15 institutions with 2.1% of the deposit share in the assessment area. The two largest banks in the assessment area were Wells Fargo and Georgia Bank & Trust Company of Augusta (Georgia Bank & Trust) with 26.7% and 25.7% of deposits, respectively. SunTrust had the third largest amount of deposits with a 13.1% market share. Deposits in this assessment area accounted for 0.1% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 369 HMDA loans and 16 CRA loans, which represented 0.1% of HMDA and less than 0.1% of CRA loans originated during the evaluation period. This was the third smallest (58th) HMDA market and smallest (60th) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 20th among 248 HMDA reporters in the assessment area, while Fifth Third Bank ranked 37th. Wells Fargo, Georgia Bank & Trust, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 24th of 42 CRA reporters in the assessment area in 2012. The top three CRA reporters were American Express, Capital One, and Georgia Bank & Trust. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. The first contact, representing an affordable housing organization, stated that Augusta has a much stronger economy compared to other cities in the Southeast. Major contributors to the local economy are health services, the military, a nuclear power plant, and colleges and universities. The contact felt more small business loans could be made in low- and moderate-income communities and opportunities are available to help college students in the area. Generally, banks have become more restrictive in their lending. The contact also stated that smaller regional and larger national banks are involved in the community; however, the organization must contact the institutions for funding.

The second contact represented an organization that provides assistance to small businesses and indicated economic conditions were favorable for the most part and businesses have begun to expand. Due to the military base and large medical centers, the Augusta area did not suffer as much as other parts of the state during the recession. Small businesses require financing for working capital, new equipment, and expansion, improvement, and acquisition of land and buildings. The contact has worked closely with local banks to obtain financing for small businesses. Georgia Bank & Trust was specifically mentioned as being helpful to the organization.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 324,602. The percentage of the population living in low- and moderate-income tracts was 28.3%. In addition, 74.4% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Augusta-Richmond County MSA was the 92nd largest in terms of population and the second largest in Georgia.¹⁴⁹ Augusta-Richmond County is a consolidated city-county with an estimated population of 197,872 in 2012, making it the third largest in Georgia and the 117th largest in the nation.¹⁵⁰

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. Both of the counties experienced growth from 2010 to 2012, with Columbia County having the greatest population growth.¹⁵¹

County	2010 Population	2012 Population	Population Percent Change
Columbia	124,053	131,627	6.1%
Richmond	200,549	202,587	1.0%
Total	324,602	334,214	3.0%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income for the assessment area was \$56,029, which was lower than Georgia’s median family income of \$58,790. The median family income in Columbia County of \$74,426 was much higher than Richmond County’s median family income of \$45,220. The median family income for Augusta-Richmond MSA in 2010 was \$54,953. As shown in the following table, the median family income for the MSA increased somewhat in 2011 and 2012, but decreased in 2013.

¹⁴⁹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹⁵⁰ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/13000.html>

¹⁵¹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
GA, Augusta-Richmond County - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$57,100	0 - \$28,549	\$28,550 - \$45,679	\$45,680 - \$68,519	\$68,520 - & above
2012	\$57,900	0 - \$28,949	\$28,950 - \$46,319	\$46,320 - \$69,479	\$69,480 - & above
2013	\$56,800	0 - \$28,399	\$28,400 - \$45,439	\$45,440 - \$68,159	\$68,160 - & above

In 2010, the assessment area contained 115,921 households, of which 79,328 (68.4%) were families. Of the total families in the assessment area, 38.9% were comprised of low- and moderate-income families. The percentage of low- and moderate-income families in Richmond County at 48.7% was almost twice the percentage of low- and moderate-income families in Columbia County at 24.8%.

Poverty rates increased in the two counties in the assessment area from 1999 to 2012.¹⁵² Richmond County's poverty rate was much higher than Columbia County's poverty rate for both years. The poverty rate almost doubled in Columbia County from 1999 to 2012, but remained below the statewide and nationwide rates for both years. The poverty rate in Richmond County increased significantly from 1999 to 2012 and the poverty rate was above the nationwide and statewide rates for both years. The following table shows the poverty rates for 1999¹⁵³ and 2012.¹⁵⁴

County	1999 Poverty Rate	2012 Poverty Rate	Change
Columbia	5.1%	10.0%	96.1%
Richmond	19.6%	27.4%	39.8%
Georgia	13.0%	19.2%	47.7%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 132,411 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 57.4%. The owner-occupancy rate was 72.9% in Columbia County and 49.1% in Richmond County. From an income perspective, 32.3% of housing units and 23.4% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprised 12.6% of the housing within the assessment area. Approximately 42.2% of multi-family housing was located in low- or moderate-income tracts.

¹⁵² United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

¹⁵³ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹⁵⁴ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

The median age of housing stock in the assessment area was 29 years old, with only 9.6% of the stock built before 1950. The median age of the housing stock in Columbia County was 19 years and 35 years for Richmond County. Since the housing stock is relatively young, there likely will not be a significant need for home improvement loans.

The median housing value in the assessment area was \$127,305 as of the 2010 U.S. Census, with an affordability ratio of 36.3%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio in Columbia County was 39.3% and 38.2% in Richmond County.

Based on the 2013 median family income for the MSA, about 36.4% of the homes valued up to \$101,029 would be considered affordable for low-income individuals and approximately 64.7% of the homes valued up to \$161,646 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to RealtyTrac,¹⁵⁵ Georgia had the ninth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Columbia	1:1,023
Richmond	1:871
Georgia	1:1,011
United States	1:1,170

As shown in the table above, Richmond County had the highest foreclosure rate in this assessment area in February 2014, while Columbia County had a slightly lower foreclosure rate than Georgia. The two counties and Georgia exceeded the nationwide ratio in February 2014.

Building permits in the Augusta-Richmond County MSA, Georgia, and the United States are included in the following table for 2011, 2012, and 2013.¹⁵⁶

¹⁵⁵ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

¹⁵⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Augusta-Richmond County MSA	2,385	2,267	-4.9%	2,238	-1.3%
Georgia	18,493	24,350	31.7%	34,721	42.6%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA declined slightly from 2011 to 2012 and from 2012 to 2013. The trend in the MSA did not match the strong growth in Georgia and the nationwide increases during the same period.

Labor, Employment, and Economic Characteristics

The two largest manufacturing employers in Augusta are EZ Go Textron and Covidien. Other major employers are International Paper, Kellogg's, and FPL Food, LLC.¹⁵⁷

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Georgia, and the nation.¹⁵⁸

Augusta-Richmond County, GA MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Columbia	7.0	6.8	5.9
Richmond	10.5	10.4	8.8
Georgia	9.9	9.0	7.3
MSA	9.1	8.8	7.4
United States	8.5	7.9	7.0

Unemployment rates decline in the two counties from 2011 to 2012 and from 2012 to 2013. The unemployment rates in Columbia County were lower than the Augusta-Richmond County MSA, Georgia, and the national rates for 2011, 2012, and 2013. While the unemployment rate declined in Richmond County, it remained above the rate for the MSA, state, and nation for all three years.

¹⁵⁷ Augusta Economic Development – Largest Employers:

¹⁵⁸ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE AUGUSTA-RICHMOND COUNTY, GA MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. However, Fifth Third had moderate gaps in lending and did not originate any community development loans during the review period. Fifth Third has an adequate geographic distribution of loans in the area and a good distribution among borrowers of different income levels. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Lending activity in this assessment area was limited and, as such, there was not enough home improvement, multi-family, small business, or small farm loans to conduct a meaningful analysis. The greatest weight was given to the evaluation of home refinance lending, followed by home purchase lending, based on the overall volume of lending.

Details of the bank's residential mortgage and small business lending and information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 313 home refinance loans, 47 home purchase loans, nine home improvement loans, 16 small business loans, and no community development loans during the evaluation period. The percentage of the bank's total lending at 0.1% is similar to the percentage of total deposits at 0.1% in this area.

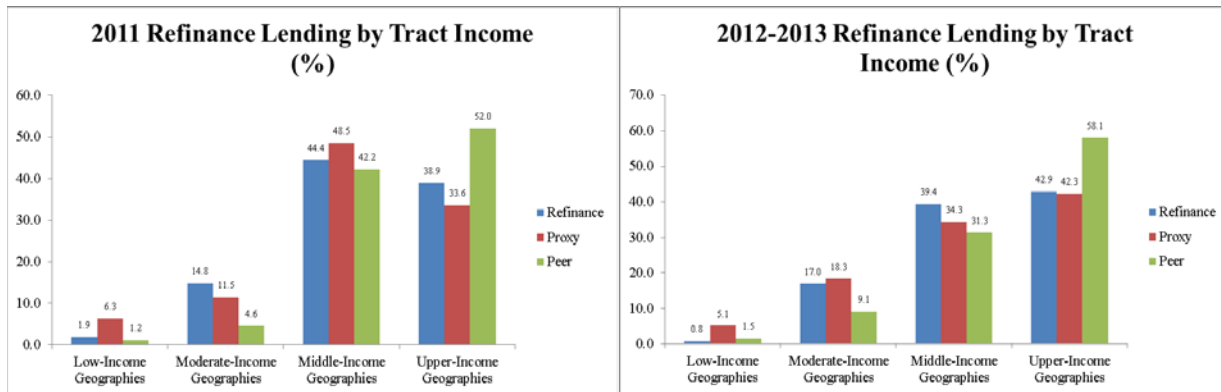
Although Fifth Third originated loans in a majority of the census tracts (77.6%) within the assessment area, moderate lending gaps were noted in low- and moderate-income tracts. In 2012 and 2013, Fifth Third originated loans in four out of eight low-income census tracts and 13 out of 16 of moderate-income census tracts. Lending in middle- and upper-income tracts reached 77.3% and 85.7% of the tracts, respectively.

Several large banks hold the largest market share of mortgage and small business lending, thus increasing the competition among other financial institutions in the area. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is adequate. The largest loan category, refinance loans, is adequate and home purchase lending is good.

Refinance Loans

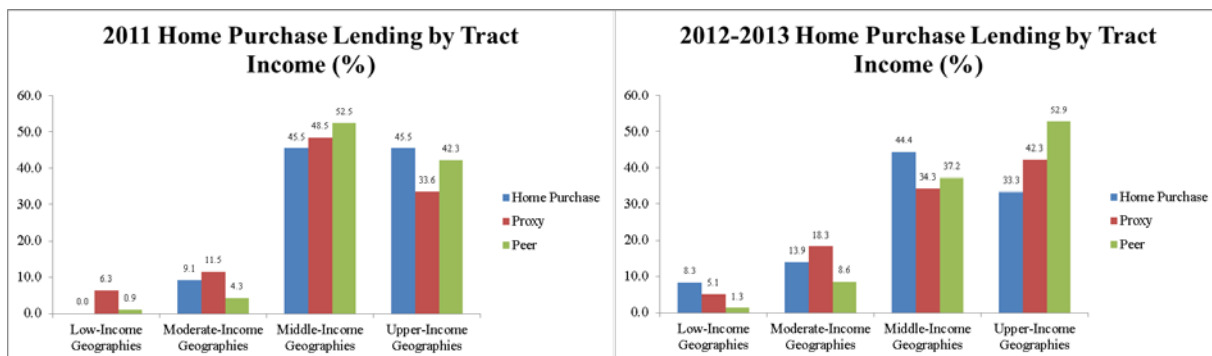


During the assessment period, refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and comparable to peer.

In 2011, refinance lending in moderate-income tracts was greater than the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and greater than peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase



Fifth Third did not originate any home purchase loans in low-income tracts in 2011. In 2012 and 2013, home purchase lending in low-income tracts was greater than the percentage of owner-occupied homes (proxy) and substantially better than peer.

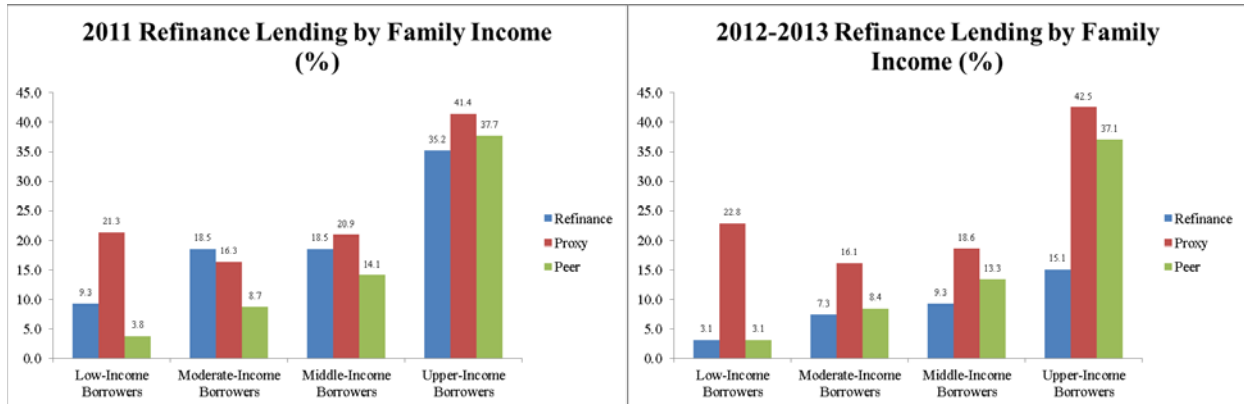
In 2011, home purchase lending was less than the percentage of small businesses located in low-income tracts (proxy) and greater than the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending was less than the proxy and greater than peer.

Overall, the geographic distribution of home purchase loans is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans based on borrower’s income is good. According to the 2010 U.S. Census, 43.2% of families living in low-income tracts and 23.4% of families in moderate-income tracts were below the poverty level and, although poverty level is determined by family size and income, it may be difficult for low-income individuals to qualify for loans, especially if income is below the poverty level.

Refinance Loans

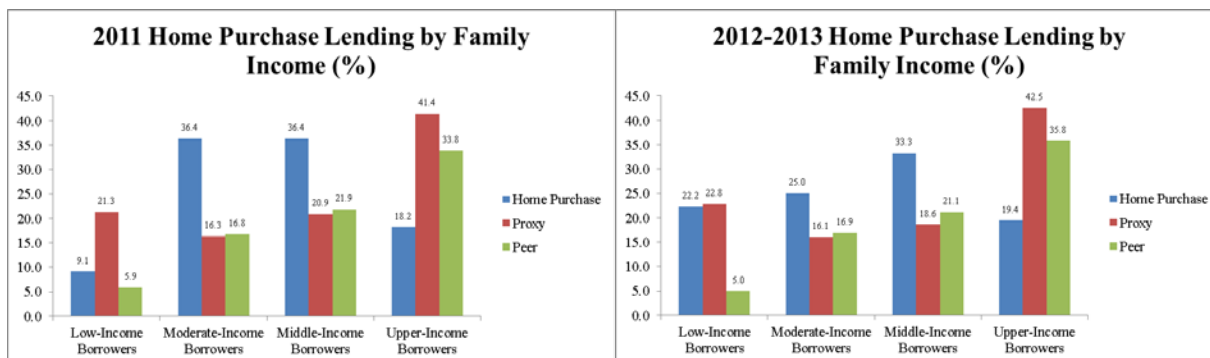


In 2011, refinance lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer. Similarly, in 2012 and 2013, refinance lending to low-income borrowers was also below the percentage of low-income families, but comparable to peer.

In 2011, refinance lending to moderate-income borrowers was slightly better than the percentage of moderate-income families (proxy) and higher than peer. In 2012 and 2013, refinance lending to moderate-income borrowers was also below the percentage of low-income families, but comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and better than peer. In 2012 and 2013, the level of home purchase lending to low-income borrowers was comparable to the proxy and above peer. During the review period, the level of home purchase lending to moderate-income borrowers was above the percentage of low-income families and peer.

As such, the distribution of home purchase loans to borrowers of different income levels is excellent.

Community Development Loans

No community development loans were made in this MSA, which is considered a poor level of community development loans.

Investment Test

The institution funded 21 investments in this assessment area totaling \$1.5 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	5	\$1,501,063
Community Services	13	\$59,750
Economic Development	3	\$6,450
Revitalization/Stabilization	0	\$0
Totals	21	\$1,567,263

The bank made 0.3% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.1% and similar to the percentage of branch offices at 0.3%.

This is considered to be an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is adequate. Retail services are reasonably accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

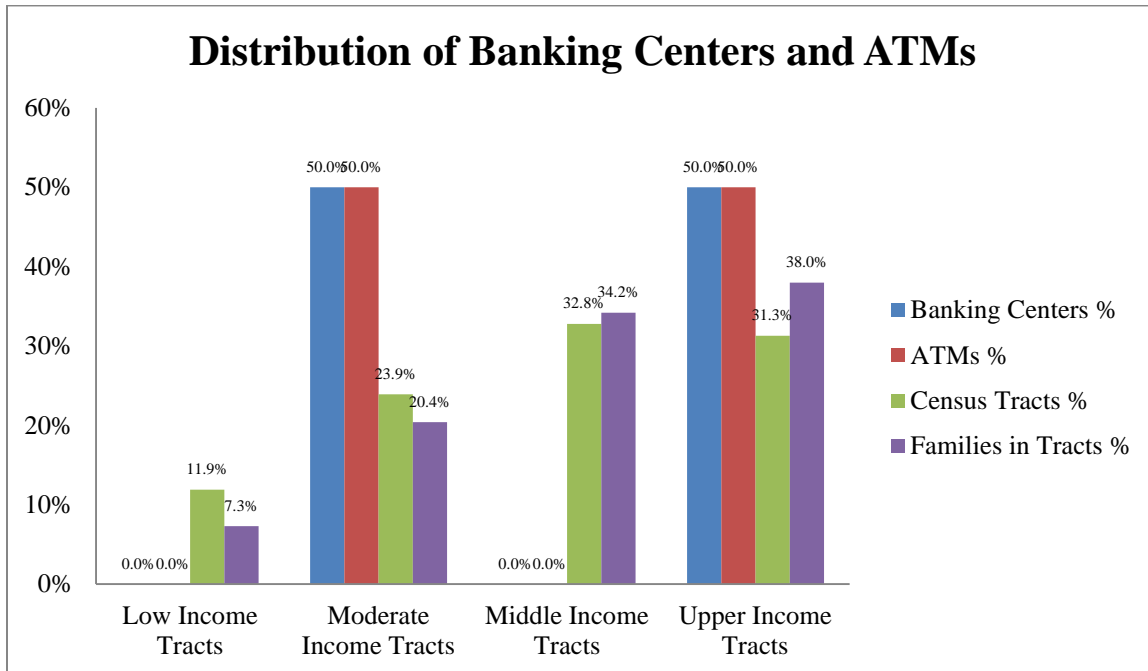
Fifth Third had four banking centers within this assessment area as of September 30, 2013, including two in moderate-income and two in upper-income census tracts. The banking centers in this assessment area represent 0.3% of all the institution’s banking centers.

Fifth Third had four ATMs within this assessment area as of September 30, 2013, including two in moderate-income and two in upper-income census tracts. The ATMs in this assessment area represent 0.2% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	0.0%	0.0%	11.9%	7.3%
Moderate	50.0%	50.0%	23.9%	20.4%
Middle	0.0%	0.0%	32.8%	34.2%
Upper	50.0%	50.0%	31.3%	38.0%

The table reflects a poor distribution within low-income tracts and an outstanding distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 436 hours of community development services in this assessment area, which represents 0.5% of all community development services provided and equates to 0.2 annualized persons (ANP). Services included:

- 20 hours of financial expertise on boards and committees
- 168 hours of financial education
- 248 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE ATLANTA-SANDY SPRINGS-MARIETTA, GA MSA

The Atlanta-Sandy Springs-Marietta GA MSA consists of Barrow, Bartow, Butts, Carroll, Cherokee, Clayton, Cobb, Coweta, Dawson, DeKalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Haralson, Heard, Henry, Jasper, Lamar, Meriwether, Newton, Paulding, Pickens, Pike Rockdale, Spalding and Walton Counties. The bank excludes Barrow, Bartow, Butts, Cherokee, Coweta, Dawson, Fayette, Forsyth, Haralson, Heard, Henry, Jasper, Lamar, Meriwether, Newton, Pickens, Pike, and Spalding Counties from its assessment area. The assessment area is comprised of 87 low-income, 190 moderate-income, 221 middle-income, and 215 upper-income tracts. There are also five tracts with no income designation.

Fifth Third ranked 16th of 81 institutions in the assessment area with 0.7% of deposits as of June 30, 2013. Deposits in the assessment area represented 0.8% of the bank’s total deposits.

This was the 12th largest HMDA market and the 24th largest CRA market for loans originated during the evaluation period.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE ATLANTA-SANDY SPRINGS-MARIETTA, GA MSA

Lending Test*	Investment Test*	Service Test*
Consistent	Consistent	Consistent

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Significant lending gaps were noted in low-income tracts and, to a lesser extent, in moderate-income tracts, as well. Fifth Third has a good distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower’s income levels and to businesses of different revenue sizes. Fifth Third originated 22 community development loans totaling \$207.9 million in this assessment area and the bank is considered a leader in making community development loans.

Overall, the institution funded over \$11.2 million in community development investments.

Retail services are reasonably accessible and the bank is a leader in making community development services.

STATE OF ILLINOIS

CRA RATING for State of Illinois: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Low Satisfactory”

The service test is rated: “Outstanding”

The major factors supporting this rating include:

- A good responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- A good distribution among borrowers of different income levels and an adequate distribution to businesses of different revenue sizes;
- A leader in making community development loans;
- An adequate level of qualified community development investments and grants;
- Rarely in a leadership position in providing community development investments and grants;
- Retail delivery systems are readily accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted in the Rockford MSA and non-metropolitan Southern Illinois assessment areas, while a limited-scope review was performed in non-metropolitan Northern Illinois. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The non-metropolitan Southern Illinois area received the most weight, since it had the highest number of deposits and loans within Illinois.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN ILLINOIS

Lending activity accounted for 0.6% of the bank's total lending activity, while deposits accounted for 0.4% of the bank's total deposits. HMDA-reportable lending in Illinois represented 0.6% of the bank's total HMDA-reportable lending, while CRA-reportable lending represented 0.6% of the bank's total CRA-reportable lending. As of June 30, 2013, the bank ranked seventh among 601 insured institutions in deposit market share with 2.9% of the deposits within the state. It should be noted that the majority of the offices in the state are in the Chicago-Naperville-Michigan City IL-IN-WI multistate CSA. As of December 31, 2013, there were 12 banking center locations and 15 ATMs within Illinois.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Illinois is rated "High Satisfactory." Fifth Third's lending reflects a good responsiveness to the credit needs in all three assessment areas in Illinois.

Lending Activity

Lending activity within Illinois is good. Lending activity is excellent in non-metropolitan Northern Illinois, good in non-metropolitan Southern Illinois, and adequate in the Rockford MSA. Within Illinois, Fifth Third originated 368 home purchase, 1,187 refinance, 59 home improvement, 291 small business loans, and 39 small farm loans.

There were not enough home improvement, small farm, or multi-family loans in any of the three assessment areas or enough small business loans in the Northern Illinois non-metropolitan area to conduct meaningful analyses.

Geographic and Borrower Distribution

The distribution of loans among geographies is good in all three assessment areas, but significant lending gaps were noted in the Rockford MSA.

Overall, the distribution of loans among borrowers of different income levels is good and the distribution to businesses of different revenue sizes is adequate. The distribution to borrowers of different income levels is excellent in the Northern Illinois non-metropolitan area and the Rockford MSA and good in the Southern Illinois non-metropolitan area. The distribution to businesses of different revenue sizes is excellent in the Rockford MSA and adequate in the Southern Illinois non-metropolitan area.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

Within Illinois, Fifth Third originated 11 community development loans totaling \$36.6 million, which represents 0.8% of the bank's community development lending by dollar volume. In addition, one loan for \$2.7 million was made in the state, but outside of the bank's assessment area. This loan was also considered, since Fifth Third adequately met the needs of its assessment areas within the state. Fifth Third was a leader in providing community development loans in the Southern Illinois non-metropolitan area and the Rockford MSA, while the bank made a relatively high level of community development loans in non-metropolitan Northern Illinois. Overall, Fifth Third is a leader in providing community development loans in Illinois.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Illinois is rated "Low Satisfactory." The bank's investment activity was adequate in non-metropolitan Southern Illinois, the largest assessment area within the state, and the Rockford MSA. The bank had an excellent level of qualified investments in non-metropolitan Northern Illinois. The institution funded over \$8.5 million in community development investments in Illinois during the evaluation period.

In addition to the qualified investments made inside the bank's assessment area, Fifth Third funded \$48,534 in community development investments within Illinois, but were outside of the bank's assessment area.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within the assessment areas located in Illinois is rated "Outstanding." Retail services are readily accessible and the bank provided a relatively high level of community development services.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are readily accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels and businesses of different revenue sizes in the institution's assessment areas. The bank's performance is excellent in the two non-metropolitan areas, but poor in the Rockford MSA.

The institution's record of opening and closing banking centers has generally not adversely affected the accessibility of its delivery systems.

Banking services and business hours do not vary in a way that inconveniences any portion of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third provided a relatively high level of community development services. The bank provided a good level of community development services for all three assessment areas.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN SOUTHERN ILLINOIS

The non-metropolitan Southern Illinois assessment area consists of Effingham, Jefferson, and Williamson Counties. The assessment area is comprised of one low-income, six moderate-income, 22 middle-income, and five upper-income tracts. In 2011, there were seven distressed middle-income tracts in Effingham County due to population loss. There were no distressed/underserved tracts in the assessment area in 2012 or 2013.

As of June 30, 2013, Fifth Third ranked fourth of 30 institutions with 7.0% of the deposits in the assessment area. The three largest institutions were Midland State Bank, The First National Bank of Dieterich, and Washington Savings Bank with 12.2%, 9.8%, and 7.0% of deposits, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 661 HMDA loans and 220 CRA loans, which represented 0.2% and 0.4%, respectively, of total loans originated during the evaluation period. This was the 46th largest HMDA market and 38th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Bank ranked eighth among 148 HMDA reporters in the assessment area, while Fifth Third Mortgage Company ranked tenth. U.S Bank, Peoples National Bank, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 13th of 51 CRA reporters in the assessment area. The top three CRA lenders were Capital One, Banterra Bank, and American Express. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information about the assessment area. The contact was with a realtor in the area who stated the economy in Jefferson County has been experiencing growth, with expansions at a tire manufacturer, two hospitals, and a distribution center for a major retailer. The contact indicated that Mount Vernon had passed a law establishing new requirements for inspections on rental properties, since there was a problem with property owners neglecting their properties. The contact believes local community banks are more involved in the community, while larger banks are not involved. The contact stated that Texico State Bank offers financing that most other banks do not, specifically construction loans.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 139,426. The percentage of population living in low- and moderate-income tracts was 16.3%. In addition, 77.2% of the population was 18 years of age or older, the legal age to enter into a contract.

There are four cities in the assessment area with a population of at least 10,000 residents. Effingham in Effingham County had an estimated 12,554 residents in 2012, while Mount Vernon in Jefferson County had an estimated 15,218 residents. There were two cities in Williamson County with populations greater than 10,000: Marion with 17,315 residents and Herrin with 12,696 residents.¹⁵⁹

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of population increase or decrease. The assessment area experienced a slight amount of growth from 2010 to 2012. Effingham and Williamson Counties had small gains, while there was a slight decrease in the population of Jefferson County.¹⁶⁰

County	2010 Population	2012 Population	Population Percent Change
Effingham	34,242	34,353	0.3%
Jefferson	38,827	38,720	-0.3%
Williamson	66,357	66,674	0.5%
Total	139,426	139,747	0.2%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$53,574, which was significantly below Illinois' median family income of \$68,236. The median family incomes ranged from a low of \$50,929 in Williamson County to a high of \$61,373 in Effingham County. As shown in the following table, the median family income for non-metropolitan Illinois increased slightly from 2011 to 2012, then decreased slightly from 2012 to 2013.

Borrower Income Levels Illinois State Non-Metro

HUD Estimated Median Family Income		Low	Moderate	Middle	Upper
		0 - 49.99%	50% - 79.99%	80% - 119.99%	120% - & above
2011	\$56,600	0 - \$28,299	\$28,300 - \$45,279	\$45,280 - \$67,919	\$67,920 - & above
2012	\$57,400	0 - \$28,699	\$28,700 - \$45,919	\$45,920 - \$68,879	\$68,880 - & above
2013	\$56,200	0 - \$28,099	\$28,100 - \$44,959	\$44,960 - \$67,439	\$67,440 - & above

In 2010, the assessment area contained 55,150 households, of which 36,707 (66.6%) were families. Of the total families in the assessment area, 39.1% were comprised of low- and moderate-income families. Williamson County had the highest percentage of low- and moderate-income families with 42.5% of families.

¹⁵⁹ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/17000.html>

¹⁶⁰ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Poverty rates increased in each county in the assessment area from 1999 to 2012.¹⁶¹ Williamson County had the highest poverty rate in 1999, while Jefferson County had the highest rate in 2012. Jefferson County had the highest increase in the poverty rate from 1999 to 2012. Effingham County’s poverty rate was below the statewide and nationwide rate for 1999 and 2012, while Jefferson and Williamson Counties had poverty rates above the statewide and nationwide rates in 1999¹⁶² and 2012.¹⁶³

County	1999 Poverty Rate	2012 Poverty Rate	Change
Effingham	8.1%	9.7%	19.8%
Jefferson	12.3%	15.9%	29.3%
Williamson	14.6%	15.2%	4.1%
Illinois	10.7%	14.7%	37.4%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 61,707 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 67.3%, with a high of 73.2% in Effingham County and a low of 64.4% in Williamson County. From an income perspective, 18.3% of housing units of 13.0% of owner-occupied units were located in either a low- or moderate-income tract. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of the housing stock in the assessment area was 38 years old, with 24.2% of the stock built before 1950. The median age of housing stock was very similar in the three counties in the assessment area: 36 years for Effingham County and 37 years for both Jefferson and Williamson Counties. Since the majority of housing stock is over 30 years, there could be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$91,887 with an affordability ratio of 46.3%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 46.3% in Williamson County to a high of 48.0% in Jefferson County.

Based on the 2013 median family income for the assessment area, about 54.6% of the homes valued up to \$99,961 would be considered affordable for low-income individuals and approximately 76.8% of the homes valued up to \$159,938 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

¹⁶¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

¹⁶² 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹⁶³ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

According to RealtyTrac,¹⁶⁴ Illinois had the fifth highest rate of foreclosures in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Effingham	1:5,518
Jefferson	1:3,124
Williamson	1:12,819
Illinois	1:811
United States	1:1,170

As shown in the table above, the three counties in this assessment area had much lower foreclosure rates in February 2014 than Illinois and the United States. Jefferson County had the highest ratio of foreclosures, while Williamson County had the lowest.

Building permits for the three counties in the assessment area and for Illinois and the United States are included in the following table for 2011 and 2012.¹⁶⁵

Geography	2011	2012	Percent of Change 2011-2012
Effingham County	29	16	-44.8%
Jefferson County	0	12	N/A
Williamson County	105	160	52.4%
Illinois	11,809	13,797	16.8%
United States	624,061	829,658	32.9%

Building permits in the assessment area increased significantly from 2011 to 2012. Almost of all of the building permits were in Williamson County for both years. The increase in building permits in the assessment area was substantially higher than the statewide and nationwide growth.

Labor, Employment, and Economic Characteristics

The Illinois Department of Commerce & Economic Opportunity identifies major employers for counties in the state.¹⁶⁶ The following table lists the top three employers for the counties within the assessment area:

¹⁶⁴ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosures-trends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

¹⁶⁵ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

¹⁶⁶ Illinois Department of Commerce & Economic Opportunity – Community Profiles: <http://www.illinois.gov/dceo/Bureaus/BusinessDevelopment/Pages/Profiles.aspx>

County	Major Employers	Number of Employees
Effingham	St. Anthony Memorial Hospital	909
	Quad Graphics Effingham	600
	The Sherwin Williams Company	451
Jefferson	Continental Tires The Americas	3,200
	Walgreens	1,475
	Good Samaritan Regional Health Center	1,130
Williamson	John A. Logan College	850
	Aisin Manufacturing Inc.	820
	Heartland Regional Medical Center	600

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Illinois, and the nation.¹⁶⁷

Unemployment Rates Non-metropolitan Southern Illinois (not seasonally adjusted)			
County	2011	2012	November 2013
Effingham	7.2	7.0	7.0
Jefferson	8.5	8.5	9.1
Williamson	8.7	8.3	8.3
Illinois	9.7	8.9	8.3
United States	8.5	7.9	7.0

Unemployment trends were mixed for three counties in the assessment area from 2011 to 2013. Unemployment decreased in Effingham and Williamson Counties from 2011 to 2012 and stayed the same in Jefferson County during that period. Unemployment rates remained unchanged for Effingham and Williamson Counties from 2012 to 2013, but increased in Jefferson County. Effingham County had a lower unemployment rate than Illinois during this period and lower rates than the United States in 2011 and 2012. Jefferson County had the same unemployment rate as the United States in 2011, but the unemployment rate was significantly higher than the nation's rate for 2012 and 2013. Jefferson County's unemployment rate was lower than Illinois' in 2011 and 2012, but was higher in 2013. The unemployment rate in Williamson County was higher than the nationwide rate in 2011, 2012, and 2013, but was lower than the statewide rate in 2011 and 2012.

¹⁶⁷ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS1400000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN SOUTHERN ILLINOIS

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third had a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps and is considered a leader in making community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business lending and home purchase lending. There were not enough small farm loans, home improvement loans, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 488 home refinance loans, 138 home purchase loans, 182 small business loans, 38 farm loans, and seven community development loans during the evaluation period. The percentage of the bank’s total lending in this area is comparable to the total deposits in this area; both are less than 1.0%.

In 2011, Fifth Third originated loans in a majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts within the area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

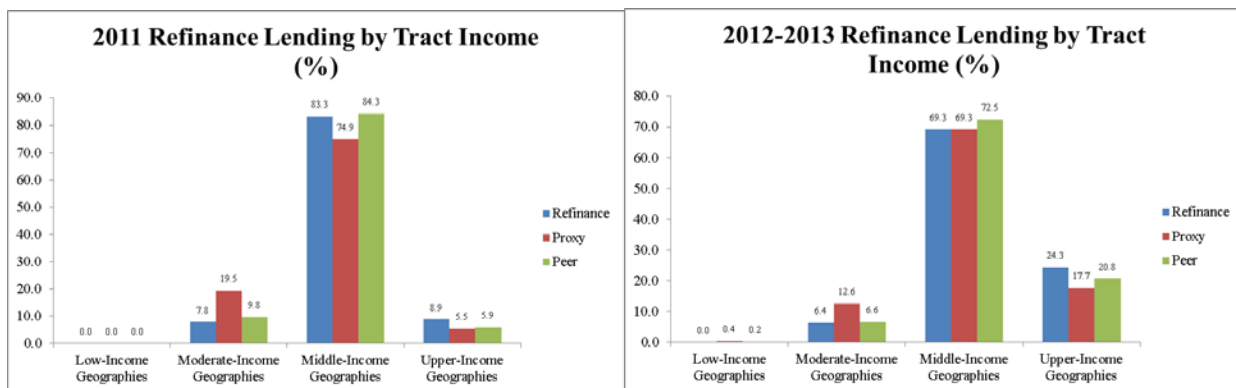
	Number of Applications	Sum of Loan Amounts
Government Lending Programs	231	\$24,549
Down Payment Assistance Programs	6	\$359,285
Other Flexible Lending Programs	80	\$7,327,318

There is competition among financial institutions within the assessment area and several large banks are the top mortgage and CRA lenders in the area. In addition, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. The largest loan category, refinance loans, is good, while home purchase lending is adequate. Small business lending is good.

Refinance Loans

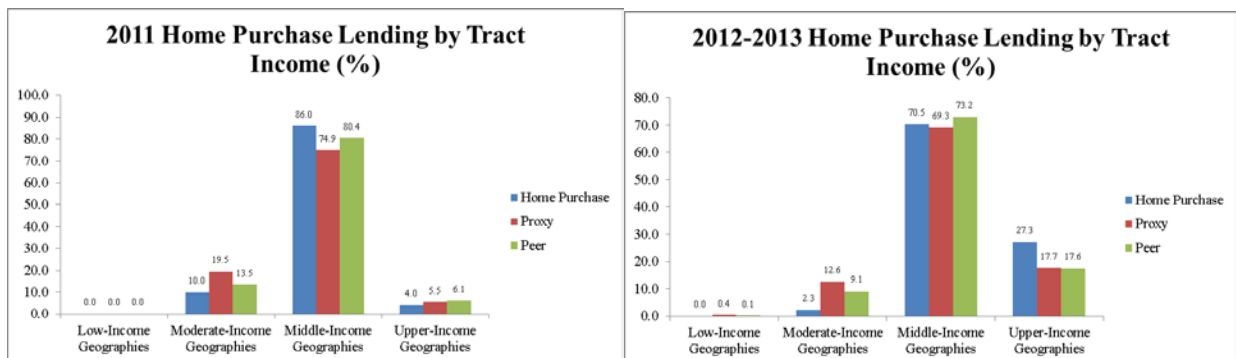


Fifth Third did not originate any home refinance loans in low-income tracts during the review period and, as evidenced by the low percentage of owner-occupied units (proxy) in low-income tracts, home refinance lending opportunities in low-income tracts were limited.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is good.

Home Purchase

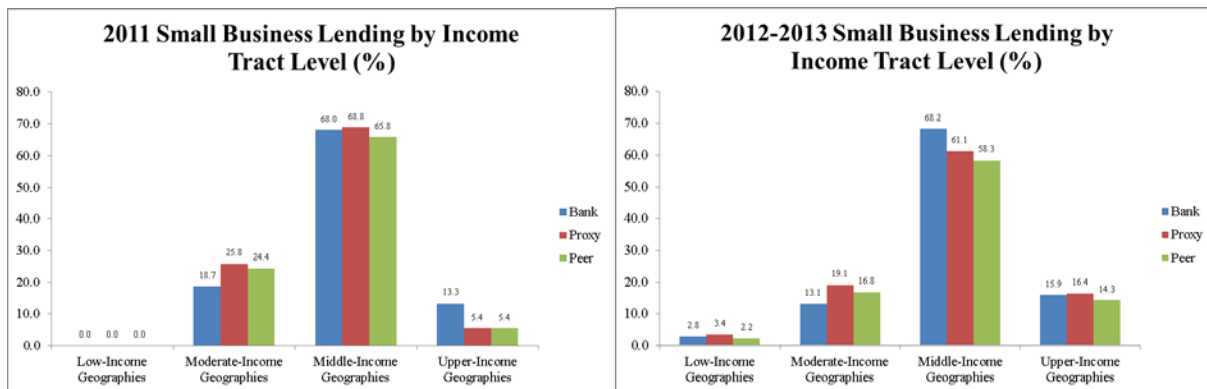


Fifth Third did not originate any home purchase loans during the review period and, as evidenced by the low percentage of owner-occupied units (proxy) in low-income tracts, home purchase lending opportunities in low-income tracts were limited.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



In 2012 and 2013, small business lending was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

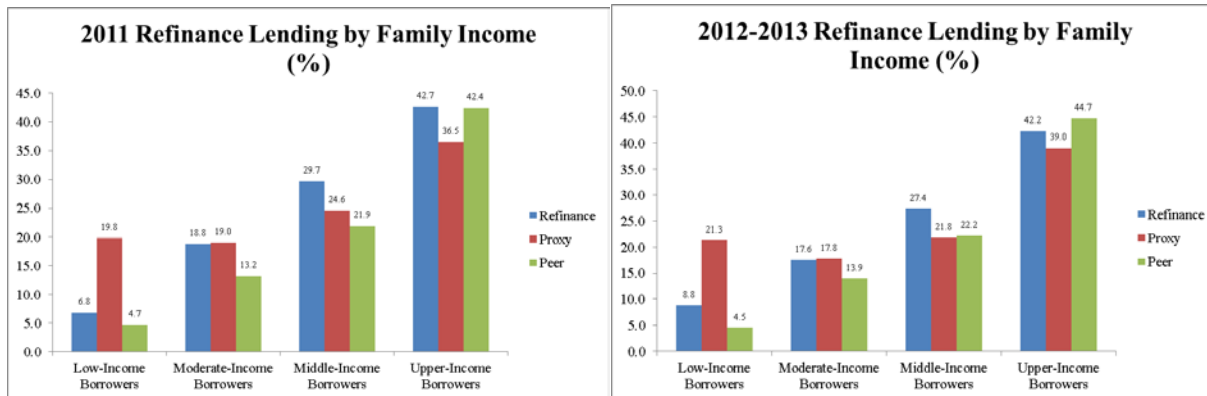
Small business lending in moderate-income tracts was lower than proxy and peer during the review period.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

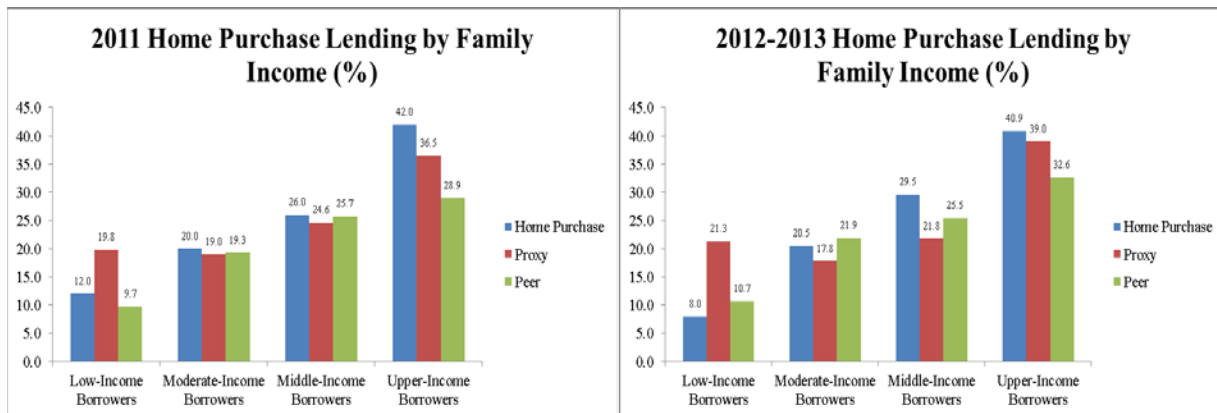
Refinance Loans



During the review period, refinance lending to low-income borrowers was below the percentage of low-income families, but higher than peer. Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families, but higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

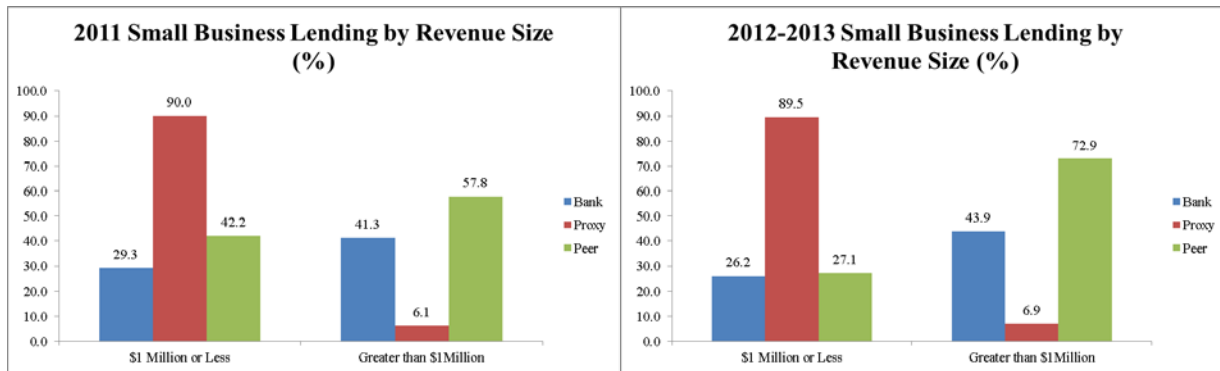


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and slightly higher than peer. In 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families and slightly lower than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was comparable to the percentage of moderate-income families, as well as peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was also comparable to the proxy and slightly higher than peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third made less than one-third of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and less than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third had a similar percentage of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but comparable to the peer.

Further analysis of small business lending shows 66.7% and 69.2% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 89.1% in 2011 and 93.9% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated seven community development loans totaling \$22 million. Community development lending in this assessment area represented 0.5% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given the presence of several large national banks in the market and, as such, the competition for community development loans, Fifth Third is a leader in making community development loans. Of the seven loans made in the assessment area, three (\$17.5 million) were for revitalization/stabilization of low- and moderate-income geographies, three (\$3.2 million) were for community services, and one (\$58.9 million) was for economic development. These community development loans provided working capital loans to assist businesses that employ low-income and moderate-income workers, support businesses in low-income tracts, and provided funds to service organizations that provide various services to low- and moderate-income individuals and families.

Investment Test

The institution funded 27 investments in this assessment area totaling \$50,839. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	1	\$30,393
Community Services	16	\$9,324
Economic Development	10	\$11,122
Totals	27	\$50,839

The bank made 0.01% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.2% and branch offices at 0.3%.

This is considered an adequate level of qualified community development investments and grants, but rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is excellent. Retail services are readily accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

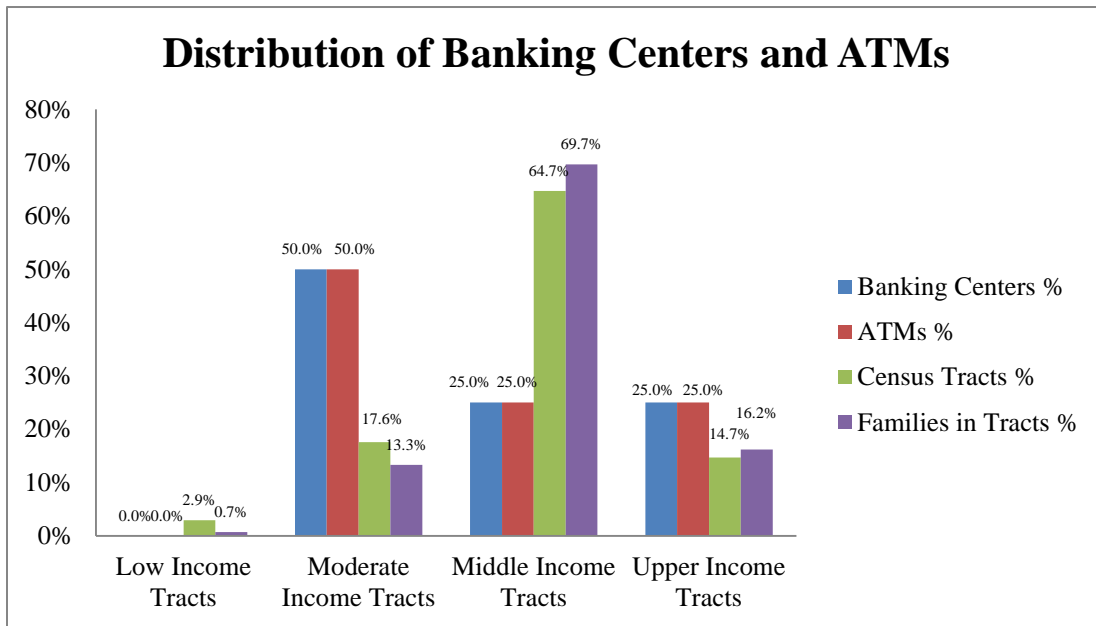
Fifth Third had a total of four banking centers within this assessment area as of September 30, 2013, including two in moderate-income, one in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.3% of all the institution’s banking centers.

Fifth Third had a total of four ATMs within this assessment area as of September 30, 2013, including two in moderate-income, one in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.2% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	0.0%	0.0%	2.9%	0.7%
Moderate	50.0%	50.0%	17.6%	13.3%
Middle	25.0%	25.0%	64.7%	69.7%
Upper	25.0%	25.0%	14.7%	16.2%

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution includes the opening of one banking center and the closing of one banking center since November 15, 2011. The result is no net change in banking centers in low- and moderate-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 253 hours of community development services in this assessment area, which represents 0.3% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 204 hours of financial expertise on boards and committees
- 14 hours of financial education
- 35 hours of technical assistance

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE ROCKFORD IL MSA

The Rockford IL MSA includes Boone and Winnebago Counties. The bank's assessment area includes both counties in the MSA. The assessment area is comprised of ten low-income, 23 moderate-income, 32 middle-income, and 18 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked 18th of 26 institutions with 0.7% of the deposit share in the MSA. Associated Bank, National Association was the largest institution with 22.7% of the deposits. The next two largest institutions, Alpine Bank & Trust Co. (Alpine) and JPMorgan Chase, had 16.4% and 10.2% of the market share, respectively. Deposits in this assessment area accounted for less than 0.1% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 455 HMDA loans and 73 CRA loans, which represented 0.2% and 0.1%, respectively, of total loans originated during the evaluation period. This was the seventh smallest (54th) HMDA market and eighth smallest (53rd) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 19th among 284 HMDA reporters in the MSA, while Fifth Third Bank ranked 54th. Alpine, Blackhawk Bank, and Wells Fargo were the top three HMDA lenders in the MSA. Fifth Third Bank ranked 22nd of 62 CRA reporters in the MSA in 2012. The top three CRA lenders were Capital One, American Express, and U.S. Bank. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information regarding the assessment area. One contact representing an area realtor stated that Boone County's economy has been performing somewhat better than in previous years, as people are relocating to Boone County from Rockford and Chicago. Home prices have been holding steady in the county and have become attractive for families moving into the area, but home inventory is low. Foreclosures have slowed down, while short sales remain steady. Lower-price homes are being purchased by investors and converted to rental units, which has alienated low- and moderate-income buyers. The contact indicated that the Chrysler plant in Belvidere is a major employer. The contact also stated that local banks offer loans and services to meet the credit needs of the community and potential homeowners are able to obtain financing if they qualify under a financial institution's lending standards.

Another contact representing a city economic development agency was not aware of any opportunities for additional bank involvement in the area. The contact stated that financing has generally been available for local start-up businesses. The contact specifically mentioned ChoiceOne Bank, Independent Bank, and Huntington as being active in the community.

The third contact representing an organization that provides services to area small businesses stated it has been difficult for these businesses to obtain credit. Small businesses that survived the recession indicated that while sales are returning, pre-recession margins are not. The contact noted that small business owners are uncomfortable hiring people because of the Affordable Care Act, but are hiring temporary employees. The contact believes that while bankers regularly pursue small business referrals, these loan requests are often denied due to small dollar amounts and insufficient loan-to-value ratios. The contact was emphatic that more small-dollar, small-business lending is needed in the area.

The final contact representing an affordable housing agency that serves several counties in the area stated that economic conditions were improving slightly, despite northern Illinois having some of the highest unemployment rates in the state. The area housing market has continued to struggle and the recession has had a major impact on the job market and led to a higher number of foreclosures. Because of state tax increases, some businesses have relocated to Wisconsin. The contact stated that Boone County has become dependent on the Chrysler plant and associated subcontractors. The contact mentioned that the area has insufficient community development resources because of continuous declines in the population. Financial institutions could promote affordable housing by participating in a loan pool and by granting more housing assistance and post-purchase financial literacy programs. The contact also mentioned that while BMO Harris has been involved with the community, participation from other area lending institutions has been lacking. The contact believes that local banks are unaware of the projects that could support the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the MSA was 349,431. The percentage of the population living in low- and moderate-income tracts was 30.9%. In addition, 74.5% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 144th largest by terms of population and the smallest of five MSAs in Illinois.¹⁶⁸ According to the estimated 2012 U.S. Census data, Rockford had a population of 150,843, making it the 160th largest city in the United States and the third largest in Illinois.¹⁶⁹

The following table shows the population in the MSA by county for 2010 and 2012, with the percentage of the population increase or decrease. Overall, the MSA's population decreased 1.0% during this period, with both counties experiencing losses.

The decrease was greater in Winnebago County, which is the larger county and home to Rockford.¹⁷⁰

¹⁶⁸ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹⁶⁹ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/17000.html>

¹⁷⁰ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Boone	54,165	53,940	-0.4%
Winnebago	295,266	292,069	-1.1%
Total	349,431	346,009	-1.0%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$60,890, which was significantly lower than Illinois’ median family income of \$68,236. Boone County had a much higher median family income of \$69,380 compared to Winnebago County’s median family income of \$59,814. As shown in the following table, the median family income increased from 2010 to 2011 and grew again from 2011 to 2012, but fell substantially from 2012 to 2013.

**Borrower Income Levels
IL, Rockford - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$63,400	0 - \$31,699	\$31,700 - \$50,719	\$50,720 - \$76,079	\$76,080 - & above
2012	\$64,300	0 - \$32,149	\$32,150 - \$51,439	\$51,440 - \$77,159	\$77,160 - & above
2013	\$61,100	0 - \$30,549	\$30,550 - \$48,879	\$48,880 - \$73,319	\$73,320 - & above

In 2010, the MSA contained 130,374 households, of which 88,824 (68.1%) were families. Of the total families in the assessment area, 39.1% were comprised of low- and moderate-income families. Winnebago County had a much higher percentage of low- and moderate-income families, with 40.6% of families being low- or moderate-income, while Boone County’s percentage of low- and moderate-income families was 40.6%. This is reflected in the poverty rates as follows.

The poverty rate increased significantly in the two counties in the MSA from 1999 to 2012.¹⁷¹ Winnebago County had the highest poverty rate in 1999 and 2012. In 1999, the poverty rates in the two counties were below the statewide and nationwide rates; however, the poverty rate in Winnebago County in 2012 was higher than both the statewide and nationwide rates. The poverty rate in Boone County was below the statewide and nationwide rates in 1999 and 2012. The poverty rates in the two counties increased more than Illinois’ and the United States’ poverty rates from 1999 to 2012, with Winnebago County experiencing the greatest increase in poverty during this period.

¹⁷¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

County	1999 Poverty Rate	2012 Poverty Rate	Change
Boone	7.0%	10.2%	45.7%
Winnebago	9.6%	16.1%	67.7%
Illinois	10.7%	14.7%	37.4%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 144,882 housing units in the MSA, as of the 2010 U.S. Census. The owner-occupancy rate was 64.6%. The owner-occupancy rate was higher in Boone County at 75.5% compared to Winnebago County's rate of 62.9%. From an income perspective, 33.4% of housing units and 23.2% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprised 11.9% of the housing within the MSA, with 51.2% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the MSA was 43 years old, with 23.9% of the stock built before 1950. The median age of the stock in Boone County at 30 years was much younger than the median age of the housing stock in Winnebago County at 43 years. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$134,532 as of the 2010 U.S. Census, with an affordability ratio of 36.6%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio in Winnebago County was 36.8%, which was higher than the ratio for Boone County at 35.1%.

Based on the 2013 median family income for the MSA, about 35.0% of the homes valued up to \$108,677 would be considered affordable for low-income individuals and approximately 68.9% of the homes valued up to \$173,883 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹⁷² the median sales price in the MSA in 2012 was \$89,200, which was a decline from \$92,000 in 2011 and a substantial decrease from \$106,900 in 2010. According to RealtyTrac,¹⁷³ Illinois had the fifth highest rate of foreclosures in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

¹⁷² National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargo/ha-5-9-frggkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹⁷³ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Boone	1:518
Winnebago	1:458
Illinois	1:811
United States	1:1,170

As shown in the table above, Boone and Winnebago Counties both had a higher ratio of foreclosed properties than Illinois or the United States in February 2014. Winnebago County had the fourth highest ratio of foreclosures in Illinois in February.

Building permits in the MSA, Illinois, and the United States are included in the following table for 2011, 2012, and 2013.¹⁷⁴

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	168	135	-19.6%	93	-31.1%
Illinois	11,809	13,797	16.8%	15,348	11.2%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA decreased from 2011 to 2012 and declined sharply from 2012 to 2013. While building permits declined in the MSA during this time, there was steady growth in both the state and nation from 2011 to 2012 and from 2012 to 2013. This decline could indicate that the demand for home purchase loans decreased during the evaluation period.

¹⁷⁴ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

The Illinois Department of Commerce & Economic Opportunity identifies major employers for counties in the state.¹⁷⁵ The following table lists the top three employers for the counties within the assessment area:

County	Major Employers	Number of Employees
Boone	Chrysler	4,578
	Belvidere School District	870
	General Mills/Green Giant	692
Winnebago	Rockford School District	3,710
	Rockford Health System	3,000
	Swedish American Medical Group	2,988

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, Illinois, and the United States.¹⁷⁶

Unemployment Rates Rockford, IL MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Boone	13.3	11.6	10.4
Winnebago	12.6	11.4	11.1
MSA	12.7	11.4	11.0
Illinois	9.7	8.9	8.3
United States	8.5	7.9	7.0

The unemployment rate declined in the MSA as a whole and in Boone and Winnebago Counties from 2011 to 2012 and from 2012 to 2013. While the MSA’s unemployment rates declined, they remained significantly higher than the state and national rates during this time.

¹⁷⁵ Illinois Department of Commerce & Economic Opportunity – Community Profiles: <http://www.illinois.gov/dceo/Bureaus/BusinessDevelopment/Pages/Profiles.aspx>

¹⁷⁶ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
ROCKFORD, IL MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good, as the bank’s lending reflects an adequate responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans and an excellent distribution among borrowers of different income levels and to businesses of different revenue sizes in this assessment area. Although the bank is considered a leader in making community development loans, there were significant lending gaps throughout the assessment area that negatively affected the bank’s performance. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less. Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 334 home refinance loans, 114 home purchase loans, 73 small business loans, seven home improvement loans, and two community development loans during the evaluation period. The percentage of the bank’s total lending is comparable to the percentage of total deposits of less than one percent in this area.

Significant gaps in lending were noted in low-income tracts and, to a lesser extent, in moderate-income tracts. In 2012 and 2013, lending gaps in low- and moderate-income tracts were noted and are illustrated below:

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
Low	10	7	30.0%
Moderate	23	5	78.3%
Middle	32	1	96.9%
Upper	18	1	94.4%

According to the 2010 U.S. Census data, low-income tracts represented 8.2% of the population, 6.8% of families, and 8.8% of housing units. Lending in moderate-income tracts was acceptable in 2012 and 2013, while high penetration levels were noted for middle- and upper-income tracts. Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers.

During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	143	\$16,847
Down Payment Assistance Programs	3	\$106,950
Other Flexible Lending Programs	98	\$12,604,429

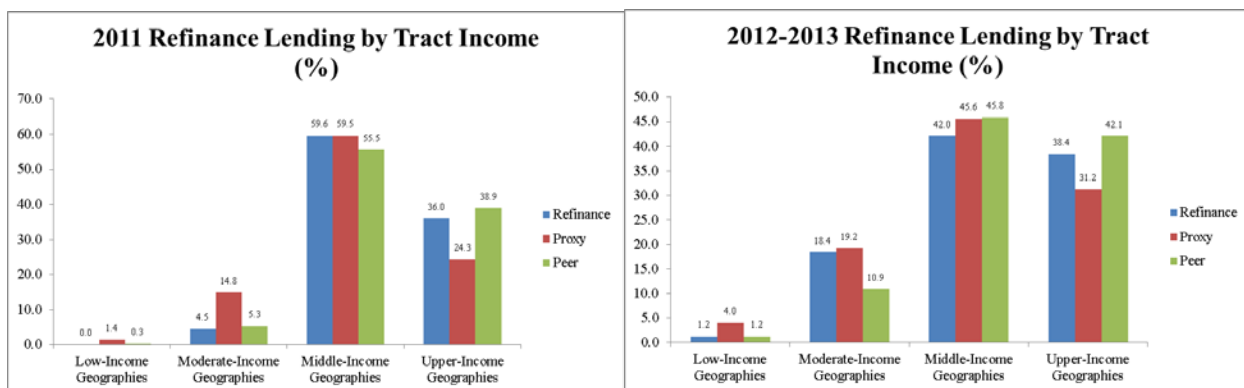
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. The percentage of modifications in low- and moderate-income tracts was slightly less than the percentage of those income tract categories in the assessment area, while almost half of the modifications were in middle-income tracts.

Fifth Third faces significant competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. In addition, the top five CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. The largest loan category, refinance loans, is good, while home purchase lending is good and small business lending is excellent.

Refinance Loans

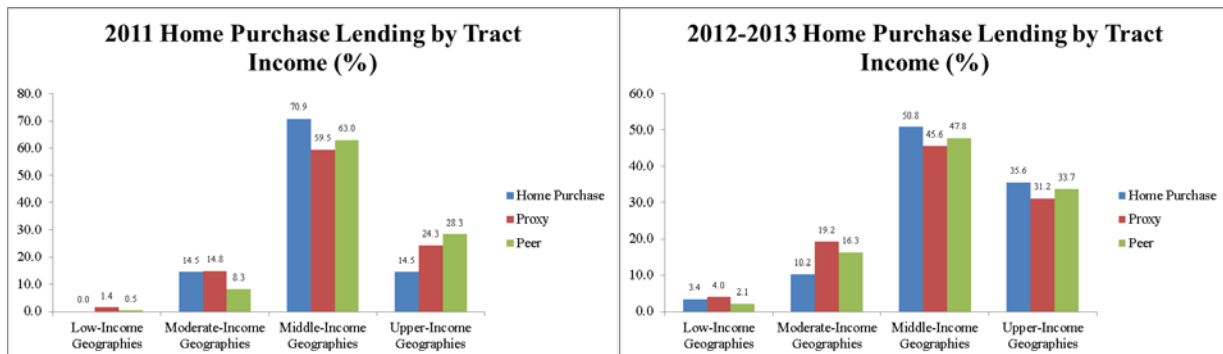


Refinance lending opportunities in low-income tracts were limited during the review period, as evidenced by the low percentage of owner-occupied units (proxy) in low-income tracts. Fifth Third did not originate any refinance loans in 2011 and in 2012 and 2013, refinance lending in low-income tracts was less than the proxy and comparable to peer.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and more than peer.

Overall, the geographic distribution of refinance loans is good.

Home Purchase

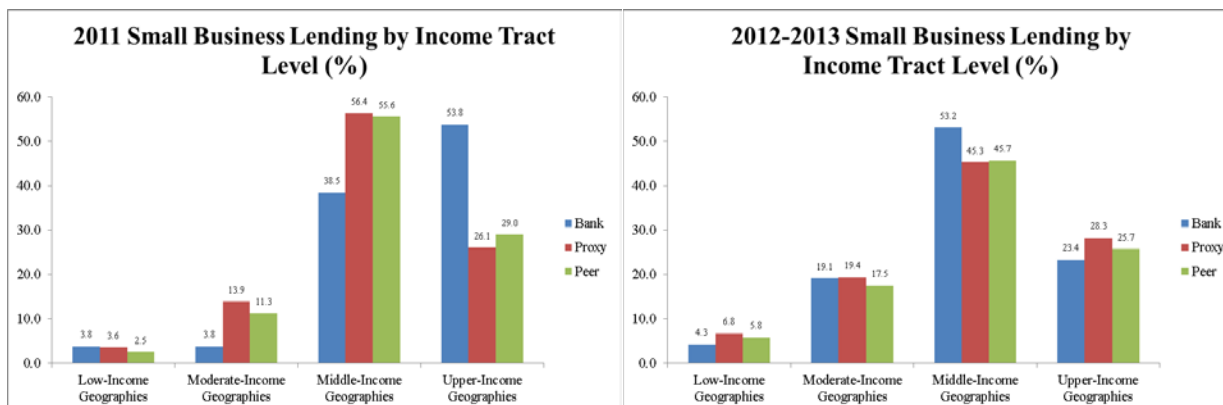


Home purchase lending opportunities in low-income tracts were limited during the review period, as evidenced by the low percentage of owner-occupied units (proxy) in low-income tracts. In 2011, Fifth Third did not originate any home purchase loans in low-income tracts. In 2012 and 2013, home purchase lending in low-income tracts was comparable to the percentage of owner-occupied units (proxy) and peer.

In 2011, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and greater than peer. In 2012 and 2013, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is good.

Small Business Lending



During the review period, small business lending was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

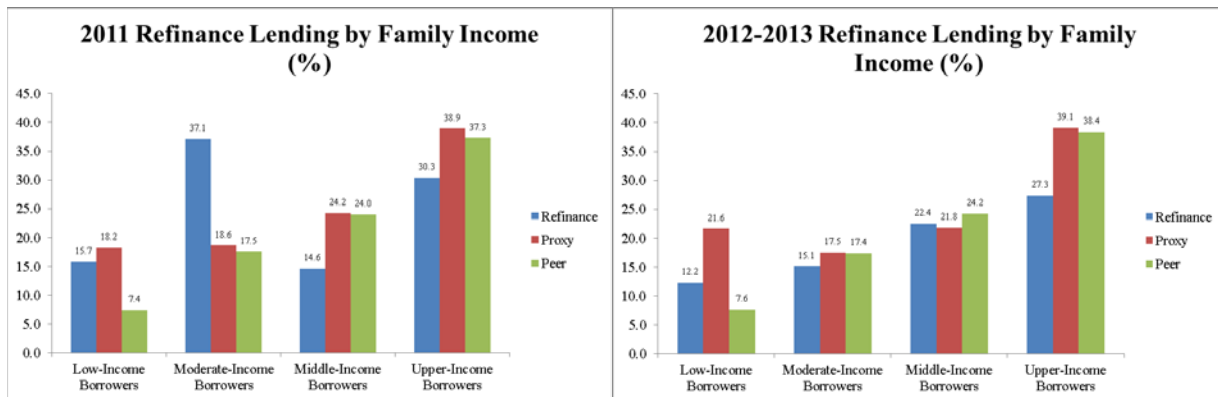
In 2011, small business lending in moderate-income tracts was less than proxy and peer, while in 2012 and 2013, small business lending was comparable to the proxy and peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is excellent based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

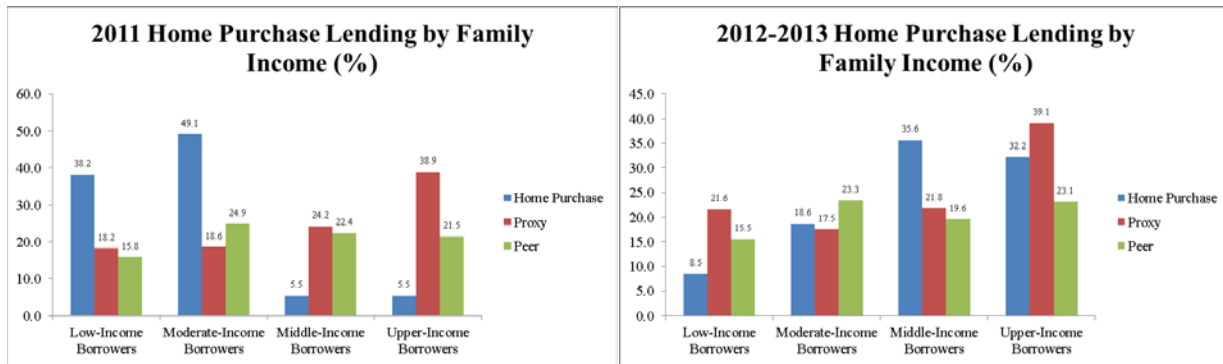


In 2011, refinance lending to low-income borrowers was slightly below the percentage of low-income families, but higher than peer. Similarly, in 2012 and 2013, refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer.

In 2011, refinance lending to moderate-income borrowers was substantially above the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was slightly below the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is excellent.

Home Purchase Loans

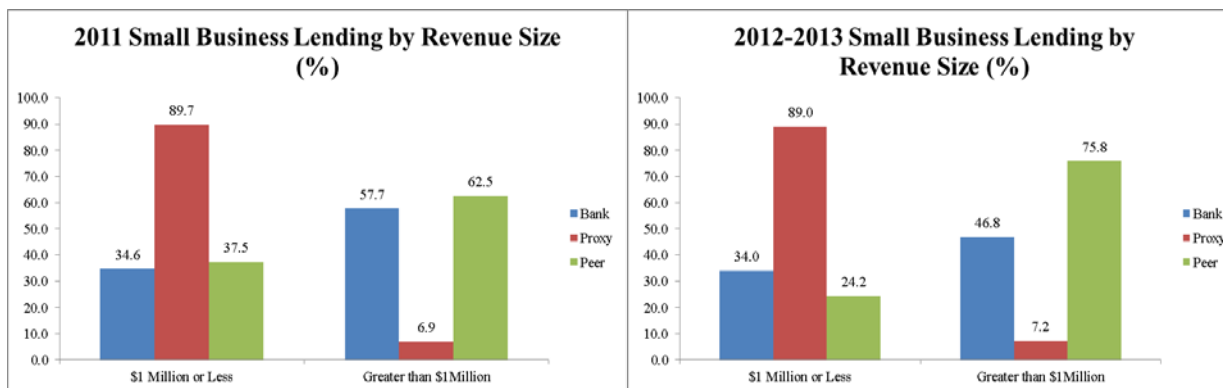


In 2011, the level of home purchase lending to low-income borrowers was greater than the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families and peer.

In 2011, the level of home purchase lending to moderate-income borrowers was greater than the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and slightly less than peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated just over one-third of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), but comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third had a similar percentage of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but greater than the peer.

Further analysis of small business lending shows 38.4% and 59.6% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 92.1% in 2011 and 95.5% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is excellent.

Community Development Loans

Fifth Third originated two community development loans totaling \$9.1 million, which were for economic development. Community development lending in this assessment area represented 0.2% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the assessment area and the presence of several large national banks in the market and, as such, the competition for community development loans, Fifth Third is a leader in making community development loans.

Investment Test

The institution funded 13 investments in this assessment area totaling \$207,756. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	5	\$196,084
Community Services	6	\$7,672
Economic Development	1	\$2,000
Revitalization/Stabilization	1	\$2,000
Totals	13	\$207,756

The bank made 0.03% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.05% and branch offices at 0.2%.

This is considered an adequate level of qualified community development investments and grants and the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is adequate. Retail services are unreasonably inaccessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are unreasonably inaccessible due to the poor distribution of banking centers and ATMs within low- and moderate-income census tracts.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had three banking centers within this assessment area as of September 30, 2013, including two in middle-income and one in upper-income census tracts. The banking centers in this assessment area represent 0.2% of all the institution’s banking centers.

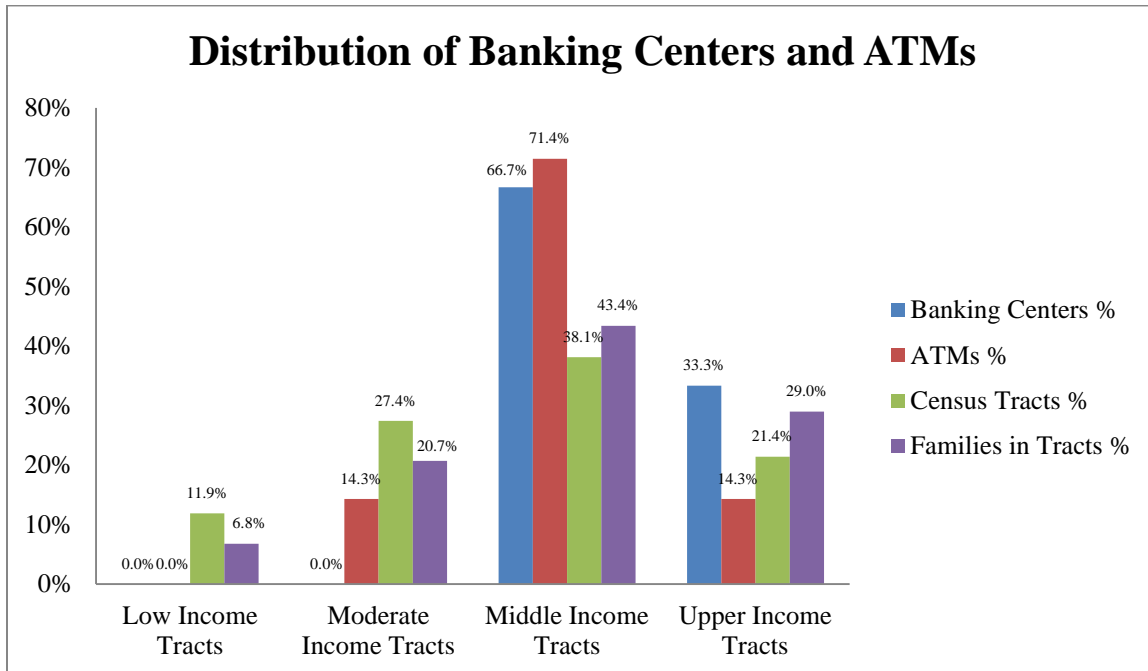
Fifth Third had seven ATMs within this assessment area as of September 30, 2013, including one in moderate-income, five in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.3% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	0.0%	0.0%	11.9%	6.8%
Moderate	0.0%	14.3%	27.4%	20.7%
Middle	66.7%	71.4%	38.1%	43.4%
Upper	33.3%	14.3%	21.4%	29.0%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and a poor distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 258 hours of community development services in this assessment area, which represents 0.3% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 40 hours of financial expertise on boards and committees
- 78 hours of financial education
- 140 hours of E-Bus operation

NON-METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN
NON-METROPOLITAN NORTHERN ILLINOIS**

The non-metropolitan Northern Illinois assessment area consists of the entirety of Lee, Stephenson, and Whiteside Counties. The assessment area is comprised of one low-income, six moderate-income, 23 middle-income, and one upper-income tracts. There were no distressed or underserved middle-income tracts in this assessment area during the evaluation period.

Fifth Third ranked 11th of 32 institutions in the assessment area with 3.7% of deposits as of June 30, 2013. Deposits in the assessment area represented 0.1% of the bank’s total deposits.

This was the 52nd largest HMDA market and the 56th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN
NON-METROPOLITAN NORTHERN ILLINOIS**

Lending Test*	Investment Test*	Service Test*
Consistent	Above	Consistent

*Compared with the state rating

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. Fifth Third had a good geographic distribution of loans in the area and an excellent distribution among borrowers of different income levels. The bank originated loans in substantially all tracts in the assessment area. Fifth Third originated two community development loans totaling \$5.5 million, which is a relatively high number of community development loans.

Overall, the institution funded nearly \$8.3 million on community development investments.

Retail services are readily accessible and the bank provided a relatively high level of community development services.

STATE OF INDIANA

CRA RATING for State of Indiana: “Outstanding”

The lending test is rated: “Outstanding”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An excellent responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- A good distribution among borrowers of different income levels and to businesses and farms of different revenue sizes;
- A leader in making level of community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted on the following assessment areas: the Indianapolis-Anderson-Columbus CSA; the Fort Wayne and Terre Haute MSAs; and non-metropolitan Southern Indiana. A limited-scope review was performed on the Bloomington and Lafayette MSAs and the non-metropolitan Northern Indiana assessment area. The Indianapolis-Anderson-Columbus CSA received the most weight because that assessment area had a greater number of deposits and loans than the rest of the areas in Indiana combined.

DESCRIPTION OF INSTITUTION’S OPERATIONS IN INDIANA

Lending activity accounted for 7.7% of the bank’s total lending activity, while deposits accounted for 5.1% of the bank’s total deposits. HMDA-reportable lending in Indiana represented 8.1% of the bank’s total HMDA-reportable lending, while CRA-reportable lending represented 5.5% of the bank’s total CRA-reportable lending. As of June 30, 2013, the bank ranked third among 173 insured institutions in deposit market share with 7.1% of the deposits within the state. As of December 31, 2013, there were 84 banking center locations and 98 ATMs in Indiana.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN INDIANA

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Indiana is rated "Outstanding." Fifth Third's lending reflects an excellent responsiveness to the credit needs in the two largest assessment areas in the state, the Indianapolis-Anderson-Columbus CSA and non-metropolitan Southern Indiana. Responsiveness to credit needs is good in the remaining five assessment areas.

Lending Activity

Lending activity in Indiana is excellent. Lending activity in the Indianapolis-Anderson-Columbus CSA and non-metropolitan Southern Indiana was excellent and was good in the five other assessment areas. Fifth Third is a major competitor in the state and ranked third out of 173 institutions, with 7.1% of the deposit market share. In Indiana, Fifth Third originated 6,283 home purchase, 15,814 refinance, 368 home improvement, 2,763 small business loans, and 96 small farm loans. While deposits within the state represent 5.1% of the bank's total deposits, loans originated represent 7.7% of the bank's total lending in Indiana.

The Southern Indiana non-metropolitan area was the only assessment area with enough small farm loans for a meaningful analysis. There were not enough home improvement loans in Northern Indiana and the Bloomington, Fort Wayne, Lafayette, and Terre Haute MSAs for a meaningful analysis, while there were insufficient small business loans in the Northern Indiana MSA. There were also not enough multi-family loans in any of the assessment areas for meaningful analyses.

Geographic and Borrower Distribution

Overall, the distribution of loans among geographies is good. The geographic distribution was good in the Indianapolis-Anderson-Columbus CSA and non-metropolitan Southern Indiana, the two largest assessment areas in the state, and was also good in the Bloomington and Terre Haute MSAs. Geographic distribution was adequate in the Fort Wayne and Lafayette MSAs and in non-metropolitan Northern Indiana. There were no lending gaps in non-metropolitan Southern Indiana, moderate lending gaps in the Fort Wayne MSA, and very few lending gaps in the other five assessment areas.

The distribution of loans among borrowers of different income levels is good and the distribution of loans to businesses of different revenue sizes is also good. Borrower distribution was excellent in the Indianapolis-Anderson-Columbus CSA and good in the other six assessment areas. The distribution of loans to businesses of different revenue sizes was good, overall. The distribution of loans to businesses of different revenue sizes was excellent in the Terre Haute MSA and good in the Indianapolis-Anderson-Columbus CSA and Fort Wayne and Lafayette MSAs. The distribution of loans to farms of different revenue sizes was adequate for non-metropolitan Southern Indiana, which is the only assessment area in the state to have enough of these loans for a meaningful analysis.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

In Indiana, Fifth Third originated 51 community development loans totaling nearly \$242.5 million, which represented 5.0% of the bank's community development lending by dollar volume. In addition, one loan for \$1.5 million was made within the state, but outside of the bank's assessment area. This loan was also considered, since Fifth Third adequately met the needs of its assessment areas within the state. Although no community development loans were made in non-metropolitan Northern Indiana and the Terre Haute MSA, these are relatively small assessment areas. Since the bank made an excellent amount of community development loans in the remaining five assessment areas, including the largest assessment area, Fifth Third is a considered a leader in making community development loans in Indiana.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Indiana is rated "Outstanding." The bank made an excellent level of qualified investments in the Indianapolis-Anderson-Columbus CSA, non-metropolitan Southern Indiana, and the Fort Wayne MSA. Fifth Third made an adequate amount of investments in non-metropolitan Northern Indiana, which is a relatively small assessment area in the state, and a good level of investments in the remaining three assessment areas. The institution funded over \$48.2 million in community development investments Indiana during the evaluation period.

In addition to the qualified investments made inside the bank's assessment area, Fifth Third funded \$164,539 in community development investments within Indiana, but outside of the bank's assessment area.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within the assessment areas located Indiana is rated "High Satisfactory." The bank's performance in the service test was good in five of the assessment areas, including the Indianapolis-Anderson-Columbus CSA and non-metropolitan Southern Indiana. The bank's performance was adequate in non-metropolitan Northern Indiana and poor in the Bloomington MSA.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. The bank's performance was excellent in the Terre Haute and Lafayette MSAs. Retail services were good in the Indianapolis-Anderson-Columbus CSA, the Fort Wayne MSA, and non-metropolitan Southern Indiana. Performance was adequate in non-metropolitan Northern Indiana, while performance was poor in the Bloomington MSA. Since the Bloomington MSA is relatively small, the poor performance in that assessment area did not negatively affect the state rating overall.

The institution's record of opening and closing banking centers has generally not adversely affected the accessibility of its delivery systems.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is provided a relatively high level of community development services. Performance was excellent in the Indianapolis-Anderson-Columbus CSA, the largest assessment area in the state. The bank did not provide any community development services in non-metropolitan Northern Indiana; however, because this is a relatively small assessment area, this did not negatively affect the performance in the state overall. Performance was good in non-metropolitan Southern Indiana and the Fort Wayne MSA. Lastly, performance was adequate in Terre Haute, Bloomington, and Lafayette MSAs.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE FORT WAYNE, IN MSA

The Fort Wayne IN MSA includes Allen, Wells, and Whitely Counties, but the bank's assessment area only includes Allen County. The assessment area is comprised of 13 low-income, 28 moderate-income, 31 middle-income, and 23 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked ninth of 21 institutions with 3.2% of deposits in the assessment area. Wells Fargo was the largest institution with 29.7% of the deposits. The next two largest institutions, JPMorgan Chase and Lake City Bank, had 15.3% and 10.5% of the market share, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 2,425 HMDA loans and 186 CRA loans, which represented 0.9% of the HMDA loans and 0.4% of the CRA loans originated during the evaluation period. This was the 26th largest HMDA market and 40th largest CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked sixth of 256 HMDA reporters in the assessment area, while Fifth Third Bank ranked 21st. Wells Fargo, JPMorgan Chase, and Ruoff Mortgage Company, Inc. were the top three lenders in the assessment area. Fifth Third Bank ranked 23rd of 56 CRA reporters in the assessment area in 2012. The top three lenders were Capital One, American Express, and Chase Bank USA. These banks are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. One contact representing an economic development agency indicated that the availability of technically skilled workers is limited and that many individuals do not recognize the importance of acquiring marketable skills. Allen County's main strengths revolve around the manufacturing the industry, the availability of good colleges, and the relatively low cost of living. GE Motors is a major employer in the county and remains an economic driver. The contact felt that, in addition to providing financing, the availability of financial literacy courses for residents would benefit the community. The contact stated that financial institutions are involved in developing the community. There are a number of banks serving the area, particularly in Fort Wayne.

Another contact representing an affordable housing agency stated that low- and moderate-income single mothers seem to be the biggest applicants for affordable housing. The contact felt that realtors are struggling with lending guidelines, which has affected the ability for individuals to obtain housing. Generally, it is difficult for people to obtain housing in the area and be approved for a loan. Many applicants have poor credit, which affects their ability to obtain credit. Economic conditions have been stable over the past several years.

Fort Wayne has developed some housing programs, including a rent-to-own program. The contact felt that more funding could be made available for non-profit agencies. The contact indicated that most of the banks in the area are larger and have limited funds allocated for community development, with fewer dollars to spread around to community-based organizations. The contact stated that banks are supportive and some, such as STAR Financial Bank, PNC, Salin Bank and Trust Company, and Wells Fargo, have sponsored house building.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 355,329. The percentage of the population living in low- and moderate-income tracts was 35.7%. In addition, 73.0% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Fort Wayne MSA was the 121st largest nationally in terms of population and the fifth largest in Indiana.¹⁷⁷ According to the estimated 2012 U.S. Census data, Fort Wayne had a population of 254,555, making it the 74th largest nationally¹⁷⁸ and the second largest in Indiana.¹⁷⁹

The estimated population in Allen County in 2012 was 360,412. This represented a 1.4% increase in population since the 2010 U.S. Census.¹⁸⁰

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$60,167, which was higher than Indiana's median family income of \$58,944 and similar to the MSA's median family income of \$60,235. As shown in the following table, the median family income in the MSA increased in 2011, slightly increased in 2012, and decreased in 2013.

¹⁷⁷ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹⁷⁸ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

¹⁷⁹ Highest Population (2012) in Indiana by City:
<http://www.biggestuscities.com/demographics/in/population-2012-by-city>

¹⁸⁰ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
IN, Fort Wayne - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$63,000	0 - \$31,499	\$31,500 - \$50,399	\$50,400 - \$75,599	\$75,600 - & above
2012	\$63,800	0 - \$31,899	\$31,900 - \$51,039	\$51,040 - \$76,559	\$76,560 - & above
2013	\$61,900	0 - \$30,949	\$30,950 - \$49,519	\$49,520 - \$74,279	\$74,280 - & above

In 2010, the assessment area contained 135,807 households, of which 89,926 (66.2%) were families. Of the total families in the assessment area, 38.0% were comprised of low- and moderate-income families.

The poverty rate grew significantly in Allen County from 1999 and 2012¹⁸¹ and the rate of increase was more than Indiana's rate and significantly more than the national rate. The poverty rate in Allen County in 1999 was lower than the national and state rate in 1999, but was higher than the national and state rate in 2012.

County	1999 Poverty Rate	2012 Poverty Rate	Change
Allen	9.1%	15.8%	73.6%
Indiana	9.5%	15.5%	63.2%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 151,557 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 63.3%. From an income perspective, 40.4% of housing units and 27.4% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwelling comprised 15.7% of the housing in the assessment area, with 65.4% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts; however, there could be significant demand for housing in the low- and moderate-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 42 years old, with 23.2% of the stock built before 1950. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

¹⁸¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

The median housing value in the MSA was \$113,211 as of the 2010 U.S. Census, with an affordability ratio of 43.0%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the MSA, about 47.9% of the homes valued up to \$110,100 would be considered affordable for low-income individuals and approximately 78.1% of the homes valued up to \$176,160 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹⁸² the median sales price in the MSA in 2012 was \$106,200, which was greater than the median sales price of \$95,400 in 2011 and the median sales price of \$97,400 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure¹⁸³.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Allen County	1:737
Indiana	1:1,069
United States	1:1,170

Allen County had a higher ratio of properties in foreclosure than Indiana and the United States in February 2014.

Building permits in the MSA, Indiana, and the United States are included in the following table for 2011, 2012, and 2013.¹⁸⁴

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Fort Wayne MSA	743	1,230	65.5%	1,035	-15.9%
Indiana	12,618	13,781	9.2%	17,950	30.3%
United States	624,061	829,658	32.9%	990,822	19.4%

¹⁸² National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹⁸³ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

¹⁸⁴ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Building permits in the MSA increased significantly from 2011 to 2012, but declined between 2012 and 2013. The rate of increase from 2011 to 2012 was much more than the national and state growth rate during this time. From 2012 to 2013, Indiana and the United States continued to experience an increase in building permits.

Labor, Employment, and Economic Characteristics

There is one Fortune 500 Company headquartered in Fort Wayne. Steel Dynamics ranked 354th on the Fortune 500 list with revenues of \$7.3 billion.¹⁸⁵

According to the Indiana Department of Workforce Development,¹⁸⁶ the three largest employers in Allen County are hospitals in Fort Wayne: Parkview Regional Medical Center, Parkview Hospital Randallia, and Parkview Health System.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for Allen County, the MSA, Indiana, and the nation.¹⁸⁷

Unemployment Rates Fort Wayne, IN MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Allen	9.1	8.3	6.9
Indiana	9.0	8.4	7.2
MSA	9.0	8.2	6.7
United States	8.5	7.9	7.0

The unemployment rate in the assessment area declined from 2011 to 2013. The unemployment rates in Allen County were similar to those of Indiana and the MSA in 2011 and 2012, but higher than the national rate during this time. In 2013, the county had a lower unemployment rate than Indiana and the United States, but a slightly higher rate than the MSA.

In November 2011, ITT Exelis announced that more than 200 employees would lose their jobs because the U.S. Army was nearing the end of a radio systems project and the company was testing other communications solutions in New Mexico.¹⁸⁸ In February 2012, Frontier Communications cut 31 service technician positions in Fort Wayne due to an ongoing effort to work more efficiently.¹⁸⁹

¹⁸⁵ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

¹⁸⁶ Indiana Department of Workforce Development – Hoosiers by the Numbers – Major Employers by County/Region: <http://hoosierdata.in.gov/nav.asp?id=197>

¹⁸⁷ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

¹⁸⁸ Hahn, Nicole and Maureen Mespell. “More Than 200 IT Exelis Employees in Fort Wayne Losing Their Jobs.” *Indiana News Center*. November 16, 2011, Updated November 25, 2013: <http://www.indianasnewscenter.com/news/local/More-Than-200-ITT-Exelis-Employees-in-Fort-Wayne-Losing-Their-Jobs-133987268.html>

¹⁸⁹ Buckley, Sean. “Frontier Layoffs in Fort Wayne, Ind. will cause customer disruption, argue unions.” *Fierce Telecom*, February 8, 2012: <http://www.fiercetelecom.com/story/frontier-layoffs-fort-wayne-ind-will-cause-customer-disruption-argue-unions/2012-02-08>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE FORT WAYNE, IN MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good and demonstrates a good responsiveness to the credit needs of the community. In addition, the bank is a leader in making community development loans and has a moderate level of lending gaps. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 1,701 home refinance loans, 696 home purchase loans, 186 small business loans, 28 home improvement loans, and six community development loans during the evaluation period. The percentage of the bank's total lending at 0.8% is greater than the percentage of total deposits at 0.2% in this area.

Fifth Third originated loans in most census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in nine of thirteen (69.2%) low-income tracts and in all moderate, middle-, and upper-income census tracts. This results in a moderate level of lending gaps.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	565	\$58,992
Down Payment Assistance Programs	88	\$4,976,050
Other Flexible Lending Programs	315	\$33,142,790

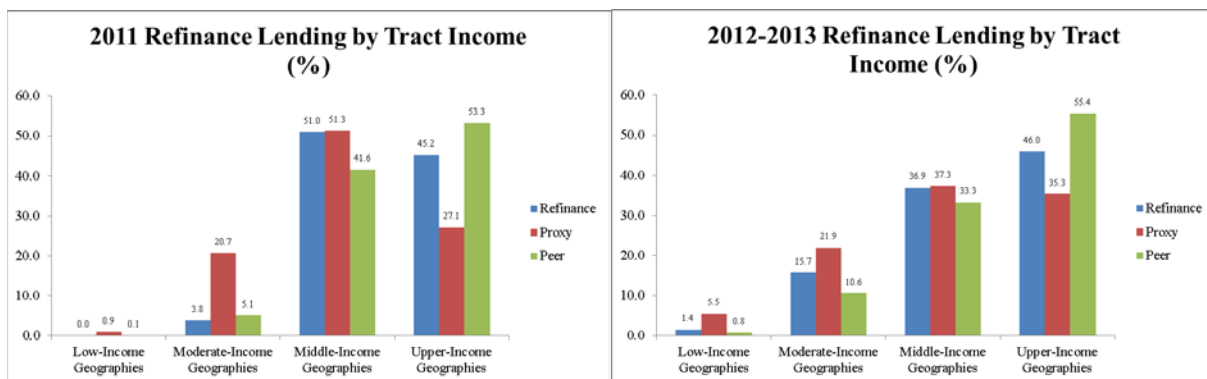
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. However, the percentage of modifications in low- and moderate-income tracts was less than the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance lending is poor, and home purchase lending is adequate. Small business lending is excellent.

Refinance Loans

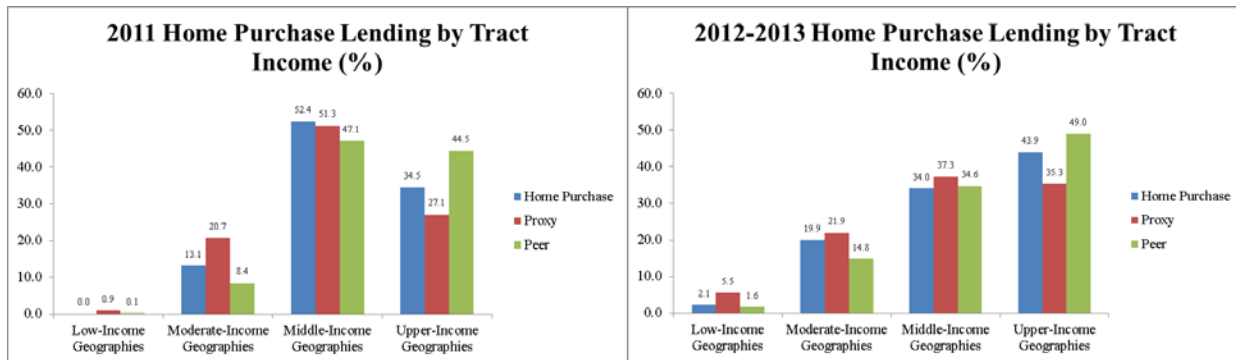


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was much less than the percentage of owner-occupied units and comparable peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and greater than peer.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

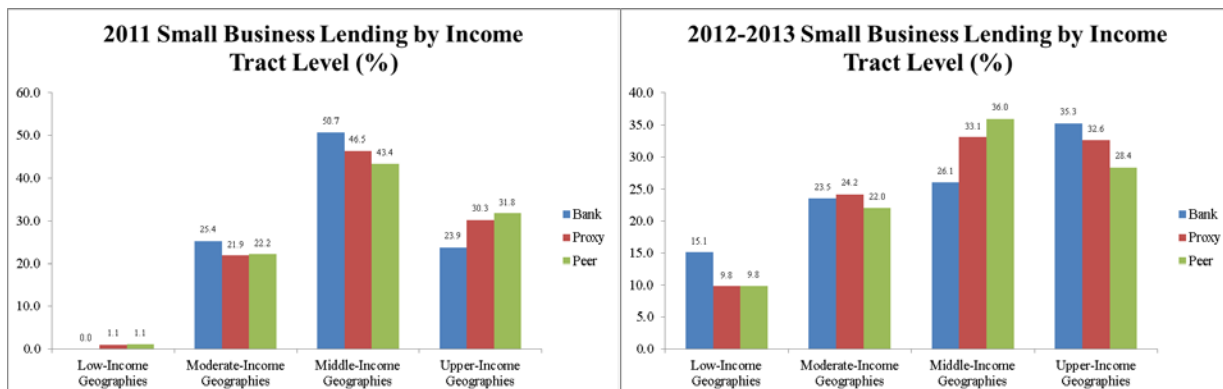


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was similar to the percentage of owner-occupied units and greater than peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



In 2011, Fifth Third did not originate any small business loans in low-income tracts. The percentage of small businesses located in low-income tracts was very low, which limited the small business lending opportunities in these income tracts. In 2012 and 2013, small business lending in low-income tracts was greater than the percentage of small businesses located in low-income tracts and the aggregate performance of all lenders.

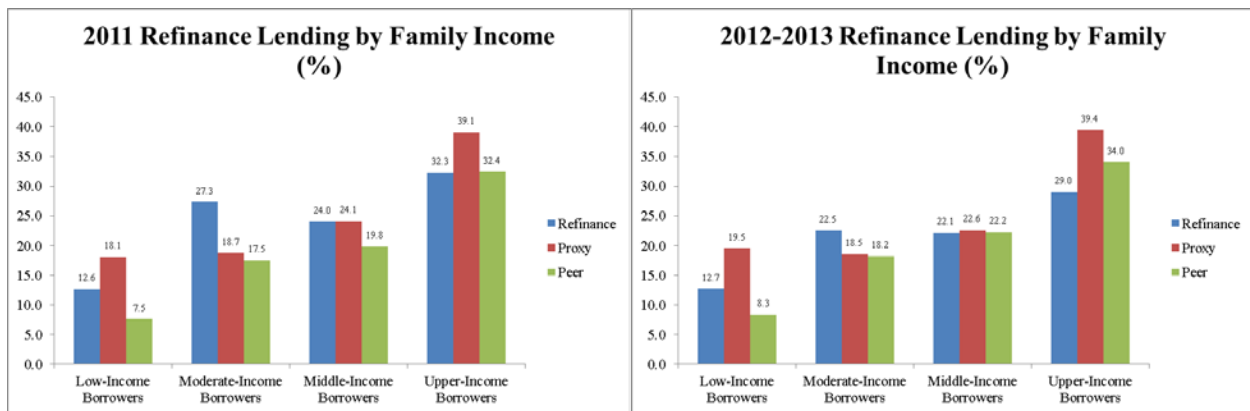
Small business lending in moderate-income tracts was comparable to the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

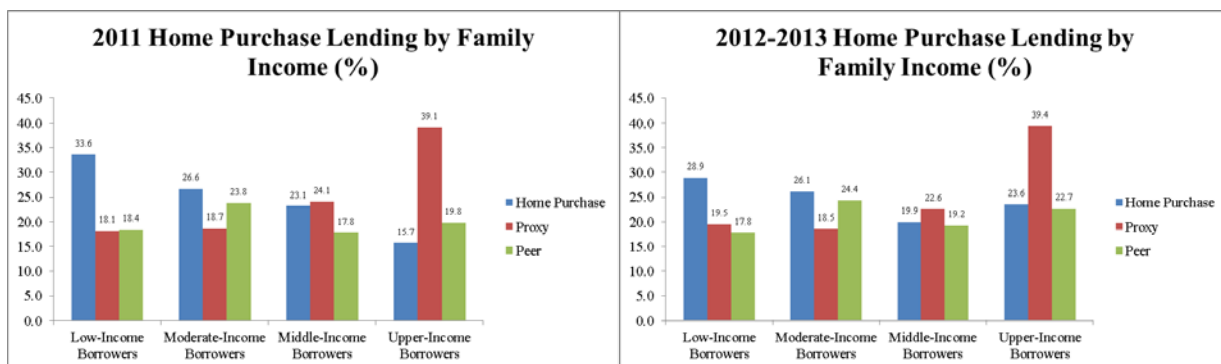
Refinance Loans



Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer. Refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

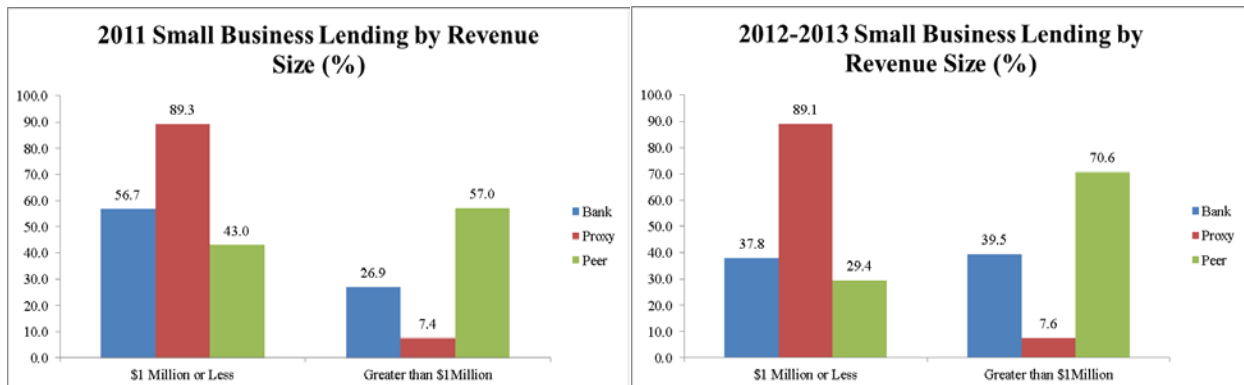
Home Purchase Loans



The level of home purchase lending to low-income borrowers was greater than the percentage of low-income families (proxy) and peer. Similarly, the level of home purchase lending to moderate-income borrowers was also greater than the percentage of moderate-income families but comparable to peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated more than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but greater than the peer.

Further analysis of small business lending shows 79.1% and 70.6% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was slightly less than the peer at 89.3% in 2011 and 91.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an excellent responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated six community development loans totaling \$27.3 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the six loans made in the assessment area, four (\$20 million) were for revitalization/stabilization of low- and moderate-income geographies and two (\$7.3 million) were for economic development and provided working capital to assist businesses that employ low- and moderate-income individuals. Given Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third is considered a leader in making community development loans.

Investment Test

The institution funded 49 investments in this assessment area totaling \$6.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	21	\$6,241,528
Community Services	24	\$65,825
Economic Development	3	\$2,712
Revitalization/Stabilization	1	\$1,000
Totals	49	\$6,311,065

The bank made 1.0% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.2% and branch offices at 0.6%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had eight banking centers within this assessment area as of September 30, 2013, including one in low-income, two in moderate-income, four in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.58% of all the institution’s banking centers.

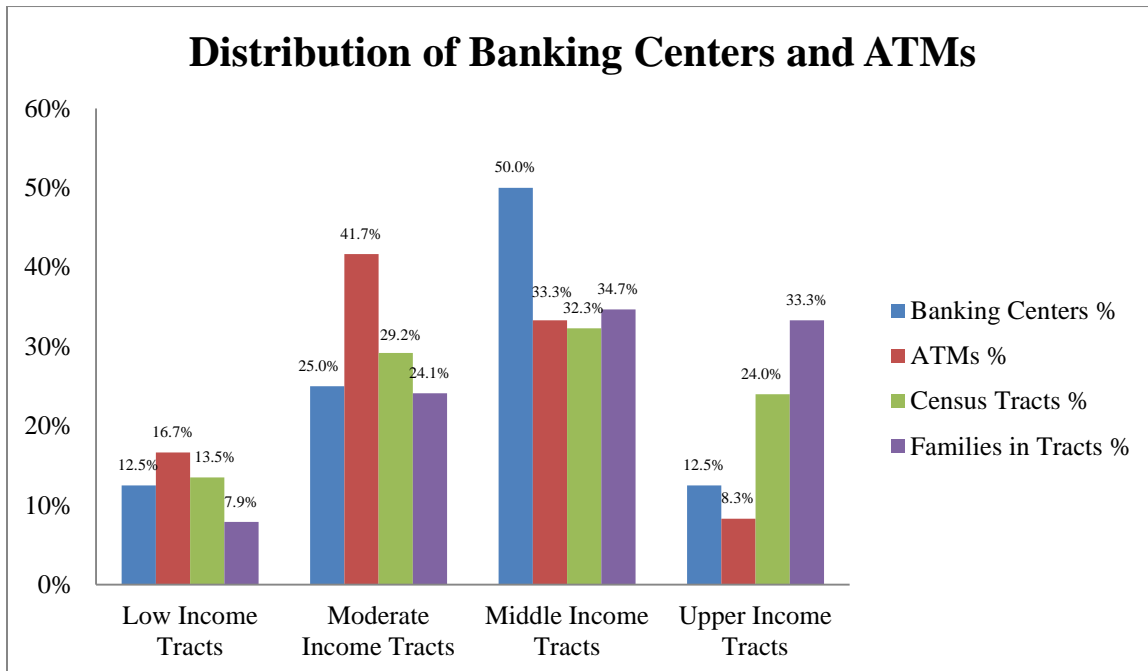
Fifth Third had 12 ATMs within this assessment area as of September 30, 2013, including two in low-income, five in moderate-income, four in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.52% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	12.5%	16.7%	13.5%	7.9%
Moderate	25.0%	41.7%	29.2%	24.1%
Middle	50.0%	33.3%	32.3%	34.7%
Upper	12.5%	8.3%	24.0%	33.3%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a good distribution within low-income tracts and a good distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 513 hours of community development services in this assessment area, which represents 0.6% of all community development services provided and equates to 0.3 annualized persons (ANP). Services included:

- 119 hours of financial expertise on boards and committees
- 156 hours of financial education
- 119 hours of technical assistance
- 119 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE INDIANAPOLIS-ANDERSON-COLUMBUS, IN CSA

The Indianapolis-Anderson-Columbus IN CSA consists of the following three MSAs:

- Anderson IN MSA #11300, which includes Madison County
- Columbus IN MSA #18020, which includes Bartholomew County
- Indianapolis-Carmel, IN MSA #26900, which includes Boone, Brown, Hamilton, Hancock, Hendricks, Johnson, Marion, Morgan, Putnam, and Shelby Counties

The assessment area is comprised of 50 low-income tracts, 106 moderate-income tracts, 166 middle-income tracts, and 89 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked third of 53 institutions with 9.7% of the deposit share in the CSA. JPMorgan Chase and PNC were the first and second largest institutions with 22.9% and 19.5% of the deposits, respectively. Huntington was the fourth largest institution with 7.6% of the deposit share. Deposits in this assessment area accounted for 3.9% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 13,146 HMDA loans and 1,945 CRA loans, which represented 4.7% of the HMDA loans and 3.7% of the CRA loans originated during the evaluation period. This was the seventh largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fourth among 568 HMDA reporters in the CSA, while Fifth Third Bank ranked 42nd. Wells Fargo, JPMorgan Chase, and Union Savings Bank were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 13th of 105 CRA reporters in the CSA in 2012. The top three CRA lenders were Capital One, American Express, and Chase Bank USA. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Three community contacts were conducted to provide additional information regarding the assessment area. The first contact representing a county economic development agency stated that retail, accommodations, and transportation/logistics are the three largest growing industries. Transportation and logistics employs around 15,000 and over half of these employees commute into the county, mostly from Indianapolis. Retail and accommodation industries growth has followed the rapid population growth. The county also has a strong motorsports industry. The contact stated that the residents in the county are highly educated and a network of colleges is active in workforce development. The median income has risen since 2000; however, much of the job growth is in lower-paying retail and hospitality jobs. The contact indicated that unemployment remains lower than the state and national average. The contact indicated that many companies struggle to obtain loans from banks because of the sizes of the loans requested and the need for additional collateral. The contact pointed out that companies have had difficulties obtaining financing, even with contracts in hand that are contingent on receiving funding. There is a need for smaller facilities, but developers cannot obtain funds from banks.

Larger developers do not have these issues. The agency estimates that there has been a 65.0% increase for office and mixed commercial space; however, since these facilities are smaller (around 25,000 square feet), banks are hesitating to make loans to construct these buildings. First Merchants Bank NA and State Bank of Lizton have been receptive to projects that the agency has referred and The North Salem State Bank was noted for its use of SBA loans and for providing gap financing. The contact felt that all banks could improve in helping the community; specifically, finding ways to grant loan requests without simply denying the loans. The contact stated that banks often view projects as risky and are therefore hesitant to lend.

The second contact made at another county economic development agency stated that the current economic conditions in the area were very good. Large industries are expanding, new investments are being made, and the retail sector is growing. The contact indicated that the housing market is improving. Smaller business need financing in the area. Larger industries have sufficient funds, but financing for businesses with 10 to 15 employees is difficult to obtain, which is especially challenging for entrepreneurs. The contact stated that community banks are more willing to finance small businesses than larger banks. The contact also noted affordable housing is needed in the area.

The third contact representing a housing agency serving Marion County stated that the recession affected the county greatly, with unemployment rates spiking approximately 10.0% in certain parts of the county. As a result, the agency has experienced more than a 200.0% increase in demand, especially for foreclosure counseling. The contact stated that there is a renewed emphasis on homeownership and significant concern related to abandoned housing. The contact noted that the most active banks in the area are JPMorgan Chase, BMO Harris Bank, National Association, Huntington, and KeyBank. The contact felt that all banks in the county are involved in the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the CSA was 2.0 million. The percentage of the population living in low- and moderate-income tracts was 29.6%. In addition, 74.1% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Indianapolis-Carmel MSA was the 34th largest nationally in terms of population and the third largest in Indiana.¹⁹⁰ Based on 2012 estimates, Indianapolis was the 13th largest city in the United States and the largest in Indiana with 834,852 residents.¹⁹¹ Carmel was the fifth largest in Indiana with a population of 83,565, while Anderson was the 14th largest in Indiana with a population of 55,554.¹⁹²

The following table shows the population in the assessment area by county for 2010 and 2012

¹⁹⁰ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

¹⁹¹ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

¹⁹² Highest Population (2012) in Indiana by City: <http://www.biggestuscities.com/demographics/in/population-2012-by-city>

with the percentage of the population increase or decrease; overall, the CSA’s population increased by 2.2% during this period. Hamilton County had the largest increase in population, while Brown, Madison, and Putnam Counties each lost population from 2010 to 2012.¹⁹³

County	2010 Population	2012 Population	Population Percent Change
Bartholomew	76,794	79,129	3.0%
Boone	56,640	58,944	4.1%
Brown	15,242	15,083	-1.0%
Hamilton	274,569	289,495	5.4%
Hancock	70,002	70,933	1.3%
Hendricks	145,448	150,434	3.4%
Johnson	139,654	143,191	2.5%
Madison	131,636	130,348	-1.0%
Marion	903,393	918,977	1.7%
Morgan	68,894	69,356	0.7%
Putnam	37,963	37,750	-0.6%
Shelby	44,436	44,471	0.1%
Total	1,964,671	2,008,111	2.2%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$64,596, which was higher than Indiana’s median family income of \$58,944. As shown in the table below, median family income increased in the Anderson and Columbus MSAs from 2010 to 2011, but decreased slightly in the Indianapolis-Carmel MSA from 2010 to 2011. All three MSAs experienced small growth in median family income from 2011 to 2012, but experienced declines in the median family income from 2012 to 2013. The Anderson MSA had a much lower median family income in 2010, 2011, 2012, and 2013 than the Columbus and Indianapolis-Carmel MSAs (the latter two having similar median family incomes during this period.)

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Anderson MSA	\$53,906	\$57,000	\$57,800	\$55,600
Columbus MSA	\$64,024	\$67,300	\$68,200	\$62,500
Indianapolis-Carmel MSA	\$66,347	\$66,000	\$66,900	\$65,100

In 2010, the assessment contained 743,260 households, of which 493,743 (66.4%) were families.

¹⁹³ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Of the total families in the assessment area, 38.8% were low- and moderate-income families. Marion County had the highest percentage of low- and moderate-income families, as almost half (48.9%) of the families were low- or moderate-income and is reflected in the poverty rates shown below.

Poverty rates increased in each county in the assessment area from 1999 to 2012.¹⁹⁴ Marion County, where Indianapolis is located, had the highest poverty rate in the assessment area in 1999 and 2012 and the rate was higher than the state rates for both years. In 1999, all the other counties in the CSA had lower poverty rates than Indiana and the United States. Madison County had a higher poverty rate than the state and nation in 2012; however, the other ten counties in the assessment areas had lower rates than the state and national rates that year. Hamilton County had the lowest poverty rates in 1999 and 2012. Hancock County had the highest increase in the poverty rate from 1999 to 2012; its poverty rate more than doubled during that period. The following table shows the poverty rates for 1999¹⁹⁵ and 2012.¹⁹⁶

County	1999 Poverty Rate	2012 Poverty Rate	Change
Bartholomew	7.3%	11.8%	61.6%
Boone	5.2%	6.6%	26.9%
Brown	8.9%	13.7%	53.9%
Hamilton	2.9%	4.7%	62.1%
Hancock	3.0%	7.3%	143.3%
Hendricks	3.6%	5.7%	58.3%
Johnson	5.6%	9.6%	71.4%
Madison	9.3%	15.9%	71.0%
Marion	11.4%	21.6%	89.5%
Morgan	6.6%	12.6%	90.9%
Putnam	8.0%	13.1%	63.8%
Shelby	7.6%	12.7%	67.1%
Indiana	9.5%	15.5%	63.2%
United States	11.8%	15.0%	27.1%

¹⁹⁴ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State Fact Sheets/PovertyReport&fips_st=51

¹⁹⁵ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

¹⁹⁶ 2012 National Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Housing Characteristics

There were 839,990 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 60.9%, with a high of 75.0% in Hamilton County and a low of 50.4% in Marion County. From an income perspective, 33.6% of housing units and 21.9% of owner-occupied units were in a low- or moderate-income tract. Multi-family dwellings comprised 16.4% of the housing units in the CSA, with 52.0% of the units being in a low- or moderate-income tract. These numbers indicate that most of the demand for mortgage loans would likely be in middle- and upper-income tracts; however, there appears to be significant demand for these loans in low- and moderate-income tracts.

As of 2010, the median age of housing stock in the assessment area was 36 years old, with 19.5% of the stock built before 1950. The oldest housing stock was in Madison County with a median age of 48 years, while the newest was in Hamilton County with a median age of 16 years. Since the median age of the housing stock is more than 25 years old, it appears that there could be substantial demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$139,808 as of the 2010 U.S. Census, with an affordability ratio of 37.3%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 31.6% in Brown County to a high of 44.9% in Madison County.

Based on the 2013 median family income for the Anderson MSA, about 51.9% of the homes valued up to \$98,894 would be considered affordable for low-income individuals and approximately 81.4% of the homes valued up to \$158,231 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Columbus MSA, about 37.5% of the homes valued up to \$111,167 would be considered affordable for low-income individuals and approximately 70.2% of the homes valued up to \$177,867 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Indianapolis-Carmel MSA, about 33.5% of the homes valued up to \$115,792 would be considered affordable for low-income individuals and approximately 70.0% of the homes valued up to \$185,267 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,¹⁹⁷ the median sales price in the Indianapolis-Carmel MSA was \$129,600 in 2013, which was higher than the median sales price of \$123,900 in 2011 and \$123,300 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure.¹⁹⁸

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Bartholomew County	1:3,886
Boone County	1:1,425
Brown County	1:497
Hamilton County	1:1,424
Hancock County	1:735
Hendricks County	1:15,977
Johnson County	1:655
Madison County	1:567
Marion County	1:965
Morgan County	1:846
Putnam County	1:2,236
Shelby County	1:687
Indiana	1:1,069
United States	1:1,170

Brown County had the highest foreclosure rate in the CSA in February 2014, while Hendricks County had the lowest. More than half of the counties in the assessment area had higher foreclosure ratios than Indiana and the United States. Bartholomew, Boone, Hamilton, Hendricks, and Putnam Counties all had lower foreclosure ratios than Indiana and the United States in February 2014.

Building permits in the three MSAs, Indiana, and the United States are included in the following table for 2011, 2012, and 2013.¹⁹⁹

¹⁹⁷ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

¹⁹⁸ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

¹⁹⁹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Anderson MSA	75	68	-9.3%	71	4.4%
Columbus MSA	178	200	12.4%	235	17.5%
Indianapolis- Carmel MSA	5,259	4,994	-5.0%	8,057	61.3%
Indiana	12,618	13,781	9.2%	18,029	30.8%
United States	624,061	829,658	32.9%	976,369	17.7%

While the Anderson and Indianapolis MSAs experienced losses in building permits from 2011 to 2012, building permits grew in the Columbus MSA during that time. The growth rate in the Columbus MSA was higher than the state rate, but less than the national rate. All three MSAs had increases in building permits from 2012 to 2013, with the Indianapolis MSA having the strongest growth rate, which exceeded the national and state increases. The growth rates in the Anderson and Columbus MSAs were less than the state and national rate increases during this time.

Labor, Employment, and Economic Characteristics

The CSA was home to four Fortune 500 companies in 2013. Three of the companies are headquartered in Indianapolis while Cummins is based in Columbus.²⁰⁰

Fortune 500 Companies in the Indianapolis-Anderson-Columbus CSA		
Rank	Company	Revenue (\$ billion)
47	WellPoint	61.7
130	Eli Lilly	22.6
160	Cummins	17.3
497	Simon Property Group	5.2

The following table shows the three largest employers in each county in the CSA, according to the Indiana Department of Workforce Development.²⁰¹

²⁰⁰ Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

²⁰¹ Indiana Department of Workforce Development – Hoosiers by the Numbers – Major Employers by County/Region: <http://hoosierdata.in.gov/nav.asp?id=197>

County	Employer Name	Description
Bartholomew	Cummins Diesel International Columbus Regional Hospital Columbus Regional Hospital Cancer Center	Engine Manufacturer Healthcare Healthcare
Boone	Witham Memorial Hospital Witham Health Services Witham Visiting Nurse Services	Healthcare Healthcare Healthcare
Brown	Brown County Health and Living Brown County Historical Society Jehovah's Witnessess	Healthcare Museum/History Center Religious Institution
Hamilton	Conseco Life Insurance Company Hewlett-Packard Beneficial Standard Life Insurance Company	Insurance Company Computer Manufacturer Insurance Company
Hancock	Keihin North America Inc. Hancock Regional Hospital Eli Lilly & Co	Automobile Component Manufacturer Healthcare Pharmaceutical Company
Hendricks	Duke Energy Indiana Inc. Hendrick's Regional Health Q-Edge Corp	Electric and Gas Utility Healthcare Computer Manufacturer
Johnson	Atterbury Reserve Forces Training Area Whisper Hearing Center Walmart Supercenter	Military Facility Healthcare Retail Store
Madison	St. Vincent Anderson Regional Hospital Carter Logistics Hoosier Park Racing & Casino	Healthcare Logistics Company Racetrack/Casino
Marion	St. Vincent Hospital Eli Lilly International Corporation Peyton Manning Children's Hospital	Healthcare Pharmaceutical Company Healthcare
Morgan	Nice-Pak Products TOA LLC IU Health Morgan Hospital	Textile Manufacturer Audio Manufacturer Healthcare
Putnam	International Automotive Walmart Distribution Center De Pauw University	Automobile Component Manufacturer Retail Distribution Center Education
Shelby	Knauf Insulation Atlas Cold Storage Pilkington North America Inc.	Insulation Manufacturer Storage Facilities Glass Manufacturer

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the CSA, Indiana, and the nation.²⁰²

Unemployment Rates Indianapolis-Anderson-Columbus IN CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Madison	10.4	9.7	8.3
Anderson MSA	10.4	9.7	8.3
Bartholomew	7.5	6.4	5.3
Columbus MSA	7.5	6.4	5.3
Boone	7.3	6.7	6.0
Brown	8.5	7.9	6.5
Hamilton	6.3	5.8	5.3
Hancock	7.9	7.1	6.2
Hendricks	7.2	6.6	5.7
Johnson	7.7	7.0	6.0
Marion	9.3	8.7	7.3
Morgan	8.9	8.1	6.6
Putnam	10.4	9.1	7.3
Shelby	8.8	7.8	6.6
Indianapolis-Carmel MSA	8.4	7.8	6.6
Indiana	9.0	8.4	7.2
United States	8.5	7.9	7.0

The unemployment rates fell in all of the counties in the CSA from 2011 to 2013. Madison County had the highest employment rate all three years, while Hamilton County had the lowest rates. Most of the counties had lower unemployment rates than Indiana and the United States during this time. In addition to Madison County, Marion and Putnam Counties had higher unemployment rates than Indiana and the United States in 2011, 2012, and 2013.

²⁰² National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Two major healthcare employers in the Indianapolis area announced layoffs in 2013. St. Vincent Health announced the layoffs of 850 employees across its 22 hospitals. This represented 5.0% of its workforce of 17,000 employees. The company indicated that the layoffs were due to economic and competitive pressures.²⁰³ Another healthcare company, IU Health, announced that would eliminate 800 positions through layoffs and early retirement. The cuts would affect seven hospitals. The reductions were for cost cutting, especially in light of lower reimbursements.²⁰⁴ In 2012, Cummins announced that it would lay off at least 150 employees at its fuel systems plant in Columbus. The layoffs were due to deteriorating global conditions and were part of the company's plans to reduce its global workforce by 1,000 to 1,500 by the end of 2012.²⁰⁵

²⁰³ "St. Vincent announces layoffs." *WTHR*. June 28, 2013: <http://www.wthr.com/story/22718273/2013/06/28/st-vincent-announces-layoffs>

²⁰⁴ Thomas, Derrick and Norman Cox. "IU Health to cut 800 jobs." *TheIndyChannel.com*. September 12, 2013: <http://www.theindychannel.com/news/local-news/iu-health-to-cut-800-jobs>

²⁰⁵ Network Indiana. "Cummins Begins Layoffs of Columbus Workers." *Indiana Public Media*. Updated November 14, 2012: <http://indianapublicmedia.org/news/cummins-begins-layoffs-columbus-workers-40137/>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
INDIANAPOLIS-ANDERSON-COLUMBUS, IN CSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is excellent. It has demonstrated an excellent responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area. The bank has an excellent distribution among borrowers of different income levels and good performance to businesses of different revenue sizes. Further, the bank has limited lending gaps and is a leader in making community development loans, which results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. Fifth Third originated 9,350 home refinance loans, 3,641 home purchase loans, 155 home improvement loans, 1,922 small business loans, 23 farm loans, and 32 community development loans during the evaluation period. The percentage of the bank’s total lending at 4.6% is comparable to the percentage of total deposits at 3.9% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. During 2012 and 2013, Fifth Third made loans in 45 of 50 low-income tracts, in 102 of 106 moderate-income tracts, and in all middle and upper-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,830	\$359,095
Down Payment Assistance Programs	133	\$10,887,125
Other Flexible Lending Programs	2,250	\$293,108,895

In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

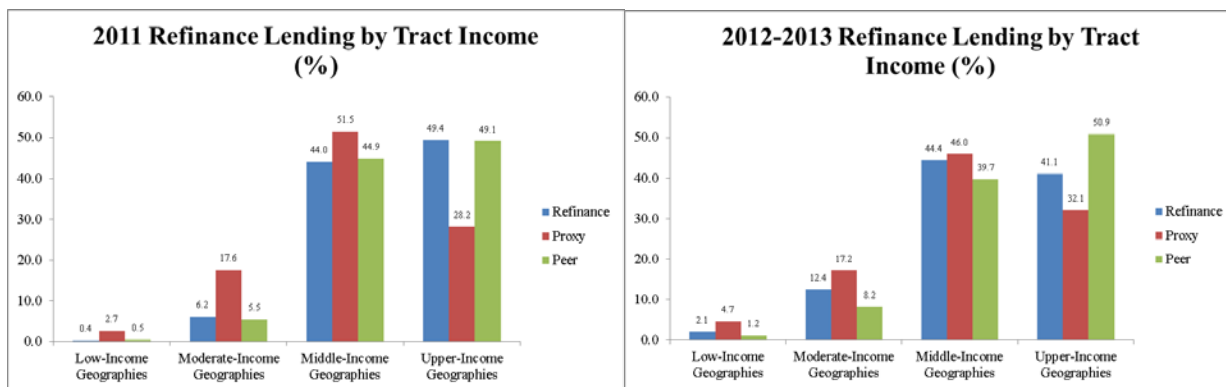
Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance and home purchase lending are adequate, while home improvement and small business lending are excellent.

According to the 2010 U.S. Census, 6.9% and 20.0% of families reside in low- and moderate-income tracts, respectively. Further, only 9.3% of all housing units are in low-income tracts, while 24.3% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 4.7% and 17.2% for moderate-income tracts, which was much lower than the overall owner-occupancy rate for the assessment area. Conversely, 42.7% and 42.2% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

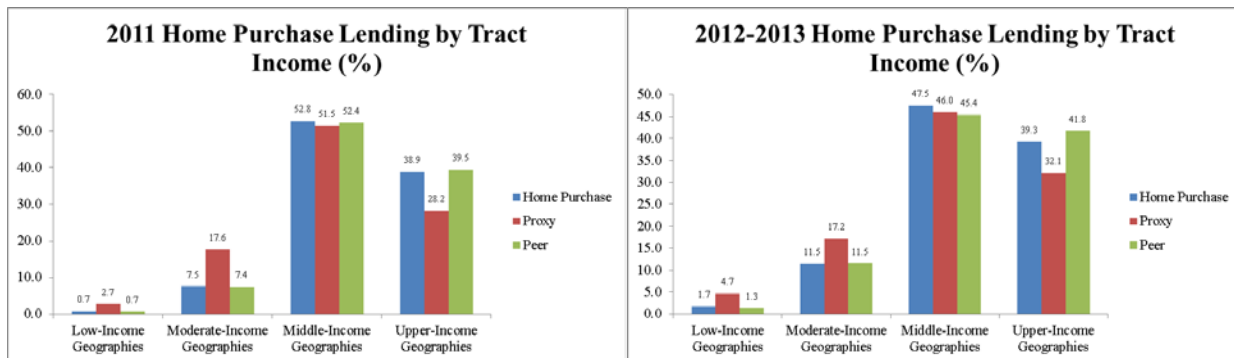


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. Nevertheless, Fifth Third’s refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy). In 2012 and 2013, refinance lending in low-income tracts was slightly less than the proxy and comparable to peer.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units and slightly greater than peer.

Overall, the geographic distribution of refinance loans was adequate.

Home Purchase

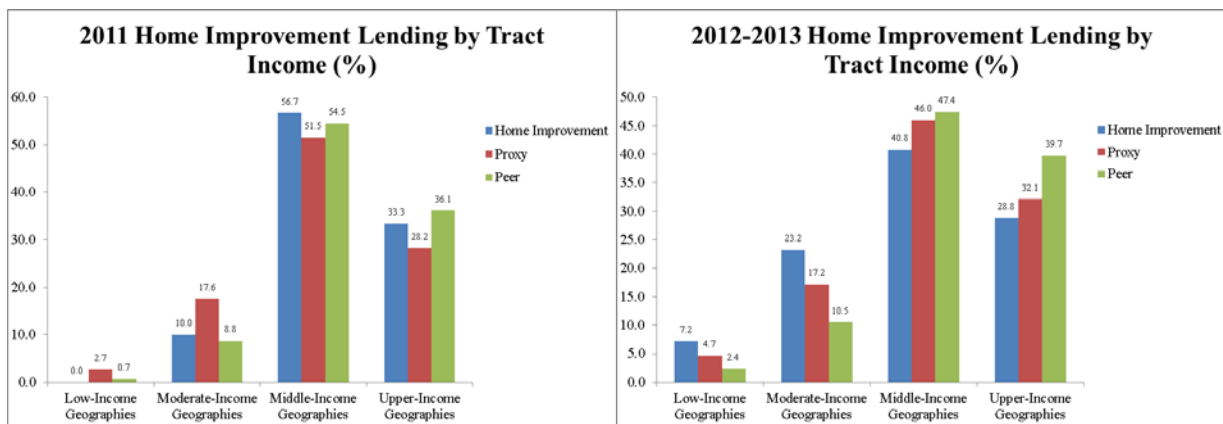


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, while Fifth Third’s home purchase lending in low-income tracts remained slightly less than the proxy and comparable to peer.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans was adequate.

Home Improvement

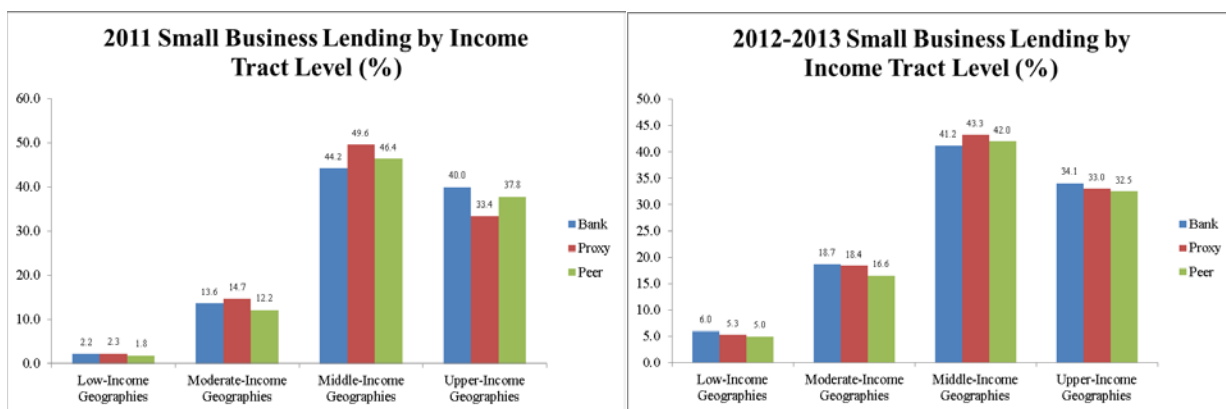


In 2011, home improvement lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, although lending opportunities were still limited, home improvement lending in low-income tracts was above the proxy and peer.

In 2011, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, home improvement lending in moderate-income tracts was also greater than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans was excellent.

Small Business Lending



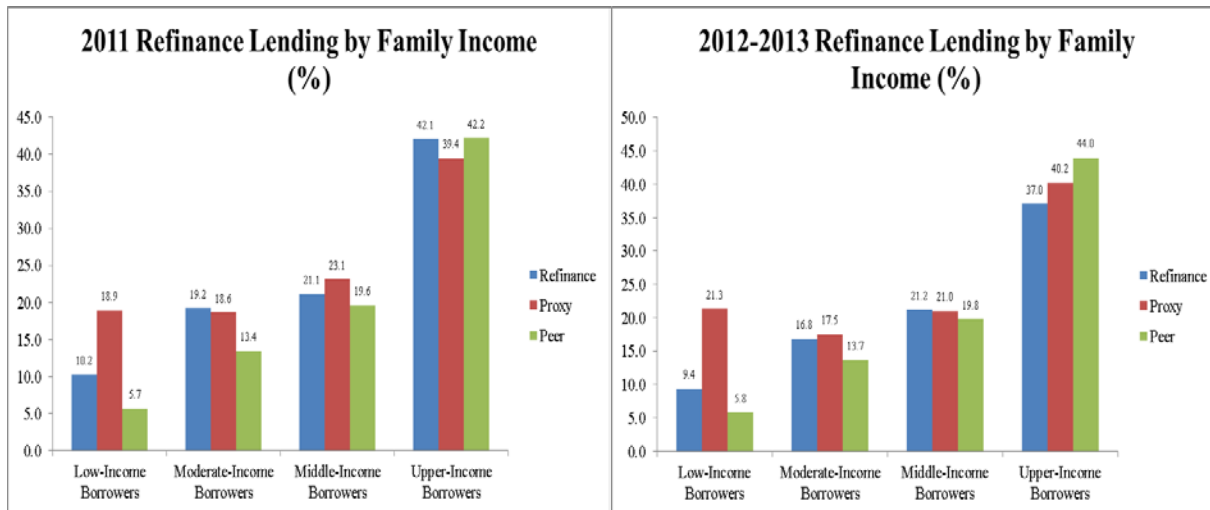
Small business lending in low- and moderate-income tracts was comparable to the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer) throughout the evaluation period.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was excellent based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

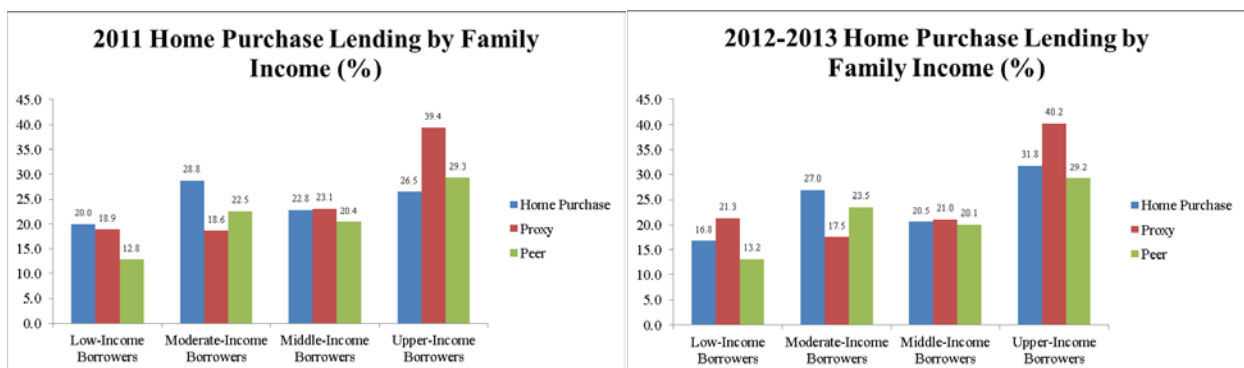
Refinance Loans



Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer. Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and slightly more than peer.

Overall, the distribution of refinance loans to borrowers of different income levels was good.

Home Purchase Loans

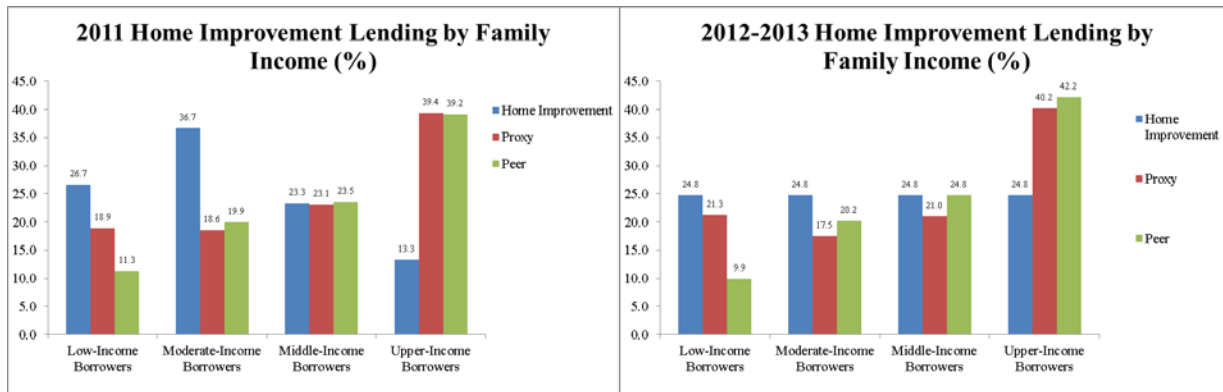


In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and higher than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but higher than peer.

During the assessment period, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels was excellent.

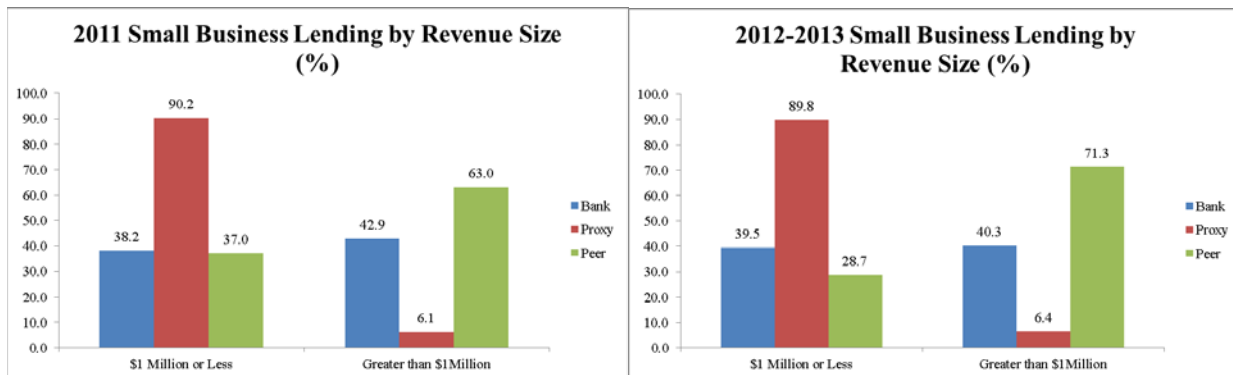
Home Improvement Loans



The level of home improvement lending to low- and moderate-income borrowers was above the percentage of low-income families (proxy) and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer).

Further analysis of small business lending shows 57.8% and 59.1% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 89.0% in 2011 and 91.3% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 32 community development loans totaling \$139.8 million. Community development lending in this assessment area represented 3.2% of the total dollar volume of community development loans originated by the bank during the evaluation period. Fifth Third was a leader in community development lending. Of the 32 loans made in the assessment area, nine (\$63.4 million) were for economic development, while 18 (\$46.3 million) were for revitalization/stabilization of low- and moderate-income geographies. There were three (\$30.1 million) loans for affordable housing.

Investment Test

The institution funded 202 investments in this assessment area totaling \$30.9 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	87	\$28,209,373
Community Services	95	\$2,445,643
Economic Development	16	\$41,287
Revitalization/Stabilization	4	\$210,000
Totals	202	\$30,906,303

The bank made 5.0% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 3.9% and branch offices at 3.5%.

This is considered an excellent level of qualified community development investments and grants, and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 48 banking centers within this assessment area as of September 30, 2013, including one in low-income, 18 in moderate-income, 13 in middle-income, and 16 in upper-income census tracts. The banking centers in this assessment area represent 3.5% of all the institution's banking centers.

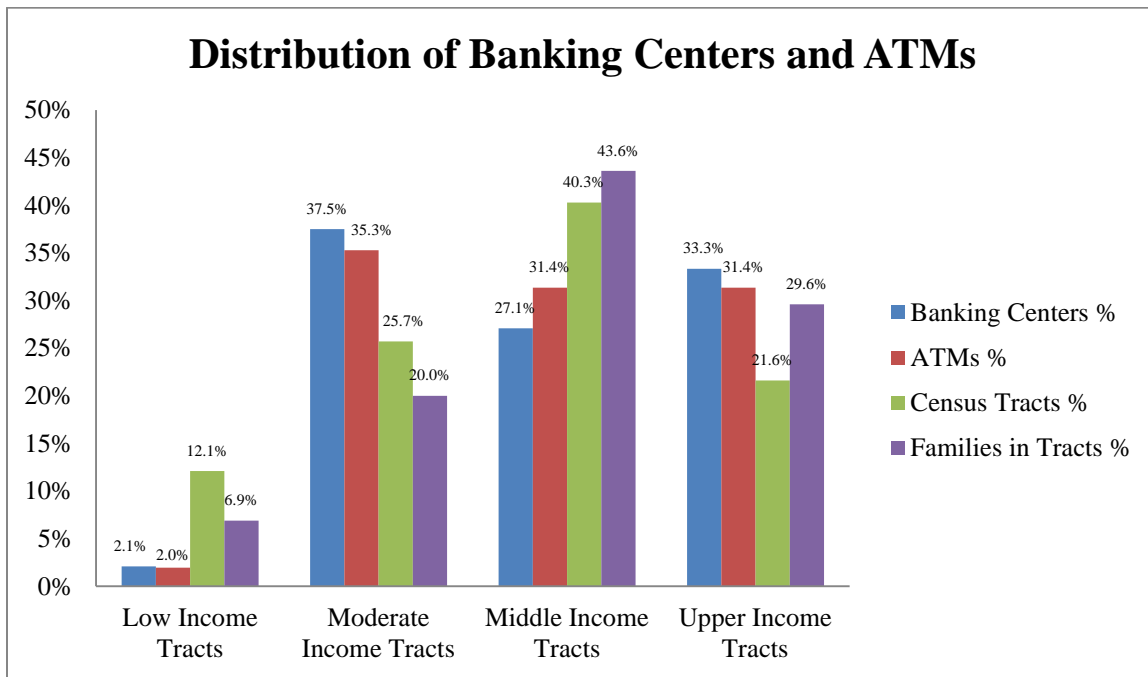
Fifth Third had 51 ATMs within this assessment area as of September 30, 2013, including one in low-income, 18 in moderate-income, 16 in middle-income, and 16 in upper-income census tracts. The ATMs in this assessment area represent 2.19% of all the institution's ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	2.1%	2.0%	12.1%	6.9%
Moderate	37.5%	35.3%	25.7%	20.0%
Middle	27.1%	31.4%	40.3%	43.6%
Upper	33.3%	31.4%	21.6%	29.6%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 3,190 hours of community development services in this assessment area, which represents 3.7% of all community development services provided and equates to 1.5 annualized persons (ANP). Services included:

- 1,228 hours of financial expertise on boards and committees
- 1,399 hours of financial education
- 101 hours of technical assistance
- 462 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN SOUTHERN INDIANA

The Non-metropolitan Southern Indiana assessment area consists of Decatur, Dubois, Fayette, Jackson, Jennings, Knox, Lawrence, Orange, Parke, Perry, Pike, Ripley, Rush, Scott, and Spencer Counties. The assessment area is comprised of no low-income, 17 moderate-income, 67 middle-income, and 12 upper-income tracts. Fayette County had six distressed middle-income tracts due to unemployment in 2011 and five distressed middle-income tracts due to poverty in 2013. Spencer County had two underserved middle-income tracts in 2012 and 2013.

As of June 30, 2013, Fifth Third ranked third of 40 institutions with 8.6% of the deposit share in the assessment area. The two largest institutions in the assessment area were Old National Bank and German American Bancorp with 15.8% and 14.8% of the deposits, respectively. The fourth largest institution was MainSource Bank with 7.1% of the deposits. Deposits in this assessment area accounted for 0.6% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 2,997 HMDA loans and 419 CRA loans, which represented 1.1% of the HMDA loans and 0.8% of the CRA loans originated during the evaluation period. This was the 24th largest HMDA market and the 28th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth, while Fifth Third Bank ranked 10th of 303 HMDA reporters in the assessment area. The three largest HMDA reporters in the assessment area were BB&T, Wells Fargo, and Old National Bank. Fifth Third Bank ranked 17th of 55 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, German American Bancorp, and Old National Bank.

Two community contacts were conducted to provide additional information regarding the assessment area. One contact representing a county economic development agency stated that the economic recovery is proceeding at a modest pace. The county was poised to receive \$160 million in new investments and has seen an increase in small business lending in recent years; however, banks need to continue to support the community by extending additional small business credit. The contact indicated that there is a need for housing at all income levels to support the growing industrial base. The contact felt that credit needs are largely being met, but there could be additional support for affordable housing for industrial employees and small business lending.

Another contact represented an economic development agency that serves two counties in the assessment area. The contact stated that economic conditions were flat and most of the counties' land use is for agriculture. The general population is aging and younger people are moving out to areas with more growth potential. The contacted indicated that banks are active in the area and are willing to make loans and participate in the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 408,086. The percentage of the population living in moderate-income tracts was 16.1%. In addition, 75.9% of the population was 18 years or older, the legal age to enter into a contract.

Based on 2012 estimates, Seymour in Jackson County was the 46th largest city in Indiana with 18,520 residents, followed by 47th ranked Vincennes in Knox County with a population of 18,239. Jasper in Dubois County was the 58th largest city in Indiana with a population of 15,157 and Bedford in Lawrence County ranked 61st with only 13,402 residents.²⁰⁶

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased slightly during this period. Jackson County had the highest growth in the assessment area followed by Decatur County while Rush County had the largest decline in population.²⁰⁷

County	2010 Population	2012 Population	Population Percent Change
Decatur	25,740	26,042	1.2%
Dubois	41,889	42,071	0.4%
Fayette	24,277	24,029	-1.0%
Jackson	42,376	43,083	1.7%
Jennings	28,525	28,161	-1.3%
Knox	38,440	38,112	-0.9%
Lawrence	46,134	46,078	-0.1%
Orange	19,840	19,690	-0.8%
Parke	17,339	17,069	-1.6%
Perry	19,338	19,462	0.6%
Pike	12,845	12,766	-0.6%
Ripley	28,818	28,583	-0.8%
Rush	17,392	17,095	-1.7%
Scott	24,181	23,791	-1.6%
Spencer	20,952	20,837	-0.5%
Total	408,086	406,869	-0.3%

²⁰⁶ Highest Population (2012) in Indiana by City:

<http://www.biggestuscities.com/demographics/in/population-2012-by-city>

²⁰⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$52,651, which was substantially lower than the median family income of \$58,944 for Indiana. The median family incomes ranged from a low of \$45,874 in Orange County to a high of \$64,286 in Dubois County. As shown in the following table, the median family income for Non-metropolitan Indiana was \$52,900 in 2011, which suggests that the median family income of this assessment area is similar to the median family income for all of Non-metropolitan Indiana. The median family income for Non-metropolitan Indiana increased from 2011 to 2012, but decreased from 2012 to 2013.

**Borrower Income Levels
Indiana State Non-Metro**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$52,900	0	- \$26,449	\$26,450	- \$42,319	\$42,320	- \$63,479	\$63,480	- & above
2012	\$53,600	0	- \$26,799	\$26,800	- \$42,879	\$42,880	- \$64,319	\$64,320	- & above
2013	\$52,700	0	- \$26,349	\$26,350	- \$42,159	\$42,160	- \$63,239	\$63,240	- & above

In 2010, the assessment area contained 159,068 households, of which 112,014 (70.4%) were families. Of the total families in the assessment area, 27.7% were low- and moderate-income families. Orange County had the highest percentage of low- and moderate-income families, with 45.1% of families being low- and moderate-income.

Poverty rates increased in all the counties in the assessment area from 1999 to 2012, except for Knox County, which experienced a small decline.²⁰⁸ The poverty rates in many counties increased more than 50.0% and the rate more than doubled in Fayette County. Knox County had the highest poverty rate in 1999, while Scott County had the highest poverty rate in 2012. Dubois County had the lowest poverty rate both years. While three counties in the assessment area had poverty rates higher than the national rate in 1999, seven counties had poverty rates higher than the national rate in 2012, which indicates that increases in poverty in the assessment area were more significant than the growth in poverty nationwide from 1999²⁰⁹ to 2012²¹⁰.

²⁰⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State Fact Sheets/PovertyReport&fips_st=51

²⁰⁹ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²¹⁰ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Decatur	9.3%	15.0%	61.3%
Dubois	5.3%	8.5%	60.4%
Fayette	7.9%	17.2%	117.7%
Jackson	8.5%	12.7%	49.4%
Jennings	9.2%	15.7%	70.7%
Knox	16.0%	15.9%	-0.6%
Lawrence	9.8%	17.0%	73.5%
Orange	12.4%	17.4%	40.3%
Parke	11.5%	18.2%	58.3%
Perry	9.4%	14.6%	55.3%
Pike	8.0%	10.8%	35.0%
Ripley	7.5%	11.4%	52.0%
Rush	7.3%	14.2%	94.5%
Scott	13.1%	18.5%	41.2%
Spencer	6.9%	10.0%	44.9%
Indiana	9.5%	15.5%	63.2%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 178,090 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 68.2%, with a high of 77.1% in Pike County and a low of 60.4% in Knox County. From an income perspective, 16.4% of housing units and 13.1% of owner-occupied units were in moderate-income tracts. Multi-family dwellings comprised 5.7% of the housing stock with 28.8% of multi-family units in moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 39 years old, with 27.2% of the stock built before 1950. The oldest housing stock was in Rush County with a median age of 59 years, while the newest was in Jennings County with a median age of 30 years. Since a sizeable amount of the housing stock was more than 25 years old, there could be a need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$102,607, with an affordability ratio of 42.3%. Affordability ratios ranged from 34.8% in Ripley County to 51.1% in Pike County. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the assessment area, about 43.9% of the homes valued up to \$93,736 would be considered affordable for low-income individuals and approximately 72.6% of the homes valued up to \$149,978 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure²¹¹.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Decatur County	1:879
Dubois County	1:1,410
Fayette County	1:584
Jackson County	1:652
Jennings County	N/A
Knox County	1:1,527
Lawrence County	1:1,197
Orange County	1:1,085
Parke County	1:1,084
Perry County	N/A
Pike County	1:793
Ripley County	1:2,828
Rush County	1:1,839
Scott County	1:482
Spencer County	1:575
Indiana	1:1,069
United States	1:1,170

Over half the foreclosure rates in the assessment area were higher than both the state and national ratios in February 2014. Five of the counties had higher foreclosure ratios than the national rates, while another two had foreclosure ratios more than the state rate at that time. Ripley County had the lowest ratio of properties in foreclosure in February 2014, while Scott County had the highest.

Building permits in the assessment area, Indiana, and the United States are included in the following table for 2011 and 2012.²¹²

²¹¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

²¹² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>
(Note: 2013 building permits by county data not available)

Geography	2011	2012	Percent of Change 2011-2012
Decatur County	26	29	11.5%
Dubois County	79	61	-22.8%
Fayette County	4	4	0.0%
Jackson County	76	61	-19.7%
Jennings County	44	37	-15.9%
Knox County	27	31	14.8%
Lawrence County	10	9	-10.0%
Orange County	4	4	0.0%
Parke County	28	2	-92.9%
Perry County	18	23	27.8%
Pike County	26	19	-26.9%
Ripley County	60	66	10.0%
Rush County	13	11	-15.4%
Scott County	25	28	12.0%
Spencer County	36	42	16.7%
Total	476	427	-10.3%
Indiana	12,618	13,781	9.2%
United States	624,061	829,658	32.9%

Overall, building permits declined from 2011 to 2012 compared to growth in Indiana and the United States during this time. Perry County experienced the largest increase, while Parke County had the biggest decline.

Labor, Employment, and Economic Characteristics

The following table shows the three largest employers in each county in the MSA, according to the Indiana Department of Workforce Development.²¹³

²¹³ Indiana Department of Workforce Development – Hoosiers by the Numbers – Major Employers by County/Region: <http://hoosierdata.in.gov/nav.asp?id=197>

County	Employer Name	Description
Decatur	Delta Faucet Co. Honda Manufacturing of IN LLC Valeo Engine Cooling Inc.	Faucet/Kitchen Accessory Manufacturer Automobile Manufacturer Automotive Part Manufacturer
Dubois	OFS Brands Master Brand Cabinets Inc. Memorial Hospital-Health Care	Furniture Manufacturer Cabinet Manufacturer Healthcare
Fayette	Stant Corp Walmart Supercenter GE Energy	Vapor and Fluid Control Manufacturer Retail Energy Management (oil, gas, power, water)
Jackson	Aisin USA Manufacturing Inc. Valeo Sylvania LLC Walmart Distribution Center	Automotive Part Manufacturer Automotive Part Manufacturer Retail Distribution Center
Jennings	Lowe's Distribution Center North Vernon Industry Corp St. Vincent Jennings Hospital Inc.	Retail Distribution Center Large Counterbalance Products Manufacturer Healthcare
Knox	Good Samaritan Hospital Futaba Indiana of America Corp Walmart Supercenter	Healthcare Automotive Welder Retail
Lawrence	GM Powertrain IU Health Bedford Dana Corp	Automotive Part Manufacturer Healthcare Automotive Part Manufacturer
Orange	French Lick Resort Operations LLC Paoli, Inc. Layne Christensen	Hotels, Big Splash Hotels and Indoor Water Parks Office Furniture Manufacturer Water Management, Construction & Drilling Company
Parke	Futurex Industries Inc Rockville Correctional Facility Formflex	Data Encryption Provider Correctional Facility Plastic Manufacturer
Perry	Waupaca Foundry Branchville Correctional Facility Walmart Supercenter	Iron Foundry Correctional Facility Retail
Pike	AES Corp Indianapolis Power & Light Co. Five Star Mining	Electric Company Electric Utility Coal Mining

Ripley	Batesville Casket Co. Ripley County Auditor Mc Phersons Inc.	Casket Manufacturer County Government Spectrophotometry Instrument Manufacturing
Rush	UAW Copeland Corp Rush Memorial Hospital	Labor Union Refrigeration and Air Conditioning Systems Healthcare
Scott	Morgan Foods Inc. Walmart Supercenter Scott Memorial Hospital	Fast Food Franchisor Retail Healthcare
Spencer	Holiday World Splashin' Safari AK Steel Corp St. Meinrad School of Theology	Water Park Steel Company Education

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Indiana, and the nation.²¹⁴

Unemployment Rates Non-metropolitan Southern Indiana (not seasonally adjusted)			
County	2011	2012	November 2013
Decatur	9.7	8.8	6.5
Dubois	6.1	5.8	5.2
Fayette	12.7	11.5	9.9
Jackson	8.2	7.2	5.9
Jennings	11.2	10.1	7.6
Knox	6.6	6.7	5.7
Lawrence	11.1	10.7	9.0
Orange	10.0	9.5	7.9
Parke	9.9	9.8	8.0
Perry	8.5	7.9	7.0
Pike	7.7	7.7	6.4
Ripley	9.6	9.0	7.6
Rush	8.9	7.9	6.4
Scott	11.0	9.8	7.6
Spencer	7.9	7.7	6.7
Indiana	9.0	8.4	7.2
United States	8.5	7.9	7.0

²¹⁴ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment rates declined in all but Knox and Pike Counties from 2011 to 2012 and decreased in all 15 counties from 2012 and 2013. Nearly half of the counties in the assessment area had higher unemployment rates than the state and national rates in 2011, 2012, and 2013. Fayette County had the highest unemployment rates all three years, while Dubois County had the lowest unemployment rates during this time.

In May 2012, Exopack, a packing company, announced that it planned to close its plant in Seymour by July 1, 2012. The closure would eliminate 111 jobs and operations were to be consolidated at three other plants owned by the company.²¹⁵

²¹⁵ “Exopack closing Seymour plant, cutting 111 jobs.” *WTHR*. May 3, 2012:
<http://www.wthr.com/story/18105654/exopack-closing-seymour-plant-cutting-111-jobs>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN SOUTHERN INDIANA

Lending Test

Fifth Third's performance under the lending test in this assessment area is excellent and demonstrates an excellent responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses and farms of different revenue sizes. Further, the bank had no lending gaps in 2012 and is a leader in making community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. Home improvement and small farm lending received the least amount of consideration. There were not enough multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there were no low-income and only ten moderate-income tracts in the assessment area.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. Fifth Third originated 2,086 home refinance loans, 821 home purchase loans, 90 home improvement loans, 354 small business loans, 65 small farm loans, and six community development loans during the evaluation period. The percentage of the bank's total lending at 1.0% is comparable to the percentage of total deposits at 0.6% in this area.

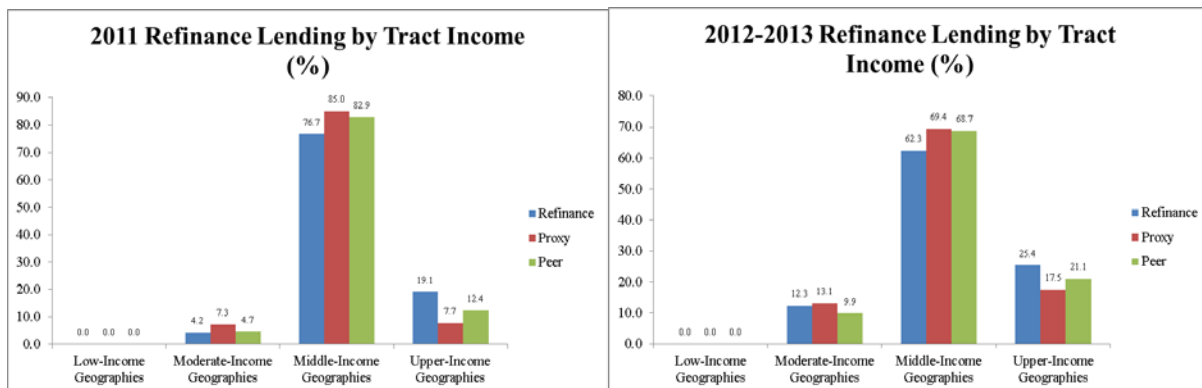
Further, there were no low-income census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts.

Although Fifth Third faces competition from several large institutions, it has a sizeable share of deposits, but is not one of the largest mortgage lenders in the area. Further, Fifth Third is not among the largest small business lenders in this market and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance and home improvement lending were good, while home purchase lending was adequate. Small business and small farm lending were adequate.

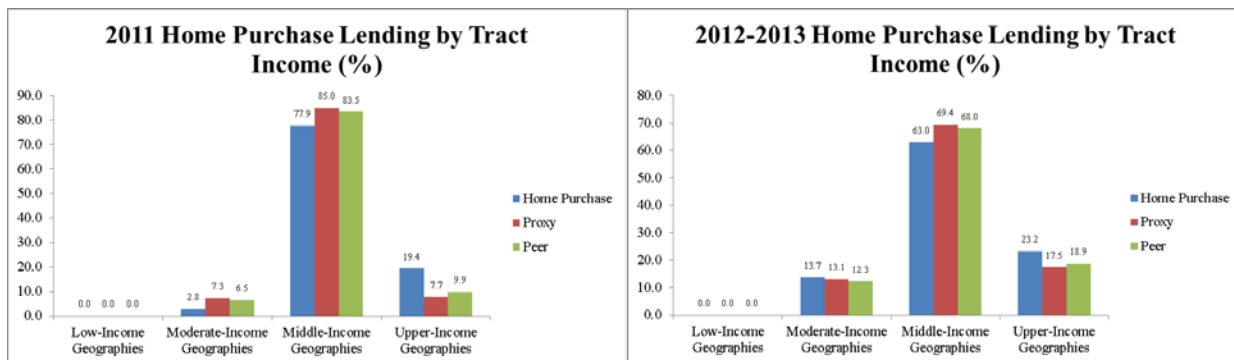
Refinance Loans



There were no low-income census tracts in the assessment area. In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and slightly greater than peer.

Overall, the geographic distribution of refinance loans is good.

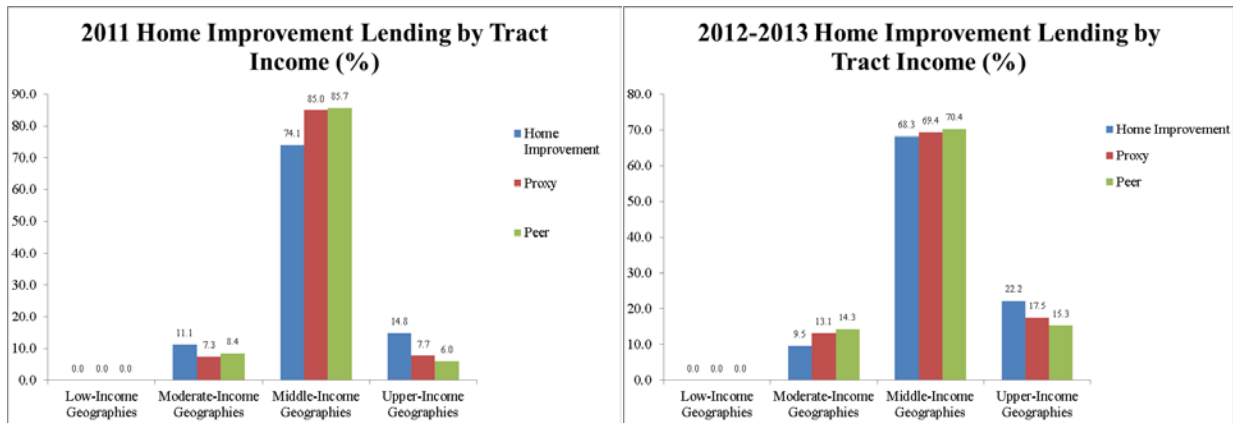
Home Purchase



There were no low-income census tracts in the assessment area. In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is adequate.

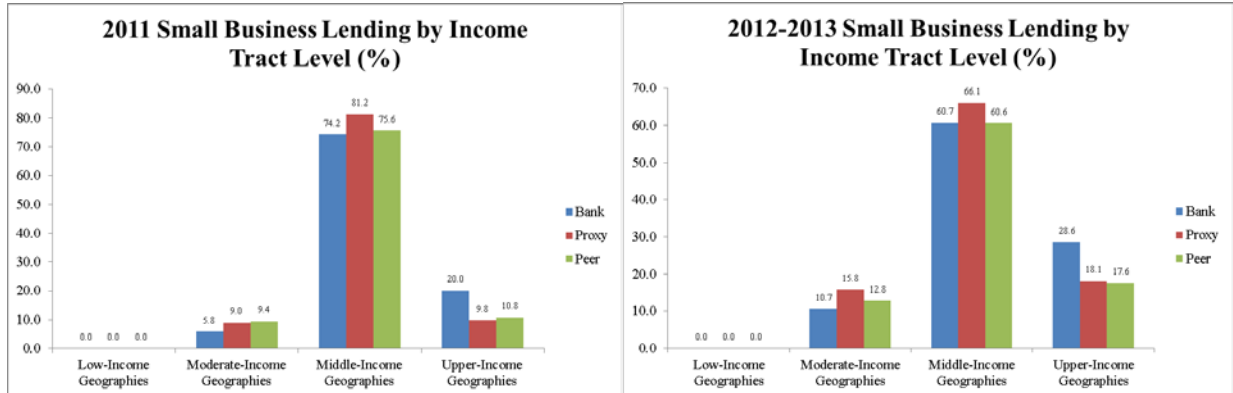
Home Improvement



There were no low-income census tracts in the assessment area. In 2011, home improvement lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is good.

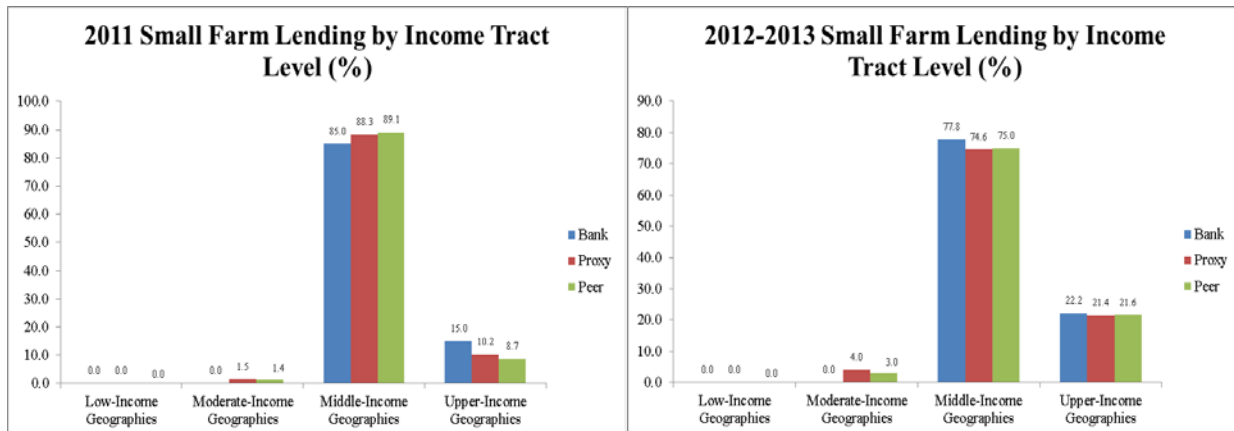
Small Business Lending



There were no low-income census tracts in the assessment area. Small business lending in moderate-income tracts was lower than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is adequate.

Small Farm Lending



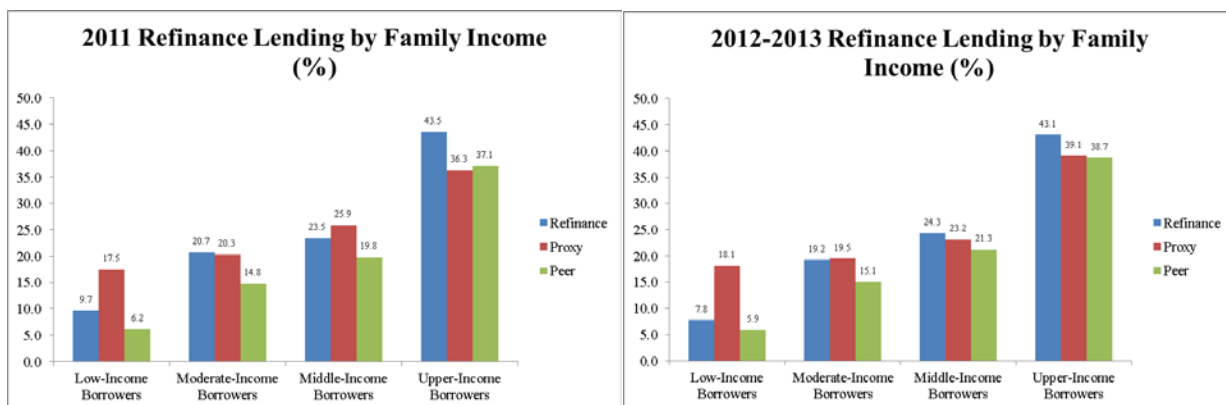
There were no low-income census tracts in the assessment area. Small farm lending opportunities were limited in moderate-income tracts, as evidenced by the low number of small farms in moderate-income tracts. As such, Fifth Third did not originate any loans in moderate-income tracts.

Overall, the geographic distribution of small farm lending is adequate.

Distribution by Borrower Income and Revenue Size of the Business and Farm

Overall, the distribution of loans was good based on borrower’s income and adequate for businesses and farms of different revenue sizes. Most businesses and farms within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area have increased significantly and although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

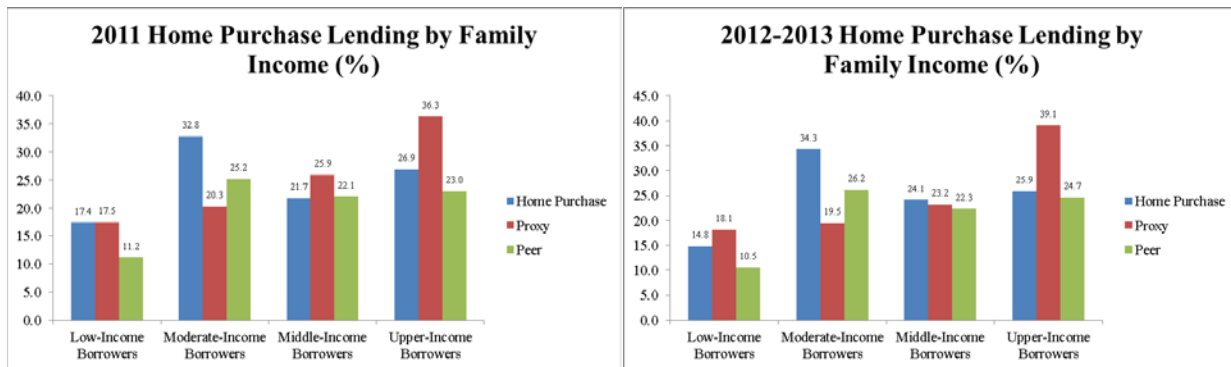


Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and greater than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

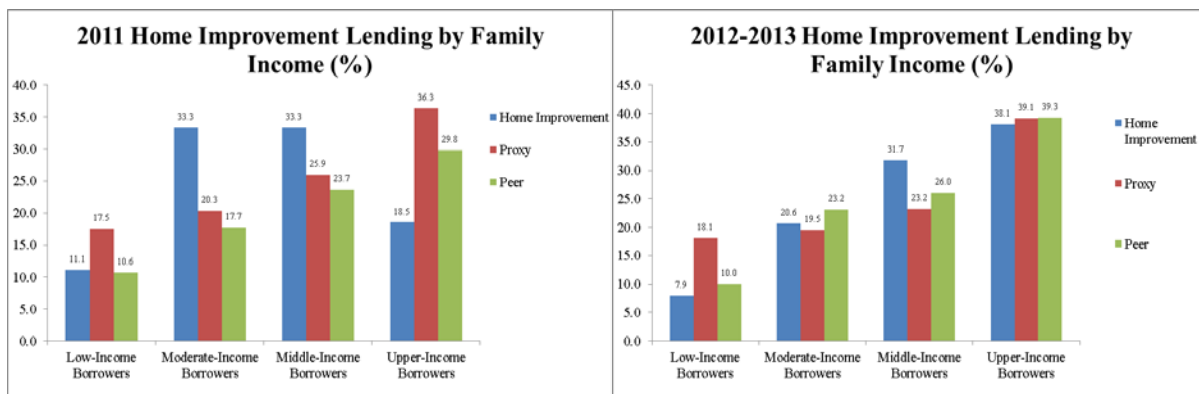


In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and above peer. In 2012 and 2013, home purchase lending to low-income borrowers was slightly below the percentage of low-income families, but higher than peer.

The level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Home Improvement Loans

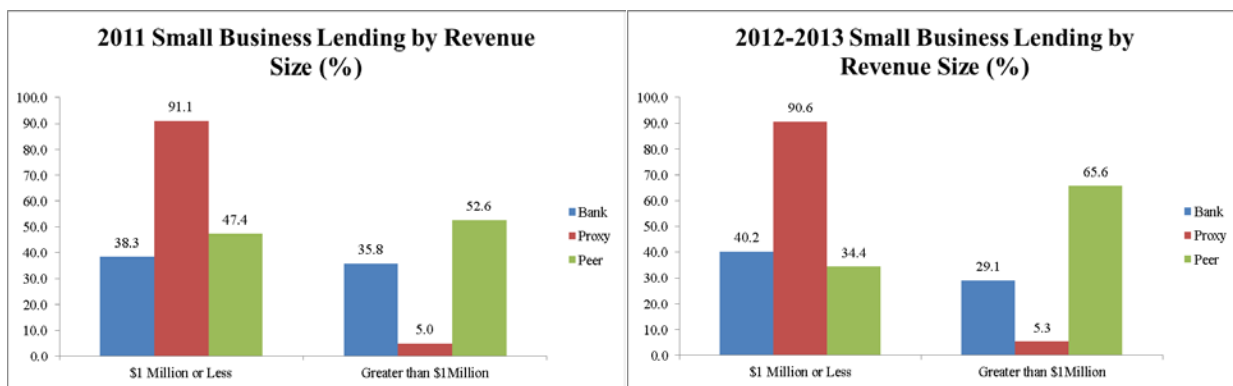


In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. Similarly, in 2012 and 2013, home improvement lending to low-income borrowers was also below the percentage of low-income families and peer.

In 2011, the level of home improvement lending to moderate-income borrowers was well above the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was comparable to proxy and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans

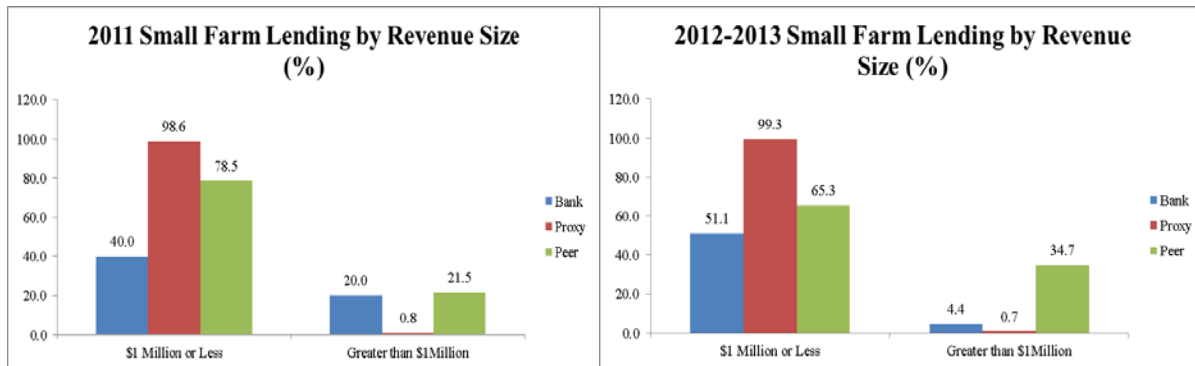


In 2011, Fifth Third originated 38.3% of small business loans to businesses with annual revenues less than \$1 million, which was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but slightly higher than peer.

Further analysis of small business lending shows 68.8% and 69.9% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was comparable to the peer at 87.5% in 2011 and 91.5% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Small Farm Lending



In 2011, Fifth Third originated 40.0% of small farm loans to small farms with annual revenues less than \$1 million, which is significantly less than the percentage of small farms in the assessment area with annual revenues less than \$1 million (proxy) and the aggregate of all lenders (peer).

In 2012 and 2013, Fifth Third originated slightly more than half of its small farm loans to small farms with annual revenues less than \$1 million. This is less than the percentage of small farms in the assessment area with annual revenues less than \$1 million (proxy) and the aggregate of all lenders (peer).

Further analysis of small farm lending shows 50.0% and 66.7% of Fifth Third’s small farm loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 66.4% in 2011 and 70.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small farms in this area.

Overall, the distribution of loans among farms of different revenue sizes is adequate.

Community Development Loans

Fifth Third made six community development loans totaling \$31.2 million in this assessment area. These loans represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the area, it is considered a leader in community development lending. Of the six loans made within the assessment area, four were for economic development totaling \$18.2 million and two were for economic development totaling \$13.0 million.

Investment Test

The institution funded 59 investments in this assessment area totaling \$6.4 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	23	\$6,462,482
Community Services	22	\$21,500
Economic Development	14	\$10,994
Totals	59	\$6,494,976

The bank made 1.1% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.6% and branch offices at 0.8%.

This is considered an excellent level of qualified community development investments and grants, and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are readily accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

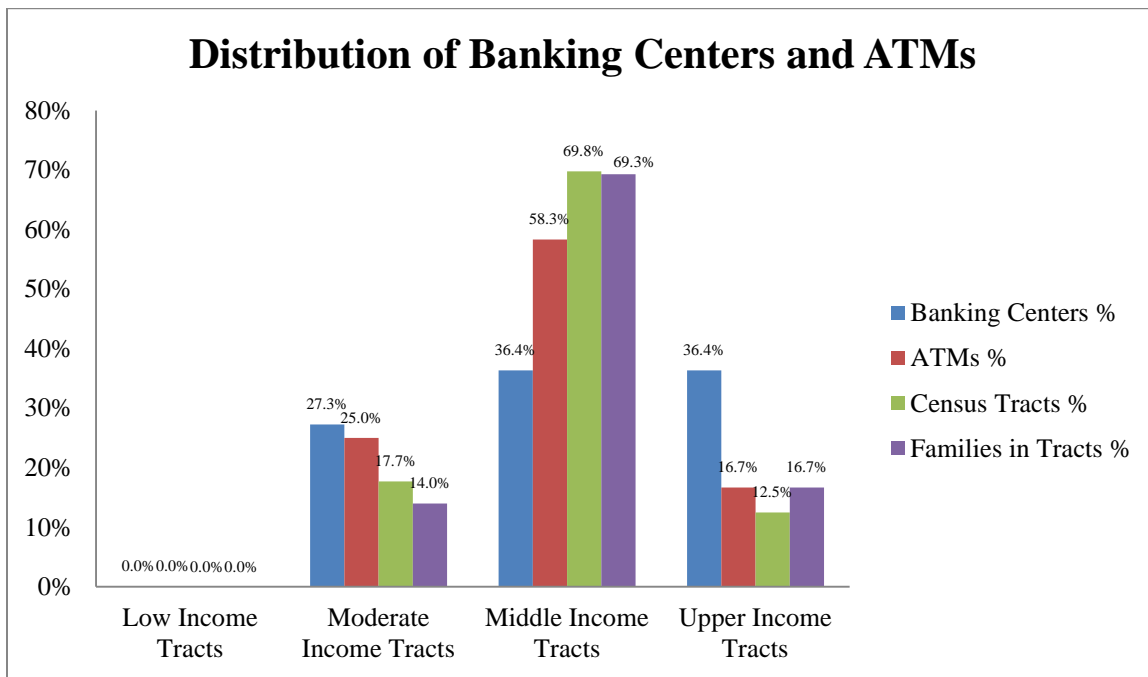
Fifth Third had 11 banking centers within this assessment area as of September 30, 2013, including three in moderate-income, four in middle-income, and four in upper-income census tracts. The banking centers in this assessment area represent 0.80% of all the institution’s banking centers.

Fifth Third had 12 ATMs within this assessment area as of September 30, 2013, including three in moderate-income, seven in middle-income, and two in upper-income census tracts. The ATMs in this assessment area represent 0.5% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	NA	NA	NA	NA
Moderate	27.3%	25.0%	17.7%	14.0%
Middle	36.4%	58.3%	69.8%	69.3%
Upper	36.4%	16.7%	12.5%	16.7%

The table reflects an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 253 hours of community development services in this assessment area, which represents 0.7% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 204 hours of financial expertise on boards and committees
- 14 hours of financial education
- 35 hours of technical assistance

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE TERRE HAUTE IN MSA #45460

The Terre Haute IN MSA consists of Clay, Sullivan, Vermillion, and Vigo Counties. The assessment area includes the entire MSA. The assessment area is comprised of six low-income, seven moderate-income, 24 middle-income, and seven upper-income tracts.

As of June 30, 2013, Fifth Third ranked fourth of 11 institutions with 8.3% of the deposits in the assessment area. First Financial Bank had 52.4% of the deposits in the MSA. Old National Bank and Terre Haute Savings Bank were the second and third largest institutions with 13.1% and 10.0% of the deposits, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,843 HMDA loans and 117 CRA loans, which represented 0.7% of HMDA loans and 0.2% of CRA loans originated during the evaluation period. This was the 31st largest HMDA market and 44th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third of 180 HMDA reporters in the assessment area, while Fifth Third Bank ranked eighth. First Financial and Wells Fargo were the top two HMDA lenders in the MSA, while The Riddell National Bank was fourth. Fifth Third Bank ranked 12th of 46 CRA reporters in the assessment area in 2012. Capital One, First Financial, and American Express were the top three CRA reporters. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information about the assessment area. The contact, representing an economic development agency, stated that economic conditions were stable with an estimated unemployment rate of 8.1%, which is slightly lower than the state. The population is aging with a fairly high percentage of retired people. Although there are four higher education institutions in the area, it is difficult to retain graduates because of the lack of quality jobs. The contact noted that there is a need for financing for housing developments to start subdivisions. Banks have become more conservative with their lending standards for small businesses. Locally owned banks appear to be involved with non-profit organizations, such as the housing authority and the city redevelopment office.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 172,425. The percentage of the population living in low- and moderate-income tracts was 22.9%. In addition, 78.1% of the population was 18 years of age or older, the legal age to enter a contract.

Based on 2012 estimates, Terre Haute was the 568th largest city in the United States²¹⁶ and the 11th largest in Indiana²¹⁷ with 61,112 residents.

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. The assessment area experienced a small amount of growth due to modest growth in Vigo County. The other three counties in the assessment area experienced population loss from 2010 to 2012.²¹⁸

County	2010 Population	2012 Population	Population Percent Change
Clay	26,890	26,837	-0.2%
Sullivan	21,475	21,188	-1.3%
Vermillion	16,212	16,040	-1.1%
Vigo	107,848	108,428	0.5%
Total	172,425	172,493	0.0%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$51,211, which was significantly less than Indiana’s median family income of \$58,944. The median family income ranged from a low of \$50,413 in Vigo County to a high of \$52,907 in Clay County. The median family income in the MSA did not change greatly from 2011 to 2013.

Borrower Income Levels IN, Terre Haute - MSA

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$53,100	0 - \$26,549	\$26,550 - \$42,479	\$42,480 - \$63,719	\$63,720 - & above
2012	\$53,800	0 - \$26,899	\$26,900 - \$43,039	\$43,040 - \$64,559	\$64,560 - & above
2013	\$53,600	0 - \$26,799	\$26,800 - \$42,879	\$42,880 - \$64,319	\$64,320 - & above

In 2010, the MSA contained 65,424 households, of which 42,352 (64.7%) were families. Of the total families in the assessment area, 39.1% were low- and moderate-income families. Vigo County had the highest percentage of low- and moderate-income families, with 40.9% of the families being low- and moderate-income families.

²¹⁶ Largest US Cities by Population: <http://www.biggestuscities.com/2012>

²¹⁷ Highest Population (2012) in Indiana by City:
<http://www.biggestuscities.com/demographics/in/population-2012-by-city>

²¹⁸ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

The following table shows the poverty rates for 1999²¹⁹ and 2012.²²⁰

County	1999 Poverty Rate	2012 Poverty Rate	Change
Clay	8.7%	15.6%	79.3%
Sullivan	10.9%	18.2%	67.0%
Vermillion	9.5%	14.6%	53.7%
Vigo	14.1%	20.3%	44.0%
Indiana	9.5%	15.5%	63.2%
United States	11.8%	15.0%	27.1%

Poverty rates increased significantly in all four counties in the assessment area from 1999 to 2012.²²¹ Vigo County had the highest poverty rate in the assessment area both years. Clay County had the lowest rate in 1999, while Vermillion County had the lowest rate in 2012. Clay County had the highest increase in poverty from 1999 to 2012.

Housing Characteristics

There were 74,385 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 62.1%, ranging from a low of 57.8% in Vigo County to a high of 69.4% in Clay County. From an income perspective, 24.0% of housing units and 16.9% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 8.3% of the housing within the MSA, with 39.3% of multi-family units in low- and moderate-income tracts. These numbers indicate that demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 52 years old, with 39.6% of the housing stock built before 1950. The youngest housing stock was in Sullivan County with a median age of 42 years, while Vermillion County had the oldest housing stock with a median age of 56 years. Since there is a significant amount of housing that is greater than 25 years old, there could be large demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$85,877 as of the 2010 U.S. Census, with an affordability ratio of 47.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 42.8% in Vigo County to a high of 57.4% in Sullivan County.

²¹⁹ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²²⁰ 2012 National Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

²²¹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Based on the 2013 median family income for the MSA, about 56.2% of the homes valued up to \$95,337 would be considered affordable for low-income individuals and approximately 80.0% of the homes valued up to \$152,539 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure²²².

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Clay County	1:3,193
Sullivan County	1:2,859
Vermillion County	1:1,248
Vigo County	1:794
Indiana	1:1,069
United States	1:1,170

Vigo County had the highest foreclosure rate in the assessment area in February 2014 and the county's foreclosure rate was higher than the state's and nation's ratio. The other three counties in the MSA had a lower ratio of properties in foreclosure than the state and national rate. Clay County had the lowest foreclosure rate in the MSA in February 2014.

Building permits in the Terre Haute MSA, Indiana, and the United States are included in the following table for 2011, 2012, and 2013.²²³

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Terre Haute MSA	423	240	-43.3%	209	-12.9%
Indiana	12,618	13,781	9.2%	18,029	30.8%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA decreased significantly from 2011 to 2012 and declined from 2012 to 2013. Compared to the declines in the MSA, building permits grew in the state and nation from 2011 to 2013. The decreases in building permits could indicate that the demand for home purchase loans may have declined during the evaluation period.

²²² RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

²²³ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

The following table shows the three largest employers in each county in the MSA, according to the Indiana Department of Workforce Development.²²⁴

County	Employer Name	Description
Clay	Great Dane Trailers St. Vincent Clay Hospital Morris Manufacturing and Sales	Truck Trailer Manufacturer Healthcare Metal Parts Manufacturer
Sullivan	Raybestos Powertain LLC Sullivan County Community Hospital Hoosier Energy Rural Electric	Automotive Part Manufacturer Healthcare Electrical Cooperative
Vermillion	Eli Lilly & Co South Vermillion Community School Corporation Union Hospital Clinton	Pharmaceutical Company Education Healthcare
Vigo	Maternal Health Clinic Union Hospital Inc. Sony DADC	Healthcare Healthcare Media Company

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Indiana, and the nation.²²⁵

Unemployment Rates Terre Haute IN MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Clay	10.7	10.1	8.0
Sullivan	10.0	11.1	9.0
Vermillion	11.6	11.2	9.9
Vigo	10.2	10.0	8.9
Terre Haute MSA	10.4	10.3	8.8
Indiana	9.0	8.4	7.2
United States	8.5	7.9	7.0

²²⁴ Indiana Department of Workforce Development – Hoosiers by the Numbers – Major Employers by County/Region: <http://hoosierdata.in.gov/nav.asp?id=197>

²²⁵ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment rates generally declined in the MSA from 2011 to 2012, although unemployment increased significantly in Sullivan County during that period. Unemployment rates declined substantially in all four counties from 2012 to 2013. Vermillion County had the highest unemployment rate all three years, while Sullivan County had the lowest rate in 2011. Unemployment was the lowest in Vigo County in 2012 and Clay County in 2013. The unemployment rates in the four counties were higher than the national and state rates in 2011, 2012, and 2013.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE TERRE HAUTE, IN MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an excellent distribution of loans to businesses of different revenue sizes. Although the bank did not make any community development loans in this assessment area, there were very few lending gaps in 2012, which results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 1,226 home refinance loans, 568 home purchase loans, 49 home improvement loans, 116 small business loans, and one small farm loan during the evaluation period, while no community development loans were originated. The percentage of the bank's total lending at 0.6% is greater than the percentage of total deposits at 0.2% in this area.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	524	\$46,817
Down Payment Assistance Programs	0	\$0
Other Flexible Lending Programs	238	\$20,064,068

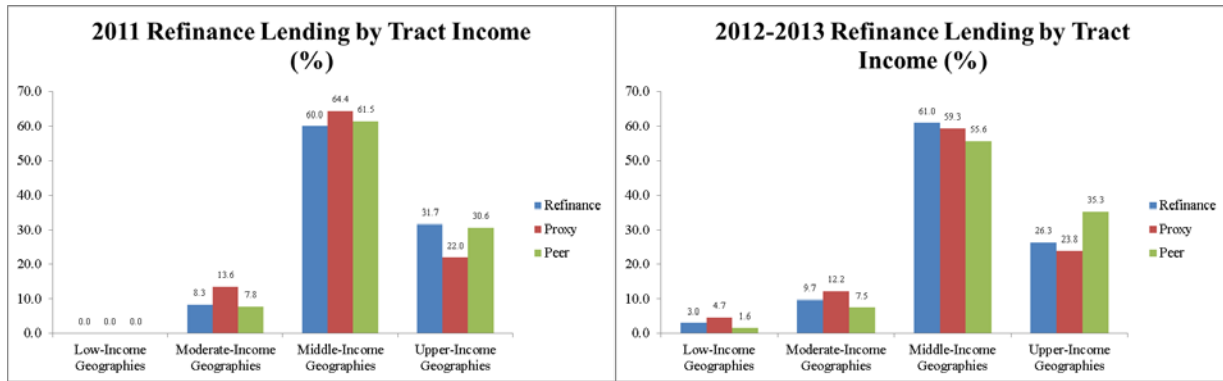
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. While modifications were made in all census tracts in the assessment area, the percentage of modifications in low- and moderate-income was less than the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from a few well-established institutions in this area. Although Fifth Third is not among the largest CRA lenders in this market, Fifth Third Mortgage Company was the third largest mortgage lender. The top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance and home purchase lending are good. Small business lending is good.

Refinance Loans

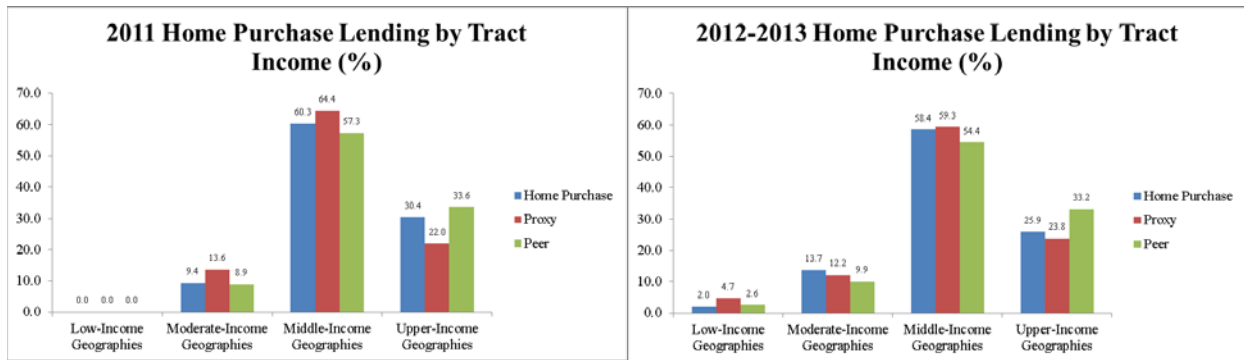


Refinance lending in low-income tracts (2012 and 2013) was slightly less than the percentage of owner-occupied units (proxy) and slightly greater than peer.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and just above peer.

Overall, the geographic distribution of refinance loans is good.

Home Purchase

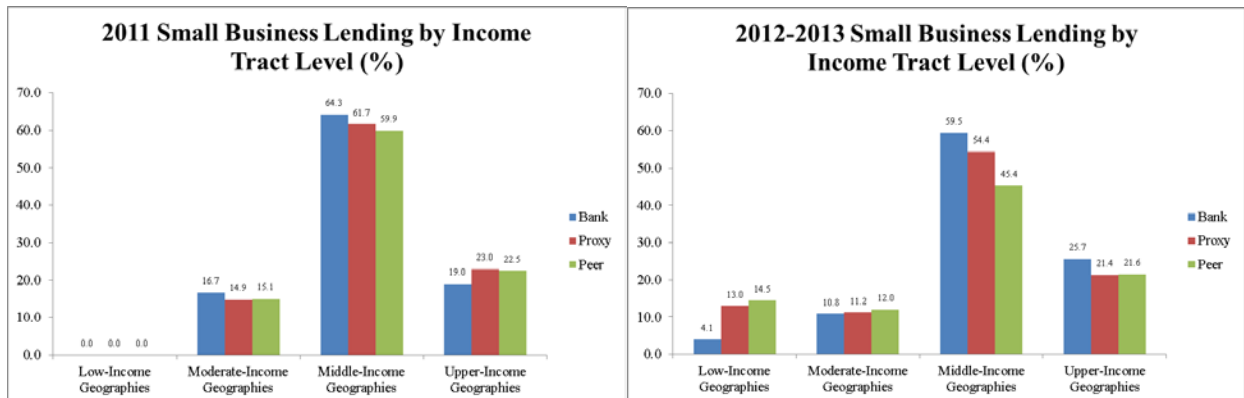


In 2012 and 2013, home purchase lending in low-income tracts was slightly less than the percentage of owner-occupied units (proxy) and comparable to peer.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. Home purchase lending in moderate-income tracts was slightly greater than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is good.

Small Business Lending



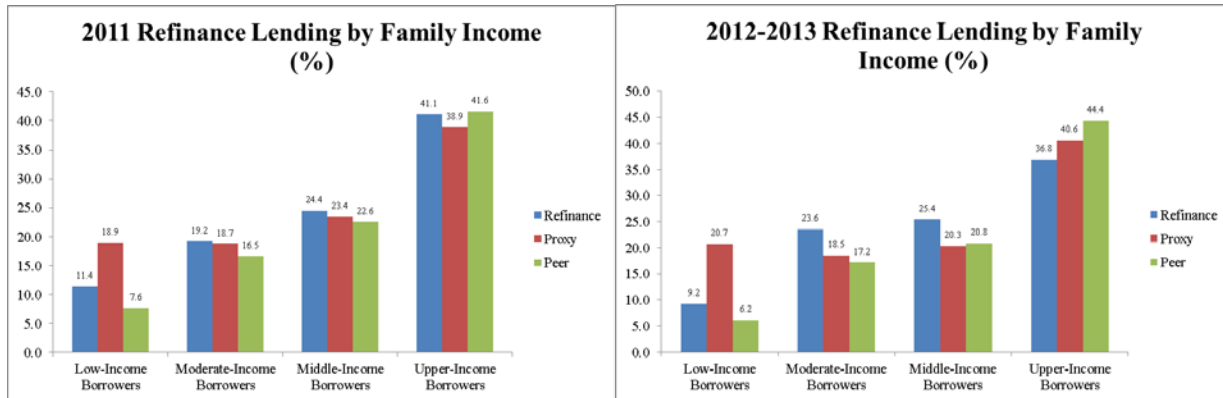
In 2012 and 2013, small business lending was less than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). Small business lending in moderate-income tracts was comparable to proxy and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and excellent for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

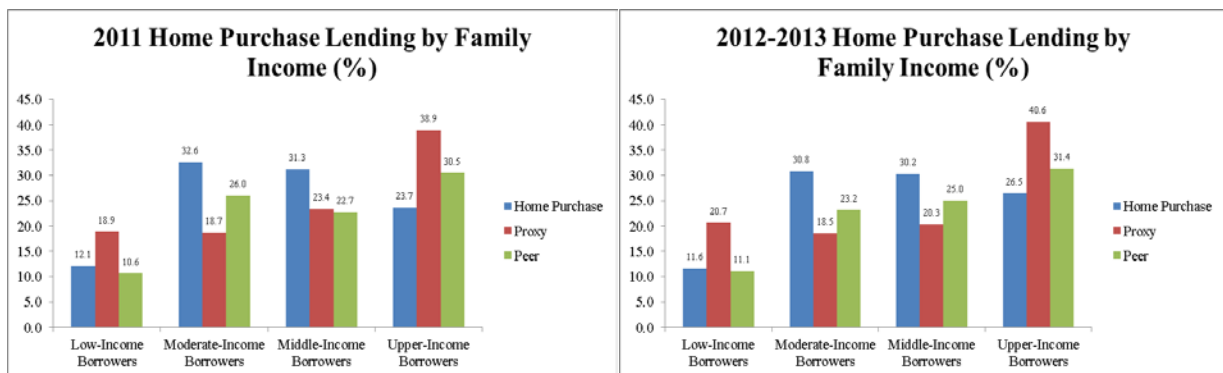


Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer.

In 2011, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was greater than the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

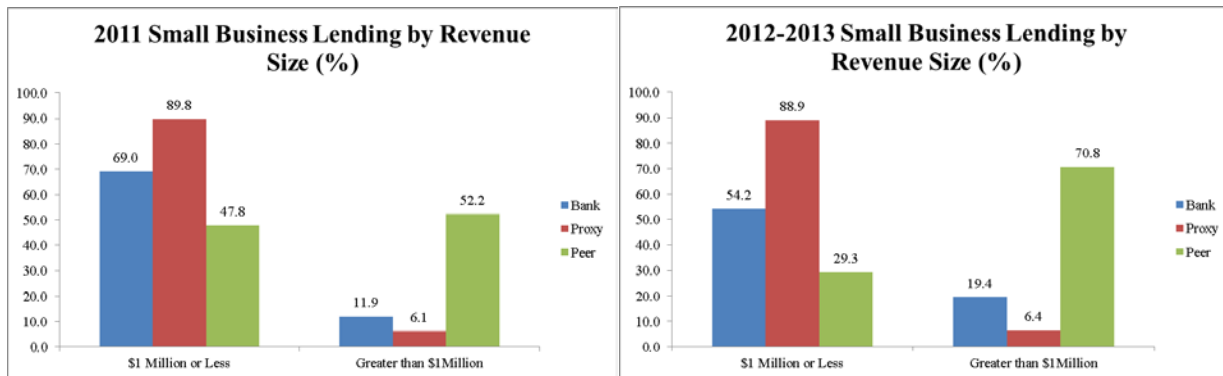
Home Purchase Loans



The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. The level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



In 2011, Fifth Third originated more than two-thirds of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but much higher than peer.

Further analysis of small business lending shows 82.9% and 76.1% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was slightly less than the peer at 87.5% in 2011 and 91.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an excellent responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is excellent.

Community Development Loans

Fifth Third did not originate any community development loans during the evaluation period.

Investment Test

The institution funded 23 investments in this assessment area totaling \$2.4 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	9	\$2,408,649
Community Services	13	\$28,446
Economic Development	1	\$3,327
Totals	23	\$2,440,423

The bank made 0.4% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.2% and less than the percentage of branch offices at 0.5%.

This is considered a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is good. Retail services are readily accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third's record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

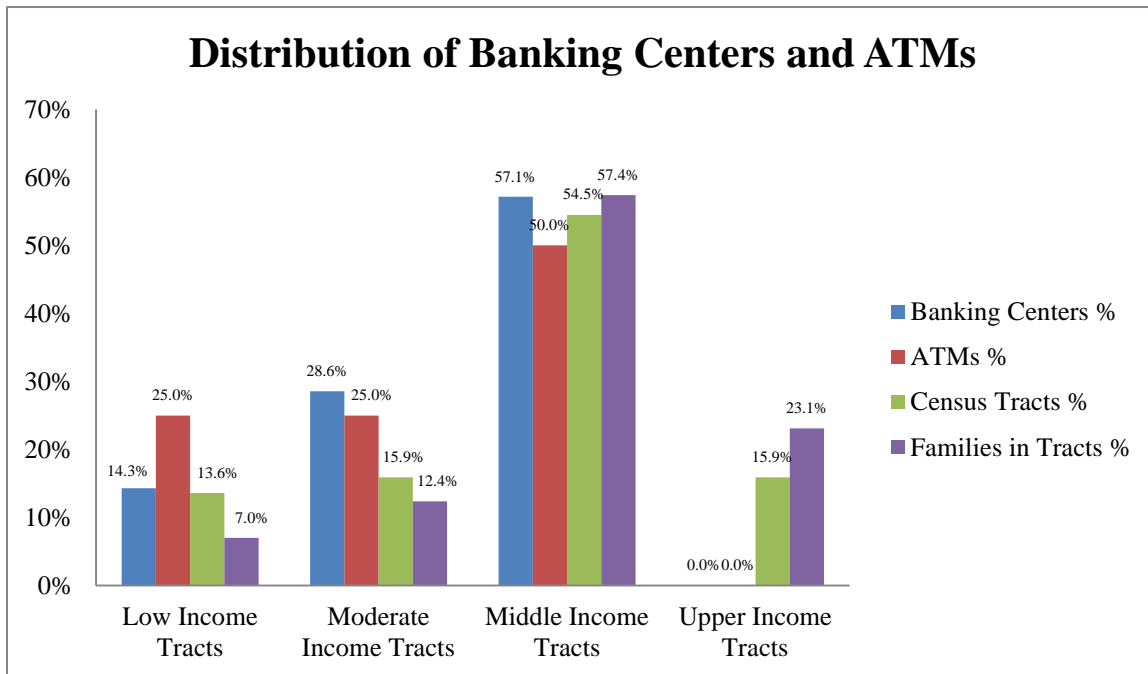
Fifth Third had seven banking centers within this assessment area as of September 30, 2013, including one in low-income, two in moderate-income, and four in middle-income census tracts. The banking centers in this assessment area represent 0.5% of all the institution's banking centers.

Fifth Third had eight ATMs within this assessment area as of September 30, 2013, including two in low-income, two in moderate-income, and four in middle-income census tracts. The ATMs in this assessment area represent 0.3% of all the institution's ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	14.3%	25.0%	13.6%	7.0%
Moderate	28.6%	25.0%	15.9%	12.4%
Middle	57.1%	50.0%	54.5%	57.4%
Upper	0.0%	0.00%	15.9%	23.1%

The table reflects an excellent distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 102 hours of community development services in this assessment area, which represents 0.1% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 28 hours of financial expertise on boards and committees
- 11 hours of financial education
- 3 hours of technical assistance
- 60 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
BLOOMINGTON, IN MSA**

The Bloomington IN MSA consists of Greene, Monroe, and Owen Counties. The bank takes the entire MSA in its assessment area. The assessment area is comprised of four low-income, nine moderate-income, 24 middle-income, and eight upper-income tracts.

Fifth Third ranked eighth of 16 institutions in the assessment area with 5.2% of deposits as of June 30, 2013. Deposits in the MSA represented 0.1% of the bank's total deposits.

This was the 39th largest HMDA market and the 48th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
BLOOMINGTON, IN MSA**

Lending Test*	Investment Test*	Service Test*
Below	Below	Below

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. Fifth Third has a good distribution of loans among different geographies, a good distribution of loans based on borrower's income levels, and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third made three community development loans totaling \$30.5 million in this assessment area, which represents a leadership position.

Overall, the institution funded \$985,019 in community development investments.

Retail services are poor and the bank provided an adequate level of community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
LAFAYETTE, IN MSA**

The Lafayette IN MSA consists of Benton, Carroll, and Tippecanoe Counties. The bank excludes Carroll County from its assessment area. The assessment area is comprised of three low-income, 12 moderate-income, 17 middle-income, and six upper-income tracts. There are also two tracts with no income designation.

Fifth Third ranked eighth of 19 institutions in the assessment area with 3.7% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank's total deposits.

This was the 49th largest HMDA market and the 54th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
LAFAYETTE, IN MSA**

Lending Test*	Investment Test*	Service Test*
Below	Below	Consistent

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in the vast majority of geographies in the assessment area. Fifth Third has an adequate distribution of loans among different geographies, a good geographic distribution of loans in the area, and a good distribution among borrowers of different income levels. Fifth Third made four community development loans totaling \$13.7 million in this assessment area. Given its limited presence in the assessment area, Fifth Third was a leader in making community development loans.

Overall, the institution funded over \$1.0 million in community development investments.

While retail services are excellent, the bank provided an adequate level of community development services.

NON-METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN
NON-METROPOLITAN NORTHERN INDIANA**

The Non-metropolitan Northern Indiana assessment area consists of the entirety of Adams and Steuben Counties. The assessment area is comprised of one moderate-income, 12 middle-income, and three upper-income tracts. There were no distressed or underserved middle-income tracts in this assessment area during the evaluation period.

Fifth Third ranked ninth of 12 institutions in the assessment area with 4.6% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank's total deposits.

This was the 55th largest HMDA market and the 57th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN
NON-METROPOLITAN NORTHERN INDIANA**

Lending Test*	Investment Test*	Service Test*
Below	Below	Below

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. While Fifth Third had an adequate geographic distribution of loans in the area, greater consideration was given to the distribution of loans among borrowers of different income levels, which was good. Further, Fifth Third originated loans in all census tracts during the evaluation period. Although Fifth Third did not originate any community development loans, given the bank's limited presence in the assessment area, this did not negatively affect the lending performance.

Overall, the institution funded \$28,574 in community development investments.

Retail services are accessible, but the bank did not provide any community development services in this assessment area.

COMMONWEALTH OF KENTUCKY

CRA RATING for Commonwealth of Kentucky: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution among borrowers of different income levels and an adequate distribution of loans to businesses and farms of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

Full-scope reviews were conducted on the Owensboro MSA and the two non-metropolitan areas in Kentucky. The Lexington-Fayette MSA received a limited-scope review. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The Lexington-Fayette MSA received the most weight, since that assessment area had a greater number of deposits and loans than the rest of the areas in Kentucky combined.

DESCRIPTION OF INSTITUTION’S OPERATIONS IN KENTUCKY

Lending activity accounted for 2.0% of the bank’s total lending activity, while deposits accounted for 1.5% of the bank’s total deposits. HMDA-reportable lending in Kentucky represented 2.0% of the bank’s total HMDA-reportable lending, while CRA-reportable lending represented 1.9% of the bank’s total CRA-reportable lending. As of June 30, 2013, the bank ranked second among 213 insured institutions in deposit market share with 7.5% of the deposits within the commonwealth. As of December 31, 2013, there were 30 banking center locations and 48 ATMs within Kentucky.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN KENTUCKY

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Kentucky is rated "High Satisfactory." Fifth Third's lending reflects good responsiveness to the credit needs in all four assessment areas in the commonwealth.

Lending Activity

Lending activity in Kentucky is good in all four assessment areas. Fifth Third is among the major financial institutions that serve Kentucky. Within Kentucky, Fifth Third originated 1,339 home purchase, 4,216 refinance, 128 home improvement, 849 small business loans, and 159 small farm loans. While deposits within the state represent 1.5% of the bank's total deposits, 2.0% of total loans were originated in Kentucky.

The Lexington-Fayette MSA was the only assessment area with enough home improvement loans for a meaningful analysis. There were also not enough small farm loans in the Owensboro MSA and Non-metropolitan Eastern Kentucky for a meaningful analysis. There were not enough multi-family loans in any assessment area for a sufficient analysis.

Geographic and Borrower Distribution

Overall, the distribution of loans among geographies is adequate. Performance was adequate in the Lexington-Fayette MSA, which is the largest assessment area in Kentucky. The geographic distribution of loans was excellent in the Owensboro MSA and Non-metropolitan Eastern Kentucky, and good in Non-metropolitan Western Kentucky.

Lending gaps were low. There were no lending gaps in Non-metropolitan Western Kentucky and low lending gaps in the other three assessment areas.

The distribution of loans among borrowers of different income levels is good, while the distribution of loans to businesses and farms of different revenue sizes is adequate. Borrower distribution was good in the Lexington-Fayette and Owensboro MSAs and adequate in the two non-metropolitan areas. The distribution of loans to businesses of different revenue sizes was adequate in the Lexington-Fayette and Owensboro MSA.. Performance was excellent in Non-metropolitan Western Kentucky and good in Non-metropolitan Eastern Kentucky. The distribution of loans to farms of different revenue sizes was adequate in the Lexington-Fayette MSA and Non-metropolitan Western Kentucky, which were the two assessment areas to have sufficient small farm loans for a meaningful analysis.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

Within Kentucky, Fifth Third originated 18 community development loans totaling \$190 million, which represented 3.9% of the bank's community development lending by dollar volume. In addition, one loan for \$2.0 million was made in Kentucky, but outside of the bank's assessment area. The bank is a leader in making community development loans. Fifth Third made an excellent level of community development loans in the Lexington-Fayette MSA and Non-metropolitan Eastern Kentucky. Performance was good in the other two assessment areas.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Kentucky is rated "Outstanding." The institution's performance was driven by the excellent amount of qualified investment activity in the Lexington-Fayette MSA. Performance was adequate in Non-metropolitan Eastern Kentucky and good in the other two assessment areas.

The institution funded over \$10 million in community development investments in Kentucky during the evaluation period.

In addition to the qualified investments made inside the bank's assessment area within the commonwealth, Fifth Third funded \$174,232 in areas outside of the bank's assessment area.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test with the assessment areas located in Kentucky is rated "High Satisfactory." Three of the assessment areas, including Fifth Third's largest market in Kentucky, the Lexington-Fayette MSA, had good performance, while Non-metropolitan Eastern Kentucky had adequate performance.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail services were good in the two metropolitan areas in Kentucky, adequate in Non-metropolitan Eastern Kentucky, and excellent in Non-metropolitan Western Kentucky.

The institution's record of opening and closing banking centers has generally not adversely affected the accessibility of its delivery systems.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services, driven by the excellent performance in the Lexington-Fayette MSA. Community development services were good in the Owensboro MSA and adequate in the two non-metropolitan areas.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN EASTERN KENTUCKY

The Non-metropolitan Eastern Kentucky assessment area consists of Anderson, Franklin, Harrison, Mercer, and Madison Counties. The assessment area is comprised of one low-, two moderate-, 14 middle-, and 28 upper-income tracts. There were seven middle-income tracts in Madison County that were considered distressed because of poverty in 2012 and 2013.

As of June 30, 2013, Fifth Third ranked fifth of 26 institutions with 5.6% of the deposit share in the assessment area. Farmers Bank & Capital Trust had the highest market share with 21.1% of the deposits. The next two largest institutions, Peoples Bank and Trust Company of Madison County and Whitaker Bank, had 11.4% and 8.7% of the market share, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,017 HMDA loans and 94 CRA loans, which represented 0.4% and 0.2%, respectively, of total loans originated during the evaluation period. This was the 21st (40th of 60) smallest HMDA market and 10th smallest (51st of 60) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth and Fifth Third Bank ranked 17th of 217 HMDA reporters in the assessment area. JPMorgan Chase, Wells Fargo, and Stockton Mortgage were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 18th of 39 CRA reporters in the assessment area in 2012. The top three CRA lenders were American Express, Capital One, and Whitaker Bank. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information regarding the assessment area. The contact was with an organization that provides services to small businesses in Lexington and the surrounding area including Anderson, Franklin, Harrison, and Mercer Counties. The contact stated that demand for small businesses in the area is growing and there are opportunities for existing businesses to expand. Experienced small business owners are being cautious when contemplating growth because of the recent economic downturn and the uncertainty of the impact of the Affordable Health Care Act. The organization is working with more small business clients with credit problems. In many cases, the owners filed for personal bankruptcy. Many new small business owners are maintaining full-time employment and running their businesses at the same time. The agency is starting to see the impact of student loans on small business owners. Clients often work multiple jobs to pay off student loans before starting businesses. Many small businesses in the area provide services, such as restaurants, hair salons, and fitness studios. The contact noted that the horsing and bourbon industries remain strong in the area. The contact indicated that there are plenty of small businesses to which banks can extend credit; however, many financial institutions have tightened credit standards. Banks have the opportunity to provide small business entrepreneurship training, basic financial literacy training, and budgeting. The top three small business lenders in the community are Community Trust Bank, Traditional Bank, Republic Bank & Trust Company.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 193,799. The percentage of the population living in low- and moderate-income tracts was 4.4%. In addition, 77.5% of the population was 18 years of age or older, the legal age to enter into a contract.

There are four cities in this assessment area with populations greater than 10,000. Richmond in Madison County is the largest with an estimated population of 32,145 in 2012. Berea, also in Madison County, had an estimated population of 14,152 in 2012. Frankfort, the capital of Kentucky located in Franklin County, had an estimated population of 27,361. Lawrenceburg in Anderson County had an estimated population of 11,042 in 2012.²²⁶

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased 1.2% during this period. Madison County experienced the greatest amount of growth, while Anderson and Franklin Counties also saw increases. Relatively small population declines were experienced in Harrison and Mercer Counties.²²⁷

County	2010 Population	2012 Population	Population Percent Change
Anderson	21,421	21,728	1.4%
Franklin	49,285	49,804	1.1%
Harrison	18,846	18,624	-1.2%
Madison	82,916	84,786	2.3%
Mercer	21,331	21,261	-0.3%
Total	193,799	196,203	1.2%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$57,385, which was significantly higher than the median family income for Kentucky at \$52,046. The median family incomes ranged from a low of \$51,715 in Harrison County to a high of \$63,815 in Anderson County. As shown in the following table, the median family income for Non-metropolitan Kentucky was \$43,000, which increased slightly in 2012 and 2013. Although the HUD-estimated median family is not classified by county, given the 2010 U.S. Census information, it is evident that this non-metropolitan area is wealthier than many other non-metropolitan areas in Kentucky.

²²⁶ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/21/2128900.html>

²²⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
Kentucky State Non-Metro**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$43,000	0 - \$21,499	\$21,500 - \$34,399	\$34,400 - \$51,599	\$51,600 - & above
2012	\$43,600	0 - \$21,799	\$21,800 - \$34,879	\$34,880 - \$52,319	\$52,320 - & above
2013	\$44,700	0 - \$22,349	\$22,350 - \$35,759	\$35,760 - \$53,639	\$53,640 - & above

In 2010, the assessment area contained 75,692 households, of which 49,689 (65.6%) were families. Of the total families in the assessment area, 27.8% were low- and moderate-income families. Harrison County had the highest percentage of low- and moderate-income families; low- and moderate-income families comprised 32.8% of the population.

Poverty rates increased substantially in each county in the assessment area from 1999 to 2012.²²⁸ Madison County had the highest poverty rate in 1999 and 2012. Harrison County had the largest increase, followed by Franklin County. Although the poverty rate in the assessment area grew much more than the statewide figure, Madison County was the only county that had a poverty rate higher than Kentucky’s overall rate for both years. Anderson County was the only county that remained below the nationwide poverty rate in 1999²²⁹ and 2012.²³⁰

County	1999 Poverty Rate	2012 Poverty Rate	Change
Anderson	7.5%	11.0%	46.7%
Franklin	10.7%	16.2%	51.4%
Harrison	12.0%	18.9%	57.5%
Madison	16.8%	22.3%	32.7%
Mercer	12.9%	17.6%	36.4%
Kentucky	15.8%	19.3%	22.2%
United States	11.8%	15.0%	27.1%

²²⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²²⁹ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²³⁰ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Housing Characteristics

There were 84,360 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 59.5%, with a high of 70.3% in Anderson County and a low of 55.4% in Madison County. From an income perspective, 3.1% of housing units and 2.0% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprised 11.7% of the housing within the assessment area, with 7.3% of multi-family dwellings in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 32 years old, with 14.1% of the stock built before 1950. The oldest housing stock was in Harrison County with a median of 38 years and the newest was 23 years in Madison. Since most of the housing stock is more than 25 years old, there could be a need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$135,812, with an affordability ratio of 33.4%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 29.7% in Madison County to a high of 42.1% in Franklin County.

Based on the 2013 median family income for the assessment area, about 20.5% of the homes valued up to \$79,507 would be considered affordable for low-income individuals and approximately 45.0% of the homes valued up to \$127,211 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure²³¹.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Anderson	NA
Franklin	1:2,613
Harrison	NA
Madison	1:4,772
Mercer	NA
Kentucky	1:2,634
United States	1:1,170

²³¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

Only Franklin and Madison Counties had information related to the ratio of foreclosures in February 2014. The foreclosure ratio in Franklin County was similar to that of Kentucky's for that period, while Madison County had a much lower ratio than Kentucky. The foreclosure ratios in the two counties were significantly smaller than the nationwide ratio for February 2014.

Building permits in the assessment area, Kentucky, and the United States are included in the following table for 2011 and 2012.²³²

Geography	2011	2012	Percent of Change 2011-2012
Anderson County	40	35	-12.5%
Franklin County	10	23	130.0%
Harrison County	20	18	-10.0%
Madison County	148	140	-5.4%
Mercer County	33	42	27.3%
Total	251	258	2.8%
Kentucky	7,782	9,725	25.0%
United States	624,061	829,658	32.9%

Building permits in the assessment area increased slightly from 2011 to 2012 compared to more robust growth in Kentucky and the United States during this time. Madison County had the most permits both years and experienced a small decline from 2011 to 2012. Franklin County had the largest increase, while Anderson County experienced the largest decline.

²³² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

According to the Kentucky Cabinet for Economic Development, the following are the top non-government employers in the five counties in the assessment area.²³³

County	Major Employers	Products/Services	Number of Employees
Anderson	General Cable	Telephone and datacom cable	257
	Florida Tile Inc.	Tile producer and distributor of ceramics, porcelain, and stone	195
	YKK Snap Fasteners of America Inc.	Attaching machines	145
Franklin	Montaplast of North America	Plastic injection molding	760
	Buffalo Trace Distillery	Distiller of bourbons and whiskeys	380
	Beam Inc.	Distilled liquor bottling	295
Harrison	3M	Office supplies and stationery products	511
	Bullard	Safety equipment and thermal imaging cameras	262
	E-Z Pack	Machine shop and truck body fabrication	95
Madison	Blue Grass Chemical Agent Destruction Pilot Plant	Destruction of chemical weapons	950
	EnerSys	Lead acid industrial batteries	450
	Sherwin-Williams Company	Distribution of coatings	300
Mercer	Hitachi Automotive Systems Americas Inc.	Automotive electronic control units, sensors, actuators, fuel systems, and components	929
	Wausau Paper Corp.	Paper products	500
	Corning Incorporated	Glass substrate used in portable electronic devices	420

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Kentucky, and the nation.²³⁴

²³³ Kentucky Cabinet for Economic Development: <http://thinkkentucky.com/>

²³⁴ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Non-metropolitan Eastern Kentucky (not seasonally adjusted)			
County	2011	2012	November 2013
Anderson	8.7	7.4	6.9
Franklin	8.0	6.7	6.6
Harrison	9.7	7.5	6.8
Madison	7.7	6.7	6.5
Mercer	10.5	8.4	7.6
Kentucky	9.5	8.2	7.7
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties in the assessment area from 2011 and 2012 and from 2012 to 2013. Most of these decreases were substantial. The highest unemployment rates were in Mercer County. Franklin County had the lowest unemployment rate in 2011 and 2012, while Madison County had the lowest rate in 2013. Mercer and Harrison Counties both had unemployment rates higher than Kentucky's in 2011, but only Mercer County had a higher rate than Kentucky in 2012. All of the counties in the assessment area had a lower unemployment rate than Kentucky's in 2013. Franklin and Madison Counties had lower unemployment rates than the nation in 2011 and 2013, while Mercer County was the only county with a rate above the national rate in 2012.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN EASTERN KENTUCKY

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good and reflects a good responsiveness to the credit needs of the community. In addition, the bank is a leader in community development loans and has low levels of lending gaps during the review period. Fifth Third has an excellent geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase lending and small business lending. There were not enough small farm loans, home improvement loans, or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there were only one low-income and two moderate-income tracts in the assessment area.

Details of the bank’s residential mortgage and small business lending and lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 740 home refinance loans, 255 home purchase loans, 22 home improvement loans, 91 small business loans, five community development loans, and two small farm loans during the evaluation period. The percentage of the bank’s total lending at 0.3% is comparable to the percentage of total deposits at 0.2% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third did not originate any loans in the only low-income census tract in the assessment area, but originated loans in all other census tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	275	\$32,294
Down Payment Assistance Programs	2	\$74,732
Other Flexible Lending Programs	184	\$22,201,342

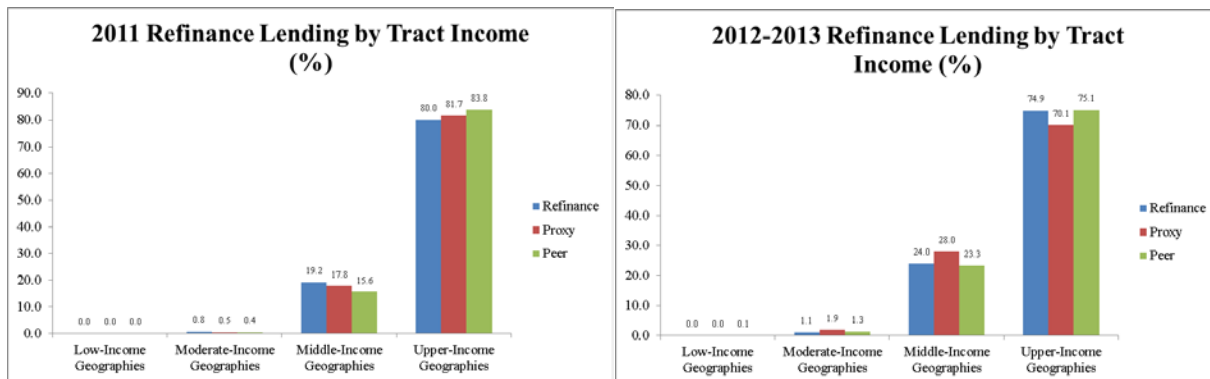
Fifth Third faces significant competition from several well-established institutions in the area and is not among the largest mortgage or small business lenders in this market. In addition, the

top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is excellent. The largest loan categories, refinance loans and home purchase lending, are excellent. Small business lending is good.

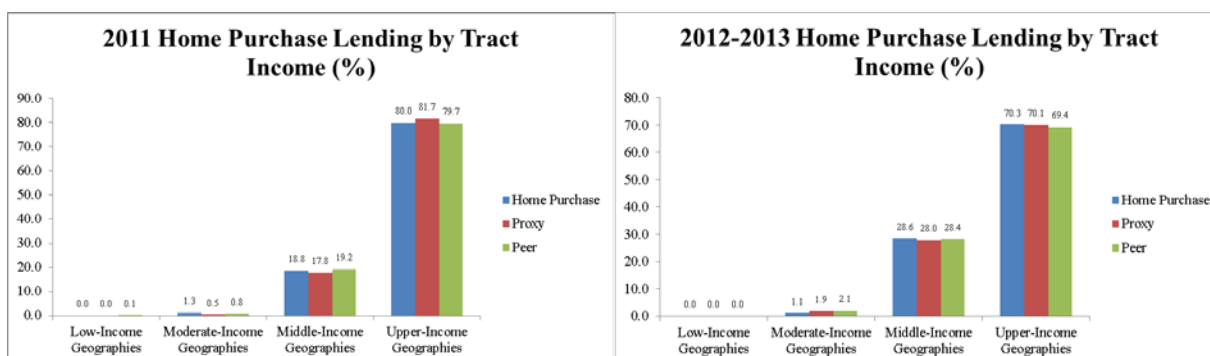
Refinance Loans



Fifth Third did not originate any home refinance loans in low-income tracts and had very few home refinance loans in moderate-income tracts during the review period. As evidenced by the lack of owner-occupied units (proxy) in low- and moderate-income tracts, home refinance lending opportunities were limited.

Overall, the geographic distribution of refinance loans is excellent.

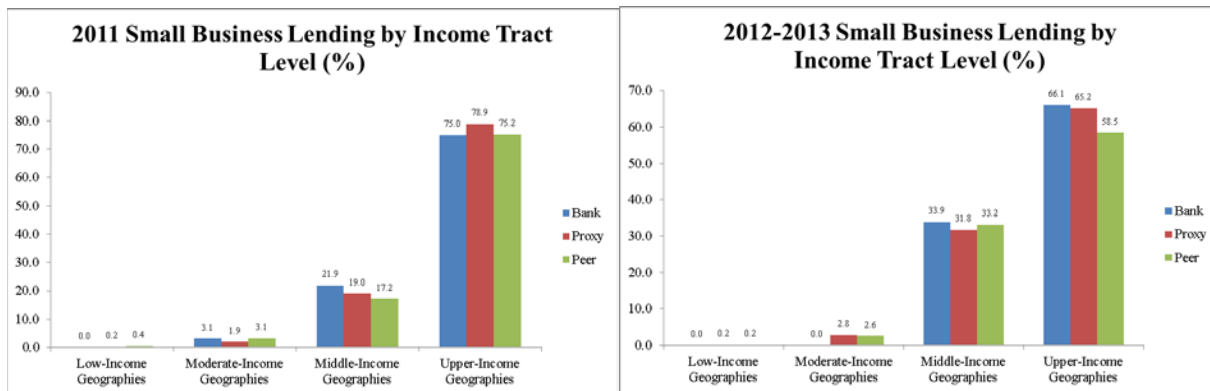
Home Purchase



Fifth Third did not originate any home purchase loans in low-income tracts and had very few home purchase loans in moderate-income tracts during the review period. As evidenced by the lack of owner-occupied units (proxy) in low- and moderate-income tracts, home refinance lending opportunities were limited.

Overall, the geographic distribution of home purchase loans is excellent.

Small Business Lending



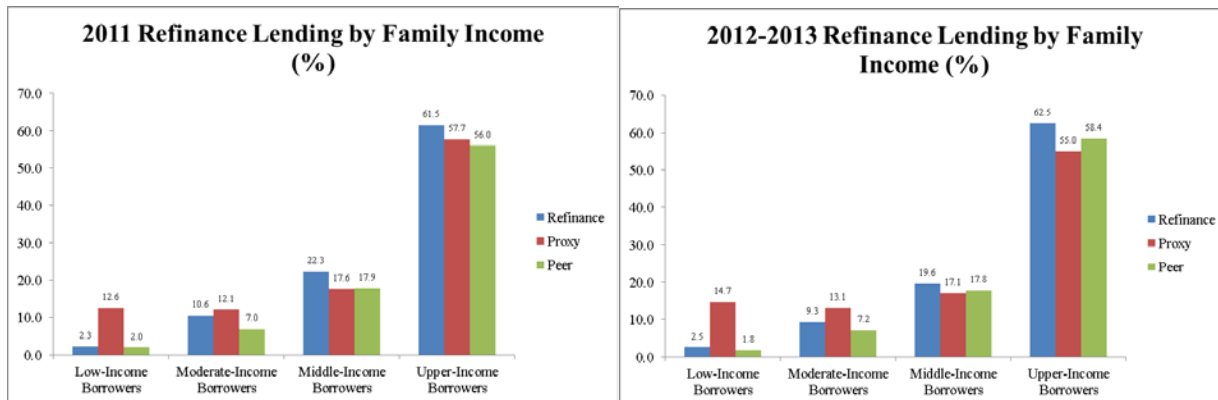
Fifth Third did not originate any small business loans in low-income tracts during the review period. In 2011, small business lending was comparable to the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, the bank did not originate any small business loans in moderate-income tracts. As evidenced by the lack of small businesses located in low- and moderate-income tracts, small business lending opportunities were limited.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower’s income and good for businesses of different revenue sizes. Most farms and businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

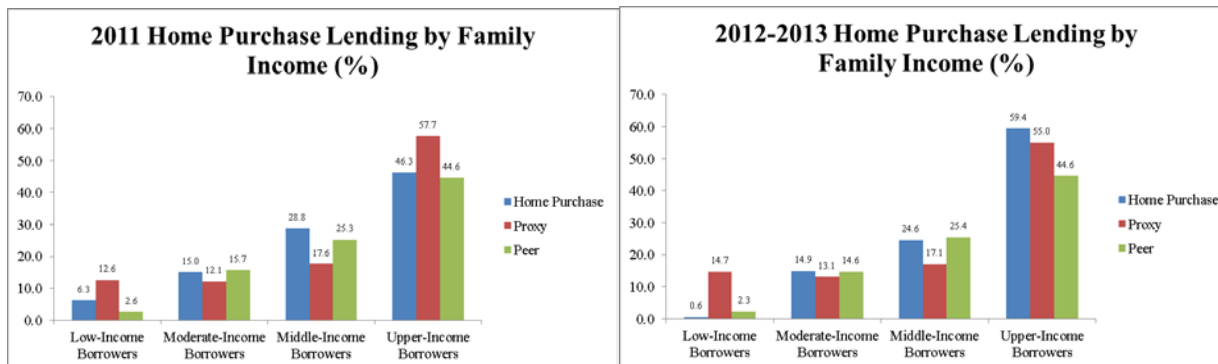
Refinance Loans



The level of home refinance lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. Home refinance lending to moderate-income borrowers was closer to the percentage of low-income families and slightly higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

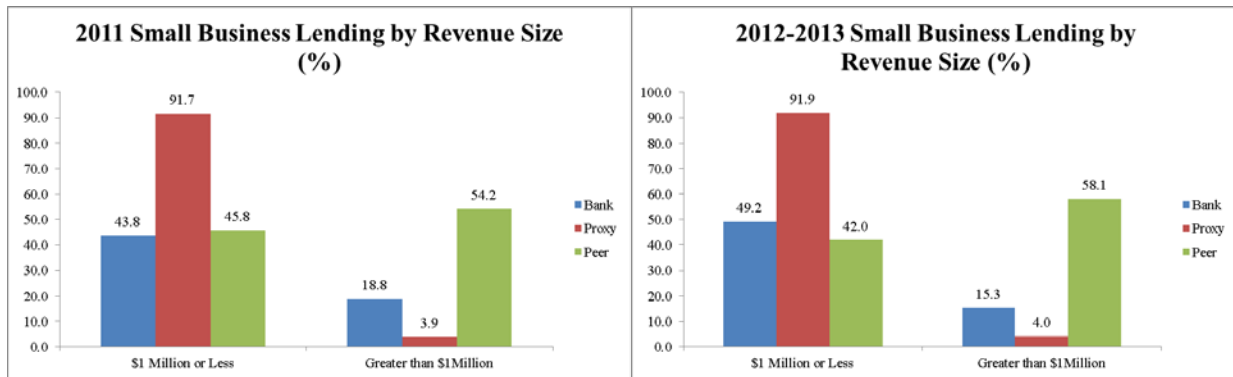


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and higher than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families and peer.

The level of home purchase lending to moderate-income borrowers was slightly higher than the percentage of moderate-income families and comparable to peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated nearly half of all small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and comparable to the aggregate of all lenders (peer).

Further analysis of small business lending shows 62.5% and 72.9% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 93.8% in 2011 and 95.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated five community development loans totaling \$127.7 million. Community development lending in this assessment area represented 2.6% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the assessment area, the presence of several large national banks in the market, and the competition for community development loans, Fifth Third is considered a leader in making community development loans. Of the five loans made in the assessment area, three (\$127.7 million) supported affordable housing and two (\$ 7.7 million) provided funds to a local college designed to provide educational services to low-income and moderate-income students.

Investment Test

The institution funded 19 investments in this assessment area totaling \$863,359. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	1	\$830,856
Community Services	9	\$15,056
Economic Development	8	\$17,082
Revitalization/Stabilization	1	\$365
Totals	19	\$863,359

The bank made 0.1% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.2% and branch offices at 0.3%.

This is considered an adequate level of qualified community development investments and grants, but the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is adequate. Retail services are reasonably accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

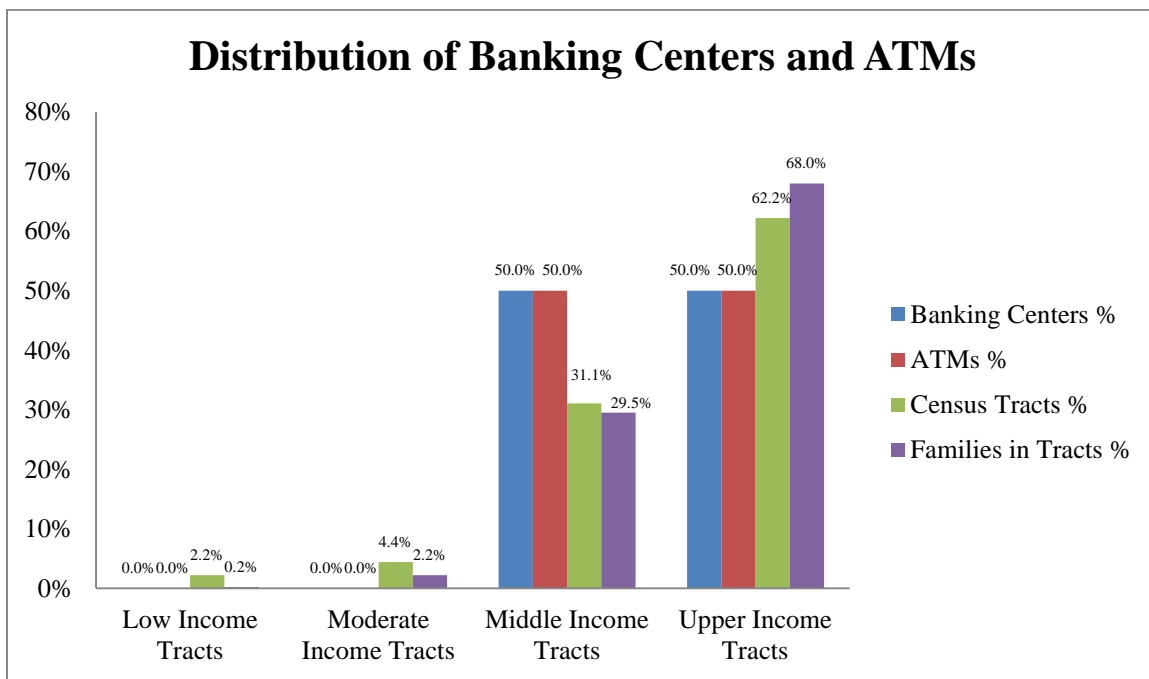
Fifth Third had four banking centers within this assessment area as of September 30, 2013, including two in middle-income and two in upper-income census tracts. The banking centers in this assessment area represent 0.3% of all the institution’s banking centers.

Fifth Third had six ATMs within this assessment area as of September 30, 2013, including three in middle-income and three in upper-income census tracts. The ATMs in this assessment area represent 0.3% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	0.0%	0.0%	2.2%	0.2%
Moderate	0.0%	0.0%	4.4%	2.2%
Middle	50.0%	50.0%	31.1%	29.5%
Upper	50.0%	50.0%	62.2%	68.0%

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts. Although the bank does not have any offices or ATMs in low- or moderate-income tracts, this is reasonable because there are only a small percentage of low- and moderate-income tracts in the assessment area.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 351 hours of community development services in this assessment area, which represents 0.4% of all community development services provided and equates to 0.2 annualized persons (ANP). Services included:

- 226 hours of financial expertise on boards and committees
- 24 hours of financial education
- 101 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN WESTERN KENTUCKY

The Non-metropolitan Western Kentucky assessment area consists of Crittenden, Hopkins, Lyon, and Union Counties. The assessment area is comprised of two moderate-, 12 middle-, and eight upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information. Several of the middle-income tracts in this assessment area were deemed distressed or underserved during the evaluation period. These tracts are as follows:

- Three middle-income tracts in Crittenden County were distressed because of poverty in 2012 and 2013.
- Three middle-income tracts in Crittenden County were distressed because of population loss in 2011.
- Five middle-income tracts in Hopkins County were distressed because of poverty in 2011.
- One middle-income tract in Lyon County was underserved for all three years.
- Two middle-income tracts in Union County were distressed because of poverty in 2013.

As of June 30, 2013, Fifth Third ranked first of 14 institutions with 17.9% of the deposit share in the assessment area. The next largest institution was Old National Bank with 16.9% of deposits. First United Bank and Trust Company (First United) had the third largest share with 13.0% of deposits, while United Community Bank of West Kentucky, Inc. (United Community) was fourth with 11.7% of the deposit share. Deposits in this assessment area accounted for 0.2% of the institutions total deposits.

From January 2011 through December 2013, Fifth Third originated 782 HMDA loans and 152 CRA loans, which represented 0.3% of both the HMDA and CRA loans originated during the evaluation period. This was the 17th smallest HMDA market (44th of 60) and 19th (42nd of 60) smallest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Bank ranked second, while Fifth Third Mortgage Company ranked sixth of 133 HMDA reporters in the assessment area. Old National Bank was the largest HMDA reporter, while United Community and Wells Fargo were the third and fourth largest HMDA reporters. Fifth Third Bank ranked eighth of 32 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, U.S. Bank, and Old National Bank.

Three community contacts were conducted to provide additional information regarding the assessment area. A contact representing a county economic development corporation stated its primary purpose is encouraging new industry while supporting existing businesses. The organization is working on a loan program with area banks to help small and existing businesses. The agency is also establishing a mentor program to help new business owners. Primary industries in the county are healthcare, education, coal, and manufacturing. The contact indicated that financial institutions are not adequately meeting credit needs for small businesses, even though there are enough financial institutions to adequately serve the area. Hancock Bank & Trust Company and First United Bank were identified as being the most involved in the community.

The second contact representing another county economic development corporation stated the organization's goal is to encourage new job growth, expand existing employment, and enhance workforce education and skills. The contact noted that the economic situation in the county was mixed. Unemployment is slightly below average. The largest industries are education, healthcare, and coal mining. Much of the housing is older and construction is limited. The contact expressed a need for duplexes in the area. The representative felt that banks are involved, but are sometimes hesitant to lending because of potential risks. Fifth Third and The Peoples Bank have provided specialized financing that is needed in the area, but Farmers Bank and Trust Company has not adequately addressed these needs.

The third contact was with an area realtor who indicated that real estate agents in this market have found many moderate-income families have the capacity to make required monthly payments, but are unable to qualify for bank financing to purchase a home because of down payment requirements. As a result, credit needs are being met elsewhere, as several alternative financing entities have special payment programs to meet the credit needs of low- and moderate-income applicants with insufficient down payments. The realtor noted the market for used mobile home financing is struggling because appraisers are having difficulty in supporting reasonable market value estimates in the current economic environment. Vendors of new mobile homes are providing financing, including two large vendors in the area. The agent has worked with numerous financial institutions in the area including banks, credit unions, Kentucky Housing Corporation, and a variety of automobile, mobile, motorcycle, and marine dealers. The contact specifically mentioned that Fredonia Valley Bank has been very helpful.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 79,556. The percentage of the population living in moderate-income tracts was 6.9%. In addition, 77.7% of the population was 18 years of age or older, the legal age to enter into a contract.

There is only one city in this assessment area with a population greater than 10,000. Madisonville in Hopkins County had an estimated population of 19,828 in 2012.²³⁵

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased 0.4% during this period. The only county with growth was Lyon County. Both Crittenden and Hopkins County experienced that same rate of population loss of the entire assessment area, while Union County had the highest decrease in population.²³⁶

²³⁵ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/21/2149368.html>

²³⁶ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Crittenden	9,315	9,280	-0.4%
Hopkins	46,920	46,718	-0.4%
Lyon	8,314	8,351	0.4%
Union	15,007	14,850	-1.0%
Total	79,556	79,199	-0.4%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$48,980, which was lower than the median family income for Kentucky of \$52,046. The median family incomes ranged from a low of \$45,222 in Crittenden County to a high of \$52,500 in Union County. As shown in the following table, the median family income for Non-metropolitan Kentucky was \$43,000, which increased slightly in 2012 and in 2013.

Borrower Income Levels Kentucky State Non-Metro

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$43,000	0 - \$21,499	\$21,500 - \$34,399	\$34,400 - \$51,599	\$51,600 - & above
2012	\$43,600	0 - \$21,799	\$21,800 - \$34,879	\$34,880 - \$52,319	\$52,320 - & above
2013	\$44,700	0 - \$22,349	\$22,350 - \$35,759	\$35,760 - \$53,639	\$53,640 - & above

In 2010, the assessment area contained 31,061 households, of which 21,573 (69.5%) were families. Of the total families in the assessment area, 32.4% were low- and moderate-income families. Crittenden County had the highest percentage of low- and moderate-income families; low- and moderate-income families comprised 37.6% of the population in this county. This is reflected in the poverty rates as shown below.

Poverty rates increased in each county in the assessment area from 1999 to 2012.²³⁷ Crittenden County had the highest poverty rate in 1999 and 2012. In 2012, almost a quarter of the population was considered impoverished. Although Lyon County had the highest increase in poverty from 1999 to 2012, it was the only county in the assessment area that had a poverty rate lower than Kentucky's overall rate for both years. All four counties in the assessment area were above the national poverty in 1999²³⁸ and 2012.²³⁹

²³⁷ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): [http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State Fact Sheets/PovertyReport&fips_st=51](http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State%20Fact%20Sheets/PovertyReport&fips_st=51)

²³⁸ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²³⁹ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Crittenden	19.1%	23.2%	21.5%
Hopkins	16.5%	18.3%	10.9%
Lyon	12.7%	17.5%	37.8%
Union	17.7%	20.4%	32.5%
Kentucky	15.8%	19.3%	22.2%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 36,644 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 63.6%, with a high of 71.3% in Union County and a low of 56.4% in Lyon County. From an income perspective, 7.9% of housing units and 4.8% of owner-occupied units were located in the moderate-income tracts. Multi-family dwellings only comprised 3.7% of the housing stock, with 19.9% of multi-family dwellings in moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 38 years old, with 21.4% of the stock built before 1950. The oldest housing stock was in Crittenden County with a median age of 42 years, while the newest was in Lyon County with a median of 29 years. Since most of the housing stock is more than 25 years old, there could be a need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$77,719, with an affordability ratio of 50.0%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. All of the counties in the assessment area had similar ratios around 50.0%.

Based on the 2013 median family income for the assessment area, about 48.7% of the homes valued up to \$79,507 would be considered affordable for low-income individuals and approximately 72.8% of the homes valued up to \$127,211 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

No information was available regarding foreclosures in the counties in the assessment area for February 2014.²⁴⁰

Building permits in the assessment area, Kentucky, and the United States are included in the following table for 2011 and 2012.²⁴¹

²⁴⁰ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

²⁴¹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012
Crittenden County	1	1	0.0%
Hopkins County	55	59	7.3%
Lyon County	6	6	0.0%
Union County	39	40	2.6%
Total	101	106	5.0%
Kentucky	7,782	9,725	25.0%
United States	624,061	829,658	32.9%

Building permits in the assessment area increased slightly from 2011 to 2012 compared to more robust growth in Kentucky and the United States during this time. There was no change in the number of building permits in Crittenden and Lyon Counties from 2011 to 2012. Hopkins County had the most building permits in the assessment area for both years and experienced the largest growth in permits from 2011 to 2012.

Labor, Employment, and Economic Characteristics

According to the Kentucky Cabinet for Economic Development, the following are the top non-government employers in the four counties in the assessment area.²⁴²

County	Major Employers	Products/Services	Number of Employees
Crittenden	Siemens Rail Automation	Manufacturer of product and signaling components for the railroad industry	232
	Par 4 Plastics Inc.	Injection molded and assembled plastic products	155
	Rogers Group Inc.	Limestone quarry and asphalt paving	20
Hopkins	Mine Equipment and Mill Supply	Explosives and mine supplies	81
	AllSource Logistics Partnership	Seed distribution	6
	Progress Publishing Co. Inc.	Newspaper publishing	1
Lyon	Exel Inc.	Processing, blending, and grinding of plastics and chemicals	50
	Technical Welding Inspection Inc	Welding inspector	22
Union	H & G Limestone Products LLC	Crushed limestone	5
	River View Coal LLC	Coal production	645
	Trelleborg Vibracoustic Inc.	Rubber parts	200
	Trelleborg Vibracoustic Adhesive Plant	Metal preparation for automobile industry	90

²⁴² Kentucky Cabinet for Economic Development: <http://thinkkentucky.com/>

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Kentucky, and the nation.²⁴³

Unemployment Rates Non-metropolitan Western Kentucky (not seasonally adjusted)			
County	2011	2012	November 2013
Crittenden	8.5	7.8	6.9
Hopkins	8.0	7.3	7.0
Lyon	9.9	8.7	7.8
Union	8.1	7.0	6.5
Kentucky	9.5	8.2	7.7
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties in the assessment area from 2011 to 2012 and from 2012 to 2013. Lyon County had the highest unemployment rate for all three years and was higher than Kentucky’s rate for the entire period. Hopkins County had the lowest unemployment rate in 2011, while Union County had the lowest rate in 2012 and 2013. Union County’s unemployment rate was lower than the nation’s rate for all three years.

²⁴³ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN WESTERN KENTUCKY

Lending Test

Fifth Third's performance under the lending test in this assessment area is good and reflects a good responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, an excellent distribution of loans to businesses of different revenue sizes, and a good distribution of loans to farms of different revenue sizes. Further, the bank did not have any gaps in lending and there was a relatively high level of community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase lending, small business lending, and small farm lending. There were not enough home improvement loans or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there were no low-income tracts and only two moderate-income tracts in the assessment area.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 588 home refinance loans, 151 home purchase loans, 78 small business loans, 74 small farm loans, 43 home improvement loans, and two community development loans during the evaluation period. The percentage of the bank's total lending at 0.3% is comparable to the percentage of total deposits at 0.2% in this area.

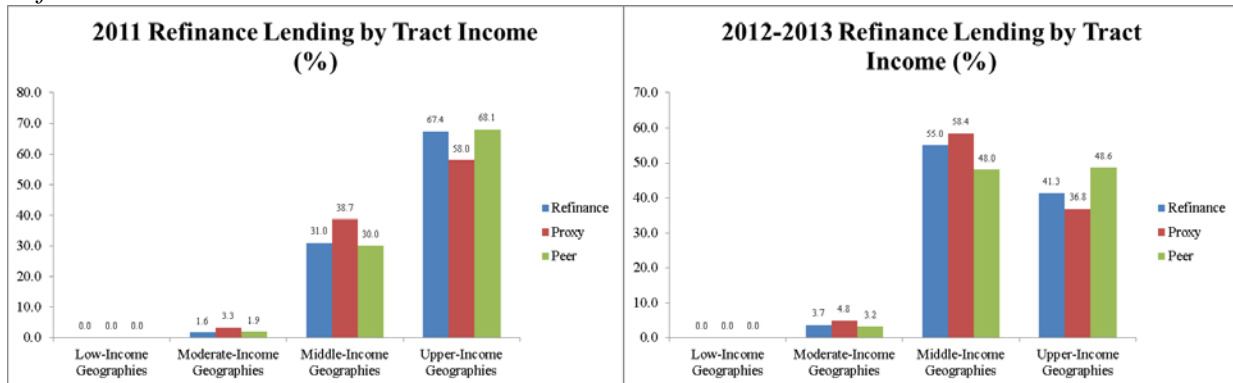
Fifth Third originated loans in all census tracts within the assessment area.

Fifth Third faces competition from several well-established institutions in this area. In addition, the top five CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is good. The largest loan categories, refinance loans and home purchase lending, are good. Small business lending is adequate.

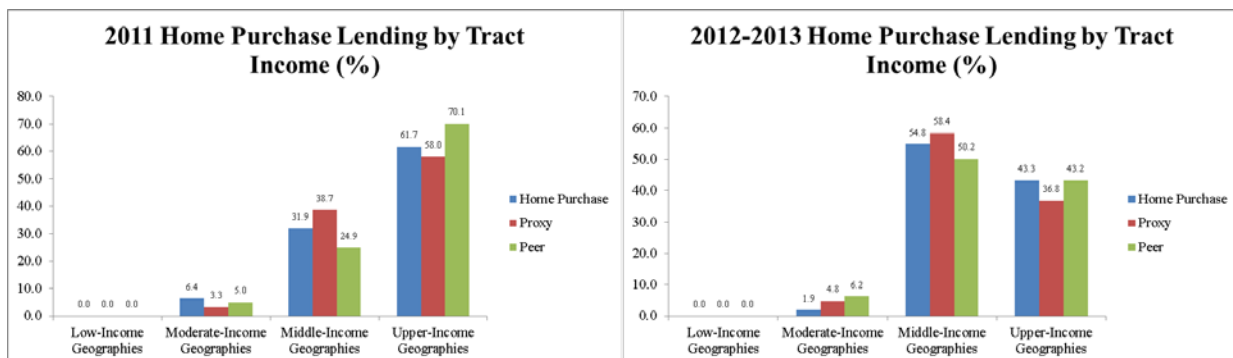
Refinance Loans



Fifth Third originated very few home refinance loans in moderate-income tracts during the review period. As evidenced by the lack of owner-occupied units (proxy) in moderate-income tracts, home refinance lending opportunities were limited.

Overall, the geographic distribution of refinance loans is good.

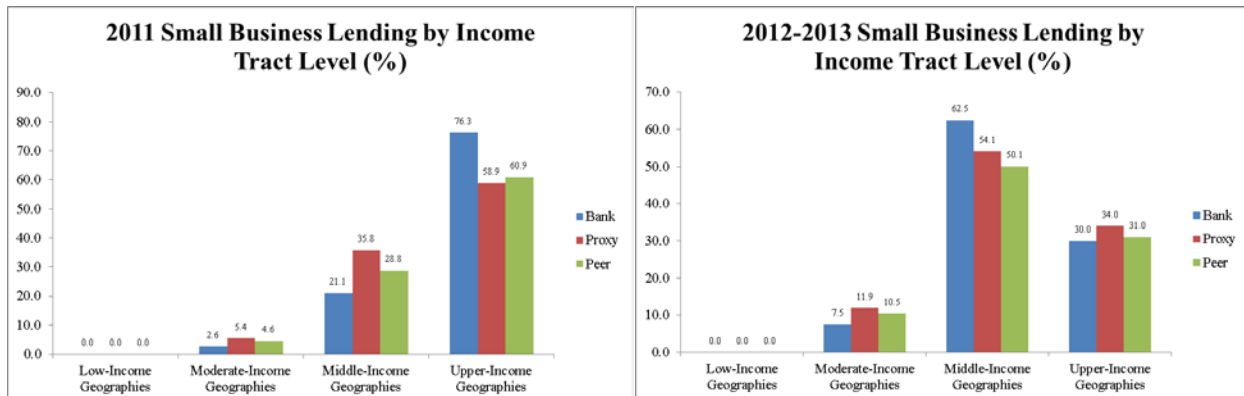
Home Purchase



In 2011, home purchase lending in moderate-income tracts was greater than the percentage of owner-occupied units (proxy) and comparable to peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the proxy and peer. As evidenced by the lack of owner-occupied units (proxy) in moderate-income tracts, home purchase lending opportunities were limited.

Overall, the geographic distribution of home purchase loans is good.

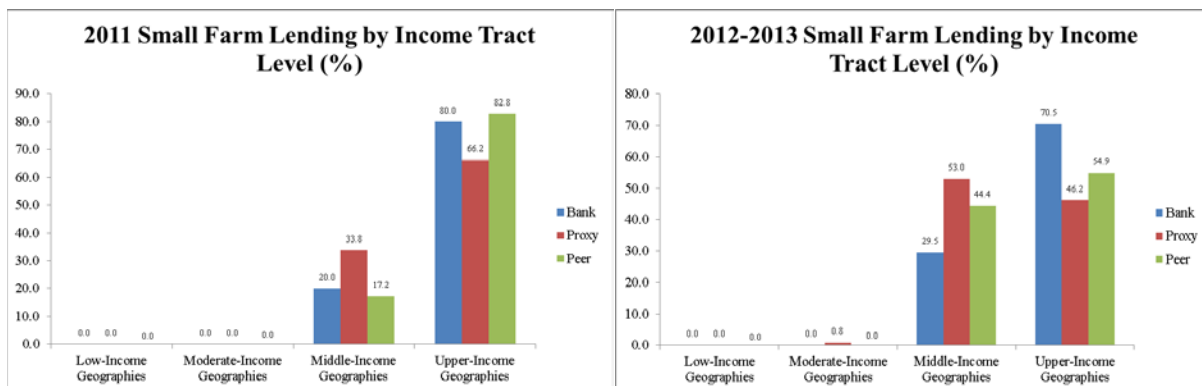
Small Business Lending



Small business lending was slightly less than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending was greater than the proxy and peer.

Overall, the geographic distribution of small business lending is adequate.

Small Farm Lending

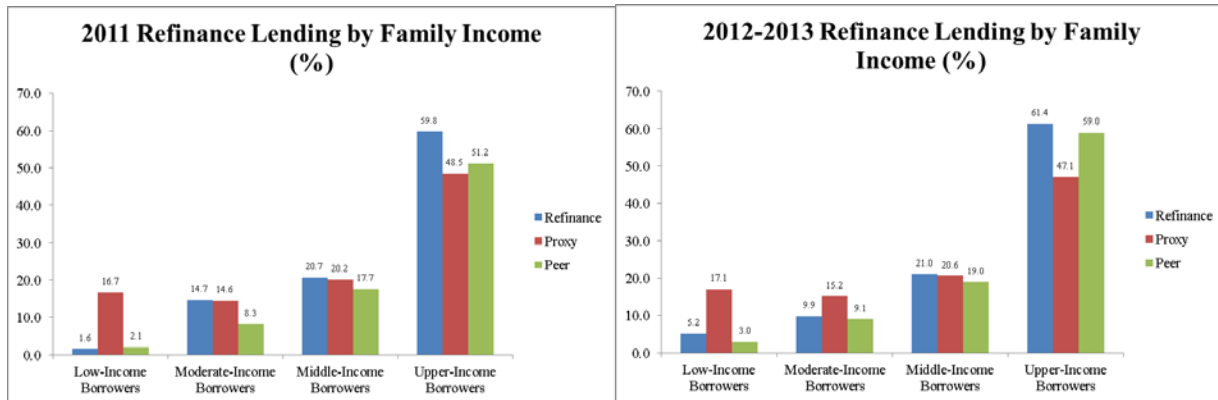


Small farm lending opportunities were limited in moderate-income tracts, as evidenced by the low number of small farms in moderate-income tracts. As such, Fifth Third did not originate any loans in moderate-income tracts.

Distribution by Borrower Income and Revenue Size of the Business and Farm

Overall, the distribution of loans is adequate based on borrower’s income, excellent for businesses of different revenue sizes, and good for farms of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

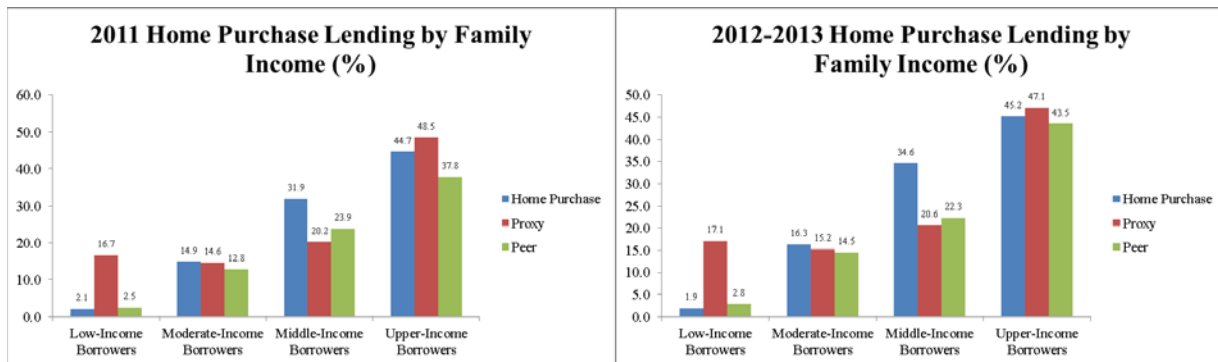


Refinance lending to low-income borrowers was substantially below the percentage of low-income families in the area and comparable to peer.

In 2011, refinance lending to moderate-income borrowers was below the percentage of moderate-income families, but slightly higher than peer. Similarly, in 2012 and 2013, refinance lending to moderate-income borrowers was also below the percentage of moderate-income families and comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

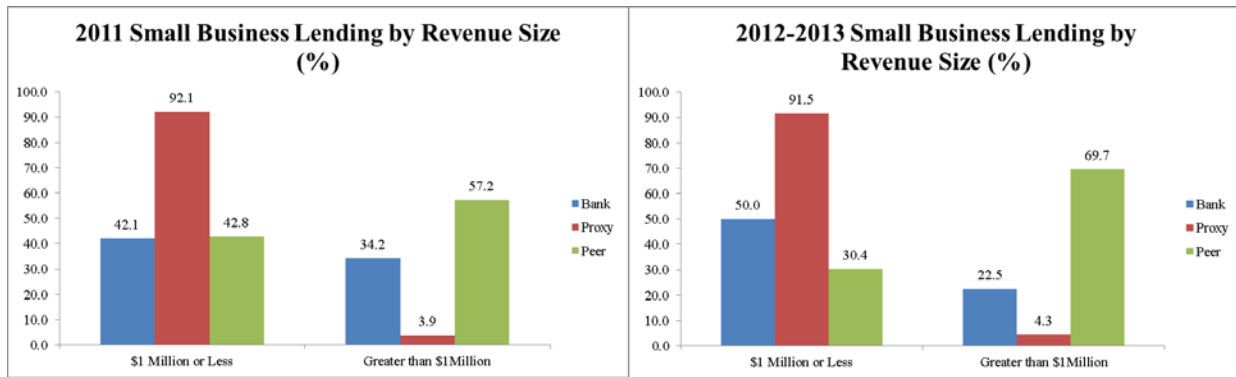
Home Purchase Loans



The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. The level of home purchase lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans

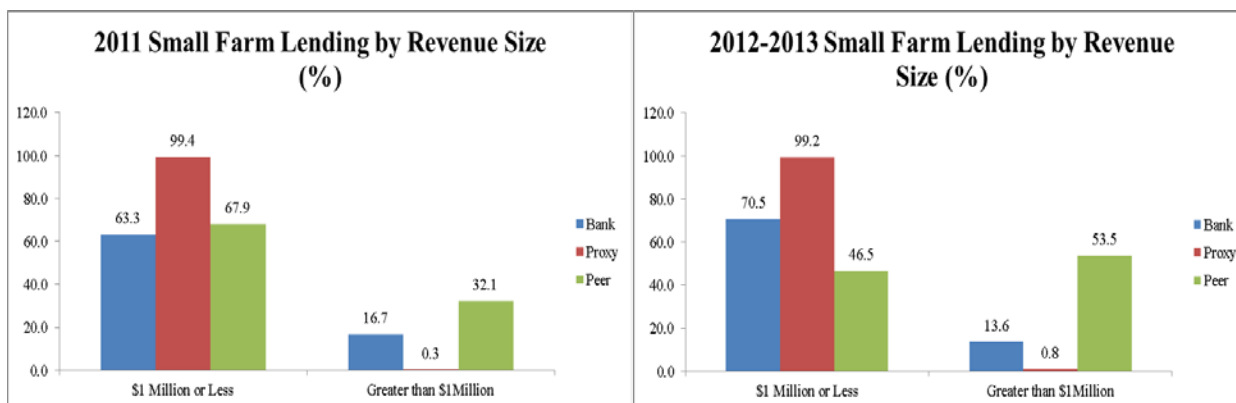


In 2011, Fifth Third originated over 40.0% of small business loans to businesses with annual revenues less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third originated half of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy, but higher than the peer.

Further analysis of small business lending shows 73.0% and 85.0% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 90.1% in 2011 and 93.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an excellent responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is excellent.

Small Farm Lending



In 2011, Fifth Third originated nearly two-thirds of small farm loans to small farms with annual revenues less than \$1 million. This is less than the percentage of small farms in the assessment area with annual revenues less than \$1 million (proxy) and comparable to the aggregate of all lenders (peer).

In 2012 and 2013, Fifth Third originated nearly 70.0% of small farm loans to small farms with annual revenues less than \$1 million. This is less than the percentage of small farms in the assessment area with annual revenues less than \$1 million (proxy) and greater than the aggregate of all lenders (peer).

Further analysis of small farm lending shows 43.3% and 40.9% of Fifth Third’s small farm loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 64.9% in 2011 and 76.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small farms in this area.

Overall, the distribution of loans among farms of different revenue sizes is good.

Community Development Loans

Fifth Third originated two community development loans totaling \$5.0 million. Community development lending in this assessment area represented just 0.1% of the total dollar volume of community development loans originated by the bank during the evaluation period. As such, Fifth Third makes a relatively high level of community development loans. There was one loan (\$2.5 million) for economic development and another loan (\$2.5 million) promoted revitalization/stabilization of low- and moderate-income geographies. Both of the loans supported businesses that employ low-income and moderate-income employees.

Investment Test

The institution funded 22 investments in this assessment area totaling \$1.7 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	4	\$1,691,756
Community Services	7	\$10,042
Economic Development	11	\$16,112
Totals	22	\$1,717,910

The bank made 0.3% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.2% and less than the percentage of branch offices at 0.6%.

This is considered a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are readily accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had eight banking centers within this assessment area as of September 30, 2013, including two in moderate-income, five in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.58% of all the institution’s banking centers.

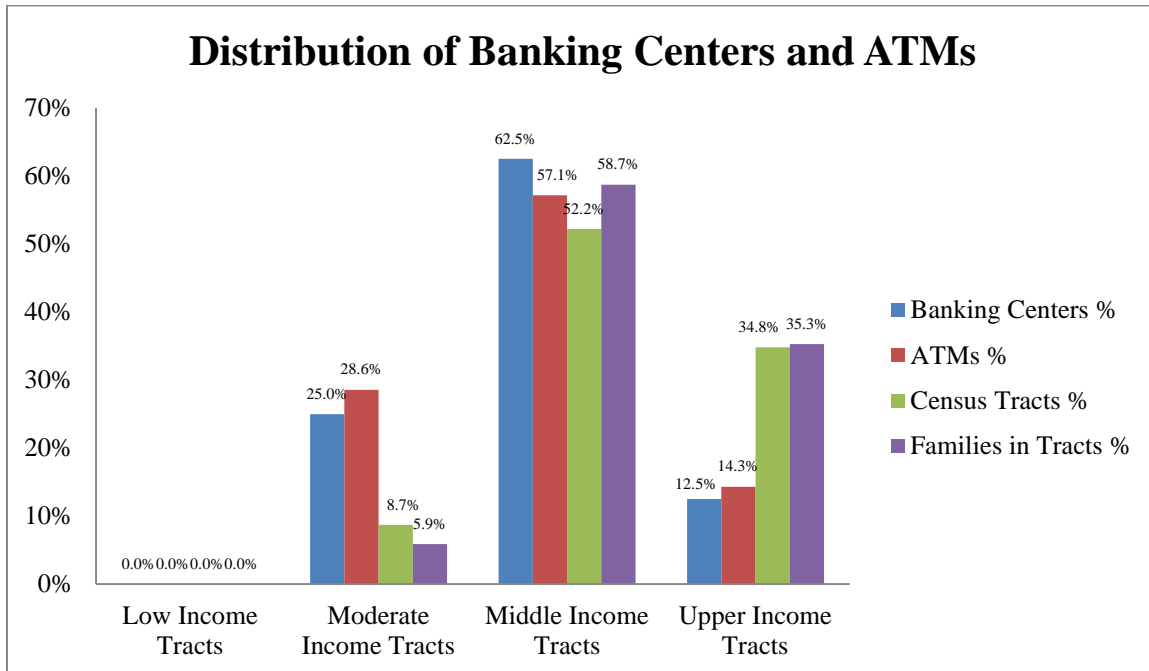
Fifth Third had seven ATMs within this assessment area as of September 30, 2013, including two in moderate-income, four in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.30% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	NA	NA	NA	NA
Moderate	25.0%	28.6%	8.7%	5.9%
Middle	62.5%	57.1%	52.2%	58.7%
Upper	12.5%	14.3%	34.8%	35.3%
Unknown	0.0%	0.0%	4.3%	0.0%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination, and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 502 hours of community development services in this assessment area, which represents 0.6% of all community development services provided and equates to 0.2 annualized persons (ANP). Services included:

- 480 hours of financial expertise on boards and committees
- 16 hours of financial education
- 6 hours of technical assistance

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE OWENSBORO, KY MSA

The Owensboro KY MSA includes Daviess, Hancock, and McLean Counties. The bank's assessment area only includes Daviess County. The assessment area is comprised of two low-income, two moderate-income, 14 middle-income, and five upper-income tracts.

As of June 30, 2013, Fifth Third ranked ninth of 12 institutions with 2.0% of deposits in the assessment area. U.S. Bank was the largest institution with 26.0% of deposits. The next two largest institutions, Independence Bank of Kentucky, and BB&T had 20.8% and 18.4% of the market share, respectively. Deposits in this assessment area accounted for 0.1% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 381 HMDA loans and 60 CRA loans, which represented 0.1% of both HMDA and CRA loans originated during the evaluation period. This was the fourth smallest (57th of 60) HMDA market and sixth smallest (55th of 60) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 12th of 129 HMDA reporters in the assessment area while Fifth Third Bank ranked 13th. BB&T, U.S. Bank, and Independence Bank of Kentucky were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 17th of 32 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, U.S Bank, and BB&T.

One community contact was conducted to provide additional information regarding the assessment area. The contact represented a city government and indicated that the area has not suffered any significant job loss. A new healthcare facility opened in 2013 that has attracted people to the area. The school system is also a major employer. The contact stated while new jobs are being created, they are not necessarily high paying and have limited career opportunities. The cost of housing has risen due to rent competition. Many renters who would qualify for mortgage loans do not want to buy homes, which has driven up the cost of rental properties. As rent increases, there will not be enough Section 8 subsidies to help low-income renters. The contact indicated that the most important credit needs are home loans, followed by small business financing. Home purchase and home improvement loans are the most important for low- and moderate-income borrowers. The contact felt that simple, secured loans in which individuals do not need to refinance the obligation are needed. The contact indicated that there are sufficient financial institutions in the area. Independence Bank of Kentucky has been the most helpful, as all employees conduct community service projects yearly and the bank recently financed a \$4.4 million low-income housing project. The contact stated that Fifth Third is also involved and helped the agency provide a home loan to individuals.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 96,656. The percentage of the population living in low- and moderate-income tracts was 16.7%.

In addition, 75.6% of the population was 18 years of age or older, the legal age to enter into a contract.

According to the estimated 2012 U.S. Census data, Owensboro had a population of 58,083, making it the fourth largest in Kentucky.²⁴⁴

The estimated population in Daviess County was 97,847 in 2012. This represented a 1.2% increase in population since the 2010 U.S. Census.²⁴⁵

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$54,143, which was higher than Kentucky’s median family income of \$52,046 and similar to the MSA’s median family income of \$54,406. As shown in the following table, the median family income in the MSA increased in 2011 and grew again in 2012, but fell significantly from 2012 to 2013.

**Borrower Income Levels
KY, Owensboro - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$56,600	0	- \$28,299	\$28,300	- \$45,279	\$45,280	- \$67,919	\$67,920	- & above
2012	\$57,300	0	- \$28,649	\$28,650	- \$45,839	\$45,840	- \$68,759	\$68,760	- & above
2013	\$53,800	0	- \$26,899	\$26,900	- \$43,039	\$43,040	- \$64,559	\$64,560	- & above

In 2010, the assessment area contained 37,644 households, of which 25,205 (67.0%) were families. Of the total families in the assessment area, 36.5% were comprised of low- and moderate-income families.

The poverty rate grew significantly in Daviess County from 1999 to 2012 and the increase was greater than Kentucky’s and the United States’ increases in this period²⁴⁶. The poverty rate in the assessment area was higher than the nationwide poverty rate both years, but was significantly lower than Kentucky’s poverty rate in 1999²⁴⁷ and 2012.²⁴⁸

²⁴⁴ Highest Population (2012) in Kentucky by City:

<http://www.biggestuscities.com/demographics/ky/population-2012-by-city>

²⁴⁵ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

²⁴⁶ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012):

http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²⁴⁷ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²⁴⁸ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Daviess	12.3%	16.7%	35.8%
Kentucky	15.8%	19.3%	22.2%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 41,449 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 63.2%. From an income perspective, 17.0% of housing units and 10.8% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprised 10.9% of the housing within the assessment area, with 24.5% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 37 years old, with 12.7% of the stock built before 1950. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$106,417 as of the 2010 U.S. Census, with an affordability ratio of 40.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the MSA, about 42.9% of the homes valued up to \$95,693 would be considered affordable for low-income individuals and approximately 72.4% of the homes valued up to \$153,108 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Building permits in the MSA, Kentucky, and the United States are included in the following table for 2011, 2012, and 2013.²⁴⁹

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	278	264	-5.0%	521	97.3%
Kentucky	7,782	9,725	25.0%	8,955	-7.9%
United States	624,061	829,658	32.9%	990,822	19.4%

²⁴⁹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Building permits in the MSA decreased slightly from 2011 to 2012, but almost doubled between 2012 and 2013. While building permits declined in the MSA from 2011 to 2012, Kentucky and the United States experienced strong growth. The percentage increase in the assessment area from 2012 to 2013 was much higher than the nation’s growth in this period, although building permits declined overall in Kentucky from 2012 to 2013. Overall, these numbers could indicate a recent increase in the demand for home purchase loans in the MSA during the evaluation period

Labor, Employment, and Economic Characteristics

According to the Kentucky Cabinet for Economic Development²⁵⁰, the largest non-government employer in Daviess County is U.S. Bank Home Mortgage, a loan servicing and data center with 1,022 employees. The next two largest employers are Specialty Food Group Inc., a processor of meat products, and Unilever, a producer of pasta and cheese sauces, with 490 and 472 employees, respectively.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for Daviess County, MSA, Kentucky, and the nation.²⁵¹

Unemployment Rates Owensboro, KY MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Daviess	8.0	6.7	6.1
MSA	8.1	6.8	6.3
Kentucky	9.5	8.2	7.7
United States	8.5	7.9	7.0

The unemployment rate in the assessment area declined from 2011 to 2012 and from 2012 to 2013. The unemployment rate in the MSA was similar to that of Daviess County for all three years. The unemployment rates in Daviess County and the MSA were lower than Kentucky’s and the United States’ rates in 2011, 2012, and 2013.

²⁵⁰ Kentucky Cabinet for Economic Development: <http://thinkkentucky.com/>

²⁵¹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
OWENSBORO, KY MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good and reflects a good responsiveness to the credit needs of the community. In addition, the bank originated one community development loan totaling \$5 million in the area, which is a relatively high level. Overall, Fifth Third has an excellent geographic distribution, a good distribution among borrowers of different income levels, and an adequate distribution for businesses of different revenue sizes. Further, the bank has minimal gaps in lending (only one middle-income tract in 2011), which results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 275 home refinance loans, 89 home purchase loans, 60 small business loans, 17 home improvement loans, and one community development loans during the evaluation period. The percentage of the bank’s total lending at 0.1% is comparable to the percentage of total deposits at 0.1% in this area.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	42	\$4,703
Down Payment Assistance Programs	0	\$0
Other Flexible Lending Programs	23	\$2,238,753

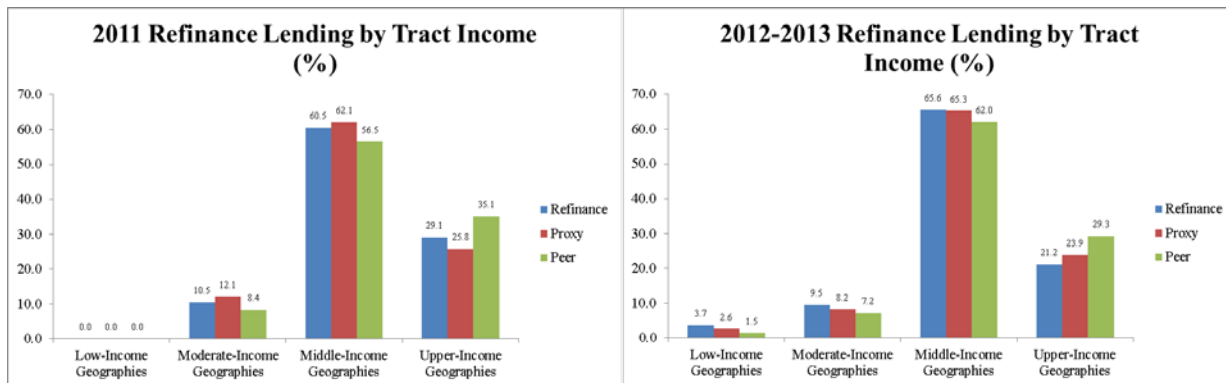
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. No modifications occurred in low-income tracts, despite nearly 10.0% of all tracts designated as low-income. The percentage of modifications in moderate- and middle-income tracts was comparable to the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is excellent. Home refinance and home purchase lending are excellent. Small business lending is good.

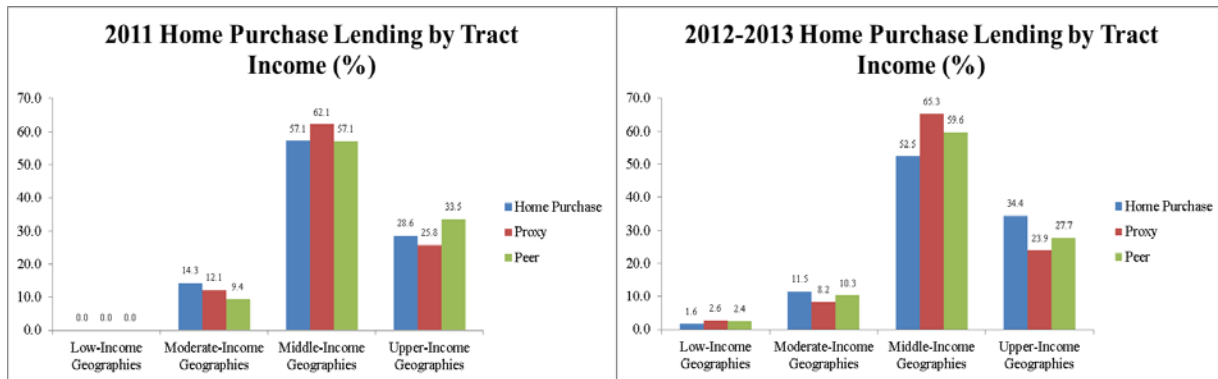
Refinance Loans



Refinance lending in low-income tracts (2012 and 2013) was slightly greater than the percentage of owner-occupied units (proxy) and comparable to peer.

In 2011, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and slightly more than peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly better than the percentage of owner-occupied units and peer. Overall, the geographic distribution of refinance loans is excellent.

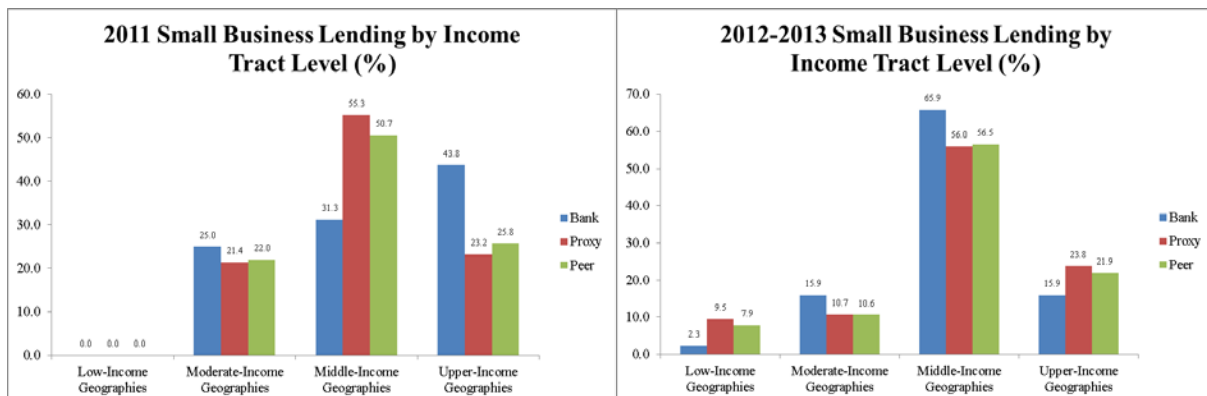
Home Purchase



In 2012 and 2013, home purchase lending in low-income tracts was slightly less than the percentage of owner-occupied units (proxy) and peer. Home purchase lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is excellent.

Small Business Lending



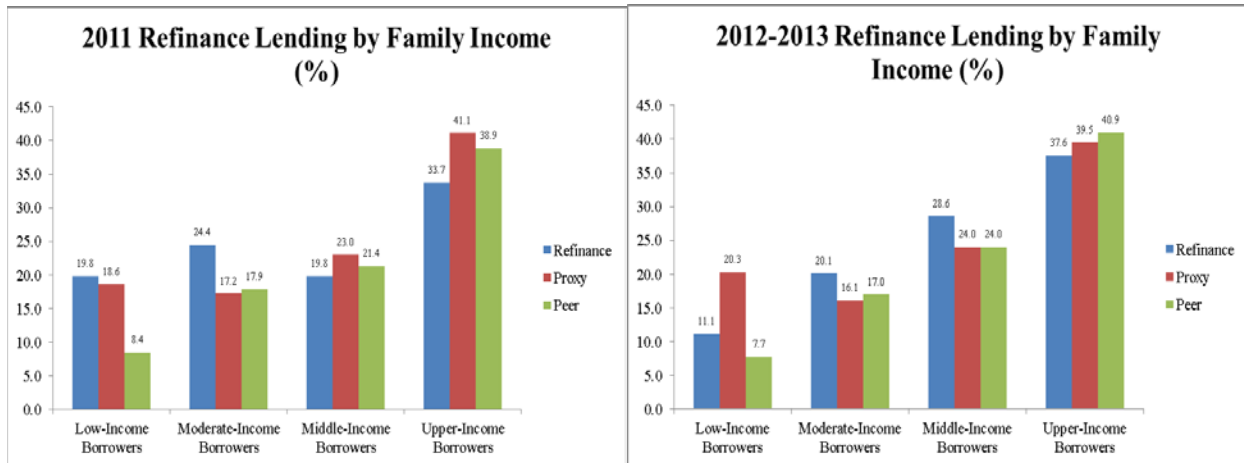
In 2012 and 2013, small business lending was less than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). Small business lending in moderate-income tracts was higher than the proxy and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the borrower distribution of loans is good based on a good distribution by borrower income and adequate distribution for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

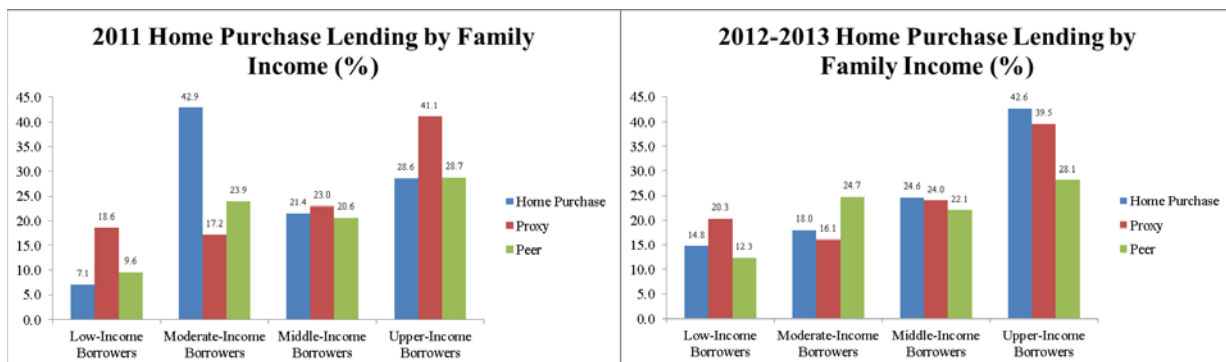


In 2011, refinance lending to low-income borrowers was comparable to the percentage of low-income families, but higher than peer. In 2012 and 2013, refinance lending to low-income borrowers was below the percentage of low-income families, but higher than peer.

Refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is excellent.

Home Purchase Loans

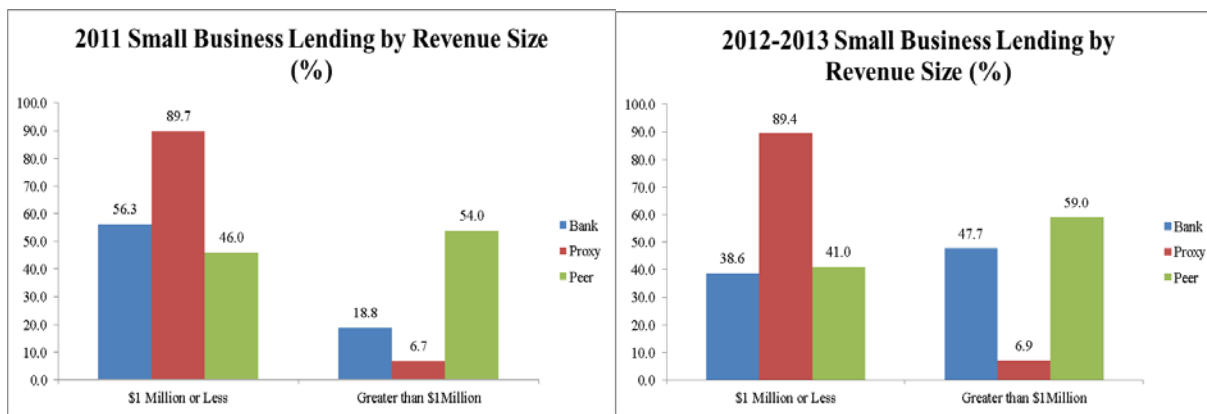


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families, but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



In 2011, Fifth Third originated more than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but comparable to the peer.

Further analysis of small business lending shows 81.3% and 60.5% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was comparable to the peer at 87.5% in 2011 and 91.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated one community development loan of \$5 million for the revitalization and stabilization of low- and moderate-income geographies. Community development lending in this assessment area represented 0.1% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 23 investments in this assessment area totaling \$486,181. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	7	\$464,923
Community Services	11	\$8,750
Economic Development	5	\$12,508
Totals	23	\$486,181

The bank made 0.1% of its total community development investments in this assessment area, which is comparable to the percentage of total deposits at 0.1% and less than the percentage of branch offices at 0.2%.

This is considered a significant level of qualified community development investments and grants, and the bank is occasionally in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

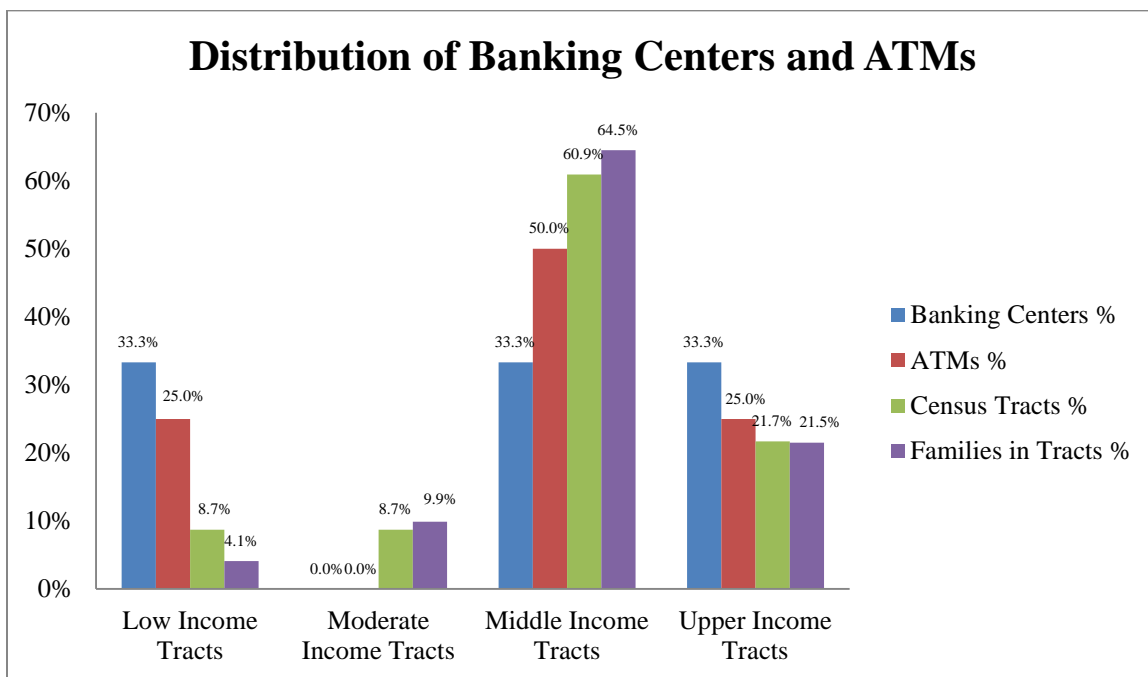
Fifth Third had three banking centers within this assessment area as of September 30, 2013, including one in low-income, one in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.2% of all the institution’s banking centers.

Fifth Third had four ATMs within this assessment area as of September 30, 2013, including one in low-income, two in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.2% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	33.3%	25.0%	8.7%	4.1%
Moderate	0.0%	0.0%	8.7%	9.9%
Middle	33.3%	50.0%	60.9%	64.5%
Upper	33.3%	25.0%	21.7%	21.5%

The table reflects an excellent distribution within low-income tracts and a poor distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 359 hours of community development services in this assessment area, which represents 0.4% of all community development services provided and equates to 0.2 annualized persons (ANP). Services included:

- 258 hours of financial expertise on boards and committees
- 51 hours of financial education
- 4 hours of technical assistance
- 46 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
LEXINGTON-FAYETTE, KY MSA**

The Lexington-Fayette KY MSA consists of Bourbon, Clark, Fayette, Jessamine, Scott, and Woodford Counties. The bank takes the entire MSA in its assessment area. The assessment area is comprised of 12 low-income, 32 moderate-income, 47 middle-income, and 38 upper-income tracts. There are also five tracts with no income designation.

Fifth Third ranked third of 34 institutions in the assessment area with 11.2% of deposits as of June 30, 2013. Deposits in the MSA represented 1.0% of the bank's total deposits.

This was the 20th largest HMDA and CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
LEXINGTON-FAYETTE, KY MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Consistent	Consistent

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, an adequate distribution of loans to farms and businesses of different revenue sizes, and low levels of lending gaps. Fifth Third originated ten community development loans totaling \$52.3 million and is considered a leader in making community development loans.

Overall, the institution funded nearly \$7.0 million on community development investments.

Retail services are accessible and the bank is a leader in providing community development services.

STATE OF MICHIGAN

CRA RATING for State of Michigan: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- A good distribution among borrowers of different income levels and an adequate distribution to businesses of different revenue sizes;
- A relatively high level of community development lending;
- An excellent level of qualified community development investments and grants;
- A leadership role in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A relatively high level of community development services.

SCOPE OF EXAMINATION

Full-scope reviews were conducted in six assessment areas: the Detroit-Warren-Flint and Grand Rapids-Muskegon-Holland CSAs, the Kalamazoo-Portage and Niles-Benton Harbor MSAs, and Non-metropolitan Northern and Southern Michigan areas. Limited-scope reviews were performed on the Saginaw-Bay City-Saginaw Township North CSA and the Battle Creek, Lansing-East Lansing, and Jackson MSAs. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION’S OPERATIONS IN MICHIGAN

Lending activity accounted for 22.6% of the bank’s total lending activity, while deposits accounted for 13.6% of the bank’s total deposits. HMDA-reportable lending in Michigan represented 21.7% of the bank’s total HMDA-reportable lending, while CRA-reportable lending represented 27.2% of the bank’s total CRA-reportable lending. As of June 30, 2013, the bank ranked fifth among 156 insured institutions in deposit market share with 7.7% of the deposits within the state. As of December 31, 2013, there were 253 banking center locations and 338 ATMs within Michigan.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MICHIGAN

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Michigan is rated "High Satisfactory." Lending reflects a good responsiveness to credit needs in six of the assessment areas, including the Detroit-Warren-Flint CSA. Performance is excellent in the Grand Rapids-Muskegon-Holland CSA and the Lansing-East Lansing MSA and it is adequate in the Saginaw-Bay City-Saginaw Township North CSA and the Niles-Benton Harbor MSA.

Lending Activity

Lending activity in Michigan is good overall, with seven of the ten assessment areas having good lending activity. Lending activity was excellent in the Grand Rapids-Muskegon-Holland CSA and the Lansing-East Lansing MSA and adequate in the Saginaw-Bay City-Saginaw Township North CSA. Fifth Third is among the major financial institutions that serve Michigan. Fifth Third ranked fifth out of 156 institutions with 7.7% of deposit market share. Within Michigan, Fifth Third originated 14,843 home purchase, 44,558 refinance, 943 home improvement, 13,951 small business loans, and 135 small farm loans. While deposits within the state represent 13.6% of the bank's total deposits, 27.2% of total loans were originated in Michigan.

There were not enough small farm or multi-family loans in any of the assessments areas in the state for a meaningful analysis. Further, there were insufficient home improvement loans in the Saginaw-Bay City-Saginaw Township North CSA and the Battle Creek, Jackson, Kalamazoo-Portage and the Niles-Benton Harbor MSAs for a meaningful analysis.

Geographic and Borrower Distribution

Overall, the geographic distribution of loans in Michigan is good. Geographic distribution is good in five of the assessment areas in the state, including the second largest, the Grand Rapids-Muskegon-Holland-CSA. Geographic distribution is adequate in the Detroit-Warren-Flint (the largest assessment area in the state) and the Saginaw-Bay City-Saginaw Township North CSAs, the Niles-Benton Harbor MSA, and the two non-metropolitan areas in the state. Overall lending gaps are moderate in Michigan due to the significant lending gaps in the Detroit-Warren-Flint CSA, the largest assessment area in the state, and in the Saginaw-Bay City-Saginaw Township North CSA. There were no lending gaps in the Kalamazoo-Portage MSA and a low level of gaps in the Grand Rapids-Muskegon-Holland CSA, the Niles-Benton Harbor MSA, and the two non-metropolitan areas. There were a moderate level of gaps in the remaining three assessment areas.

Overall, the distribution of loans among borrowers of different income levels is good. Borrower distribution is excellent in the Grand Rapids-Muskegon-Holland CSA, adequate for the Saginaw-Bay City-Saginaw Township North CSA and the two non-metropolitan areas, and good in the remaining six assessment areas in the state, including the Detroit-Warren-Flint CSA.

The distribution of loans to businesses of different revenue sizes is adequate, with seven of the assessment areas having adequate performance, including the Detroit-Warren-Flint and Grand-Rapids-Muskegon-Holland CSAs. The distribution of loans to businesses of different revenue sizes is poor in the Saginaw-Bay City-Saginaw Township North CSA and good in the Jackson MSA and Non-metropolitan Northern Michigan.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

Within Michigan, Fifth Third originated 303 community development loans totaling almost \$1.2 billion, which represents 24.0% of the bank's community development lending by dollar volume. In addition, one loan for \$2.5 million was made in the state, but outside of the bank's assessment area. Overall, Fifth Third made a relatively high level of community development loans. The bank is a leader in making community development loans in the Detroit-Warren-Flint and Saginaw-Bay City-Saginaw Township North CSAs and the Lansing-East Lansing MSA. Fifth Third had a good performance in six assessment areas and made an adequate level of community development loans in the Niles-Benton Harbor MSA.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Michigan is rated "Outstanding." The institution's performance was excellent in seven of the assessment areas, including the Detroit-Warren-Flint and Grand Rapids-Muskegon-Holland CSA. Fifth Third's performance was good in the Jackson MSA and adequate in the Niles-Benton Harbor MSA and Non-metropolitan Northern Michigan. The institution funded almost \$116.2 million in community development investments in Michigan during the evaluation period.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within the assessment areas located in Michigan is rated "High Satisfactory." Service test performance was good in seven of the assessment areas, including the largest markets in the state. The bank's performance was excellent in the Lansing-East Lansing and Jackson MSAs, while performance was adequate in the Saginaw-Bay City-Saginaw Township North CSA.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail service distribution was excellent in the Lansing-East Lansing and Jackson MSAs, good in the Grand-Rapids-Muskegon-Holland CSA, the Niles-Benton Harbor and Battle Creek MSAs, and Non-metropolitan Northern Michigan. The bank's performance was adequate in the Detroit-Warren Flint CSA, the Kalamazoo-Portage MSA, and Non-metropolitan Southern Michigan. Finally, while retail service distribution was poor in the Saginaw-Bay City-Saginaw Township North CSA, this area is relatively small and did not negatively affect the overall performance.

The bank's record of opening and closing banking centers improved the accessibility of delivery systems. Two branches were opened in moderate-income tracts in the Detroit-Warren-Flint CSA during the evaluation period.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services, with six of the assessment areas having excellent performance, including the two largest assessment areas in the state (the Detroit-Warren-Flint and Grand Rapids-Muskegon-Holland CSAs). The bank's performance was good in the Kalamazoo-Portage MSA and Non-metropolitan Northern Michigan. Community development services performance was adequate in the Niles-Benton Harbor and Battle Creek MSAs.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE DETROIT-WARREN-FLINT, MI CSA

The Detroit-Warren-Flint MI CSA consists of the following four MSAs:

- Ann Arbor MI MSA #11460, consisting of Washtenaw County
- Detroit-Warren-Livonia MI MSA #19820, which encompasses the following two MDs:
 - Detroit-Livonia-Dearborn MI MD #19804, consisting of Wayne County
 - Warren-Farmington Hills-Troy MI MD #47644, consisting of Lapeer, Livingston, Macomb, Oakland, and St. Clair Counties
- Flint MI MSA #22420, consisting of Genesee County
- Monroe MI MSA #33780, consisting of Monroe County

The bank includes all of the counties in the CSA, except for Lapeer County in the Warren-Farmington Hills-Troy MD. The assessment area is comprised of 174 low-income, 362 moderate-income, 565 middle-income, and 422 upper-income tracts. There are 22 tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked sixth of 58 institutions in the assessment area with 4.4% of the deposits. JPMorgan Chase was the largest institution with 25.4% of the deposits. The second and third largest institutions were Comerica Bank and Bank of America with 20.4% and 11.0%, respectively, of the deposits in the assessment area. Deposits in this assessment area accounted for 5.1% of the institution's total deposits

From January 2011 through December 2013, Fifth Third originated 23,127 HMDA loans and 4,915 CRA loans, which represented 8.3% of the HMDA loans and 9.4% of the CRA loans originated during the evaluation period. This was the third largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked seventh among 604 HMDA reporters in the assessment area, while Fifth Third Mortgage-MI, LLC ranked ninth. Fifth Third Bank ranked 35th. Wells Fargo, JPMorgan Chase, and Quicken Loans, Inc. were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 13th of 130 CRA reporters in the assessment area in 2012. The top three CRA lenders were American Express, Capital One, and Chase Bank USA. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information regarding the assessment area. One contact representing an economic development corporation in the Ann Arbor area stated that Washtenaw County is one of the best performing counties in the state, with low unemployment levels. The University of Michigan provides economic stability and opportunity for growth. The contact indicated that the immediate Ann Arbor area recovered well from the housing crisis and did not experience as sharp of a decline in housing values as other parts of the county and the state.

Housing stock, especially downtown, is low and prices are increasing. Young people entering the workforce usually cannot afford a home in Ann Arbor and tend to live in other parts of the county or in surrounding counties where rents are lower and homes are more affordable. The contact stated that other parts of the county have not fared as well and are still suffering from declining home values and the residual effects of two large General Motors plant closures approximately five to seven years ago. Toyota and several other area businesses have expanded and have added jobs. The contact stated that small manufacturing companies, those with five to 50 employees, need small business loans. The contact indicated that some small manufacturing companies had their lines of credit rescinded or closed during the recession, as they were considered higher-risk. The contact felt that banks are still reluctant to lend to smaller businesses that do not have a proven track record. The contact stated that local financial institutions could become more involved with entrepreneurs by providing lending opportunities and educational support. PNC and Fifth Third were mentioned as aggressively offering business loans.

The second contact representing a community development corporation in Flint stated that the city has struggled a great deal in the past 25 years. The city first fell upon hard times during the 1980s and the recent recession further compounded matters. The contact indicated that an overdependence on the automobile industry led to a false sense of economic security for the area. Jobs have grown slightly, despite relatively high unemployment rates. Housing prices are rising. Employment opportunities are developing with the addition of new educational facilities and medical centers. These new jobs require at least an associate's degree in most cases and the biggest challenge within Flint is the low educational level among the residents, which results in a mismatch of skills to present job opportunities. The contact felt that limited lending opportunities exist for financial institutions to balance sound underwriting and community reinvestment goals. Loan products with the highest demand are home mortgages and small business loans for working capital and equipment purchases. JPMorgan Chase is the most active financial institution as an investor in low-income housing tax credits and new markets tax credits, but the bank is not active in traditional loan requests for home mortgages and small business loans. Microloans are becoming very important with the void in small business lending. Loan demand has increased for small businesses; however, the businesses often do not meet the underwriting standards of area banks. The contact stated that the least active banks in the area were Fifth Third, PNC, and Bank of America.

The third contact representing an economic development agency in Oakland County stated that the county has fared better than other portions of Southeastern Michigan. The automotive industry has recovered, which increased the number of automotive manufacturers and suppliers in the county. The unemployment rate is down; however, there are still issues with structural unemployment. General Motors is no longer the largest employer in the county; currently, an area hospital holds that distinction. Compuware, a computer software company, left the area and moved to Detroit, which resulted in a loss of 2,500 jobs. New alternative energy (such as electric car batteries, wind turbines, and solar panels) and information technology industries have moved into the county in the past five years. The contact stated that there is a need for more small business lending by local financial institutions. Local businesses continue to have difficulty securing lines of credit.

The contact indicated that it is difficult to attract qualified individuals for higher-end jobs. Huntington, Lapeer County Bank & Trust Co., Level One Bank, and PNC were mentioned as being the most helpful in providing community assistance.

The fourth contact representing an economic development agency in Wayne County stated that the population of Detroit and surrounding communities has decreased by 30.0%. The largest employers in the area are automobile manufacturers, school systems, and information technology companies. The unemployment rate is around 7.0%, primarily due to automation. The contact stated that there has been \$800 million in new investment in the area. The contact indicated that small businesses need account receivables lending.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 5.1 million. The percentage of the population living in low- and moderate-income tracts was 30.0%. In addition, 75.9% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Detroit-Warren-Livonia MSA was the 12th largest nationally in terms of population and the largest in Michigan. The Flint MSA was the 115th largest nationally and fourth largest in Michigan, while the Ann Arbor MSA was the 146th largest in the United States and fifth largest in Michigan.²⁵²

The following table shows the population for selected cities in the assessment area with their rank nationally and in the state.²⁵³

City	2012 Estimated Population	National Rank	State Rank ²⁵⁴
Detroit	701,475	18	1
Warren	134,141	188	3
Ann Arbor	116,121	228	5
Flint	100,515	288	7
Dearborn	96,474	302	8
Livonia	95,586	307	9
Troy	82,212	384	11
Farmington Hills	80,756	397	12
Monroe	20,535	N/A	53

²⁵² MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

²⁵³ Largest 1,000 US Cities: <http://www.biggestuscities.com/2012>

²⁵⁴ Highest Population (2012) in Michigan by City: <http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased slightly from 2010 to 2012. Washtenaw County had the highest increase in population, followed by Livingston County. Genesee County had the largest percentage decline in population followed by Wayne and St. Clair Counties.²⁵⁵

County	2010 Population	2012 Population	Population Percent Change
Genesee	425,790	418,408	-1.7%
Livingston	180,967	182,838	1.0%
Macomb	840,987	847,383	0.8%
Monroe	152,021	151,048	-0.6%
Oakland	1,202,362	1,220,657	1.5%
St. Clair	163,040	160,644	-1.5%
Washtenaw	344,791	350,946	1.8%
Wayne	1,820,584	1,792,365	-1.5%
Total	5,130,533	5,124,289	-0.1%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$65,426, which was higher than Michigan's median family income of \$60,341. As shown in the table below, from 2010 to 2011, the median family income decreased in the Detroit-Warren-Livonia and Monroe MSAs and increased in the other two MSAs within the assessment area. The median family income increased in the four MSAs from 2011 to 2012; however, from 2012 to 2013, the median family income decreased in all but the Warren-Farmington Hills-Troy MD. The Flint MSA experienced the most significant decrease in median family income.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Ann Arbor MSA	\$82,184	\$86,300	\$87,400	\$84,200
Detroit-Livonia-Dearborn MD (Detroit-Warren-Livonia MSA)	\$52,946	\$50,500	\$51,200	\$52,300
Warren-Farmington Hills-Troy MD (Detroit-Warren-Livonia MSA)	\$75,314	\$73,800	\$74,800	\$72,400
Flint MSA	\$54,072	\$57,700	\$58,400	\$52,100
Monroe MSA	\$66,549	\$63,000	\$63,900	\$63,700

²⁵⁵ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

In 2010, the assessment contained 1,995,619 households, of which 1,309,463 (65.6%) were families. Of the total families in the assessment area, 39.0% were low- and moderate-income families. St. Clair County had the highest percentage of low- and moderate-income families, as over half (50.3%) of the families were low- or moderate-income.

Poverty rates increased in each county in the assessment area from 1999 to 2012, with a rate of increase higher than the nation.²⁵⁶ Five of the counties also had a rate of increase higher the statewide growth from 1999 to 2012. Wayne County, where Detroit is located, had the highest poverty rates in 1999 and 2012, while Livingston County had the lowest rates both years. Poverty rates were at least doubled in Macomb and Livingston Counties. The following table shows the poverty rates for 1999²⁵⁷ and 2012.²⁵⁸

County	1999 Poverty Rate	2012 Poverty Rate	Change
Genesee	13.1%	21.3%	62.6%
Livingston	3.4%	6.8%	100.0%
Macomb	5.6%	12.4%	121.4%
Monroe	7.0%	11.8%	68.6%
Oakland	5.5%	10.5%	90.9%
St. Clair	7.8%	15.9%	103.8%
Washtenaw	11.1%	16.1%	45.0%
Wayne	16.4%	26.3%	60.4%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 2,256,684 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 64.1% with a high of 80.8% in Livingston County and a low of 56.2% in Wayne County. From an income perspective, 33.5% of housing units and 23.5% of owner-occupied units were in low- or moderate-income tracts. Multi-family dwellings comprised 15.4% of the housing units in the assessment area, with 44.8% of these units being in low- or moderate-income tracts. These numbers indicate that most of the demand for mortgage loans would likely be in middle- and upper-income tracts.

²⁵⁶ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²⁵⁷ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²⁵⁸ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

As of 2010, the median age of housing stock in the assessment area was 46 years, with 24.2% of the stock built before 1950. The oldest housing stock was in Wayne County with a median age of 56 years, while the youngest was in Livingston County with a median age of 24 years. Since the median age of the housing stock is more than 25 years old, it appears that there could be substantial demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$156,989 as of the 2010 U.S. Census, with an affordability ratio of 33.1%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 27.3% in Washtenaw County to a high of 36.9% in Genesee County.

Based on the 2013 median family income for the Ann Arbor, about 25.5% of the homes valued up to \$149,764 would be considered affordable for low-income individuals and approximately 92.3% of the homes valued up to \$239,623 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Detroit-Livonia-Dearborn MD, about 34.8% of the homes valued up to \$93,025 would be considered affordable for low-income individuals and approximately 62.7% of the homes valued up to \$148,839 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Warren-Troy-Farmington Hills MD, 15.6% of the homes valued up to \$93,025 would be considered affordable for low-income individuals and 35.5% of the homes valued up to \$148,839 would be considered affordable for moderate-income individuals.

Based on the 2013 median family income for the Flint MSA, about 37.4% of the homes valued up to \$92,669 would be considered affordable for low-income individuals and approximately 64.5% of the homes valued up to \$148,270 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Monroe MSA, about 33.8% of the homes valued up to \$128,776 would be considered affordable for low-income individuals and approximately 74.8% of the homes valued up to \$206,041 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,²⁵⁹ the median sales price in the Detroit-Warren-Livonia MSA was \$53,800 in 2011. There were no data available for the median sales price in 2010 and 2012 for this MSA.

The following table contains information about foreclosure filings and the number of properties in foreclosure²⁶⁰.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Genesee County	1:1,022
Livingston County	1:1,796
Macomb County	1:1,529
Monroe County	1:1,363
Oakland County	1:1,641
St. Clair County	1:873
Washtenaw County	1:2,499
Wayne County	1:1,212
Michigan	1:1,481
United States	1:1,170

In February 2014, St. Clair County had the highest foreclosure rate in the assessment area and the fifth highest in Michigan. Washtenaw County had the lowest foreclosure rate. St. Clair and Genesee Counties had higher foreclosure rates than Michigan and the United States, while Wayne and Monroe Counties had lower foreclosure rates than the United States, but higher than Michigan in February 2014.

²⁵⁹ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

²⁶⁰ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

Building permits in the four MSAs, Michigan, and the United States are included in the following table for 2011, 2012, and 2013.²⁶¹

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Ann Arbor MSA	477	276	-42.1%	572	107.2%
Detroit-Warren-Livonia MSA	3,366	4,525	34.4%	6,328	39.8%
Flint MSA	66	122	84.8%	155	27.0%
Monroe MSA	110	136	23.6%	131	-3.7%
Michigan	9,341	11,692	25.2%	15,934	36.3%
United States	624,061	829,658	32.9%	976,369	17.7%

The Detroit-Warren-Livonia and Flint MSAs experienced growth in building permits from 2011 to 2012 and from 2012 to 2013. Both of these MSAs had higher growth rates than Michigan and the United States from 2011 to 2012, while the Detroit MSA had higher growth rates than Michigan and the United States from 2012 to 2013. Permits in the Ann Arbor MSA declined significantly from 2011 to 2012, but more than doubled from 2012 to 2013. The Monroe MSA experienced growth in building permits from 2011 to 2012, but declined slightly from 2012 to 2013. The Flint MSA had the highest growth rate from 2011 to 2012, while the Ann Arbor MSA had the largest growth from 2012 to 2013.

Labor, Employment, and Economic Characteristics

The CSA was home to 12 Fortune 500 companies in 2013.²⁶²

Fortune 500 Companies in the Detroit-Warren-Flint CSA		
Rank	Company	Revenue (\$ billion)
7	General Motors	\$152.3
10	Ford Motor	\$134.3
173	TRW Automotive Holdings	\$16.4
187	Lear	\$14.6
203	Penske Automotive Group	\$13.6
221	Ally Financial	\$12.6
299	DTE Energy	\$8.8
317	Autoliv	\$8.3
336	Masco	\$7.8
359	Visteon	\$7.2
450	Con-way	\$5.6
462	Kelly Services	\$5.5

²⁶¹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

²⁶² Fortune 500 List for 2013:
http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

According to *Crain's Detroit Business*, in January 2014, the top three metropolitan Detroit employers (encompassing companies with headquarters in Livingston, Oakland, Wayne, Washtenaw, and Macomb Counties) were Ford Motor Company, Fiat Chrysler Automobiles, and the University of Michigan with 42,750; 30,579; and 29,855 employees, respectively.²⁶³ The largest employer in Monroe is Mercy-Memorial Hospital System with 1,738 employees. The second and third largest employers are DTE Energy, a utility provider, and Johnson Controls, a manufacturer of plastics for automobiles with 1,251 and 815 employees, respectively.²⁶⁴ The University of Michigan is the largest employer in the Ann Arbor area with 16,143 employees, while the University of Michigan Medical Center is the second largest employer in the area with 12,000 employees. Trinity Health is the third largest employer in the Ann Arbor area with 5,304 employees.²⁶⁵

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Michigan, and the nation.²⁶⁶

Unemployment Rates Detroit-Warren-Flint MI CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Washtenaw	6.6	5.7	5.3
Ann Arbor MSA	6.6	5.7	5.3
Wayne	12.6	11.7	9.3
Detroit-Livonia-Dearborn MD	12.6	11.7	9.3
Livingston	9.7	8.6	7.0
Macomb	11.7	10.4	7.8
Oakland	10.2	9.1	7.3
St. Clair	13.4	12.2	8.9
Warren-Troy-Farmington Hills MD	10.9	9.8	7.6
Genesee	11.0	9.5	9.0
Flint MSA	11.0	9.5	9.0
Monroe	9.8	8.0	7.3
Monroe MSA	9.8	8.0	7.3
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

²⁶³ Crain's List: Largest Metro Detroit Employers:

<http://www.craindetroit.com/article/20140420/LIST/140429994/craains-list-largest-metro-detroit-employers>

²⁶⁴ Monroe County Business Development Corp – Demographics: <http://monroecountybdc.org/locate-your-business/infrastructure-asset-map/demographics/>

²⁶⁵ Freed, Ben. "Ann Arbor area's 25 largest companies employ a quarter of the region's workforce." *The Ann Arbor News*. February 25, 2013: <http://www.annarbor.com/business-review/ann-arbor-areas-25-largest-companies-employ-a-quarter-of-the-regions-workforce/>

²⁶⁶ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

The unemployment rates fell in all of the counties in the assessment area from 2011 to 2013. Washtenaw County had the lowest unemployment rate all three years. St. Clair had the highest unemployment rate in 2011 and 2012, while Wayne County had the highest unemployment rate in 2013. Wayne, Macomb, St. Clair, and Genesee Counties had higher unemployment rates than the nation all three years.

In May 2014, Caraco Pharmaceutical Laboratories, a generic drug manufacturer announced plans to close its Detroit manufacturing plant in the summer and lay off 178 employees.²⁶⁷ Teleperformance USA, a call center, announced that it was closing its Ann Arbor office in January 2014 and all 430 employees would lose their jobs due to losing a customer service contract with Google.²⁶⁸ In January 2014, Flagstar Bancorp, Inc., which is headquartered in Troy, announced that it would cut 600 positions as a result of restructuring. The institution's president stated that the reductions were made to focus on the changing lending environment.²⁶⁹

²⁶⁷ Reindl, JC. "Caraco Pharmaceutical to close Detroit plant, lay off 178." *Detroit Free Press*. May 1, 2014: <http://www.freep.com/article/20140501/BUSINESS06/305010204/Caraco-pharmaceutical-lab-closing-Detroit-178-layoffs>

²⁶⁸ Reindl, JC. "Loss of Google contract leads to layoff of 430 Ann Arbor call center workers." *Detroit Free Press*. January 18, 2014: <http://www.freep.com/article/20140118/BUSINESS06/301180101/Google%20fires%20Teleperformance%20call%20center%20430%20layoffs%20Ann%20Arbor>.

²⁶⁹ Panchuk, Kerri Ann. "Flagstar Bancorp announces mass layoff." *HousingWire*. January 16, 2014: <http://www.housingwire.com/articles/28613-flagstar-bancorp-announces-mass-layoff>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
DETROIT-WARREN-FLINT, MI CSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good. Fifth Third has demonstrated a good responsiveness to the credit needs of the community. It has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has significant lending gaps, especially in low-income geographies; however, Fifth Third is a leader in making community development loans, which helped to augment its lending performance in this assessment area. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 17,155 home refinance loans, 5,665 home purchase loans, 307 home improvement loans, 4,699 small business loans, and 125 community development loans during the evaluation period. The percentage of the bank’s total lending at 8.5% is greater than the percentage of total deposits at 5.1% in this area.

During the evaluation period, while Fifth Third originated loans in a majority of the census tracts within the assessment area, low- and moderate-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third only originated loans in 56.3% of low-income census tracts and 74.6% of moderate-income census tracts; however, loans were originated in nearly all of the middle- and upper-income census tracts. This indicates a significant level of lending gaps within this assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,995	\$394,942
Down Payment Assistance Programs	56	\$3,874,817
Other Flexible Lending Programs	7,830	\$1,309,349,411

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of

modifications in low- and moderate-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in middle- and upper-income tracts was greater than the percentage of those tract income categories in the assessment area.

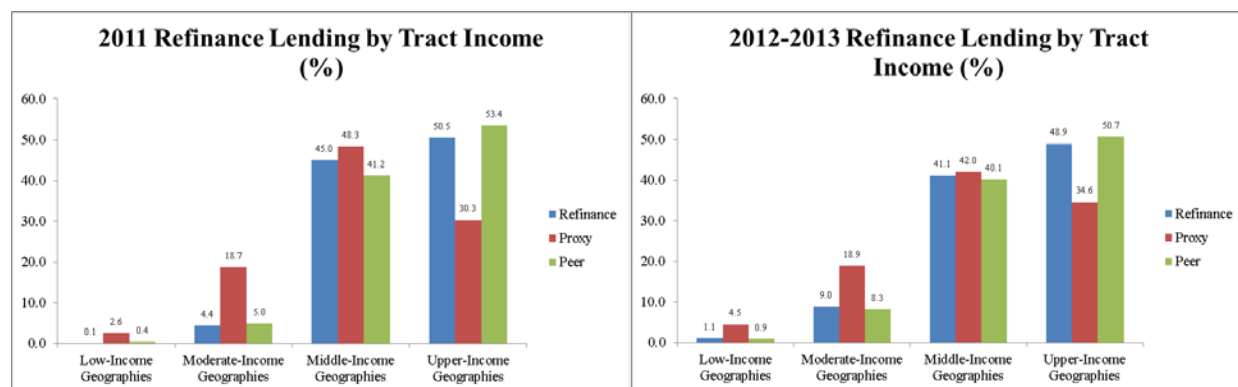
Although this is one of Fifth Third’s larger markets, Fifth Third’s share of deposits is only 4.4%, whereas the top three largest competitors account for approximately 57.0% of the market share of deposits in this assessment area. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is considered adequate. Home refinance lending is poor, home purchase and home improvement lending is adequate, while small business lending is excellent.

According to the 2010 U.S. Census, 6.9% and 20.8% of families reside in low- and moderate-income tracts, respectively. Further, 9.6% of all housing units are in low-income tracts, while 23.9% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 30.4% and 50.8% for moderate-income tracts, both of which were lower than the overall owner-occupancy rate for the assessment area. Conversely, 44.3% and 32.9% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. Vacancy rates were significantly higher in low- and moderate-income tracts as compared to middle- and upper income geographies. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

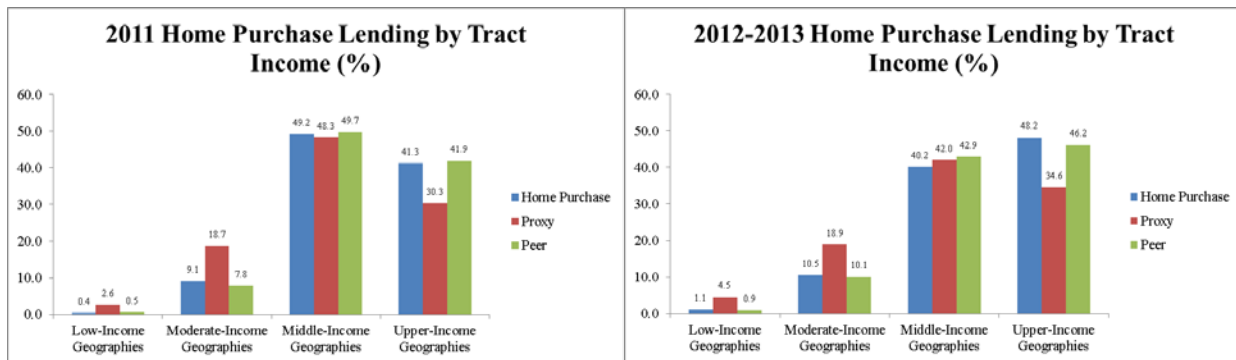


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

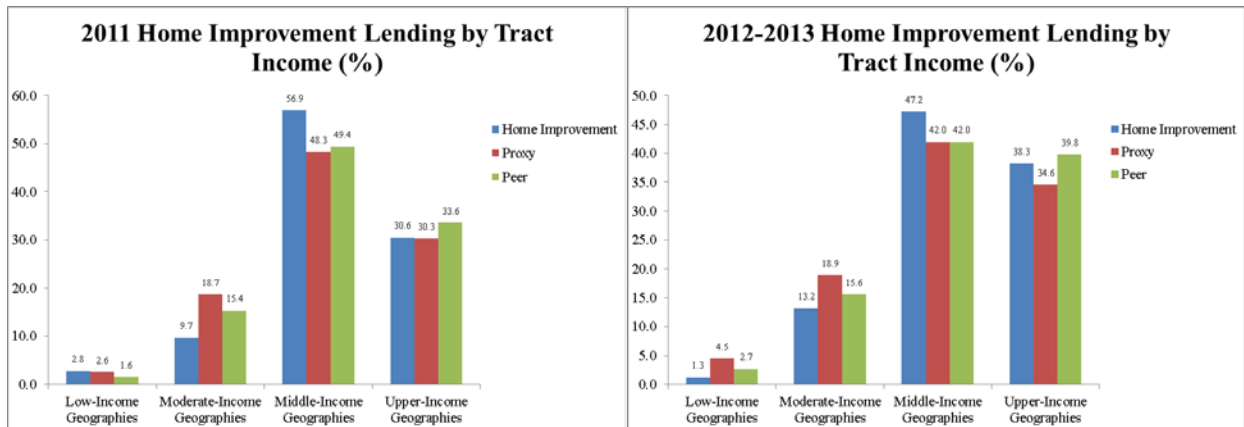


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts throughout the assessment period.

Greater home purchase lending opportunities existed in moderate-income tracts, but Fifth Third's home purchase lending was less than the percentage of owner-occupied units and comparable to peer.

Given the previously mentioned challenges that may hinder the bank's ability to originate home purchase loans in low- and moderate-income geographies, the geographic distribution of home purchase loans is adequate.

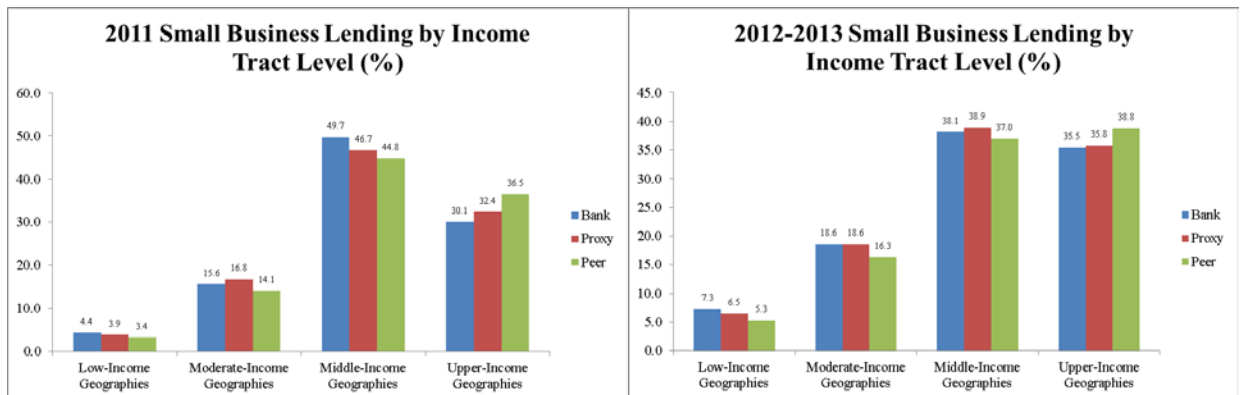
Home Improvement



In 2011, home improvement lending in low-income tracts was comparable to the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, home improvement lending in low-income tracts was slightly less than the proxy and peer. Home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



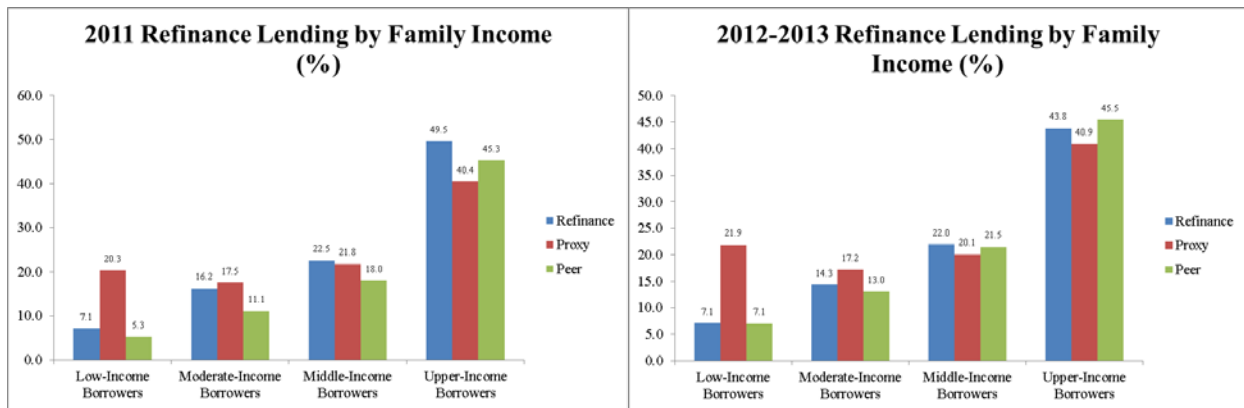
Small business lending in low-income and moderate-income tracts was comparable to the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area have increased at a higher rate than the rest of the nation and although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

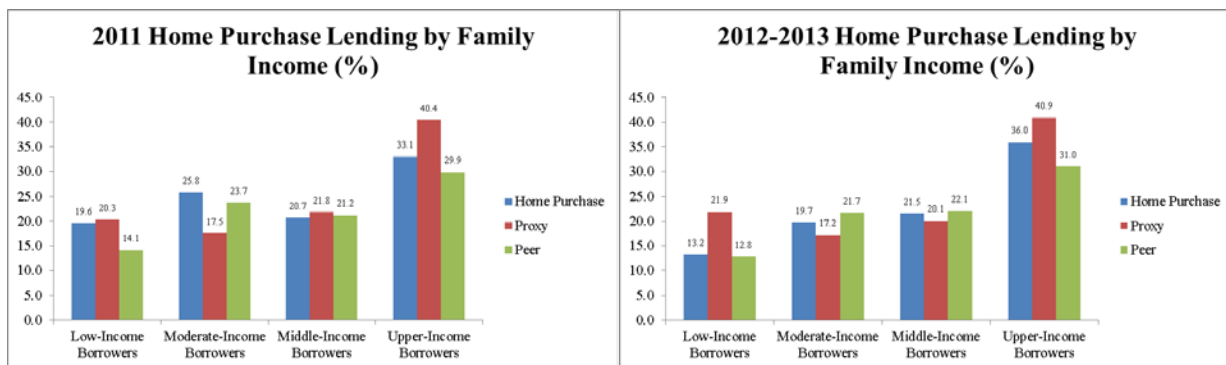
Refinance Loans



Refinance lending to low-income borrowers was less than the percentage of low-income families and comparable to peer. Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and greater than peer in 2011. In 2012 and 2013, refinance lending to moderate-income borrowers was slightly less than the percentage of moderate-income families, but comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

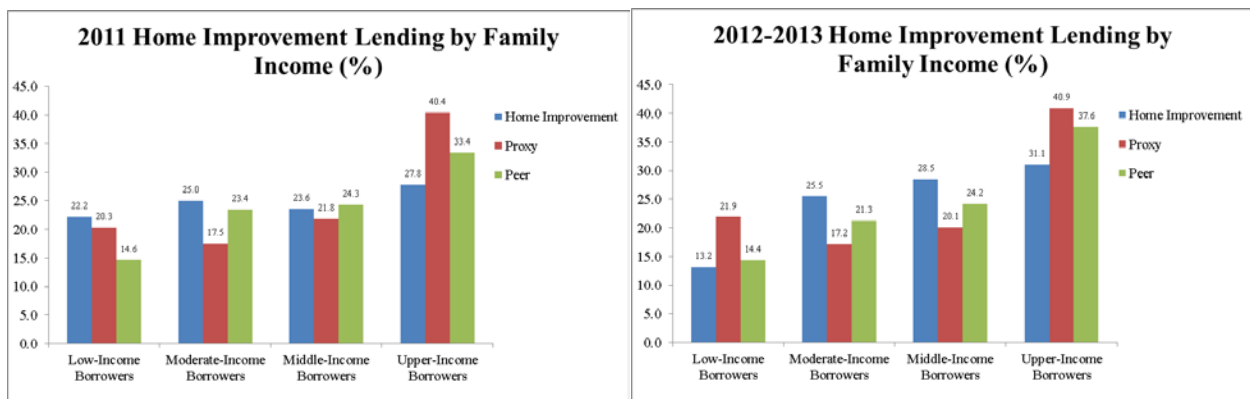


In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and greater than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but comparable to peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was slightly above the proxy and slightly less than peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

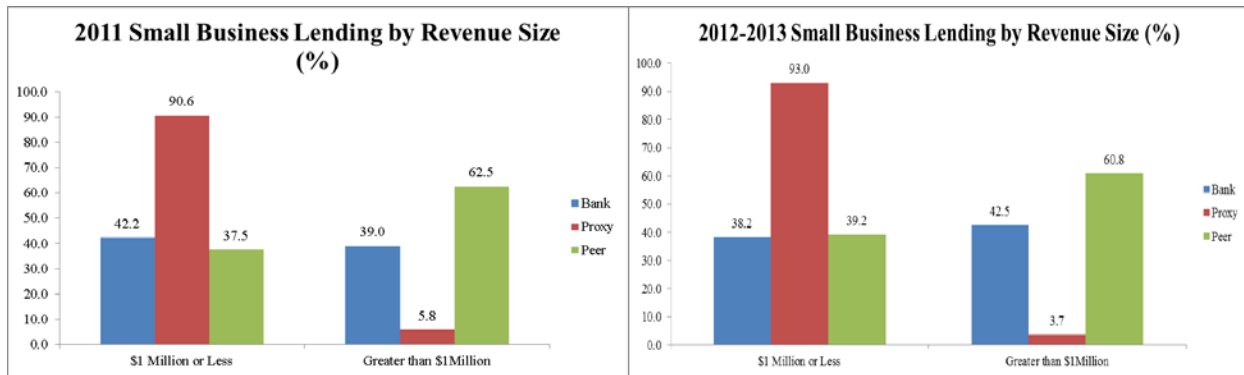
Home Improvement Loans



In 2011, the level of home improvement lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and greater than peer. In 2012 and 2013, home improvement lending to low-income borrowers was below the percentage of low-income families and comparable to peer. The level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer).

Further analysis of small business lending shows 51.0% and 50.8% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 89.0% in 2011 and 91.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 125 community development loans totaling \$682.1 million. Community development lending in this assessment area represented 12.6% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s largest percentage of community development lending during the evaluation period. The bank’s performance as a leader in making community development loans is especially strong because of the high competition for community development loans and a number of large national banks with sizeable market share of deposits in the area. Of the 125 loans made in the assessment area, 59 (\$468.3 million) were for revitalization and stabilization of low- and moderate-income geographies, while 38 (\$120.5 million) were for economic development. An additional 25 loans (\$70.6 million) were for community services and three loans (\$22.7 million) were for affordable housing. These community development loans provided working capital loans to assist businesses in low- and moderate-income geographies, assisted in the development of affordable housing units, and helped organizations that provide services within low- and moderate income census tracts.

Investment Test

The institution funded 431 investments in this assessment area totaling \$43.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	249	\$41,250,401
Community Services	147	\$1,282,406
Economic Development	29	\$238,113
Revitalization/Stabilization	6	\$580,000
Totals	431	\$43,350,919

The bank made 7.1% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 5.2% and branch offices at 6.8%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank was a leader in providing community development services in this assessment area.

Retail Services

Fifth Third’s record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families and are consistent with the services and hours discussed in the institution assessment.

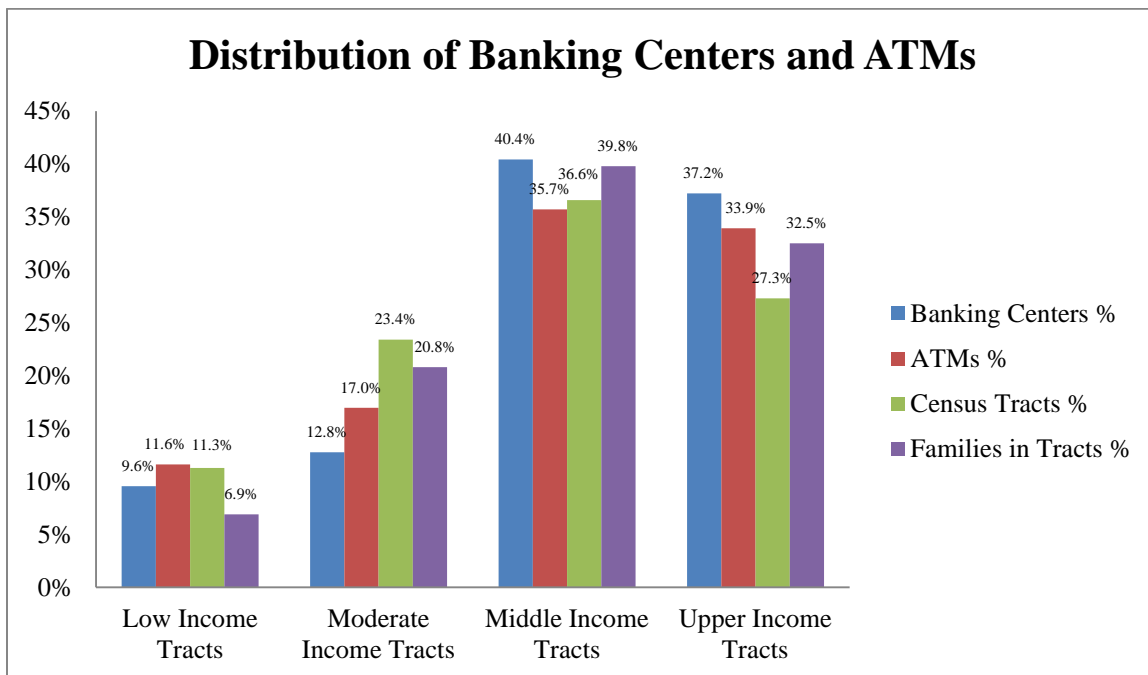
Fifth Third had 94 banking centers within this assessment area as of September 30, 2013, including nine in low-income, 12 in moderate-income, 38 in middle-income, and 35 in upper-income census tracts. The banking centers in this assessment area represent 6.8% of all the institution’s banking centers.

Fifth Third had 112 ATMs within this assessment area as of September 30, 2013, including 13 in low-income, 19 in moderate-income, 40 in middle-income, and 38 in upper-income census tracts. It also had two additional ATMs in census tracts that were not categorized as low-, moderate-, middle-, or upper-income. The ATMs in this assessment area represent 4.81% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	9.6%	11.6%	11.3%	6.9%
Moderate	12.8%	17.0%	23.4%	20.8%
Middle	40.4%	35.7%	36.6%	39.8%
Upper	37.2%	33.9%	27.3%	32.5%
Unknown	0.0%	1.8%	1.4%	0.0%

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the opening of three banking centers since November 15, 2011. The net change in banking centers resulted in an increase of two banking centers in moderate-income tracts.

In addition to full-service banking centers, the bank operates two loan production offices, both located in middle-income tracts.

Community Development Services

Fifth Third was a leader in providing community development services in this assessment area.

Fifth Third staff provided 8,020 hours of community development services in this assessment area, which represents 9.0% of all community development services provided and equates to 3.9 annualized persons (ANP). Services included:

- 2,091 hours of financial expertise on boards and committees
- 1,157 hours of financial education
- 3,995 hours of technical assistance
- 777 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE GRAND RAPIDS-MUSKEGON-HOLLAND, MI CSA

The Grand Rapids-Muskegon-Holland MI CSA consists of the following three MSAs:

- Grand Rapids-Wyoming MI MSA #24340, consisting of Barry, Ionia, Kent, and Newaygo Counties
- Holland-Grand Haven MI MSA #26100, consisting of Ottawa County
- Muskegon-Norton Shores MI MSA #34740, consisting of Muskegon County

The bank took all of these counties in its assessment area. The assessment area is comprised of 14 low-income, 54 moderate-income, 137 middle-income, and 52 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third had the largest deposit share of 32 institutions in the CSA with 21.4% of deposits. Wells Fargo had the second largest deposit share with 11.1% of the deposits. The third and fourth largest institutions were Huntington and JPMorgan Chase with 10.7% and 9.8%, respectively, of the deposits in the assessment area. Deposits in this assessment area accounted for 4.3% of the institution's total deposits

From January 2011 through December 2013, Fifth Third originated 17,627 HMDA loans and 4,121 of the CRA loans originated, which represented 6.3% of the HMDA and 7.9% of the CRA loans originated during the evaluation period. This was the fourth largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked second and Fifth Third Mortgage-MI, LLC ranked third of 399 HMDA reporters in the CSA. Fifth Third Bank ranked 12th. Lake Michigan Credit Union was the largest HMDA reporter in the assessment area. Wells Fargo and JPMorgan Chase ranked fourth and fifth, respectively, among HMDA reporters in the assessment area. Fifth Third Bank ranked seventh of 79 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, American Express, and Chase Bank USA. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information regarding the assessment area. The contact, who represented an economic development agency in one of the counties in the Grand Rapids-Wyoming MSA, stated that the economic downturn greatly impacted the area. Approximately 40.0% of the households are below the poverty level. The main industries are manufacturing, health care, automotive, and education. The contact indicated that the area continues to have one of the highest foreclosure and unemployment levels in Michigan. The contact noted that there is a high demand for credit, particularly for low- and moderate-income households severely affected by the economic downturn. The contact stated that Union Bank, Independent Bank, Fifth Third, and Huntington are the major creditors in the area. The institutions are making loans, but strict underwriting criteria make it difficult for individuals with troubled credit to obtain financing.

Several of these banks have individuals that are members of local economic development organizations, which helped to provide opportunities for creditworthy borrowers.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.2 million. The percentage of the population living in low- and moderate-income tracts was 23.0%. In addition, 74.2% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Grand Rapids-Wyoming MSA was the 69th largest nationally in terms of population and the second largest in Michigan. The Holland-Grand Haven MSA was the 174th nationally and the eighth largest in Michigan.²⁷⁰

Based on 2012 estimates, Grand Rapids was the 123rd largest city in the United States and the second largest city in Michigan with 190,414 residents. Wyoming was the 449th largest city nationally and the 14th largest city in the state with 73,371 residents and Muskegon ranked as the 984th largest city in the United States and the 31st largest city in Michigan with an estimated population of 37,046.²⁷¹ In regards to the remaining major cities within the assessment area, Holland was the 34th largest city in Michigan with 33,279 residents. Norton Shores was the 47th largest city in the state with 23,870 residents and Grand Haven ranked 87th with a population of only 10,650.²⁷²

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area’s population increased slightly from 2010 to 2012. Kent and Ottawa Counties had the highest rate of growth, while Muskegon County had the largest decrease.²⁷³

County	2010 Population	2012 Population	Population Percent Change
Barry	59,173	58,990	-0.3%
Ionia	63,905	63,941	0.1%
Kent	602,622	614,462	2.0%
Muskegon	172,188	170,182	-1.2%
Newaygo	48,460	47,959	-1.0%
Ottawa	263,801	269,099	2.0%
Total	1,210,149	1,224,633	1.2%

²⁷⁰ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

²⁷¹ Largest 1,000 US Cities: <http://www.biggestuscities.com/2012>

²⁷² Highest Population (2012) in Michigan by City: <http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

²⁷³ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$59,464, which was slightly lower than Michigan’s median family income of \$60,341. The median family incomes ranged from a low of \$49,499 in Newaygo County to a high of \$65,474 in Ottawa County. As shown in the table below, the median family income decreased in the Grand Rapids-Wyoming and Holland-Grand Haven MSAs from 2010 to 2011, while the median family income in Muskegon-Norton Shores MSA increased from 2010 to 2011. The median family income increased in the three MSAs in the CSA from 2011 to 2012, but decreased in the three MSAs from 2012 to 2013.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Grand Rapids-Wyoming MSA	\$59,627	\$59,500	\$69,300	\$59,600
Holland-Grand Haven MSA	\$65,474	\$65,100	\$66,000	\$65,100
Muskegon-Norton Shores MSA	\$50,101	\$54,200	\$55,000	\$48,200

In 2010, the CSA contained 449,921 households, of which 312,885 (69.5%) were families. Of the total families in the assessment area, 38.2% were low- and moderate-income families. Newaygo County had the highest percentage of low- and moderate-income families, with 47.7% of families being low- and moderate-income families.

Poverty rates increased in each county in assessment area from 1999 to 2012 and the rate of increase was higher than the national increase during that time.²⁷⁴ All of the counties except for Newaygo County also had higher increases than Michigan from 1999 to 2012. Barry County had the highest increase in poverty, as the poverty rate more than doubled during that time. Newaygo County had the highest poverty rate in 1999, while Muskegon County had the highest poverty rate in 2012. Barry and Ottawa Counties had the lowest poverty rates in 1999, while Ottawa County had the lowest poverty rate in 2012. The following table shows the poverty rates for 1999²⁷⁵ and 2012.²⁷⁶

County	1999 Poverty Rate	2012 Poverty Rate	Change
Barry	5.5%	11.6%	110.9%
Ionia	8.7%	14.8%	70.1%
Kent	8.9%	16.8%	88.8%
Muskegon	11.4%	21.5%	88.6%
Newaygo	11.6%	17.9%	54.3%
Ottawa	5.5%	10.8%	96.4%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

²⁷⁴ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²⁷⁵ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²⁷⁶ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

Housing Characteristics

There were 497,238 housing units in the CSA, as of the 2010 U.S. Census. The owner-occupancy rate was 68.3%, with a high of 73.6% in Ottawa County to a low of 62.7% in Newaygo County. From an income perspective, 23.8% of housing units and 16.7% of owner-occupied units were in a low- or moderate-income tract. Multi-family dwellings comprised 12.3% of the housing units in the assessment area, with 38.6% of these units being in low- or moderate-income tracts. These numbers indicate that most of the demand for mortgage loans would likely be in middle- and upper-income tracts.

As of 2010, the median age of housing stock in the assessment area was 38 years, with 23.5% of the stock built before 1950. The oldest housing stock was in Muskegon County with a median age of 45 years, while the youngest was in Ottawa County with a median age of 29 years. Since the median age of the housing stock is more than 25 years old, it appears that there could be substantial demand for home improvement and rehabilitation loans.

The median housing value in the CSA was \$143,850, as of the 2010 U.S. Census, with an affordability ratio of 34.1%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 33.6% in Kent County to a high of 37.6% in Ionia County.

Based on the 2013 median family income for the Grand Rapids-Wyoming MSA, about 27.1% of the homes valued up to \$106,009 would be considered affordable for low-income individuals and approximately 62.6% of the homes valued up to \$169,614 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Holland-Grand Haven MSA, about 24.0% of the homes valued up to \$115,792 would be considered affordable for low-income individuals and approximately 62.7% of the homes valued up to \$185,267 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Muskegon-Norton Shores MSA, about 32.8% of the homes valued up to \$85,732 would be considered affordable for low-income individuals and approximately 63.0% of the homes valued up to \$137,171 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,²⁷⁷ the median sales price in the Grand Rapids-Wyoming MSA was \$112,300, which was higher than the median sales price of \$99,500 in 2011 and \$91,500 in 2010.

²⁷⁷ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frggkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

The following table contains information about foreclosure filings and the number of properties in foreclosure²⁷⁸.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Barry County	1:1,372
Ionia County	1:1,511
Kent County	1:1,797
Muskegon County	1:1,101
Newaygo County	1:1,596
Ottawa County	1:3,711
Michigan	1:1,481
United States	1:1,170

Muskegon County had the highest foreclosure rate in the CSA in February 2014, while Ottawa County had the lowest. Muskegon County and Barry County had higher foreclosure rates than Michigan in February 2014, while Muskegon County also had a higher foreclosure rate than the nation during this time.

Building permits in the three MSAs, Michigan, and the United States are included in the following table for 2011, 2012, and 2013.²⁷⁹

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Grand Rapids-Wyoming MSA	900	1,286	42.9%	1,438	11.8%
Holland-Grand Haven MSA	611	771	26.2%	629	-18.4%
Muskegon-Norton Shores MSA	95	138	45.3%	134	-2.9%
Michigan	9,341	11,692	25.2%	15,934	36.3%
United States	624,061	829,658	32.9%	976,369	17.7%

²⁷⁸ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

²⁷⁹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

The three MSAs in the CSA experienced growth in building permits from 2011 to 2012, with a rate of increase larger than Michigan's growth during this time. The Grand Rapids and Muskegon MSAs also had higher growth rates than the United States from 2011 to 2012. Building permits fell in the Holland and Muskegon MSAs from 2012 to 2013, while permits increased in Michigan and the United States. The Grand Rapids MSA experienced growth in building permits from 2012 to 2013, but the rate of increase was less than the state and national rates.

Labor, Employment, and Economic Characteristics

The largest employer in Grand Rapids, Michigan as of October 2013 was Spectrum Health with 16,600 employees. Meijer, a supermarket chain, and Axios, a provider of human resource services, were the second and third largest employers with 7,700 and 7,400 employees, respectively.²⁸⁰ Large employers in Holland, Michigan include Herman Miller and Haworth, which are office furniture manufacturers. Other large employers in Holland include Johnson Controls, a manufacturer of temperature control devices; Perrigo, a pharmaceutical company; and, Gentex, an electronics company.²⁸¹ The largest employer in Muskegon County in 2013 was Mercy Health Partners with 3,657 employees. Alcoa Howmet, an aerospace company, and the County of Muskegon were the second and third largest employers with 2,060 and 1,028 employees, respectively.²⁸²

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Michigan, and the nation.²⁸³

²⁸⁰ Williams, Bryan. "The Top 10 Largest Employers in Grand Rapids, Michigan." *Riverbank Finance*. October 16, 2013: <http://riverbankfinance.com/blog/the-top-10-largest-employers-in-grand-rapids-michigan/>

²⁸¹ Economy and Jobs – Holland, Michigan: <http://www.enjoyhollandmichigan.com/economy/>

²⁸² Muskegon Area First – Largest Employers in Muskegon County: <http://www.muskegonareafirst.org/images/Largest%20Employers%2010-23.pdf>

²⁸³ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Grand Rapids-Muskegon-Holland MI CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Barry	7.5	6.3	5.2
Ionia	10.1	8.3	6.4
Kent	8.1	6.5	5.5
Newaygo	10.4	8.5	7.3
Grand Rapids-Wyoming MSA	8.3	6.8	5.6
Ottawa	8.4	6.8	5.8
Holland-Grand Haven MSA	8.4	6.8	5.8
Muskegon County	10.2	8.8	7.9
Muskegon-Norton Shores MSA	10.2	8.8	7.9
Grand Rapids-Muskegon-Holland CSA	8.6	7.1	6.0
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

The unemployment rates fell in all of the counties in the assessment area from 2011 to 2013. Newaygo County had the highest unemployment rate in 2011, while Muskegon County had the highest unemployment rate in 2012 and 2013. Barry County had the lowest unemployment rate in the CSA all three years. Other than Muskegon County's unemployment rate in 2013, the counties in the CSA had lower unemployment rates than the state. Muskegon County had higher unemployment rates than the nation all three years. Ionia and Newaygo Counties also had higher unemployment rates than the nation in 2011 and 2012.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE GRAND RAPIDS-MUSKEGON-HOLLAND, MI CSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is excellent. It has demonstrated an excellent responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, an excellent distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has low level of lending gaps and made a relatively high level of community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

The greatest weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. Fifth Third originated 12,654 home refinance loans, 4,723 home purchase loans, 250 home improvement loans, 4,098 small business loans, and 90 community development loans during the evaluation period. The percentage of the bank's total lending at 6.6% is greater than the percentage of total deposits at 4.3% in this area.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all but one moderate-income census tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,861	\$321,055
Down Payment Assistance Programs	29	\$2,426,574
Other Flexible Lending Programs	4,305	\$535,147,268

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in each income tract category was comparable to the percentage of those tract income categories in the assessment area.

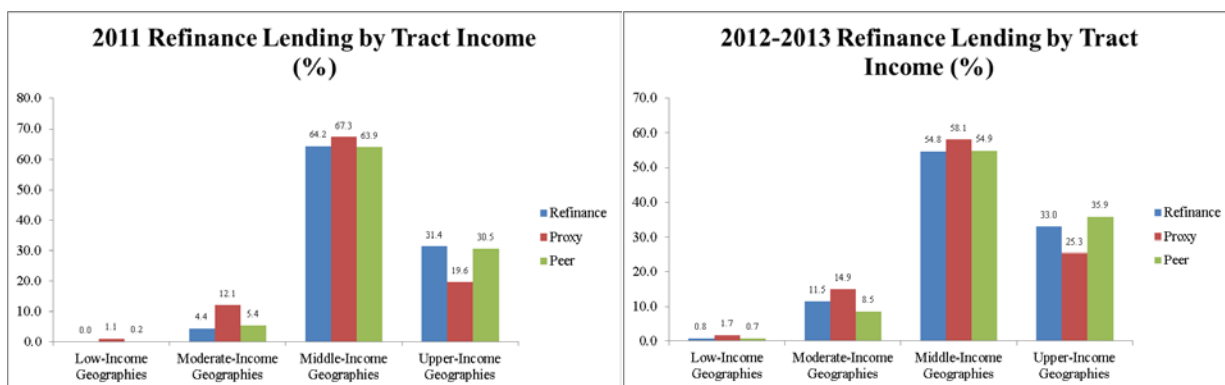
Although Fifth Third has the largest share of deposits in the assessment area, it faces competition from several other large institutions in this area. Nevertheless, it is one of the largest mortgage lenders in the market, although other institutions originate more CRA loans. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is considered good. Home refinance lending is adequate, while home purchase and home improvement lending are good. Small business lending is excellent.

According to the 2010 U.S. Census, 3.0% and 17.0% of families reside in low- and moderate-income tracts, respectively. Further, only 3.4% of all housing units are in low-income tracts, while 20.4% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 34.6% and 50.0% for moderate-income tracts, which was much lower than the overall owner-occupancy rate for the assessment area. Conversely, 49.9% and 36.6% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. Vacancy rates were higher in low- and moderate-income tracts as compared to middle- and upper income geographies. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

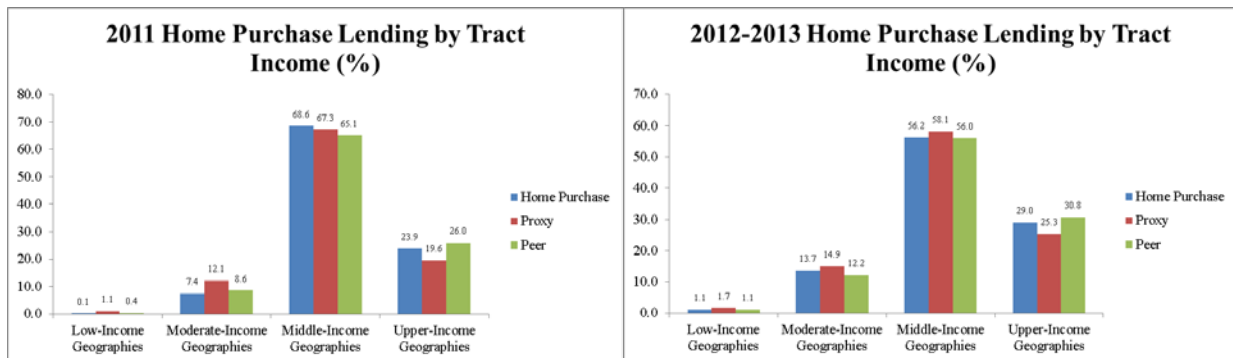


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. Fifth Third did not originate any home purchase loans in low-income tracts in 2011 and very few in 2012 and 2013.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and higher than peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

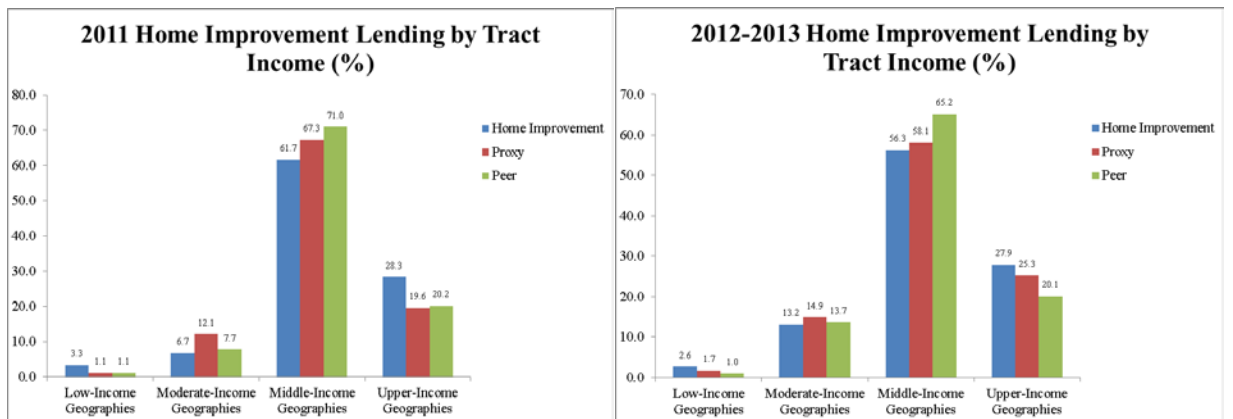


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. Nevertheless, Fifth Third’s home purchase lending in low-income tracts was comparable to the percentage of owner-occupied units (proxy) and peer in 2012 and 2013.

In 2011, home purchase lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and peer. In 2012 and 2013, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is good.

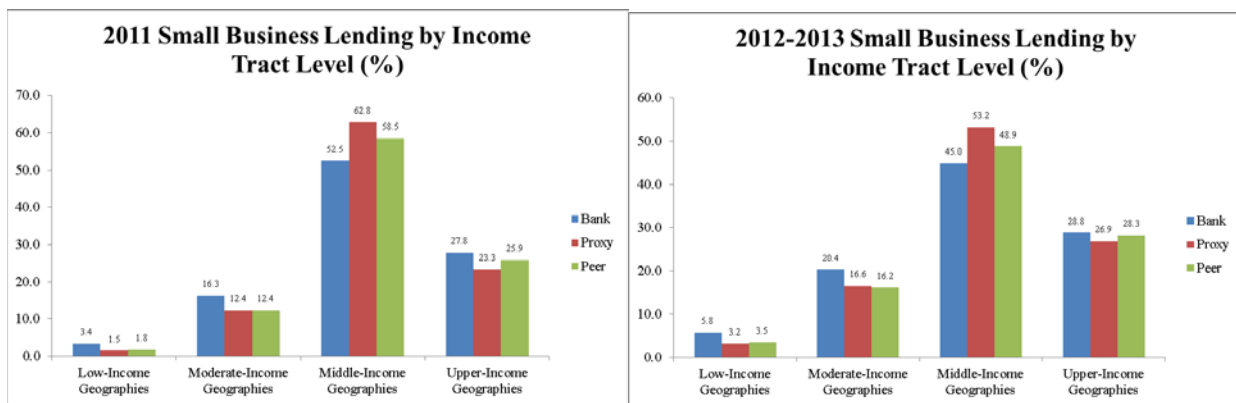
Home Improvement



Home improvement lending opportunities were identified given the aging housing stock in the assessment area; however, the small number of owner-occupied units (proxy) in low-income tracts also limits such opportunities. Overall, Fifth Third’s home improvement lending in low-income tracts was slightly higher than the percentage of owner-occupied units (proxy) and peer. In 2011, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, home improvement lending in moderate-income tracts was comparable to both the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



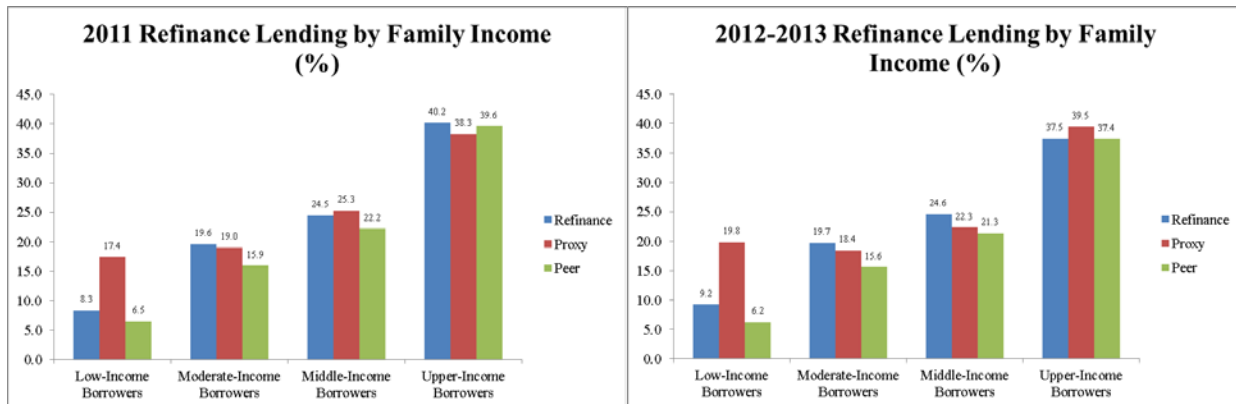
Throughout the evaluation period, small business lending in low-income tracts was greater than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was excellent based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area have increased at a higher rate than the rest of the nation. According to the 2010 U.S. Census, 40.1% of families living in low-income census tracts and 20.9% of families in moderate-income tracts were below the poverty level.

Refinance Loans

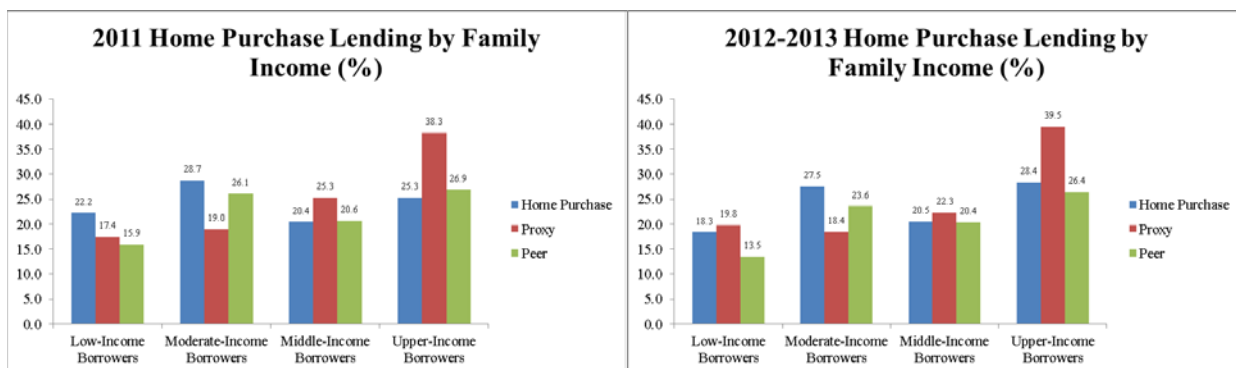


Refinance lending to low-income borrowers was less than the percentage of low-income families and comparable to peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and slightly better than peer.

Given the poverty rates and affordability ratios discussed previously, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

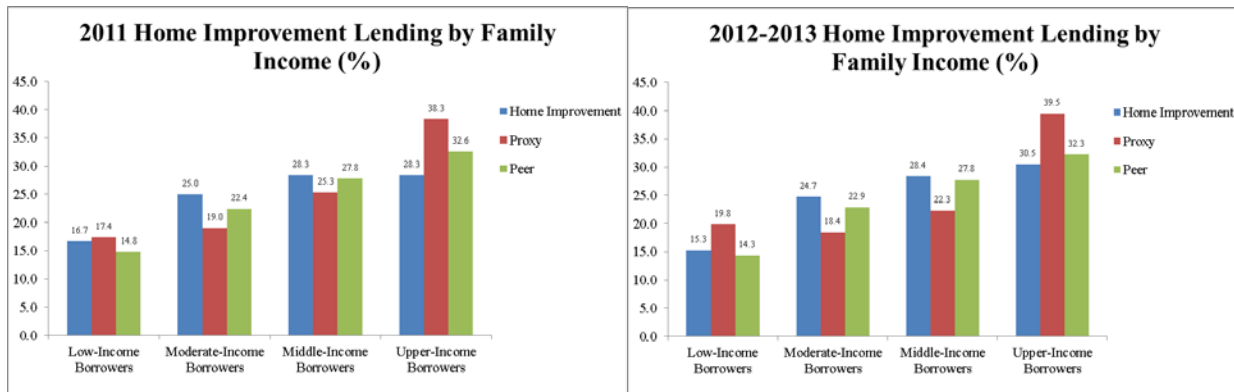


In 2011, the level of home purchase lending to low-income borrowers was above the percentage of low-income families (proxy) and peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but comparable to peer.

In 2011, the level of home purchase lending to moderate-income borrowers was below the percentage of moderate-income families, but comparable to peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Home Improvement Loans

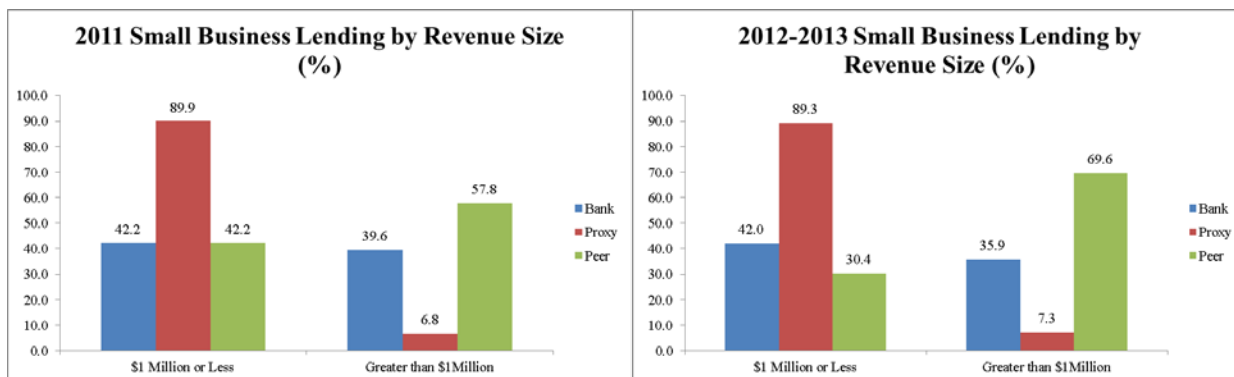


In 2011, the level of home improvement lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and peer. In 2012 and 2013, home improvement lending to low-income borrowers was below the percentage of low-income families, but comparable to peer.

The level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of its small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and higher than the peer in 2012 and 2013.

Further analysis of small business lending shows 61.9% of Fifth Third’s small business loans in 2011 and 62.9% of small business loans in 2012-2013 were for \$100,000 or less, which was less than the peer at 81.2% in 2011 and 85.9% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 85 community development loans totaling \$188.1 million. Community development lending in this assessment area represented 3.9% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the 85 loans made in the assessment area, 32 (\$101.3 million) were for economic development, while 24 (\$77.7 million) were for revitalization and stabilization of low- and moderate-income geographies. There were 24 loans (\$5.2 million) for community services and five loans (\$3.9 million) for affordable housing. Given Fifth Third’s presence in the assessment area and its overall lending activities, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 222 investments in this assessment area totaling \$25.0 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	104	\$24,140,934
Community Services	93	\$683,828
Economic Development	19	\$200,700
Revitalization/Stabilization	6	\$66,500
Totals	222	\$25,091,962

The bank made 4.1% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 4.4% and branch offices at 5.0%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank is a leader in providing community development services in this assessment area.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 69 banking centers within this assessment area as of September 30, 2013, including one in low-income, 16 in moderate-income, 32 in middle-income, and 20 in upper-income census tracts. The banking centers in this assessment area represent 5.0% of all the institution’s banking centers.

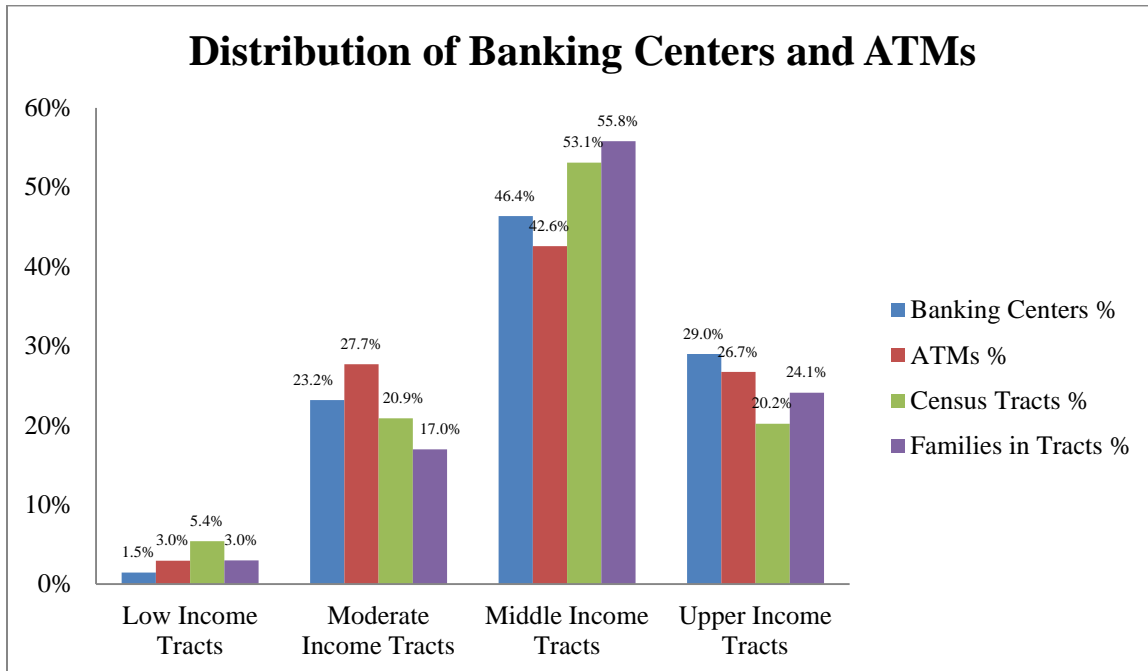
Fifth Third had 101 ATMs within this assessment area as of September 30, 2013, including three in low-income, 28 in moderate-income, 43 in middle-income, and 27 in upper-income census tracts. The ATMs in this assessment area represent 4.34% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	1.5%	3.0%	5.4%	3.0%
Moderate	23.2%	27.7%	20.9%	17.0%
Middle	46.4%	42.6%	53.1%	55.8%
Upper	29.0%	26.7%	20.2%	24.1%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third was a leader in providing community development services in this assessment area.

Fifth Third staff provided 7,693 hours of community development services in this assessment area, which represents 9.0% of all community development services provided and equates to 3.7 annualized persons (ANP). Services included:

- 4,144 hours of financial expertise on boards and committees
- 1,618 hours of financial education
- 1,385 hours of technical assistance
- 546 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE KALAMAZOO-PORTAGE, MI MSA

The Kalamazoo-Portage MI MSA consists of Kalamazoo and Van Buren Counties. The assessment area includes the entire MSA. The assessment area is comprised of seven low-, 15 moderate-, 35 middle-, and 15 upper-income tracts.

As of June 30, 2013, Fifth Third ranked second of 20 institutions with 22.2% of the deposits in the MSA. PNC had the largest share with 23.3% of the deposits. Bank of America and Chemical Bank were the third and fourth largest institutions with 8.6% and 8.0% of the deposits, respectively. Deposits in this assessment area accounted for 0.8% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 4,763 HMDA loans and 902 CRA loans, which represented 1.6% of HMDA loans and 1.7% of CRA loans originated during this evaluation period. This was the 16th largest HMDA and CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third and Fifth Third Mortgage-MI, LLC ranked fourth of 300 HMDA reporters in the MSA. Fifth Third Bank ranked 14th. The top two HMDA reporters in the MSA were Wells Fargo and Lake Michigan Credit Union. Fifth Third Bank ranked sixth of 51 CRA reporters in the assessment area in 2012. Capital One, American Express, and PNC were the top three CRA reporters. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information about the assessment area. The first contact, representing an agency serving small businesses, stated that Kalamazoo County has suffered job losses, but not as many as the rest of the state. There are a number of Spanish-speaking areas around Kalamazoo and the need for Spanish-language disclosures is increasing. The contact indicated that loan products for small businesses and start-up companies have increased. Lastly, the contact believes that financial institutions are assisting with small business workshops and counseling.

The second contact representing a neighborhood housing organization stated that despite the low unemployment rate, the greater Kalamazoo area has experienced increasing poverty rates. The contact indicated financial institutions seem hesitant to extend credit to higher-risk individuals, despite a sizable amount of affordable housing within the area. The contact stated that it would be beneficial if financial institutions would accept more credit risk and provide more lending opportunities to all types of borrowers.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 326,589. The percentage of the population living in low- and moderate-income tracts was 25.1%. In addition, 76.6% of the population was 18 years of age or older, the legal age to enter a contract. As of 2010, the MSA was the 148th largest nationally in terms of population and the sixth largest

in Michigan.²⁸⁴ Based on 2012 estimates, Kalamazoo was the 442nd largest city and Portage was the 786th largest city in the United States,²⁸⁵ respectively. Within Michigan, Kalamazoo was the 13th largest city with an estimated population of 75,092 and Portage was the 28th largest city with 47,126 residents.²⁸⁶

The following table shows the population in the assessment area for 2010 and 2012, with the percentage of population change. The assessment area experienced slight growth from 2010 to 2012. The population in Kalamazoo County increased, while the population in Van Buren County declined somewhat.²⁸⁷

County	2010 Population	2012 Population	Population Percent Change
Kalamazoo	250,331	254,580	1.7%
Van Buren	76,258	75,454	-1.1%
Total	326,589	330,034	1.1%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$59,357, which was less than the Michigan’s median family income of \$60,341. The median family income in Kalamazoo County was \$61,622, while the median family income in Van Buren County was \$54,499. The median family income in the MSA increased from 2011 to 2012, but decreased from 2012 to 2013 to about the same level as in 2011.

Borrower Income Levels MI, Kalamazoo-Portage - MSA

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$62,400	0 - \$31,199	\$31,200 - \$49,919	\$49,920 - \$74,879	\$74,880 - & above
2012	\$63,200	0 - \$31,599	\$31,600 - \$50,559	\$50,560 - \$75,839	\$75,840 - & above
2013	\$62,300	0 - \$31,149	\$31,150 - \$49,839	\$49,840 - \$74,759	\$74,760 - & above

In 2010, the MSA contained 128,552 households, of which 80,425 (62.6%) were families. Of

²⁸⁴ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

²⁸⁵ Largest 1,000 US Cities: <http://www.biggestuscities.com/2012>

²⁸⁶ Highest Population (2012) in Michigan by City:
<http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

²⁸⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

the total families in the assessment area, 39.1% were low- and moderate-income families. Van Buren County had the highest percentage of low- and moderate-income families, with 43.6% of the families falling into these categories.

The following table shows the poverty rates for 1999²⁸⁸ and 2012.²⁸⁹

County	1999 Poverty Rate	2012 Poverty Rate	Change
Kalamazoo	12.0%	17.6%	46.7%
Van Buren	11.1%	18.6%	67.6%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

Poverty rates increased significantly in the two counties in the assessment area from 1999 to 2012.²⁹⁰ Kalamazoo County had a higher poverty rate in 1999, while Van Buren County had a higher poverty rate in 2012. In 1999, the poverty rate for the two counties was higher than Michigan’s rate, while Van Buren County had a lower poverty rate than the United States. The two counties had higher poverty rates than the state and nation in 2012.

Housing Characteristics

There were 145,990 housing units in the assessment area as of the 2010 U.S. Census. The owner-occupancy rate was 60.4%. The owner-occupancy rate in Kalamazoo County was 59.3% and the rate was 63.5% in Van Buren County. From an income perspective, 24.9% of housing units and 17.1% of owner-occupied units were in either a low- or moderate-income tract. Multi-family dwellings comprised 17.6% of the housing within the MSA, with 34.7% of multi-family units in low- and moderate-income tracts. These numbers indicate that demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 39 years, with 22.7% of the housing stock built before 1950. The median age of the housing stock was 39 years in Kalamazoo County, while the median age of the housing stock in Van Buren County was 37 years. Since there is a significant amount of housing that is greater than 25 years old, there could be larger demand for home improvement and rehabilitation loans.

²⁸⁸ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

²⁸⁹ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

²⁹⁰ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

The median housing value in the assessment area was \$141,281 as of the 2010 U.S. Census, with an affordability ratio of 31.6%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio was 30.7% in Kalamazoo County and 35.4% in Van Buren County.

Based on the 2013 median family income for the MSA, about 34.3% of the homes valued up to \$110,811 would be considered affordable for low-income individuals and approximately 66.9% of the homes valued up to \$177,298 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.²⁹¹

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Kalamazoo County	1:684
Van Buren County	1:595
Michigan	1:1,481
United States	1:1,170

Van Buren County had the highest foreclosure rate in the MSA in February 2014. Both counties had much higher foreclosure rates than the state and the nation in February 2014.

Building permits in the MSA, Michigan, and the United States are included in the following table for 2011, 2012, and 2013.²⁹²

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Kalamazoo-Portage MSA	351	470	33.9%	441	-6.2%
Michigan	9,341	11,692	25.2%	15,934	36.3%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits increased in the MSA from 2011 to 2012 and the MSA's growth rate was more than the state's and nation's rate. Permits declined from 2012 to 2013, but permits continued to increase in the state and nation during that time.

²⁹¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosures/trends>

²⁹² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

The MSA is home to one Fortune 500 Company. Stryker, based in Kalamazoo, ranked 305th with \$8.7 billion in profits in 2013.²⁹³

The two largest employers in Portage are Stryker, a medical equipment company, and Pfizer with 2,300 and 2,100 employees, respectively. Portage Public Schools and State Farm Insurance both had 950 employees in the city.²⁹⁴

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Michigan, and the nation.²⁹⁵

Unemployment Rates Kalamazoo-Portage MI MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Kalamazoo	8.2	7.0	6.3
Van Buren	11.1	9.5	8.1
Kalamazoo-Portage MSA	8.9	7.6	6.7
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

Unemployment rates declined in the two counties in the MSA from 2011 to 2012 and from 2012 to 2013. Van Buren County had the higher unemployment rates in 2011, 2012, and 2013 and the county had higher unemployment rates than the nation and state. Kalamazoo County had lower unemployment rates than Michigan and the United States all three years.

²⁹³ Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

²⁹⁴ Major Employers – City of Portage: <http://www.portagemi.gov/About-Portage/Career/MajorEmployers.aspx>

²⁹⁵ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE KALAMAZOO-PORTAGE, MI MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third had a good geographic distribution of loans in the area. The bank also has a good distribution among borrowers of different income levels and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has no lending gaps and the bank made a relatively high level of community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 2,403 home refinance loans, 791 home purchase loans, 63 home improvement loans, 887 small business loans, and 14 community development loans during the evaluation period. The percentage of the bank's total lending at 1.3% is comparable to the percentage of total deposits at 0.8% in this area.

During the evaluation period, Fifth Third originated loans in every census tract within the assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	486	\$57,012
Down Payment Assistance Programs	1	\$65,822
Other Flexible Lending Programs	738	\$94,792,616

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was less than the percentage of those tract income categories in the assessment area.

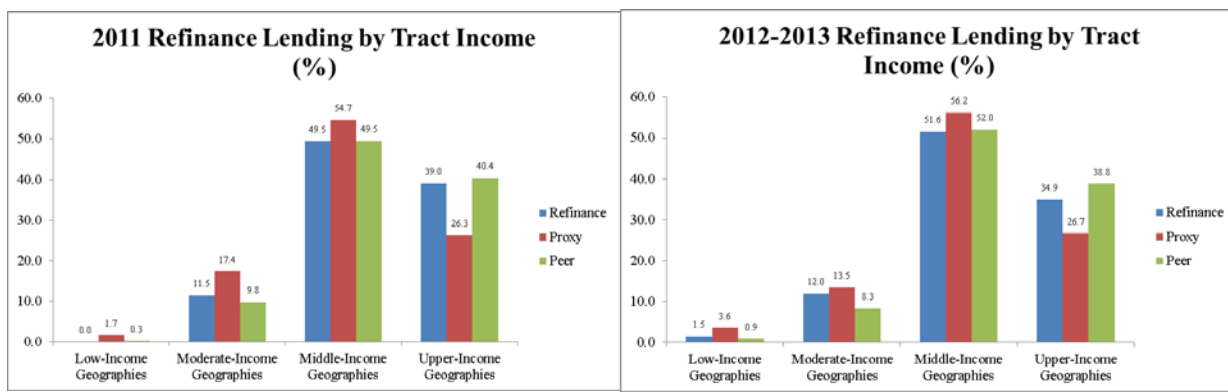
Although Fifth Third faces competition from several large institutions, it has a significant share of deposits and is one of the largest mortgage lenders in the area. However, Fifth Third is not

among the largest small business lenders in this market and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is considered good. Home refinance and home purchase lending are adequate. Home improvement and small business lending are excellent.

Refinance Loans

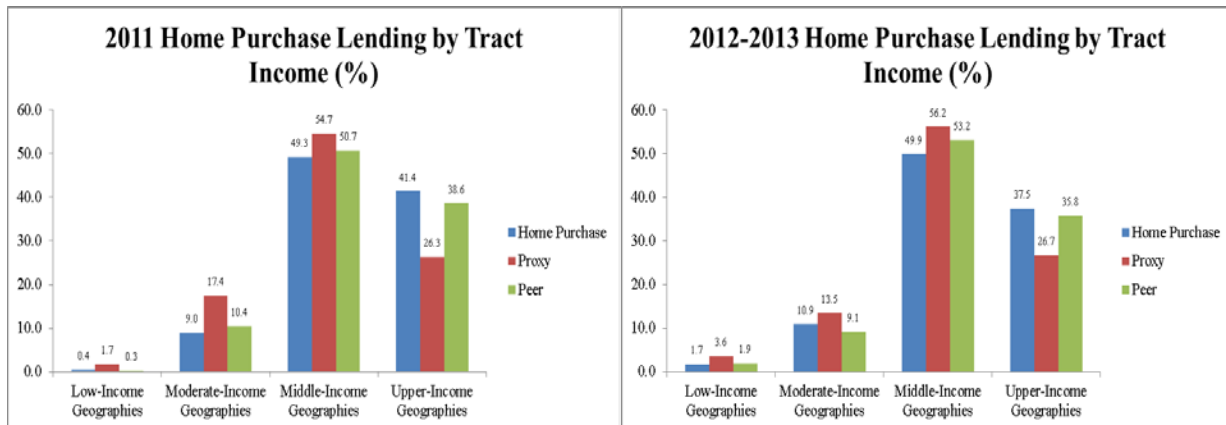


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was comparable to the percentage of owner-occupied units and slightly greater than peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

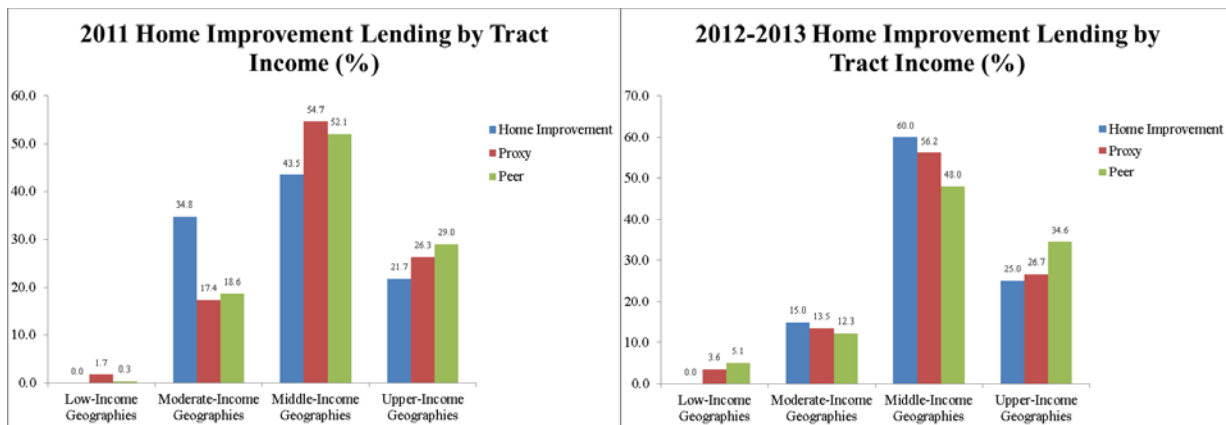


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, home purchase lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and slightly greater than peer.

Overall, the geographic distribution of home purchase loans is adequate.

Home Improvement

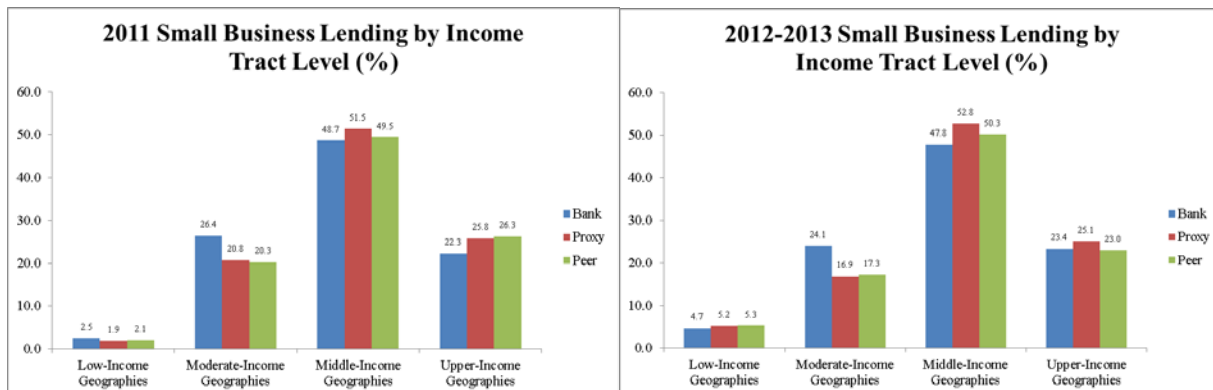


In 2011, home improvement lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third did not originate a home improvement loan during the review period.

In 2011, home improvement lending in moderate-income tracts was significantly greater than the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is excellent.

Small Business Lending



Small business lending in low-income tracts was comparable to the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

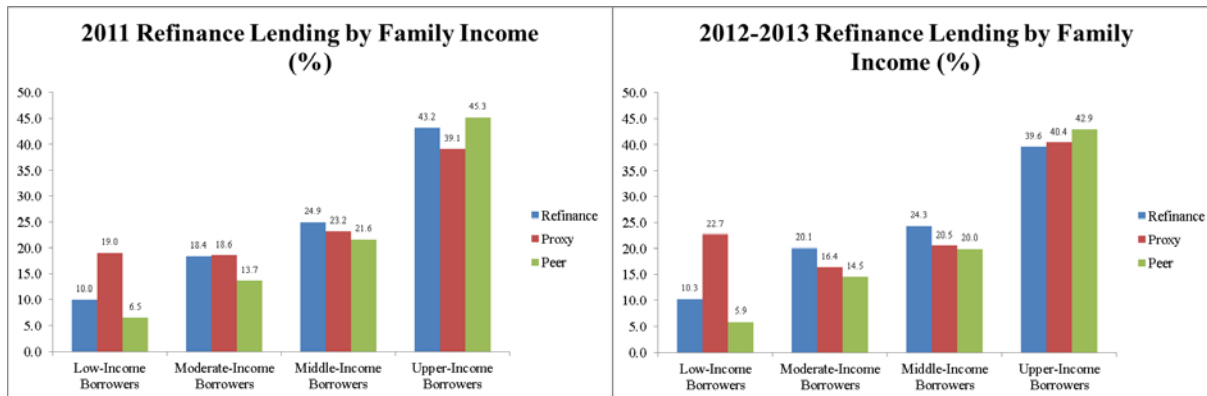
Small business lending in moderate-income tracts was greater than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area are higher than the rest of the state and nation and although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

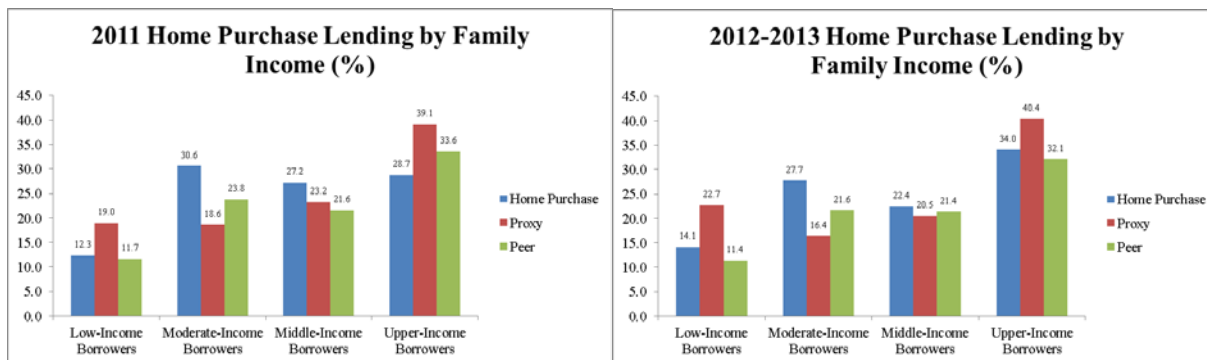


Refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer.

In 2011, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer. In 2012 and 2013, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

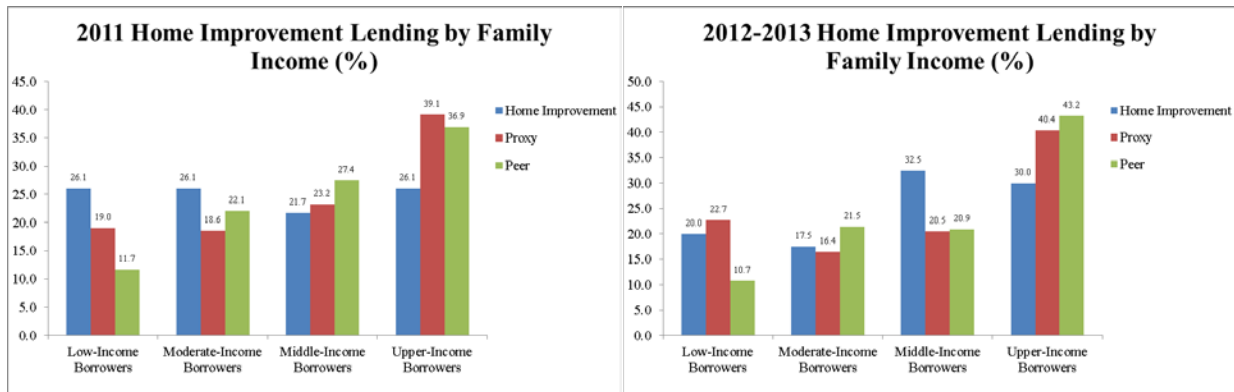


The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to proxy and comparable to peer.

Given the previously mentioned challenges that may hinder the bank’s ability to originate home purchase loans in low-income geographies, the geographic distribution of home purchase loans is good.

Home Improvement Loans

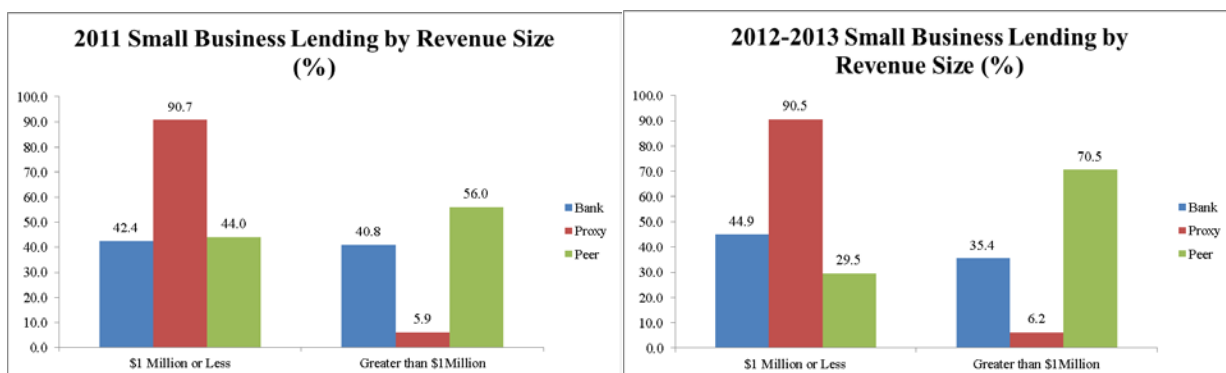


In 2011, the level of home improvement lending to low-income borrowers was above the percentage of low-income families (proxy) and peer. In 2012 and 2013, home improvement lending to low-income borrowers was slightly below the percentage of low-income families, but higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was comparable to proxy and below peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and greater than peer in 2012 and 2013.

Further analysis of small business lending shows 51.0% and 58.2% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 85.3% in 2011 and 90.7% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 14 community development loans totaling \$14.8 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the 14 loans made in the assessment area, five (\$7.1 million) were for revitalization/stabilization of low- and moderate-income geographies, while six (\$4.0 million) were for community services. The remaining three (\$3.7 million) were for economic development. The majority of the community development loans provided working capital loans to assist businesses in low- and moderate-income geographies. Given Fifth Third’s presence in the assessment area and the presence of several established banks in the market, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 42 investments in this assessment area totaling \$8.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	23	\$8,301,659
Community Services	15	\$53,550
Economic Development	4	\$21,600
Totals	42	\$8,376,809

The bank made 1.4% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.8% and branch offices at 1.2%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank provided a relatively high level community development services.

Retail Services

Fifth Third’s record of opening and closing offices has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

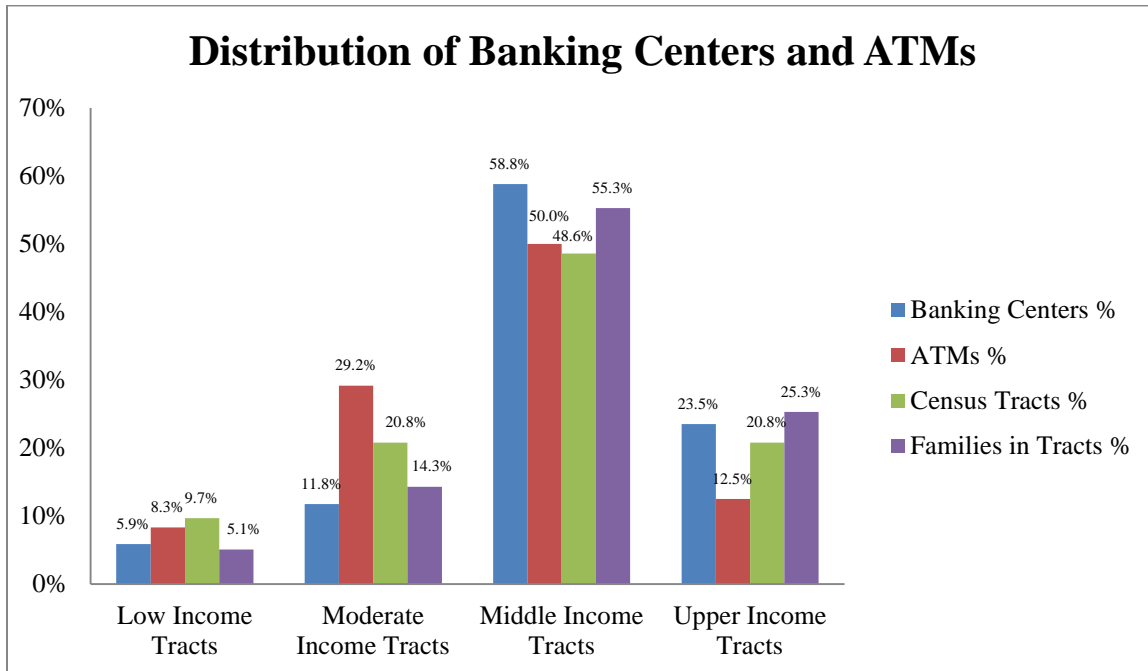
Fifth Third had 17 banking centers within this assessment area as of September 30, 2013, including one in low-income, two in moderate-income, 10 in middle-income, and four in upper-income census tracts. The banking centers in this assessment area represent 1.2% of all the institution’s banking centers.

Fifth Third had 24 ATMs within this assessment area as of September 30, 2013, including two in low-income, seven in moderate-income, 12 in middle-income, and three in upper-income census tracts. The ATMs in this assessment area represent 1.0% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	5.9%	8.3%	9.7%	5.1%
Moderate	11.8%	29.2%	20.8%	14.3%
Middle	58.8%	50.0%	48.6%	55.3%
Upper	23.5%	12.5%	20.8%	25.3%

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the closing of one banking center since November 15, 2011. The net change in banking centers resulted in no change in the number of banking centers in low- and moderate-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 881 hours of community development services in this assessment area, which represents 1.0% of all community development services provided and equates to 0.4 annualized persons (ANP). Services included:

- 492 hours of financial expertise on boards and committees
- 249 hours of financial education
- 53 hours of technical assistance
- 87 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NILES-BENTON HARBOR, MI MSA

The Niles-Benton Harbor MI MSA is comprised of Berrien County. The assessment area is comprised of six low-, six moderate-, 22 middle-, and 14 upper-income tracts.

As of June 30, 2013, Fifth Third ranked second of ten institutions with 28.8% of deposits in the assessment area. Chemical Bank was the largest institution with 29.3% of the deposits. The next two largest institutions, JPMorgan Chase and Horizon Bank, National Association, had 10.8% and 7.5% of the market share, respectively. Deposits in the assessment area accounted for 0.6% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,362 HMDA loans and 371 CRA loans, which represented 0.5% of the HMDA loans and 0.7% of the CRA loans originated during the evaluation period. This was the 36th largest HMDA market and 30th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked sixth and Fifth Third Mortgage-MI, LLC ranked seventh of 254 HMDA reporters in the MSA, while Fifth Third Bank ranked tenth. United Federal Credit Union, Wells Fargo, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked tenth of 44 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, Chemical Bank, and American Express. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information regarding the assessment area. The contact, who represented an agency serving low- and moderate-income individuals, stated that unemployment in Berrien County is declining to state levels, but is still above the national level. The contact felt that unemployment remains relatively high due to a workforce that is lacking adequate skills. The contact stated that Benton Harbor is the area with the greatest amount of need. Additional funds are needed to support the agency's emergency services for utility and food assistance and financial education. Horizon Bank is a partner with the agency. Fifth Third and Chemical Bank have also assisted the agency. The contact felt that community banks are easier to deal with and are willing to assist the area.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 156,813. The percentage of the population living in low- and moderate-income tracts was 22.4%. In addition, 76.6% of the population was 18 years of age or older, the legal age to enter into a contract.

According to the estimated 2012 U.S. Census data, Niles was the 78th largest city in Michigan with a population of 11,502, and Benton Harbor was the 93rd largest city in the state with 10,040 residents.²⁹⁶ The estimated population in Berrien County in 2012 was 156,067, which represented less than a 0.1% decrease in population since the 2010 U.S. Census.²⁹⁷

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$53,842, which was significantly lower than Michigan’s median family income of \$60,341. As shown in the following table, the median family income in the MSA increased in 2011 and 2012, but decreased from 2012 to 2013.

**Borrower Income Levels
MI, Niles-Benton Harbor - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$57,400	0	- \$28,699	\$28,700	- \$45,919	\$45,920	- \$68,879	\$68,880	- & above
2012	\$58,200	0	- \$29,099	\$29,100	- \$46,559	\$46,560	- \$69,839	\$69,840	- & above
2013	\$54,500	0	- \$27,249	\$27,250	- \$43,599	\$43,600	- \$65,399	\$65,400	- & above

In 2010, the assessment area contained 62,612 households, of which 41,557 (66.4%) were families. Of the total families in the assessment area, 39.9% were comprised of low- and moderate-income families.

The poverty rate grew significantly in Berrien County from 1999 and 2012²⁹⁸ and the rate of increase was higher than the national rate, but less than the state rate. The poverty rate was higher than the national and state rates in 1999²⁹⁹ and 2012.³⁰⁰

County	1999 Poverty Rate	2012 Poverty Rate	Change
Berrien	12.7%	20.1%	58.3%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

²⁹⁶ Highest Population (2012) in Michigan by City:

<http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

²⁹⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

²⁹⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012):

http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

²⁹⁹ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³⁰⁰ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Housing Characteristics

There were 76,824 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 59.3%. From an income perspective, 21.7% of housing units and 15.8% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 9.5% of the housing in the MSA, with 41.0% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts; however, there could be significant demand for housing in low- and moderate-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 49 years, with 28.6% of the stock built before 1950. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$135,645 as of the 2010 U.S. Census, with an affordability ratio of 31.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the MSA, about 30.1% of the homes valued up to \$96,938 would be considered affordable for low-income individuals and approximately 58.8% of the homes valued up to \$155,100 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.³⁰¹

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Berrien County	1:1,397
Michigan	1:1,481
United States	1:1,170

Berrien County had a higher ratio of properties in foreclosure than Michigan, but a lower ratio than the United States in February 2014.

Building permits in the MSA, Michigan, and the United States are included in the following table for 2011, 2012, and 2013.³⁰²

³⁰¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

³⁰² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Niles-Benton Harbor MSA	136	151	11.0%	47	-68.9%
Michigan	9,341	11,692	25.2%	15,934	36.3%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits increased slightly in the MSA 2011 to 2012, but declined substantially from 2012 to 2013. The rate of growth was less than the national and state increases from 2011 to 2012. While permits fell in the MSA from 2012 to 2013, they continued to increase in the state and nation during this time. The decline in building permits could indicate that demand for home purchase loans decreased during the evaluation period.

Labor, Employment, and Economic Characteristics

There is one Fortune 500 Company headquartered in the MSA. Whirlpool, which is based in Benton Harbor, ranked 154th in 2013 with revenues of \$18.1 billion.³⁰³

According to the Berrien County website, the largest employer in the county is Lakeland Regional Health System with 3,600 employees. Whirlpool and Andrews University are the second and third largest employers with 3,362 and 2,352 employees, respectively.³⁰⁴

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for Berrien County, the MSA, Michigan, and the nation.³⁰⁵

Unemployment Rates Niles-Benton Harbor MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Berrien	10.2	9.0	8.1
Niles-Benton Harbor	10.2	9.0	8.1
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

The unemployment rate in the assessment area declined from 2011 to 2013. Berrien County had slightly lower unemployment rates than Michigan in 2011 and 2012, while the county’s unemployment rate was higher than Michigan’s in 2013. Berrien County had higher unemployment rates than the nation in 2011, 2012, and 2013.

³⁰³ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

³⁰⁴ Berrien County – Community Development – Industries & Businesses: <http://berriencounty.org/CommunityDevelopment/IndustriesBusinesses>

³⁰⁵ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE NILES-BENTON HARBOR, MI MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has low levels of lending gaps and made an adequate level of community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business and home purchase lending. There were not enough small farm loans, home improvement or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 1,145 home refinance loans, 181 home purchase loans, 352 small business loans, and six community development loans during the evaluation period. The percentage of the bank's total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all but one low-income census tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	98	\$11,276
Down Payment Assistance Programs	4	\$202,314
Other Flexible Lending Programs	282	\$37,848,564

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was comparable to the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts exceeded the percentage of those tract income categories in the assessment area. The modifications in middle- and upper-income tracts were also comparable to the percentage of each of those categories.

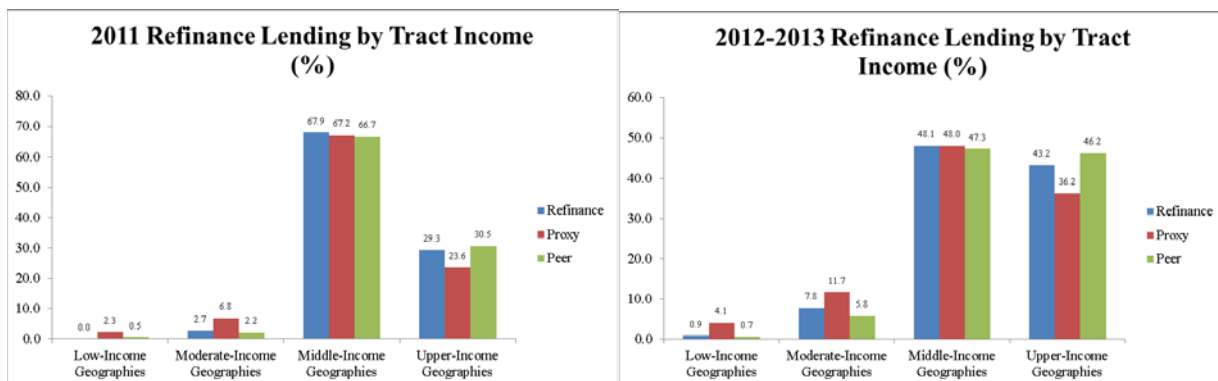
Although Fifth Third has a sizeable deposit share in the market area, it faces competition from several other large, well-established institutions in this area, and Fifth Third is not among the largest mortgage or small business lenders in the market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are adequate. Small business lending is excellent.

According to the 2010 U.S. Census, 7.2% and 12.8% of families reside in low- and moderate-income tracts, respectively. Further, 8.3% of all housing units are in low-income tracts and 13.4% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 29.2%, which was much lower than the owner-occupancy rate for the assessment area. The owner-occupancy rate for moderate-income tracts was 52.0%, which is comparable to the overall rate for the assessment area. Conversely, 51.9% and 32.5% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

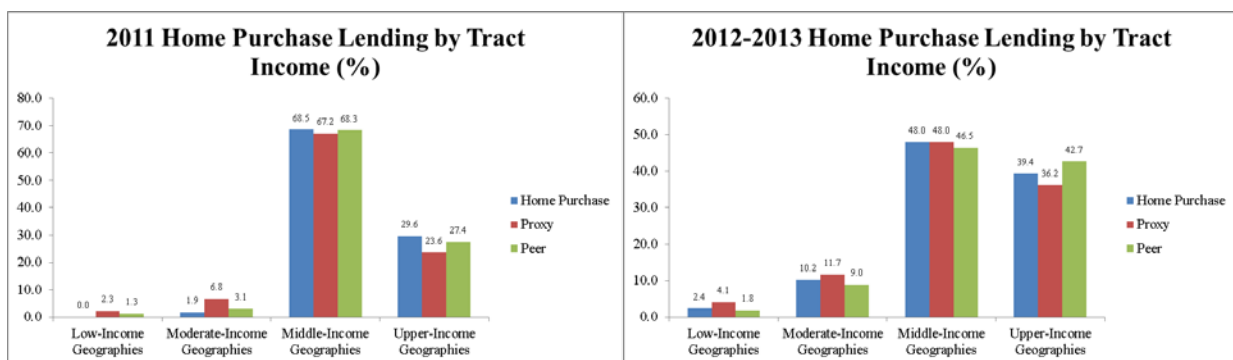


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Given the limited lending opportunities in low- and moderate-income areas and the previously mentioned challenges that may hinder the bank’s ability to originate home purchase loans in low- and moderate-income geographies, the geographic distribution of refinance loans is adequate.

Home Purchase

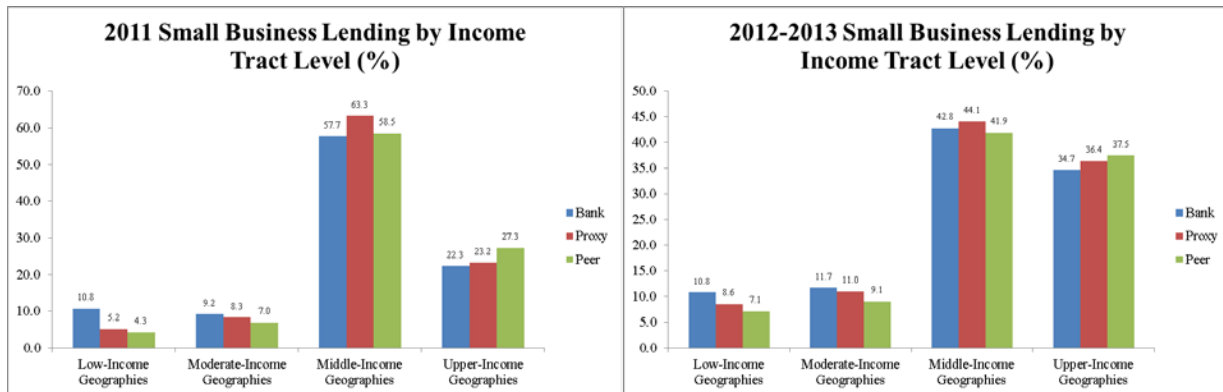


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated fewer home purchase loans in these tracts than the proxy.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and peer. In 2012 and 2013, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



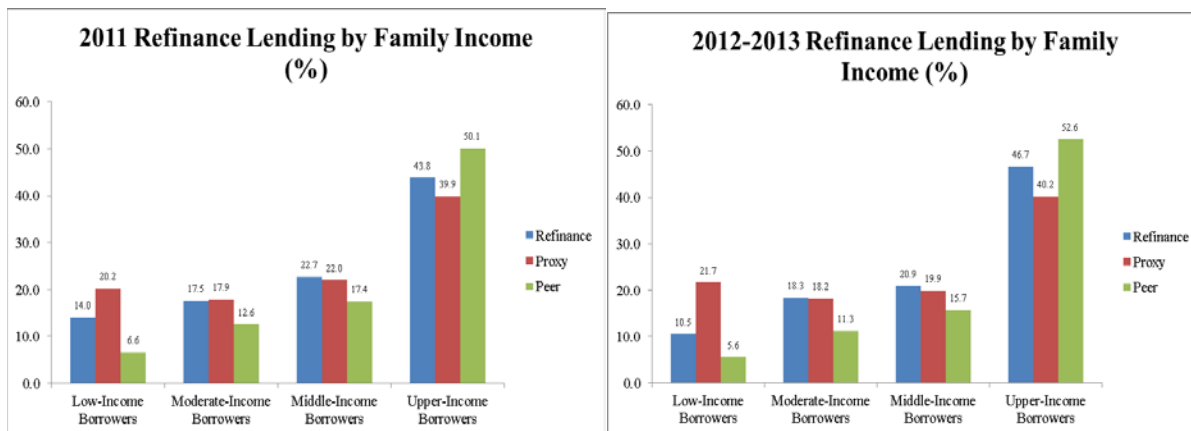
Small business lending in low-income tracts was greater than the percentage of small business located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). Small business lending in moderate-income tracts was comparable to the percentage of small business located in moderate-income tracts (proxy) and slightly higher than the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area have increased at a higher rate than the rest of the nation, but less than Michigan. According to the 2010 U.S. Census, 48.6% of families living in low-income census tracts and 20.4% of families in moderate-income tracts were below the poverty level.

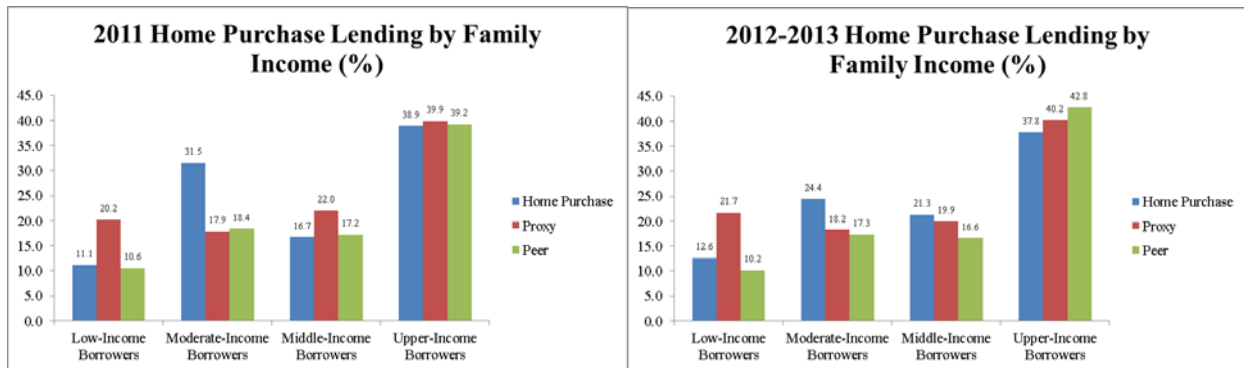
Refinance Loans



Refinance lending to low-income borrowers was less than the percentage of low-income families but higher than peer. Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer.

Given the poverty rates and affordability ratios discussed previously, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

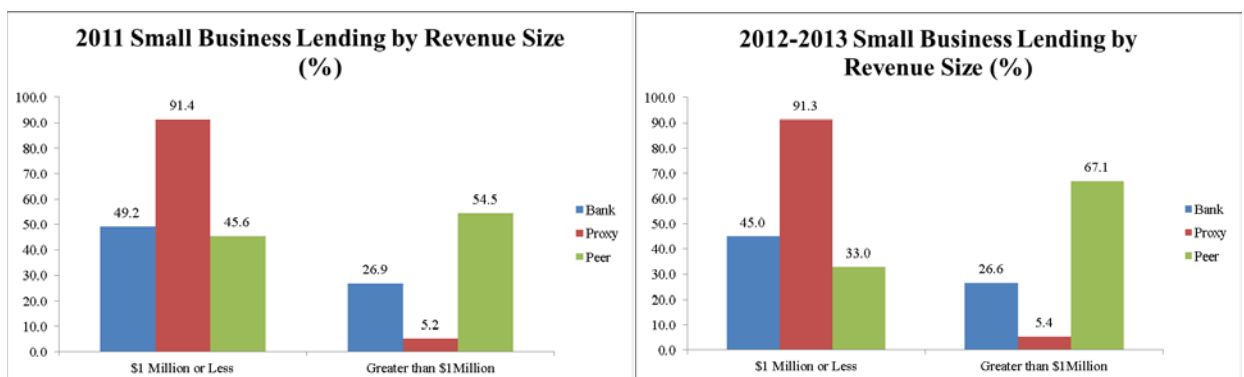


The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer.

In 2011, the level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and greater than peer in 2012 and 2013.

Further analysis of small business lending shows 65.0% and 66.8% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 83.5% in 2011 and 88.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in the area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated four community development loans totaling \$5.2 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. All four loans made in the assessment area were for community services and helped organizations that provided childcare, after-school programs, and assistance to low- and moderate-income individuals. Given Fifth Third’s presence in the assessment area, Fifth Third made an adequate level of community development loans.

Investment Test

The institution funded 22 investments in this assessment area totaling \$3.1 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	12	\$3,136,141
Community Services	6	\$28,250
Economic Development	3	\$27,000
Revitalization/Stabilization	1	\$250
Totals	22	\$3,191,641

The bank made 0.5% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.6% and branch offices at 0.9%.

Although this is considered an adequate level of qualified community development investments and grants, the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

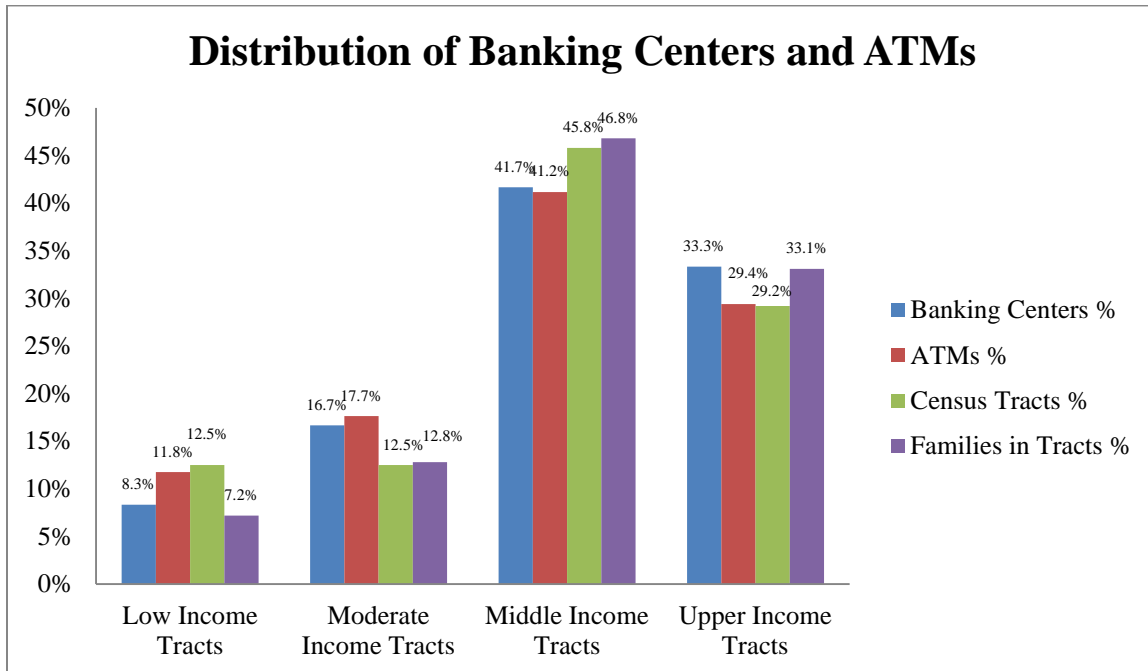
Fifth Third had 12 banking centers within this assessment area as of September 30, 2013, including one in low-income, two in moderate-income, five in middle-income, and four in upper-income census tracts. The banking centers in this assessment area represent 0.9% of all the institution’s banking centers.

Fifth Third had 17 ATMs within this assessment area as of September 30, 2013, including two in low-income, three in moderate-income, seven in middle-income, and five in upper-income census tracts. The ATMs in this assessment area represent 0.7% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	8.3%	11.8%	12.5%	7.2%
Moderate	16.7%	17.7%	12.5%	12.8%
Middle	41.7%	41.2%	45.8%	46.8%
Upper	33.3%	29.4%	29.2%	33.1%

The table reflects a good distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 697 hours of community development services in this assessment area, which represents 0.8% of all community development services provided and equates to 0.3 annualized persons (ANP). Services included:

- 374 hours of financial expertise on boards and committees
- 251 hours of financial education
- 72 hours of technical assistance

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN NORTHERN MICHIGAN

The Non-metropolitan Northern Michigan assessment area consists of Antrim, Benzie, Charlevoix, Clare, Crawford, Emmet, Grand Traverse, Isabella, Kalkaska, Lake, Leelanau, Mason, Mecosta, Midland, Missaukee, Oceana, Oscoda, Otsego, Roscommon, and Wexford Counties. The assessment area is comprised of one low-, 27 moderate-, 108 middle-, and 36 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information. There were many distressed and/or underserved middle-income tracts in the assessment area during this evaluation period:

- Six distressed middle-income tracts in Antrim County because of unemployment in 2011; these six tracts were also underserved. In 2012 and 2013, there were five underserved middle-income tracts in this county.
- Thirteen distressed middle-income tracts in Charlevoix County because of unemployment in 2011; these 13 tracts were also underserved. In 2012 and 2013, there were ten underserved middle-income tracts in this county.
- Three distressed middle-income tracts in Clare County due to poverty and unemployment in 2011. In 2012 and 2013, there were five distressed middle-income tracts due to poverty in this county.
- Four underserved middle-income tracts in Crawford County in 2011. In 2012 and 2013, there were five underserved tracts in this county.
- Five distressed middle-income tracts in Emmet County because of unemployment in 2012; these five tracts were also underserved. In 2012 and 2013, there were five underserved middle-income tracts in this county.
- Ten distressed middle-income tracts in Isabella County because of poverty in 2011. In 2012 and 2013, there were 11 distressed-middle income tracts due to poverty in this county.
- Seven underserved middle-income tracts in Mason County in 2011. In 2012 and 2013, there were six underserved middle-income tracts in this county.
- Seven distressed middle-income tracts in Mecosta County due to poverty in 2011. In 2012 and 2013, there were eight distressed middle-income tracts because of poverty in this county.
- Four distressed middle-income tracts because of unemployment in Missaukee County in 2011.
- Five distressed middle-income tracts because of poverty and unemployment in Oceana County in 2011; these five tracts were also underserved. In 2012 and 2013, there were six distressed middle-income tracts due to poverty in this county; these six tracts were also underserved.
- One distressed middle-income tract due to poverty, unemployment, and population loss in Oscoda County in 2012; this tract was also underserved. In 2013, there was one distressed middle-income tract because of unemployment and population loss; this tract was also underserved.

- Six distressed middle-income tracts in Otsego County because of unemployment in 2011; these six tracts were also underserved. In 2012 and 2013, there were five underserved middle-income tracts in this county.
- Six distressed middle-income tracts in Roscommon County due to poverty and unemployment in 2011; these six tracts were also underserved. In 2012 and 2013, there were six distressed middle-income tracts in this county; these six tracts were also underserved.
- Six distressed middle-income tracts in Wexford County because of unemployment in 2011.

As of June 30, 2013, Fifth Third ranked second of 30 institutions with 13.7% of the deposit share in the assessment area. The largest institution in the assessment area was Chemical Bank with 14.4% of the deposits. The third and fourth largest institutions were Isabella Bank and JPMorgan Chase with 9.1% and 8.3% of the deposits, respectively. Deposits in this assessment area accounted for 1.3% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 4,885 HMDA loans and 1,586 CRA loans, which represented 1.8% of the HMDA loans and 3.0% of the CRA loans originated during the evaluation period. This was the 15th largest HMDA market and the tenth largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fourth and Fifth Third Mortgage-MI, LLC ranked fifth of 437 HMDA reporters in the assessment area, while Fifth Third Bank ranked 11th. Wells Fargo, JPMorgan Chase, and Chemical Bank were the top three HMDA reporters. Fifth Third Bank ranked ninth of 73 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, American Express, and Chase Bank USA. These institutions are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information regarding the assessment area. The first contact representing a chamber of commerce for one of the counties in the assessment area stated that the local economy is experiencing a large increase in tourism. Several new businesses have opened including eateries, small shops, and a microbrewery. The contact indicated that banks could do a better job informing businesses of financial resources that are available when starting or expanding a business, as small businesses could benefit from additional coaching about funding sources. Community banks, Fifth Third, and PNC are involved in the community and offer small business loans. The contact felt that while small community banks have difficulty in fulfilling large dollar business loans, they continue to meet the need for small business loans.

The second contact representing an agency serving low- and moderate-income individuals in several counties in the assessment area stated that Northwestern Michigan continued to have a higher-than-average unemployment rate in 2012. Foreclosure activity has also increased since 2009, particularly in Benzie County. The increase has resulted in the need for foreclosure and debt management services. The agency needs donations to fund financial literacy classes. Banks could also participate in the individual development account program, provide individuals to act as guest speakers, and refer customers to financial assistance services.

The contact spoke favorably of local financial institutions through Money Smart Week, an initiative to increase financial awareness, and the Volunteer Income Tax Assistance site. Bank employees are also involved on county housing boards. The contact provided specific information regarding several institutions and indicated that Fifth Third provides free individual development accounts.

The third contact representing an economic development agency serving three counties in the assessment area stated that the area is a tourist region that relies mostly on service industries. There are a large number of vacation homes. The area is very rural and has a large agricultural population. The contact stated that there are numerous activities for banks to become involved, including financing various projects for towns and villages (i.e., new sewer lines and financing and offering guidance and funding to local small businesses). The agency works closely with local financial institutions and often receives counseling referrals from banks. The contact felt that local banks have performed well in supporting the community, specifically The Bank of Northern Michigan, Citizens National Bank of Cheboygan, Northwestern Bank, and First Community Bank.

The fourth contact representing an agency serving low- and moderate-income individuals for nine of the counties in the assessment area stated that Traverse City is considered the economic and retail center for Northwest Michigan. The city has manufacturing, industry, retail, and medical service jobs. Manufacturing jobs, particularly automobile-related, are declining, but jobs in the medical field continue to increase. Many of the counties have experienced strong population growth and there is a shortage of affordable housing for low- and moderate-income individuals. Even with special financing and government programs, the cost of quality homes may be too high. Many low- and moderate-income individuals have needed to obtain housing a distance from where they work. While the foreclosure rate has decreased, it has remained high in Wexford County. The contact stated that the most significant need in the area is affordable housing. The contact felt that Fifth Third continues to be receptive and involved with the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 638,984. The percentage of the population living in low- and moderate-income tracts was 13.7%. In addition, 78.6% of the population was 18 years or older, the legal age to enter into a contract.

Based on 2012 estimates, Midland in Midland County was the 29th largest city in Michigan with 42,020 residents. Mount Pleasant in Isabella County was the 43rd largest city in Michigan with a population of 26,183. Lastly, Traverse City in Grand Traverse County ranked 64th with only 14,911 residents.³⁰⁶

³⁰⁶ Highest Population (2012) in Michigan by City:
<http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased slightly during this period. Grand Traverse County had the highest growth in the assessment area and Antrim County had the largest percentage decline in population.³⁰⁷

County	2010 Population	2012 Population	Population Percent Change
Antrim	23,580	23,406	-0.7%
Benzie	17,525	17,465	-0.3%
Charlevoix	25,949	26,023	0.3%
Clare	30,926	30,753	-0.6%
Crawford	14,074	14,009	-0.5%
Emmet	32,694	32,915	0.7%
Grand Traverse	86,986	89,112	2.4%
Isabella	70,311	70,617	0.4%
Kalkaska	17,153	17,099	-0.3%
Lake	11,539	11,498	-0.4%
Leelanau	21,708	21,607	-0.5%
Mason	28,705	28,680	-0.1%
Mecosta	42,798	43,318	1.2%
Midland	83,629	83,822	0.2%
Missaukee	14,849	15,031	1.2%
Oceana	26,570	26,310	-1.0%
Oscoda	8,640	8,592	-0.6%
Otsego	24,164	24,020	-0.6%
Roscommon	24,449	24,106	-1.4%
Wexford	32,735	32,608	-0.4%
Total	638,984	640,991	0.3%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$52,539, which was substantially lower than the median family income for Michigan at \$60,341. The median family incomes ranged from a low of \$38,996 in Lake County to a high of \$65,342 in Leelanau County.

³⁰⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

As shown in the following table, the median family income for Non-metropolitan Michigan was \$51,400 in 2011, which suggests that the median family income of this assessment area is similar to the median family income for all of Non-metropolitan Michigan. The median family income for Non-metropolitan Michigan increased from 2011 to 2012, but decreased from 2012 to 2013.

**Borrower Income Levels
Michigan State Non-Metro**

HUD Estimated Median Family Income		Low		Moderate		Middle		Upper	
		0	- 49.99%	50%	- 79.99%	80%	- 119.99%	120%	- & above
2011	\$51,400	0	- \$25,699	\$25,700	- \$41,119	\$41,120	- \$61,679	\$61,680	- & above
2012	\$52,100	0	- \$26,049	\$26,050	- \$41,679	\$41,680	- \$62,519	\$62,520	- & above
2013	\$51,700	0	- \$25,849	\$25,850	- \$41,359	\$41,360	- \$62,039	\$62,040	- & above

In 2010, the assessment area contained 257,265 households, of which 170,521 (66.3%) were families. Of the total families in the assessment area, 36.8% were low- and moderate-income families. Lake County had the highest percentage of low- and moderate-income families; over half (53.7%) of families in that county were low- or moderate-income.

Poverty rates increased significantly in all the counties in the assessment area from 1999 to 2012.³⁰⁸ The poverty rate increased the most in Otsego County, where it more than doubled. Isabella County had the highest poverty rate in 1999 and 2012. Eleven counties in the assessment area had poverty rates higher than the national rate in 1999³⁰⁹ and all but two of those counties had higher rates than the nation. Eleven counties also had higher poverty rates than the state in 2012³¹⁰ and all but two of these counties had higher rates than the nation.

³⁰⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State Fact Sheets/PovertyReport&fips_st=51

³⁰⁹ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³¹⁰ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Antrim	9.0%	13.6%	51.1%
Benzie	7.0%	13.8%	97.1%
Charlevoix	8.0%	12.8%	60.0%
Clare	16.0%	24.7%	54.4%
Crawford	12.7%	19.7%	55.1%
Emmet	7.4%	11.2%	51.4%
Grand Traverse	5.9%	11.0%	86.4%
Isabella	20.4%	28.9%	41.7%
Kalkaska	10.5%	15.1%	25.8%
Lake	19.4%	28.2%	45.4%
Leelanau	5.4%	10.1%	87.0%
Mason	11.0%	16.1%	46.4%
Mecosta	16.1%	22.0%	36.6%
Midland	8.4%	12.9%	53.6%
Missaukee	10.7%	14.8%	38.3%
Oceana	14.7%	21.8%	48.3%
Oscoda	14.6%	21.2%	45.2%
Otsego	6.8%	14.0%	105.9%
Roscommon	12.4%	18.8%	51.6%
Wexford	10.3%	19.2%	86.4%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 378,073 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 53.0%, with a low of 23.2% in Lake County and a high of 71.7% in Midland County. From an income perspective, 17.7% of housing units and 12.3% of owner-occupied units were in low- or moderate-income tracts. Multi-family dwellings comprised 7.0% of the housing stock with 22.3% of multi-family units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 35 years, with 17.9% of the stock built before 1950. The oldest housing stock was in Mason County with a median age of 43 years, while the newest was in Grand Traverse County with a median age of 28 years. With a considerable amount of the housing stock more than 25 years old, there could be a need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$137,519, with an affordability ratio of 31.1%. Affordability ratios ranged from 23.4% in Leelanau County to 38.5% in Midland County. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the assessment area, about 28.6% of the homes valued up to \$91,957 would be considered affordable for low-income individuals and approximately 54.0% of the homes valued up to \$147,132 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.³¹¹

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Antrim County	1:2,049
Benzie County	1:1,432
Charlevoix County	1:3,092
Clare County	1:2,483
Crawford County	N/A
Emmet County	1:6,150
Grand Traverse County	1:2,353
Isabella County	1:990
Kalkaska County	1:1,513
Lake County	1:1,818
Leelanau County	1:1,162
Mason County	1:559
Mecosta County	1:2,085
Midland County	1:909
Missaukee County	1:1,721
Oceana County	1:3,256
Oscoda County	1:1,858
Otsego County	1:2,600
Roscommon County	1:969
Wexford County	1:2,785
Michigan	1:1,481
United States	1:1,170

³¹¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

Most of the counties in the assessment area had lower foreclosure rates than Michigan and the United States in February 2014. Mason County had the highest foreclosure rate in the assessment area and the third largest in Michigan. Emmet County had the lowest ratio of properties in foreclosure in the assessment area in February 2014.

Building permits in the assessment area, Michigan, and the United States are included in the following table for 2011 and 2012.³¹²

Geography	2011	2012	Percent of Change 2011-2012
Antrim County	42	51	21.4%
Benzie County	36	54	50.0%
Charlevoix County	49	63	28.6%
Clare County	35	36	2.9%
Crawford County	40	22	-45.0%
Emmet County	35	62	77.1%
Grand Traverse County	214	258	20.6%
Isabella County	41	49	19.5%
Kalkaska County	27	15	-44.4%
Lake County	40	45	12.5%
Leelanau County	59	70	18.6%
Mason County	39	43	10.3%
Mecosta County	32	45	40.6%
Midland County	138	195	41.3%
Missaukee County	14	16	14.3%
Oceana County	7	8	14.3%
Oscoda County	14	18	28.6%
Otsego County	29	25	-13.8%
Roscommon County	30	41	36.7%
Wexford County	28	21	-25.0%
Total	949	1137	19.8%
Michigan	9,341	11,692	25.2%
United States	624,061	829,658	32.9%

³¹² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>
(Note: 2013 building permits by county data not available)

Building permits increased in the assessment from 2011 to 2012, but the rate of growth was less than the national and state increases during this time. Emmet County experienced the largest increase, while Crawford County had the biggest decrease. The growth in building permits could indicate that demand for home purchase lending may have increased during the evaluation period.

Labor, Employment, and Economic Characteristics

There is one Fortune 500 Company headquartered in the assessment area. Dow Chemical, which is based in Midland, ranked 52nd in 2013 with revenues of \$56.8 billion.³¹³

The Northern Lakes Economic Alliance recorded the largest employers for three of the counties in the assessment area: Antrim, Charlevoix, and Emmet Counties.³¹⁴ Shanty Creek Resorts is the largest employer in Antrim County with 600 employees. The second and third largest employers in Antrim County are Great Lakes Packing (cherry-packing company) with 300 employees and the County of Antrim with 200 employees. The largest employer in Charlevoix County is Boyne USA Inc. (a resort area) with 565 employees. East Jordan Iron Works, Inc. (an iron foundry) with 500 employees and LexaMar (plastics manufacturer) with 345 employees are the next two largest employers in Charlevoix County. The largest two employers in Emmet County are McLaren Northern Michigan (health care facility) and Bay Harbor Com, LLC (land development company) with 950 and 700 employees, respectively.

The Michigan Health Care Information Alliance recorded the largest employers for four of the counties in the assessment area: Clare, Isabella, Midland, and Roscommon.³¹⁵ The following lists the top three employers for these four counties:

- Clare – Mid Michigan Medical Center, Clare Public School District, and Renosol Corp. (manufacturer of molded foam)
- Isabella – Soaring Eagle Hotel and Casino, Central Michigan University, and Morbark Inc. (forestry equipment provider)
- Midland – Dow Chemical Company, Mid-Michigan Medical Center, and Midland Public School District
- Roscommon – Kirtland Community College, Lear Corporation (automotive supplier), and ROOC Inc. (employment and training opportunities for disabled individuals)

³¹³ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

³¹⁴ Northern Lakes Economic Alliance – Regional Information and Demographics:
<http://www.northernlakes.net/regional-information--demographics-24/>

³¹⁵ Michigan Health Care Information Alliance – Top Employers by County:
<http://www.mihia.org/index.php/description-of-provider-community/top-employers-by-county>

The Traverse City Chamber of Commerce recorded the largest employers for four counties in the assessment area: Benzie, Grand Traverse, Kalkaska, and Leelanau Counties.³¹⁶ The largest employer in Benzie County is Crystal Mountain, a resort area, with 319 employees. Graceland Fruit, Inc., a dried fruit producer, and Paul Oliver Memorial Hospital are the second and third largest employers in the county with 210 and 129 employees, respectively. Munson Medical Center is the largest employer in Grand Traverse County with 3,740 employees. The next two largest employers in the county are Traverse Area Public Schools and Grand Traverse Resort and Casino with 1,984 and 943 employees, respectively. Kalkaska Memorial Health Center and Kalkaska County Government are the top employers in Kalkaska County with 250 and 185 employees, respectively. The next largest employer in the county is American Waste, a garbage collector and recycling center, with 180 employees. Leelanau Sands (Grand Traverse Resort & Casinos) is the largest employer in Leelanau County with 531 employees. The second and third largest employers in the county are Leelanau County Government and Cherry Republic, which makes cherry products, with 105 and 60 employees, respectively.

According to the Mecosta County Development Corporation, the largest employer in that county is Ferris State University with 1,400 employees. Wolverine World Wide, a footwear manufacturer, and Mecosta County Medical Center are the second and third largest employers in the county with 495 and 425 employees, respectively.³¹⁷

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Michigan, and the nation.³¹⁸

³¹⁶ Traverse City Chamber of Commerce – Expertise and Information – Economic Data: <http://tcchamber.org/expertise-and-information/>

³¹⁷ Mecosta County Development Corporation – Major Employers in Mecosta County: <http://www.mecostaedc.com/pages/employment#majoremployers>

³¹⁸ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Non-Metropolitan Northern Michigan (not seasonally adjusted)			
County	2011	2012	November 2013
Antrim	12.3	10.3	11.2
Benzie	12.2	10.0	10.6
Charlevoix	12.2	10.8	10.7
Clare	13.0	11.6	11.1
Crawford	11.3	10.1	10.1
Emmet	12.8	11.5	11.8
Grand Traverse	9.6	8.0	6.8
Isabella	7.6	6.7	6.0
Kalkaska	11.5	9.6	9.2
Lake	13.0	12.2	12.2
Leelanau	8.7	7.4	6.5
Mason	10.4	9.0	8.8
Mecosta	10.7	9.3	8.0
Midland	7.8	7.1	6.7
Missaukee	12.6	10.8	11.5
Oceana	12.7	11.1	10.5
Oscoda	17.0	15.1	17.6
Otsego	12.5	10.9	11.0
Roscommon	12.9	11.5	11.3
Wexford	12.8	11.6	10.8
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

Unemployment rates declined in all 20 counties in the assessment area from 2011 to 2012, but increased or remained the same in eight counties from 2012 to 2013. Isabella County had the lowest unemployment rates all three years, while Oscoda County had the highest. Most of the counties in the assessment area had unemployment rates higher than the state and national rates in 2011, 2012, and 2013.

In December 2013, Armor Express laid off 45 employees at its Central Lake facility in Antrim County. The company, which makes body armor for the military and law enforcement, indicated that the United States Army contract had expired.³¹⁹

³¹⁹ Kinney, Brendan. "45 workers laid off at Armor Express." *UpNorthLive.com*, December 24, 2013: <http://www.upnorthlive.com/news/story.aspx?id=987165>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN NORTHERN MICHIGAN

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps and made a relatively high level of community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. Home improvement lending was given the least consideration. There were not enough small farm loans or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution, since there was only one low-income tract in the assessment area. However, it is important to note that 173 tracts within the assessment area were designated as distressed or underserved.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 3,819 home refinance loans, 963 home purchase loans, 103 home improvement loans, 1,565 small business loans, and 16 community development loans during the evaluation period. The percentage of the bank's total lending at 2.0% is greater than the percentage of total deposits at 1.3% in this area.

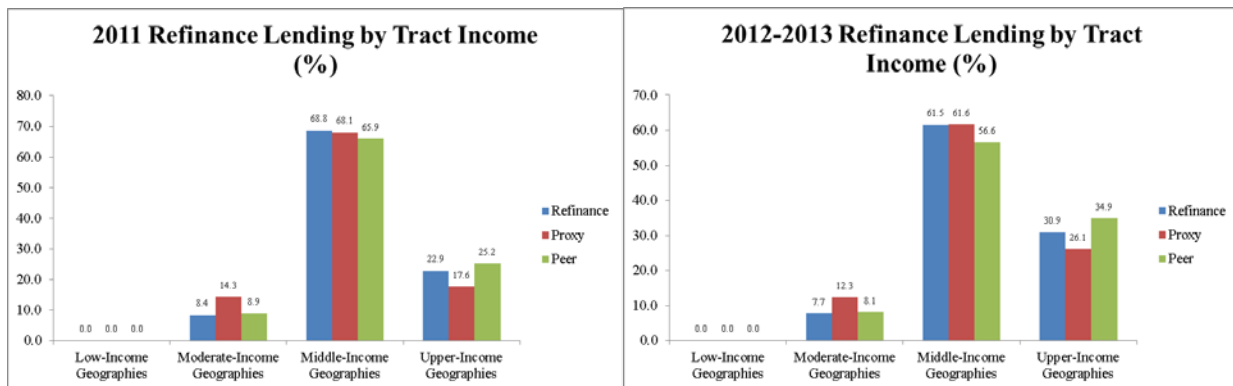
During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all census tracts, with the exception of one moderate-income tract and one middle-income tract. Fifth Third originated one or more loans in all of the distressed or underserved tracts except one distressed middle-income tract.

Fifth Third has an ample deposit share and is one of the largest mortgage lenders in the area, but faces competition from several other well-established institutions. However, it is not among the largest small business lenders in this market and the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance lending is adequate, while home purchase and home improvement lending are good. Small business lending is also good.

Refinance Loans

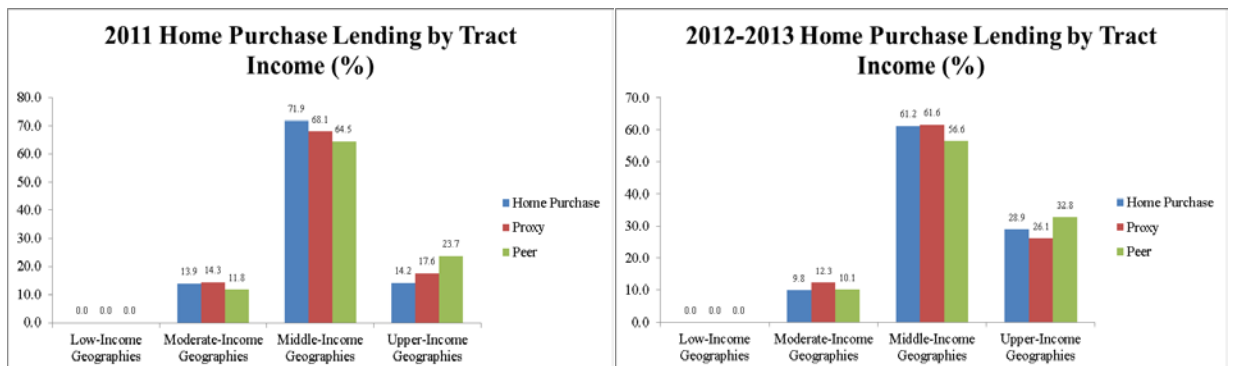


Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but was comparable to peer.

Refinance lending in middle-income tracts was comparable to the percentage of owner-occupied units.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

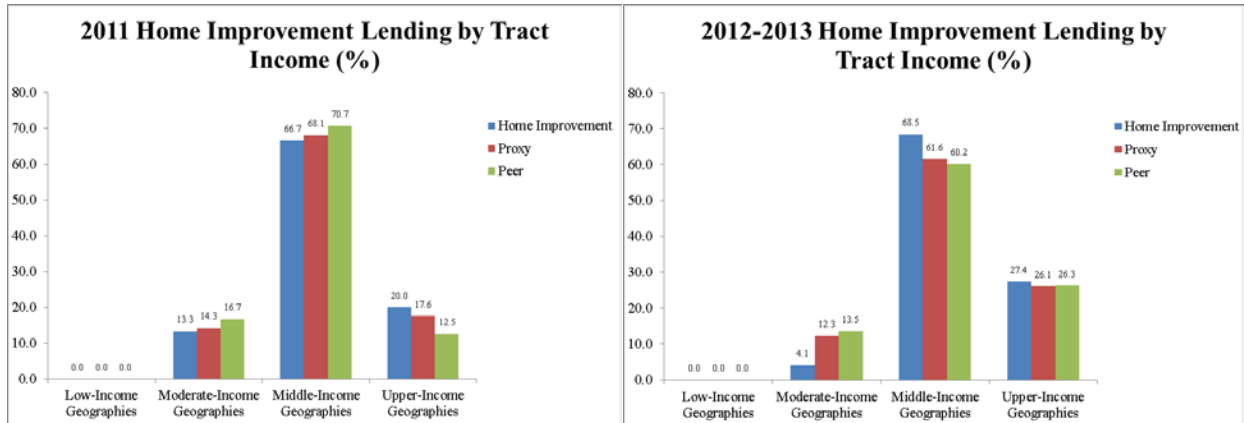


In 2011, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and slightly higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and was comparable to peer.

Home purchase lending in middle-income tracts was comparable to the percentage of owner-occupied units.

Overall, the geographic distribution of home purchase loans is good.

Home Improvement

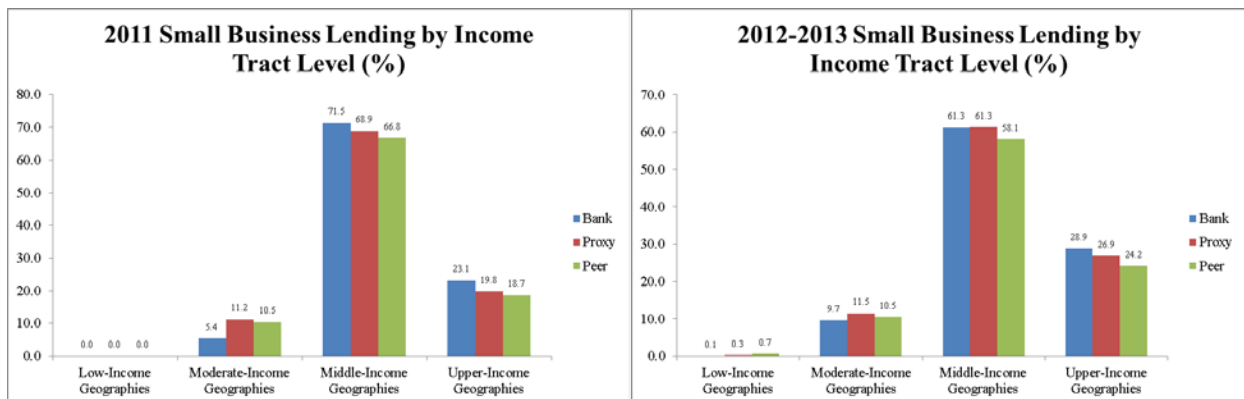


In 2011, home improvement lending in moderate-income tracts was comparable to the percentage of owner-occupied units and was slightly less than peer. In 2012 and 2013, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

In 2011, home improvement lending in middle-income tracts was slightly less than the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in middle-income tracts was higher than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



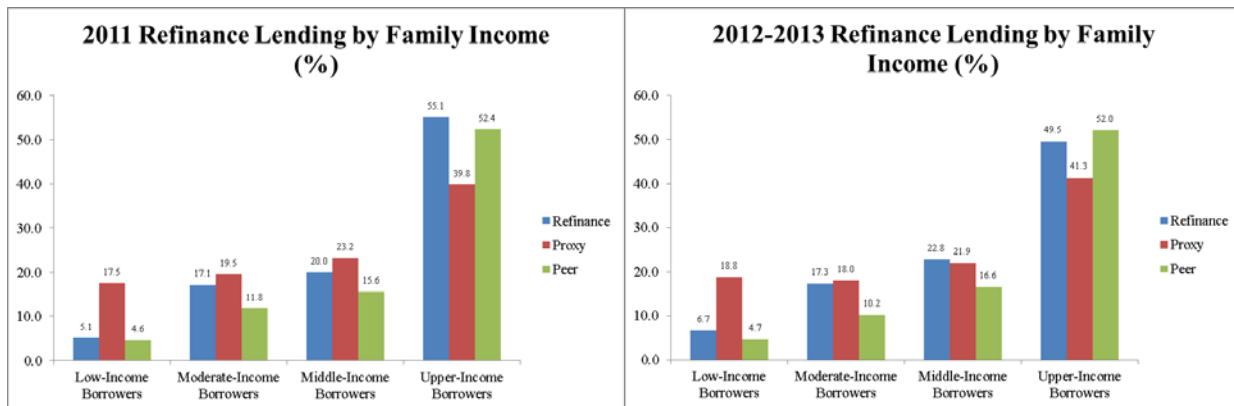
In 2011, small business lending in moderate-income tracts was lower than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was comparable to the proxy and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families. Further, given the median family income and median housing value in the area, it may be difficult for some low-income individuals to qualify for a mortgage loan.

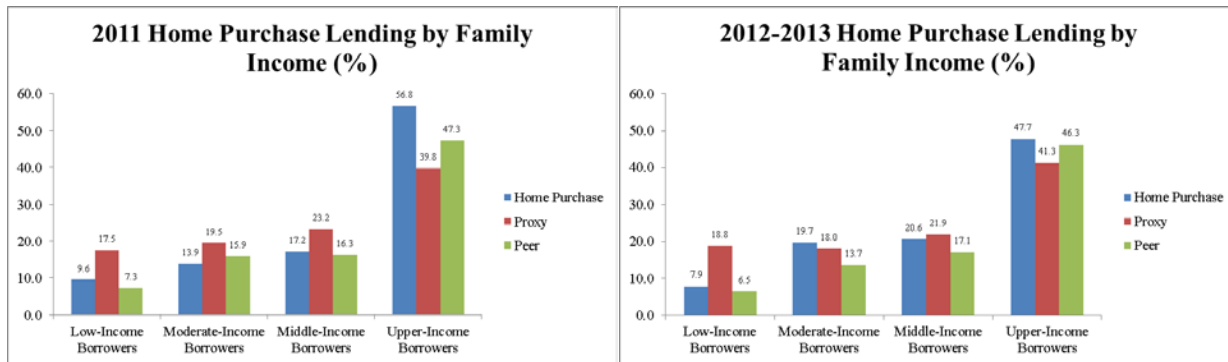
Refinance Loans



Refinance lending to low-income borrowers was below the percentage of low-income families in the area, but was comparable to peer. Refinance lending to moderate-income borrowers was slightly below the percentage of moderate-income families, but above peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

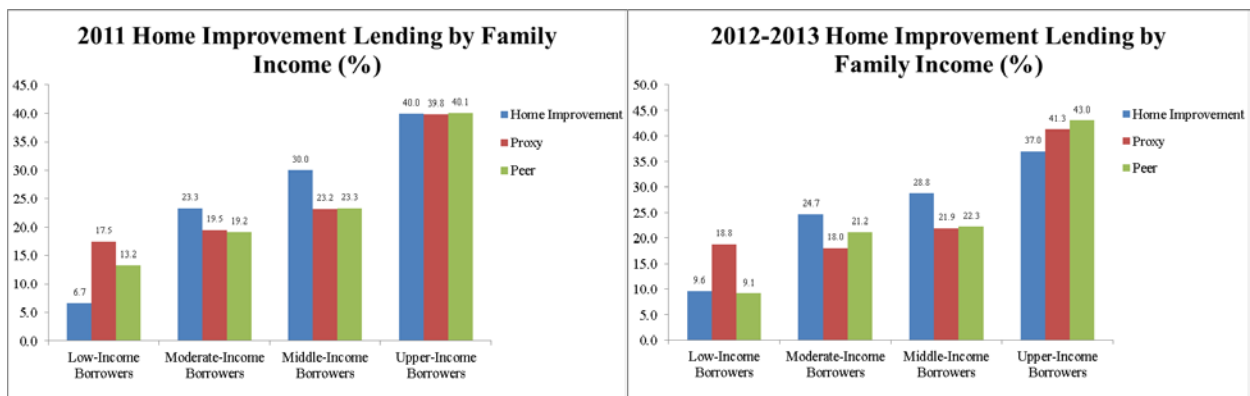


The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was below the percentage of moderate-income families and peer. In 2012 and 2013, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Home Improvement Loans

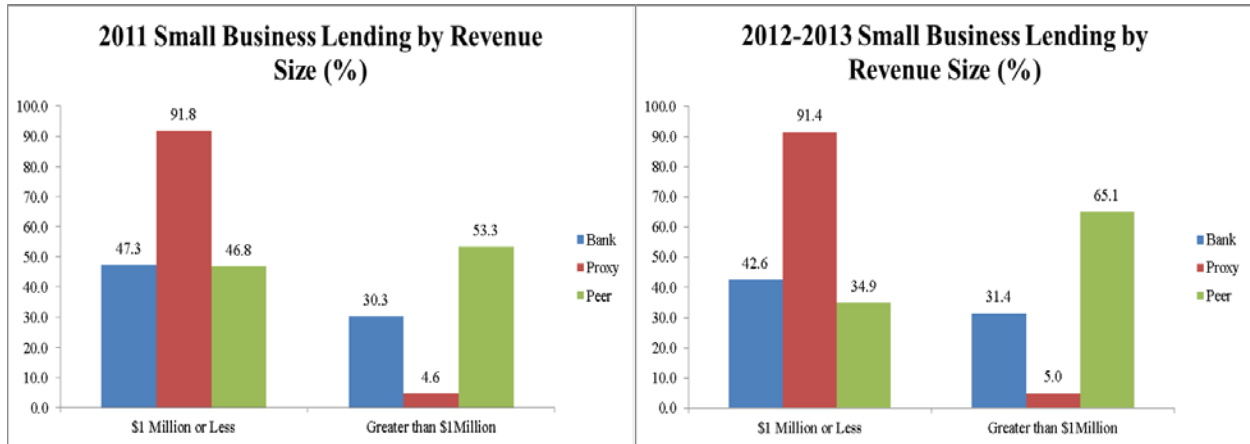


In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and peer. Similarly, in 2012 and 2013, home improvement lending to low-income borrowers was also below the percentage of low-income families, but was comparable to peer.

The level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is adequate.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and greater than peer in 2012 and 2013.

Further analysis of small business lending shows 48.9% and 58.8% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 88.3% in 2011 and 90.2% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 16 community development loans totaling \$41.4 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the 16 loans made in the assessment area, six (\$25.8 million) were for economic development and five loans (\$12.8 million) were to businesses in distressed middle-income tracts that provide jobs and help stabilize these distressed areas. There was one loan (\$2.5 million) for revitalization and stabilization of low- and moderate-income geographies. The remaining four loans (\$339,000) were for community services. Given the presence of several established banks in the market, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 98 investments in this assessment area totaling \$7.5 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	61	\$7,405,312
Community Services	30	\$73,275
Economic Development	6	\$56,500
Revitalization/Stabilization	1	\$1,000
Totals	98	\$7,536,087

The bank made 1.2% of its total community development investments in this assessment area, which is comparable to the percentage of total deposits at 1.3% and less than the percentage of branch offices at 2.0%.

Although this is considered an adequate level of qualified community development investments and grants, the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 27 banking centers within this assessment area as of September 30, 2013, including five in moderate-income, 14 in middle-income, and eight in upper-income census tracts. The banking centers in this assessment area represent 2.0% of all the institution’s banking centers.

Fifth Third had 37 ATMs within this assessment area as of September 30, 2013, including one in low-income, four in moderate-income, 22 in middle-income, and ten in upper-income census tracts. The ATMs in this assessment area represent 1.6% of all the institution’s ATMs.

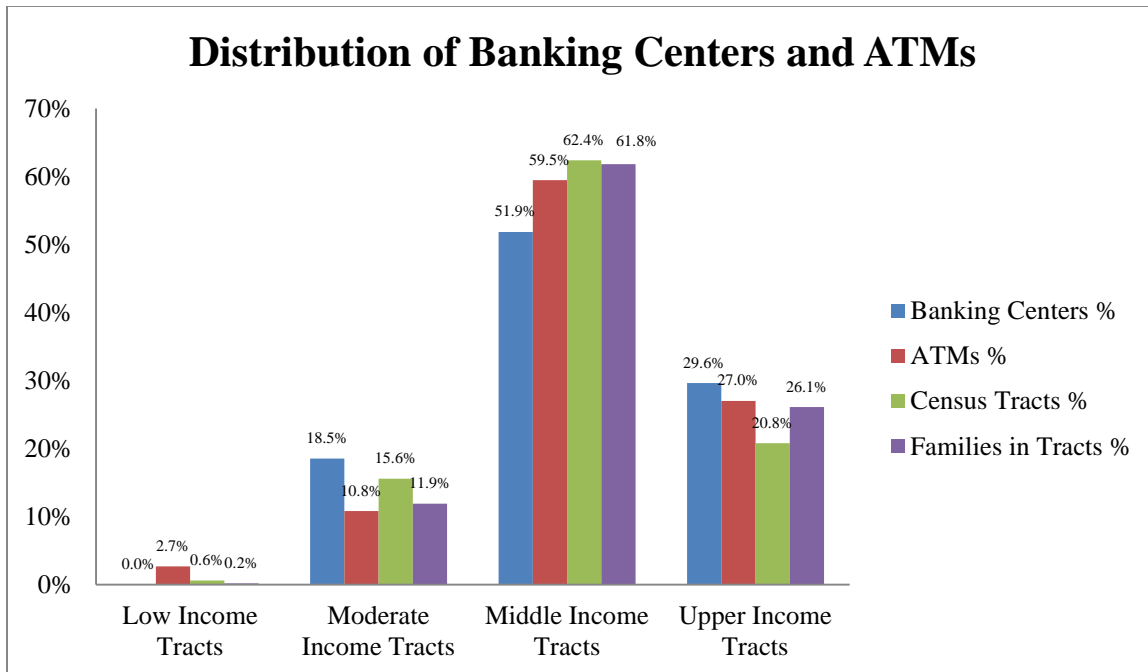
The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income	Percentage of	Percentage of	Percentage of	Percentage of
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Category	Banking Centers	ATMs	Tracts*	Families in Tracts
Low	0.0%	2.7%	0.6%	0.2%
Moderate	18.5%	10.8%	15.6%	11.9%
Middle	51.9%	59.5%	62.4%	61.8%
Upper	29.6%	27.0%	20.8%	26.1%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and a good distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 1,161 hours of community development services in this assessment area, which represents 1.4% of all community development services provided and equates to 0.6 annualized persons (ANP). Services included:

- 609 hours of financial expertise on boards and committees
- 522 hours of financial education
- 30 hours of technical assistance

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN SOUTHERN MICHIGAN

The Non-metropolitan Southern Michigan assessment area consists of Allegan, Hillsdale, Montcalm, St. Joseph, and Shiawassee Counties. The assessment area is comprised of one low-, eight moderate-, 61 middle-, and 13 upper-income tracts. Montcalm County had 13 distressed middle-income tracts due to unemployment in 2011 and 11 distressed middle-income tracts in 2012 because of poverty. St. Joseph County had 13 distressed middle-income tracts in 2013 due to poverty.

As of June 30, 2013, Fifth Third ranked second of 26 institutions with 16.3% of the deposits. Chemical Bank was the largest institution in the assessment area with 17.9% of the deposits. The third and fourth largest institutions were Hillsdale County National Bank and FirstMerit Bank, National Association with 7.4% and 6.5% of deposits, respectively. Deposits in this assessment area accounted for 0.5% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 3,090 HMDA loans and 737 CRA loans, which represented 1.1% of the HMDA and 1.4% of the CRA loans originated during the evaluation period. This was the 23rd largest HMDA market and the 18th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third and Fifth Third Mortgage-MI, LLC ranked fourth of 331 HMDA reporters in the assessment area, while Fifth Third Bank ranked 12th. Wells Fargo and JPMorgan Chase were the top two HMDA reporters in the assessment area. Fifth Third Bank ranked tenth of 66 CRA reporters in the assessment area in 2012. The top three CRA lenders were Capital One, American Express, and Chemical Bank. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information about the assessment area. The contact, representing a non-profit charity organization in Montcalm County, stated that the county as a whole was still feeling the effects of a company that closed in 2003 that resulted in the loss of about 3,000 jobs. Agriculture is important in the county. Many people travel to Grand Rapids, Lansing, or Mount Pleasant for employment. Developers have halted new home construction, since sales are down, but there is sufficient housing in the county and housing values are down, as well. The contact stated that community financial institutions have been helpful if assistance is requested.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 353,381. The percentage of the population living in low- and moderate-income tracts was 8.2%. In addition, 75.0% of the population was 18 years or older, the legal age to enter into a contract.

Based on 2012 estimates, Owosso in Shiawassee County was the 65th largest city in Michigan with 14,852 residents. Sturgis in St. Joseph County was the 84th largest city in Michigan with a population of 10,884. Allegan in Allegan County ranked 148th (second smallest city in the state) with only 5,040 residents.³²⁰

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased slightly during this period. All of the counties in the assessment area except Allegan County experienced declines in population from 2010 to 2012, with Shiawassee County having the highest decrease.³²¹

County	2010 Population	2012 Population	Population Percent Change
Allegan	111,408	112,039	0.6%
Hillsdale	46,688	46,229	-1.0%
Montcalm	63,342	63,097	-0.4%
St. Joseph	61,295	60,796	-0.8%
Shiawassee	70,648	69,232	-2.0%
Total	353,381	351,393	-0.6%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$52,833, which was substantially lower than the median family income for Michigan of \$60,341. The median family incomes ranged from a low of \$46,673 in Montcalm County to a high of \$57,831 in Allegan. As shown in the following table, the median family income for Non-metropolitan Michigan was \$51,400 in 2011, which suggests that the median family income of this assessment area is similar to the median family income for all of Non-metropolitan Michigan. The median family income for Non-metropolitan Michigan increased from 2011 to 2012, but decreased from 2012 to 2013.

³²⁰ Highest Population (2012) in Michigan by City:

<http://www.biggestuscities.com/demographics/mi/population-2012-by-city>

³²¹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
Michigan State Non-Metro**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$51,400	0 - \$25,699	\$25,700 - \$41,119	\$41,120 - \$61,679	\$61,680 - & above
2012	\$52,100	0 - \$26,049	\$26,050 - \$41,679	\$41,680 - \$62,519	\$62,520 - & above
2013	\$51,700	0 - \$25,849	\$25,850 - \$41,359	\$41,360 - \$62,039	\$62,040 - & above

In 2010, the assessment area contained 132,834 households, of which 95,541 (71.9%) were families. Of total families in the assessment area, 35.9% were low- and moderate-income families. Montcalm County had the highest percentage of low- and moderate-income families, with 43.1% of families in that county being low- or moderate-income.

Poverty rates increased significantly in all the counties in the assessment area from 1999 to 2012.³²² The poverty rate increased the most in Hillsdale County, where it more than doubled. St. Joseph had the highest poverty rate in 1999, while Hillsdale County had the highest poverty rate in 2012. Montcalm and St. Joseph County had higher poverty rates than Michigan in 1999, but none of the counties had higher poverty rates than the United States that year. Hillsdale and St. Joseph County had higher poverty rates than Michigan in 2012, while Shiawassee County had a lower poverty rate than Michigan, but a higher rate than the United States.^{323,324}

County	1999 Poverty Rate	2012 Poverty Rate	Change
Allegan	7.3%	13.4%	83.6%
Hillsdale	8.2%	19.7%	140.2%
Montcalm	10.9%	16.1%	47.7%
St. Joseph	11.3%	18.0%	59.3%
Shiawassee	7.8%	15.3%	96.2%
Michigan	10.5%	17.4%	65.7%
United States	11.8%	15.0%	27.1%

³²² United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

³²³ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³²⁴ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Housing Characteristics

There were 157,160 housing units in the assessment area as of the 2010 U.S. Census. The owner-occupancy rate was 68.2%, with a low of 63.1% in St. Joseph County to a high of 71.4% in Allegan County. From an income perspective, 8.0% of housing units and 6.7% of owner-occupied units were in low- or moderate-income tracts. Multi-family dwellings comprised 5.6% of the housing stock, with 10.9% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 39 years, with 28.6% of the stock built before 1950. The oldest housing stock was in Shiawassee County with a median age of 45 years, while the newest was in Allegan County with a median age of 33 years. Since a sizeable amount of the housing stock was more than 25 years old, there could be need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$128,633, with an affordability ratio of 35.5%. Affordability ratios ranged from 33.6% in Allegan County to 38.2% in St. Joseph County. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the assessment area, about 30.0% of the homes valued up to \$91,957 would be considered affordable for low-income individuals and approximately 59.0% of the homes valued up to \$147,132 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure³²⁵.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Allegan County	1:1,862
Hillsdale County	1:1,146
Montcalm County	1:1,743
St. Joseph County	1:555
Shiawassee County	1:1,383
Michigan	1:1,481
United States	1:1,170

³²⁵ RealtyTrac: <http://www.realtytrac.com/statsandrends/foreclosurerends>

St. Joseph County had the highest foreclosure rate in the assessment area in February 2014 and also the highest foreclosure rate in the state. In addition to St. Joseph County, Hillsdale County had a higher foreclosure rate than the Michigan and the United States, while Shiawassee County had a higher foreclosure rate than Michigan, but lower than the United States. Allegan County had the lowest foreclosure rate in the assessment area in February 2014.

Building permits in the assessment area, Michigan, and the United States are included in the following table for 2011 and 2012.³²⁶

Geography	2011	2012	Percent of Change 2011-2012
Allegan County	126	205	62.7%
Hillsdale County	28	36	28.6%
Montcalm County	43	50	16.3%
St. Joseph County	38	29	-23.7%
Shiawassee County	26	19	-26.9%
Total	261	339	29.9%
Michigan	9,341	11,692	25.2%
United States	624,061	829,658	32.9%

Building permits increased in the assessment area from 2011 to 2012. The rate of growth was more than the state rate, but less than the national rate. Allegan County experienced the largest increase in building permits from 2011 to 2012, while Shiawassee County had the biggest decrease. The growth in building permits could indicate that demand for home purchase lending may have increased during the evaluation period.

Labor, Employment, and Economic Characteristics

According to the Allegan County Economic Development Commission, the largest employer in the county is Haworth, Inc., which manufactures office furniture, with 3,415 employees. Perrigo Co., a pharmaceutical company, is the second largest employer in the county with 3,198 employees.³²⁷ The West Michigan Regional Planning Commission stated that the major employers in Montcalm County include Michigan Department of Corrections, Meijer Inc., and Montcalm Community College.³²⁸

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, Michigan, and the nation.³²⁹

³²⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

³²⁷ Allegan County Economic Development Commission – Largest County Employers: <http://www.allegancountyedc.com/facts/employers.html>

³²⁸ West Michigan Regional Planning Commission: <http://www.wmrpc.org/gallery6.htm>

³²⁹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Non-metropolitan Southern Michigan (not seasonally adjusted)			
County	2011	2012	November 2013
Allegan	8.8	7.3	6.3
Hillsdale	11.1	9.5	8.6
Montcalm	12.3	11.0	9.7
St. Joseph	10.3	8.4	7.2
Shiawassee	10.6	9.3	8.5
Michigan	10.4	9.1	7.8
United States	8.5	7.9	7.0

Unemployment rates declined in the five counties in the assessment area in 2011, 2012, and 2013. Allegan County had the lowest employment rate all three years, while Montcalm County had the highest rate. All of the counties had higher unemployment rates than the nation in 2011 and all but Allegan County had higher unemployment rates than the nation in 2012 and 2013. Hillsdale, Montcalm, and Shiawassee Counties had higher unemployment rates than Michigan and the United States in 2011, 2012, and 2013 and St. Joseph County was lower than Michigan, but higher than the United States for all three years.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN SOUTHERN MICHIGAN

Lending Test

Fifth Third's performance under the Lending Test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area and an adequate distribution among borrowers of different income levels and businesses of different revenue sizes. Further, the bank has a low level of lending gaps and made a relatively high level of community development loans. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there were a limited number of low- and moderate-income tracts in the assessment area.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 2,434 home refinance loans, 586 home purchase loans, 70 home improvement loans, 699 small business loans, and nine community development loans during the evaluation period. The percentage of the bank's total lending at 1.2% is greater than the percentage of total deposits at 0.5% in this area.

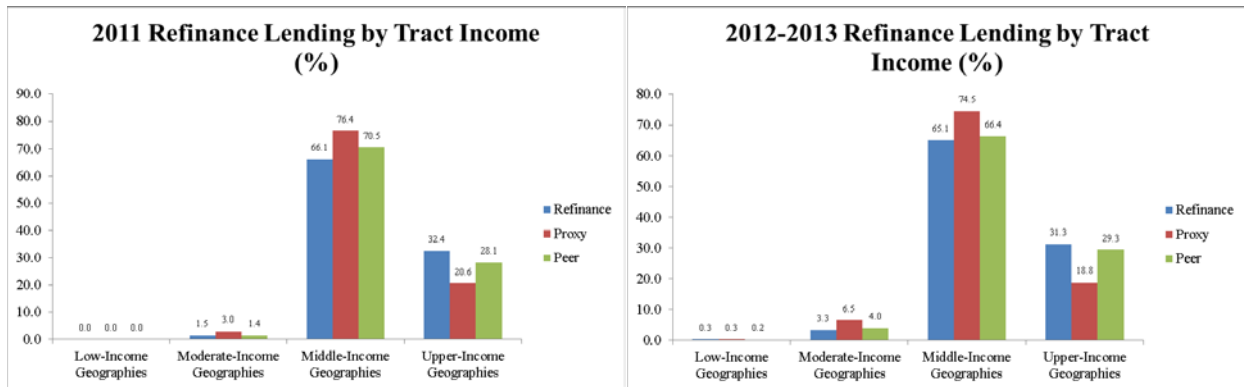
During the evaluation period, Fifth Third originated loans in every census tracts except for one moderate-income tract within the assessment area.

Although Fifth Third faces competition from several large institutions, it has a sizable share of deposits and is one of the largest mortgage lenders in the area. However, Fifth Third is not among the largest small business lenders in this market, and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have negatively affected Fifth Third's ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third's overall distribution of lending among geographies is adequate. Home refinance and home improvement lending were adequate. Home purchase lending was good and small business lending was excellent.

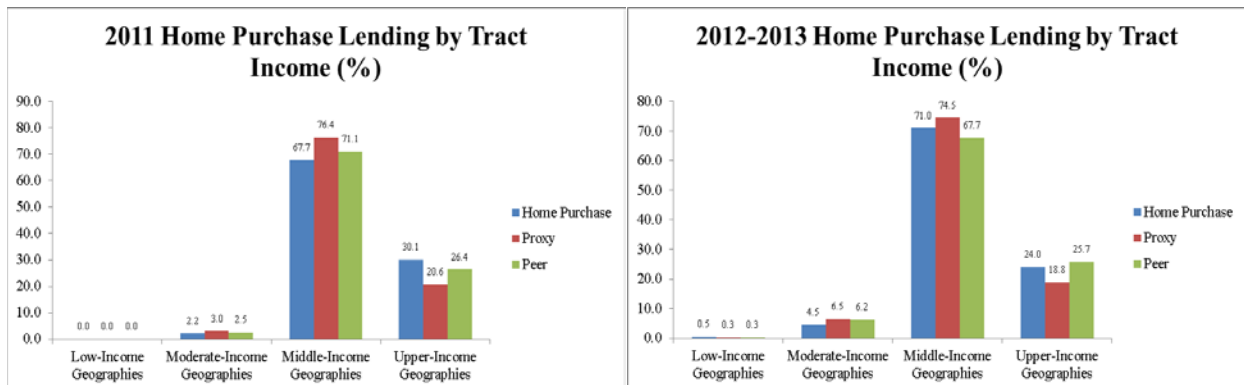
Refinance Loans



Home refinance lending opportunities in low-income tracts during the review period were very limited. Similarly, as evidenced by the lack of owner-occupied units (proxy) in moderate-income tracts, lending opportunities in moderate-income tracts were also limited. In 2012 and 2013, the number of owner-occupied units in moderate-income tracts increased slightly, but Fifth Third originated less refinance loans in moderate-income tracts than the percentage of owner-occupied units.

Overall, the geographic distribution of refinance loans is adequate.

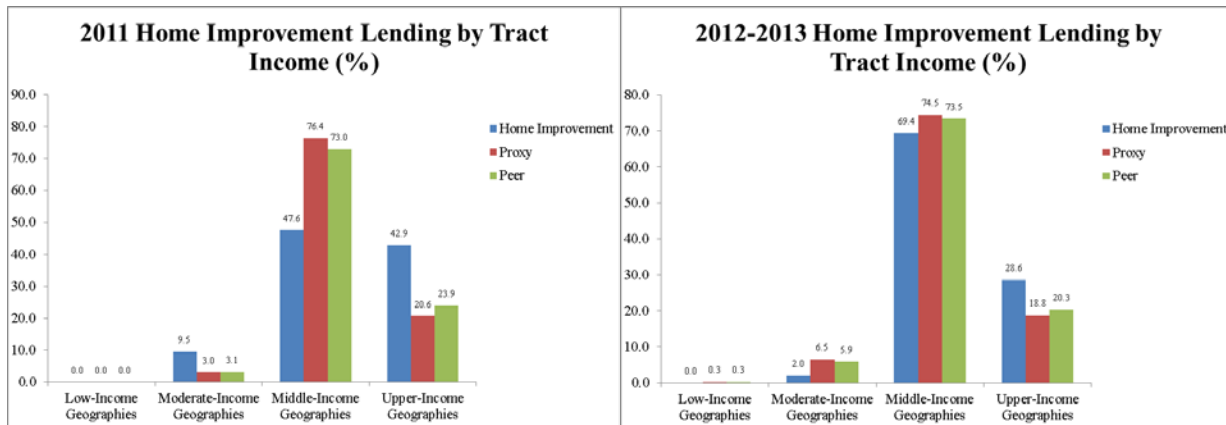
Home Purchase



Home purchase lending opportunities in low-income tracts during the review period were very limited. Similarly, as evidenced by the lack of owner-occupied units (proxy) in moderate-income tracts, lending opportunities in moderate-income tracts were also limited. Nevertheless, in 2011, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer, while, in 2012 and 2013, home purchase lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is good.

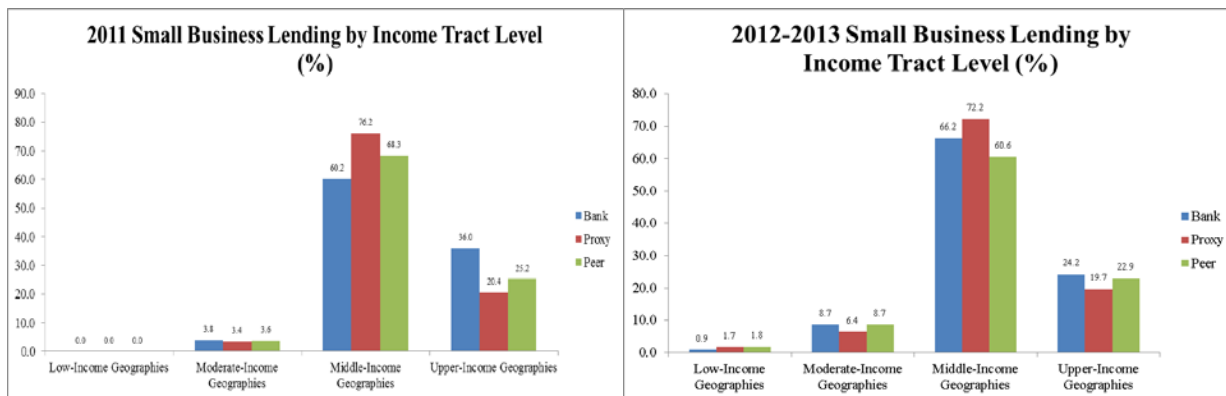
Home Improvement



Home improvement lending opportunities in low-income tracts during the review period were very limited. Similarly, as evidenced by the lack of owner-occupied units (proxy) in moderate-income tracts, lending opportunities in moderate-income tracts were also limited. Nevertheless, in 2011, home improvement lending in moderate-income tracts exceeded the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in low-income tracts was less than the proxy and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



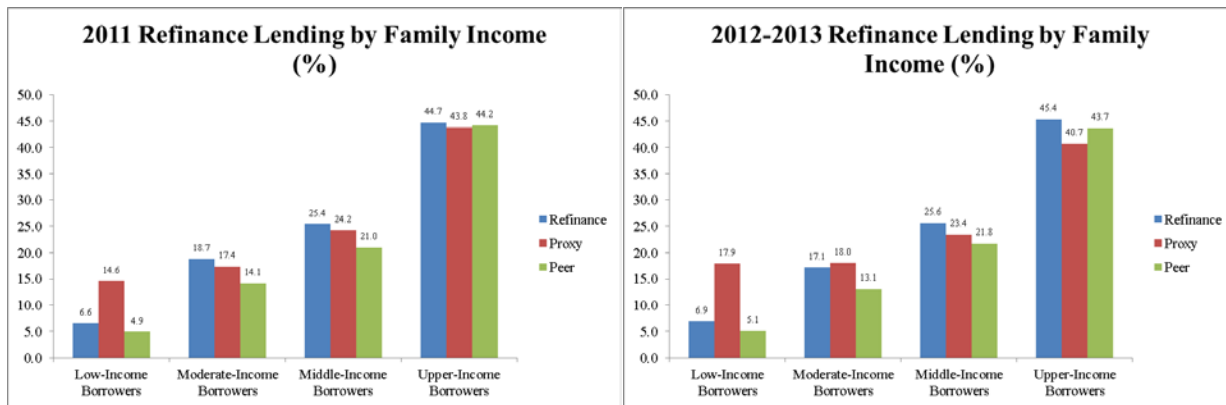
Small business lending opportunities in low-income tracts during the review period were limited. In 2011, small business lending in moderate-income tracts was comparable to the percentage of small business located in moderate-income tracts (proxy) and to the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was slightly greater than the proxy and comparable to peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate for borrowers of different incomes and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families. Given the significant increase in poverty rates within the assessment area, it may be difficult for low- and moderate-income individuals to qualify for loans, especially if income is below the poverty level.

Refinance Loans

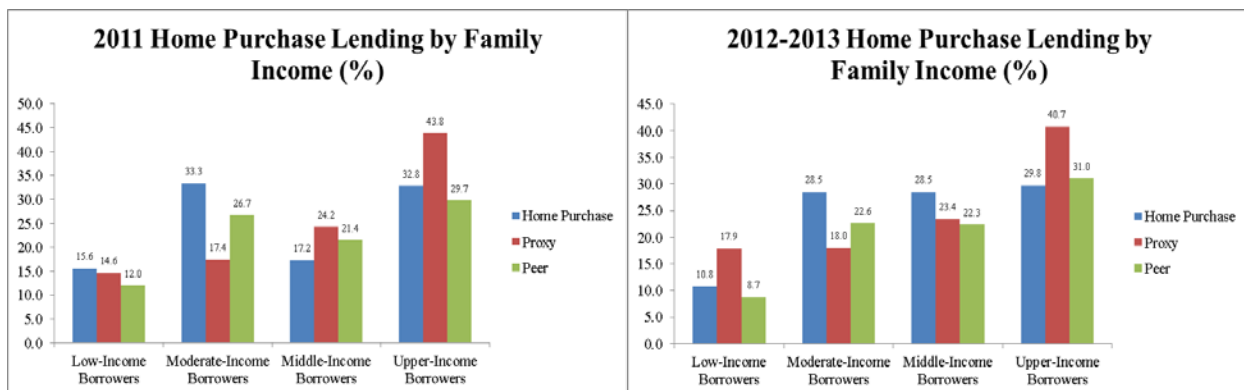


Refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and greater than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is poor.

Home Purchase Loans

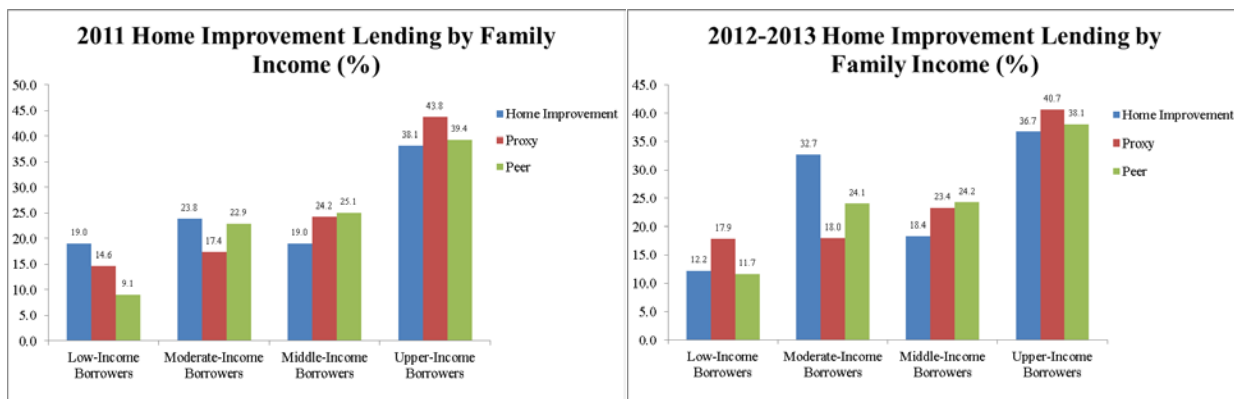


In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and greater than peer. In 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families, but slightly greater than peer.

The level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Home Improvement Loans

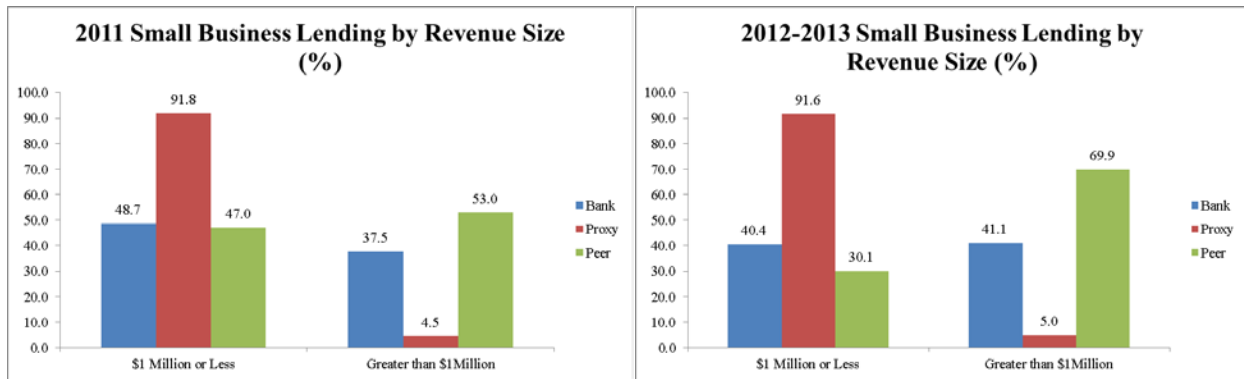


In 2011, the level of home improvement lending to low-income borrowers was greater than the percentage of low-income families (proxy) and peer. In 2012 and 2013, home improvement lending to low-income borrowers was below the percentage of low-income families, but was comparable to peer.

In 2011, the level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was greater than the proxy and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. Although this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and greater than peer in 2012 and 2013.

Further analysis of small business lending shows 58.1% and 62.2% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 83.7% in 2011 and 88.3% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed, since smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated eight community development loans totaling \$19.7 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. There were three community development loans totaling \$10.1 million for revitalization and stabilization of low- and moderate-income geographies and distressed middle-income areas. There were three loans (\$5.9 million) for economic development that provided working capital and supported construction and manufacturing in the area. The remaining loans were for affordable housing (\$2.5 million) and community services (\$1.3 million). Given Fifth Third’s presence in the assessment area and the presence of several established banks in the market, Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 69 investments in this assessment area totaling \$6.7 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	53	\$6,489,707
Community Services	12	\$23,380
Economic Development	4	\$209,000
Totals	69	\$6,722,087

The bank made 1.1% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.5% and branch offices at 0.7%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has generally not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

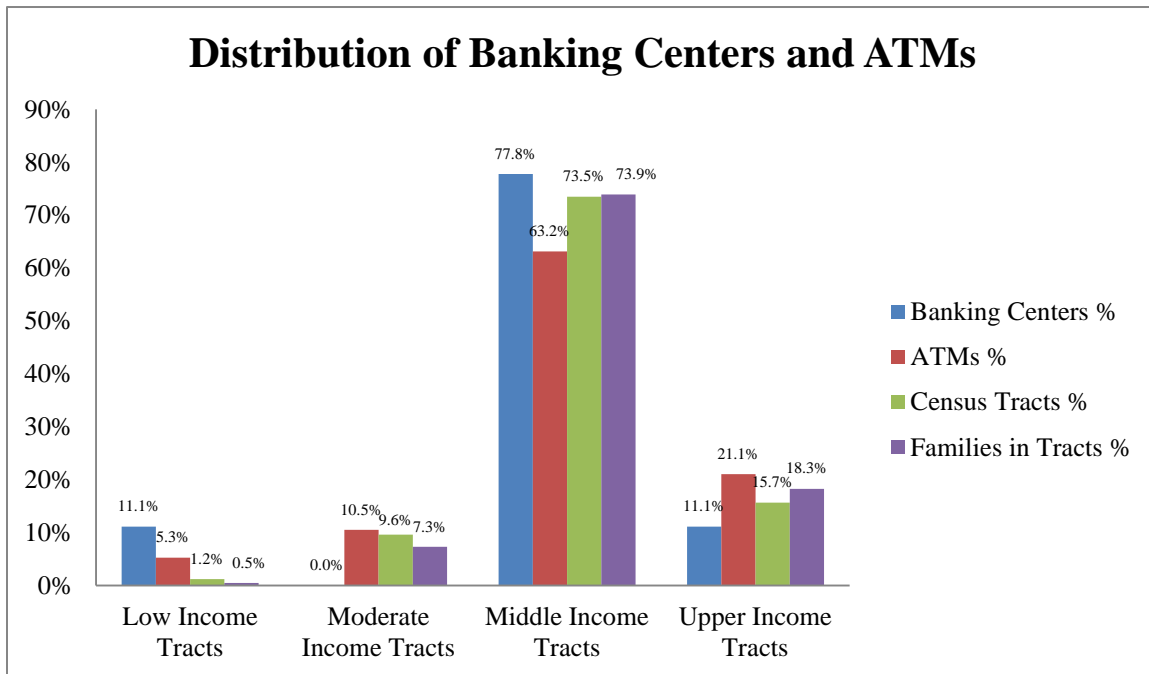
Fifth Third had nine banking centers within this assessment area as of September 30, 2013, including one in low-income, seven in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.7% of all the institution’s banking centers.

Fifth Third had 19 ATMs within this assessment area as of September 30, 2013, including one in low-income, two in moderate-income, 12 in middle-income, and four in upper-income census tracts. The ATMs in this assessment area represent 0.8% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	11.1%	5.3%	1.2%	0.5%
Moderate	0.0%	10.5%	9.6%	7.3%
Middle	77.8%	63.2%	73.5%	73.9%
Upper	11.1%	21.1%	15.7%	18.3%

The table reflects an excellent distribution within low-income tracts and a poor distribution within moderate-income tracts.



The branch distribution includes the closing of one banking center since November 15, 2011. The result was no change in the number of banking centers in low- and moderate-income tracts and the bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 847 hours of community development services in this assessment area, which represents 1.0% of all community development services provided and equates to 0.4 annualized persons (ANP). Services included:

- 628 hours of financial expertise on boards and committees
- 219 hours of financial education

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
BATTLE CREEK, MI MSA**

The Battle Creek MI MSA consists of Calhoun County. The bank takes the entire MSA in its assessment area. The assessment area is comprised of four low-income, 11 moderate-income, 15 middle-income, and nine upper-income tracts.

Fifth Third ranked third of 14 institutions in the assessment area with 12.2% of deposits as of June 30, 2013. Deposits in the MSA represented 0.1% of the bank’s total deposits.

This was the 48th largest HMDA market and the 39th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
BATTLE CREEK, MI MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Consistent	Consistent

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. Fifth Third has a good distribution of loans among geographies and a good distribution of loans based on borrower’s income levels and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third originated six community development loans totaling \$7.5 million in this assessment area. Given Fifth Third’s presence in the market, it had a relatively high level of community development loans in the assessment area.

Overall, the institution funded over \$4.0 million in community development investments.

Retail services are accessible and the bank provided an adequate level of community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
JACKSON, MI MSA**

The Jackson MI MSA consists of Jackson County. The bank takes the entire MSA in its assessment area. The assessment area is comprised of seven low-income, five moderate-income, 16 middle-income, and nine upper-income tracts. There is also one tract with no income designation.

Fifth Third ranked sixth of 12 institutions in the assessment area with 4.7% of deposits as of June 30, 2013. Deposits in the MSA represented less than 0.1% of the bank's total deposits.

This was the 42nd largest HMDA market and the 32nd largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
JACKSON, MI MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Below	Above

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts. Fifth Third has a good distribution of loans among geographies and a good distribution of loans based on borrower's income levels and to businesses of different revenue sizes. Community development loans totaled \$14.6 million in this assessment area. Given Fifth Third's limited presence in the market, it had a relatively high level of community development loans in the assessment area.

Overall, the institution funded nearly \$581,479 in community development investments.

Retail services are readily accessible and the bank is a leader in providing community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
LANSING-EAST LANSING, MI MSA**

The Lansing-East Lansing MI MSA consists of Clinton, Easton, and Ingham Counties. The bank takes the entire MSA in its assessment area. The assessment area is comprised of eight low-income, 28 moderate-income, 57 middle-income, and 28 upper-income tracts. There are also ten tracts with no income designation.

Fifth Third ranked first of 23 institutions in the assessment area with 14.2% of deposits as of June 30, 2013. Deposits in the MSA represented 0.8% of the bank’s total deposits.

This was the 14th largest HMDA market and the 17th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
LANSING-EAST LANSING, MI MSA**

Lending Test*	Investment Test*	Service Test*
Above	Consistent	Above

*Compared with the state rating

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. Fifth Third has a good distribution of loans among geographies. Fifth Third also has a good distribution of loans based on borrower’s income levels and an adequate distribution of loans to businesses of different revenue sizes.

Fifth Third made 21 community development loans totaling \$119.5 million in this assessment area. Therefore, Fifth Third was a leader in community development lending in the assessment area.

Overall, the institution funded nearly \$13.1 million on community development investments.

Retail services are readily accessible and the bank is a leader in providing community development loans.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
SAGINAW-BAY CITY-SAGINAW TOWNSHIP NORTH, MI CSA**

The Saginaw-Bay City-Saginaw Township North MI CSA consists of the following two MSAs:

- Bay City MI MSA #13020, consisting of Bay County
- Saginaw-Saginaw Township North MI MSA #40980, consisting of Saginaw County

The bank takes both counties in its assessment area. The assessment area is comprised of eight low-income, 18 moderate-income, 40 middle-income and 16 upper income tracts.

Fifth Third ranked ninth of 17 institutions in the assessment area with 2.1% of deposits as of June 30, 2013. Deposits in the CSA represented less than 0.1% of the bank’s total deposits.

This was the 50th largest HMDA market and the 34th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
SAGINAW-BAY CITY-SAGINAW TOWNSHIP NORTH, MI CSA**

Lending Test*	Investment Test*	Service Test*
Below	Consistent	Below

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. During the evaluation period, significant gaps in lending were noted in low-income geographies, although penetration levels within moderate-income tracts were moderate. Fifth Third has an adequate distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower’s income levels, but a poor distribution of loans to businesses of different revenue sizes.

Fifth Third made 19 community development loans totaling \$62.8 million in this assessment area. Given the dollar volume of its community development lending, Fifth Third is a leader in making community development loans.

Overall, the institution funded nearly \$4.3 million on community development investments.

Although retail services are unreasonably inaccessible, the bank is a leader in providing community development services.

STATE OF MISSOURI

CRA RATING for State of Missouri: “Satisfactory”

The lending test is rated: “High Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An adequate responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems are reasonably accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the St. Louis MSA assessment area, which represents Fifth Third’s entire banking operations for Missouri. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE ST. LOUIS, MO-IL MSA

The St. Louis MO-IL multi-state MSA consists of Bond, Calhoun, Clinton, Jersey, Macoupin, Madison, Monroe, and St. Clair Counties in Illinois and Crawford, Franklin, Jefferson, Lincoln, St. Louis City, St. Louis, and St. Charles Counties in Missouri. The assessment area only includes St. Louis City and St. Louis and St. Charles Counties and is comprised of 57 low-, 75 moderate-, 114 middle-, and 136 upper-income tracts. There are two tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked 11th of 68 institutions with 1.9% of the deposits in the assessment area. The largest bank in the assessment area was Scottrade Bank with 24.0% of deposits. U.S. Bank and Bank of America were the second and third largest institutions with 17.0% and 12.5% of the deposits, respectively. Deposits in this assessment area accounted for 1.4% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 2,281 HMDA loans and 454 CRA loans, which represented 0.8% of HMDA loans and 0.9% of CRA loans originated during the evaluation period. This was the 27th largest HMDA market and 26th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 29th of 110 HMDA reporters in the assessment area, while Fifth Third Bank ranked 110th. Wells Fargo, U.S. Bank, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 29th of 110 CRA reporters in 2012. The top three CRA reporters were American Express, U.S. Bank, and Capital One. American Express and Capital One are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information about the assessment area. One contact represented a syndicator of low-income and historic tax credits. The contact indicated that St. Louis experienced a significant downturn during the recession, but not as severe as some other areas in the nation; unemployment rose and vacancies increased. Conditions improved from 2011 to 2012, and as such, homeownership and rental occupancy rates have increased. There continues to be a demand for additional housing for very low-income people. While major employers have left the area, remaining employers have been hiring. Most of the growth appears to be on the outskirts of the city, which makes it difficult for low-income residents living in the city center. In early 2012, a metropolitan CRA association was formed at the suggestion of federal regulators. The contact indicated that the majority of banks in the area are members and the group meets regularly to discuss opportunities for community development. As a result, a large project has been undertaken to revitalize the north side of town. Most of the banks participating are small, out-of-state institutions. The contact stated that low- and moderate-income areas would benefit from comprehensive community development plans that incorporate affordable housing, infrastructure improvement, and services, such as childcare.

The contact stated that Commerce Bank is very helpful and accommodating of the needs of low- and moderate-income individuals. Some banks, such as PNC and Midwest BankCentre, have opened branches in low-income areas. First National Bank of St. Louis and Enterprise Bank and Trust were also mentioned as being active in the community.

The second contact that represented an affordable housing agency serving an older area of St. Louis stated that the area is transitioning from manufacturing to services and recreational activities. There is a mixture of residents that have been in the area for a long time and newer residents who tend to live in a more affluent area. Pinnacle Casino performed environmental remediation, built roads, and contributed to a community center. A reinvestment fund has facilitated job-creating community development projects and created redevelopment opportunities. Some parts of the area have been plagued with foreclosures and dilapidated properties. The agency would like to make connections with banks with OREO properties located in these areas so that the properties can be slated for affordable housing. The contact stated that with the decrease in property values, there is a need for flexible cash-out refinance programs and homeowner education workshops. The contact stated the agency's overall experiences with local financial institutions have been positive; however, some banks appear to be reluctant to fully service low- and moderate-income communities. Commerce Bank, Midwest BankCentre, and PNC have been supportive of the agency.

The third contact representing an economic development agency indicated that loan demand is stagnant because businesses are unsure of economic conditions. Most businesses have cash reserves and are waiting to see what will happen to the economy in the next three to four years; however, there are entrepreneurs in the area that are experiencing strong growth. The contact stated that more access to funding needs to be available for the growing number of start-up companies. The contact indicated financial institution involvement in the community is limited; however, some large banks, such as Bank of America and U.S. Bank, are becoming more involved with start-up companies.

The fourth contact, who represented an agency that provides services to small businesses, indicated that businesses need help to obtain loans, such as assistance in developing business and marketing plans. The contact believes there is a great deal of competition for loans.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.7 million. The percentage of the population living in low- and moderate-income tracts was 28.3%. In addition, 76.5% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the St. Louis MSA was the 18th largest nationally in terms of population and the largest in Missouri.³³⁰ Based on 2012 estimates, St. Louis was the 58th largest city in the United States³³¹ and the second largest in Missouri with a population of 318,172.³³²

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. The assessment area experienced modest growth, with St. Charles County having the highest increase in population. The population for St. Louis City declined slightly from 2010 to 2012.³³³

County	2010 Population	2012 Population	Population Percent Change
St. Charles	360,485	368,666	2.3%
St. Louis City	319,294	318,172	-0.4%
St. Louis	998,954	1,000,438	0.1%
Total	1,678,733	1,687,276	0.5%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$70,408, which was slightly more than the median family income of the MSA at \$67,013 and significantly greater than the median family income for Missouri at \$57,661. The median family income ranged from a low of \$41,395 in St. Louis City to a high of \$82,226 in St. Charles County. As shown in the following table, the median family income for the MSA increased in 2011 and 2012, but fell in 2013.

Borrower Income Levels MO, St. Louis - MSA

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$69,500	0 - \$34,749	\$34,750 - \$55,599	\$55,600 - \$83,399	\$83,400 - & above
2012	\$70,400	0 - \$35,199	\$35,200 - \$56,319	\$56,320 - \$84,479	\$84,480 - & above
2013	\$69,200	0 - \$34,599	\$34,600 - \$55,359	\$55,360 - \$83,039	\$83,040 - & above

³³⁰ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

³³¹ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

³³² Highest Population (2012) in Missouri by City:
<http://www.biggestuscities.com/mo/2012>

³³³ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

In 2010, the MSA contained 676,189 households, of which 427,738 were families (63.3%). Of the total families in the assessment area, 36.5% were low- and moderate-income families. St. Louis City had the highest percentage of low- and moderate-income families, as 60.5% of the families there were low- or moderate-income. The higher concentration of low- and moderate-income families is reflected in the following poverty figures.

The following table shows the poverty rates for 1999³³⁴ and 2012.³³⁵

County	1999 Poverty Rate	2012 Poverty Rate	Change
St. Charles	4.0%	7.1%	77.5%
St. Louis City	24.6%	29.3%	19.1%
St. Louis	6.9%	12.1%	75.4%
Missouri	11.7%	16.2%	38.5%
United States	11.8%	15.0%	27.1%

Poverty rates increased in all three counties in the assessment area from 1999 to 2012.³³⁶ The poverty rate grew significantly in St. Charles and St. Louis Counties and the increase was much higher than poverty increases in Missouri and the United States during this time. Although the rates grew substantially in these two counties, the poverty rate remained below the state and national rate in 1999 and 2012. St. Louis City had the lowest growth in poverty rates; however, its poverty rates were the highest by far in the assessment area in 1999 and 2012.

Housing Characteristics

There were 751,122 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 62.2%, ranging from a low of 37.6% in St. Louis City to a high of 78.1% in St. Charles County. From an income perspective, 31.4% of housing units and 21.6% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 17.1% of the housing within the assessment area, with 31.9% of multi-family units in low- and moderate-income tracts. These numbers indicate that demand for housing would likely be concentrated in middle- and upper-income tracts; however, there should still be a sizeable demand for home lending in low- and moderate-income tracts.

The median age of the housing stock in the assessment area was 45 years old, with 27.1% of the stock built before 1950. The youngest housing stock was in St. Charles County with a median age of 20 years, while St. Louis City had the oldest housing stock with a median age of 71 years. Since there is a significant amount of housing that is greater than 25 years old, especially in St. Louis City, there could be a large demand for home improvement and rehabilitation loans.

³³⁴ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³³⁵ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

³³⁶ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

The median housing value in the assessment area was \$175,312 as of the 2010 U.S. Census, with an affordability ratio of 30.9%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 27.5% in St. Louis City to a high of 35.7% in St. Charles County.

Based on the 2013 median family income for the MSA, about 26.9% of the homes valued up to \$123,084 would be considered affordable for low-income individuals and approximately 66.9% of the homes valued up to \$196,935 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,³³⁷ the median sales price in the MSA in 2012 was \$123,900, which was greater than the median sales price of \$121,800 in 2011, but lower than the median sales price of \$131,100 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure.³³⁸

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
St. Charles County	1:1,267
St. Louis City	1:1,049
St. Louis County	1:1,023
Missouri	1:2,225
United States	1:1,170

As shown in the table above, St. Louis County had the highest foreclosure rate in the assessment area in February 2014. According to RealtyTrac, St. Louis City had the second highest ratio of properties in foreclosure in Missouri, while St. Louis City and St. Charles County ranked third and fourth, respectively. While all three counties had higher foreclosure rates than Missouri, St. Louis City and St. Louis County also had foreclosure rates greater than the United States'.

Building permits in the St. Louis MSA, Missouri, and the United States are included in the following table for 2011, 2012, and 2013.³³⁹

³³⁷ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoes/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

³³⁸ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

³³⁹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
St. Louis MSA	4,407	5,489	24.6%	5,685	3.6%
Missouri	9,242	12,297	33.1%	12,799	4.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA increased from 2011 to 2012 and from 2012 to 2013, but at a much slower pace. The rate of increase from 2011 to 2012 was less than the growth rate for the state and nation during that time. From 2012 to 2013, the MSA’s building permits growth rate was similar to Missouri’s, but was much smaller than the United States’ for this time period. The decline in the number of permits in the MSA could indicate a decrease in the demand for home purchase loans during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following nine Fortune 500 companies. Eight of the nine were located in St. Louis City and Reinsurance Group of America is in St. Louis County.

Fortune 500 Companies in the St. Louis Area ³⁴⁰		
Rank	Company	Revenue (\$ billion)
24	Express Scripts Holding	94.4
123	Emerson Electric	24.5
206	Monsanto	13.5
275	Reinsurance Group of America	9.8
303	Centene	8.7
315	Peabody Energy	8.3
373	Ameren	6.8
465	Graybar Electric	5.4
491	Jones Financial	5

According to the *St. Louis Business Journal*, the following were the top three largest employers in St. Louis as of June 1, 2013: BJC Healthcare with 25,039 employees; Boeing Defense, Space & Security with 14,868 employees; and, Washington University in St. Louis with 14,091 employees.³⁴¹ St. Charles County Economic Development Center identified Citi as the largest employer in St. Charles County in 2012 with 4,100 employees. The next two largest employers were school districts: Ft. Zumwalt School District and Francis Howell School District with 2,597 and 2,069 employees, respectively.³⁴²

³⁴⁰ Charlotte Chamber of Commerce – Fortune 500 Companies:

http://charlottechamber.com/clientuploads/Economic_pdfs/Fortune500List.pdf

³⁴¹ Ledden, Nicholas. “The Largest Employers in St. Louis.” *St. Louis Business Journal*. July 12, 2013 -

<http://www.bizjournals.com/stlouis/blog/2013/07/the-largest-employers-in-st-louis.html>

³⁴² St. Charles County Economic Development Center – Major Employers: http://edcscc.com/dbh_major-employers.htm

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Missouri, and the United States.³⁴³

Unemployment Rates St. Louis, MO-IL MSA (not seasonally adjusted)			
County	2011	2012	November 2013
St. Charles County	7.2	6.0	4.9
St. Louis City	11.6	9.3	7.8
St. Louis County	8.1	6.7	5.6
Missouri	8.4	6.9	5.5
MSA	8.8	7.6	6.5
United States	8.5	7.9	7.0

Unemployment rates declined in the three counties in the assessment area from 2011 to 2013. St. Louis City had the highest rates all three years and the rates were higher than the state and national rates during this time. St. Charles County had the lowest rates all three years. Both St. Louis County and St. Charles County had unemployment rates lower than the state and nation in 2011 and 2012; however, St. Louis County’s unemployment rate was slightly higher than Missouri in 2013.

In March 2013, YP Holdings, Inc., the company that operates Yellow Pages, announced that it would lay off more than 100 employees in the St. Louis area by July of that year, as some of the jobs were reportedly being outsourced to India.³⁴⁴

³⁴³ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

³⁴⁴ Levin, Sam. “Yellow Pages LLC: Massive St. Louis Layoffs with Jobs Reportedly Outsourced to India.” *Riverfront Times*. March 6, 2013. - http://blogs.riverfronttimes.com/dailyrft/2013/03/yellow_pages_layoffs_st_louis.php

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE ST. LOUIS, MO-IL MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is rated "High Satisfactory." It has demonstrated an adequate responsiveness to the credit needs of the community. The bank is a leader in community development lending, which augmented Fifth Third's overall performance in the assessment area. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, an adequate distribution of loans to businesses of different revenue sizes, and moderate lending gaps. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 1,757 home refinance loans, 507 home purchase loans, 452 small business loans, and 15 community development loans during the evaluation period. The percentage of the bank's total lending at 0.8% is comparable to the percentage of total deposits at 1.4% in this area.

During the evaluation period, there were moderate gaps in lending. Although Fifth Third originated loans in a majority of the census tracts within the assessment area, low-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in 47.4% of low-income census tracts and in 81.3% of moderate-income tracts. According to the 2010 U.S. Census, 8.6% of families reside in low-income tracts and 11.1% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 30.2%, thus limiting opportunities to originate residential mortgage loans.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	386	\$66,599
Down Payment Assistance Programs	1	\$91,481
Other Flexible Lending Programs	475	\$75,189,134

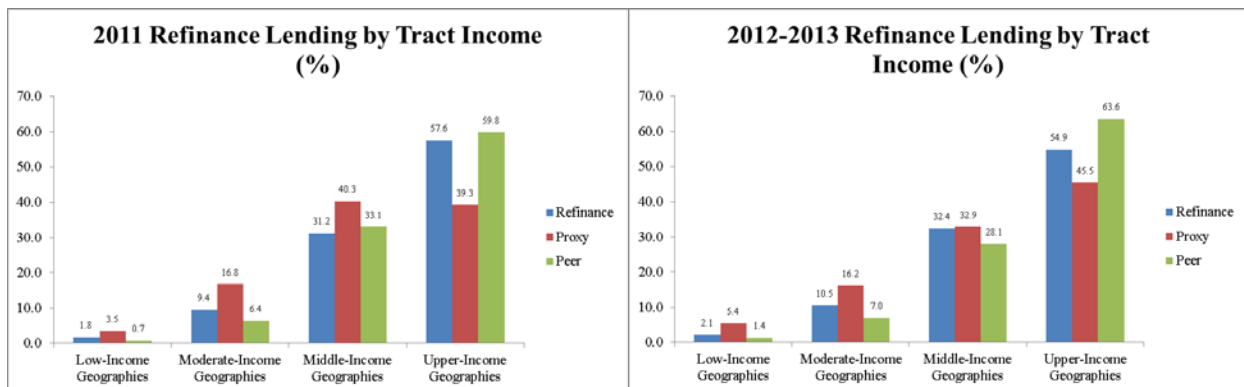
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure; however, only 4.1% of modifications occurred in low-income tracts, despite 14.8% of all tracts being designated as low-income. In contrast, the percentage of modifications in moderate-income tracts exceeded the percentage of those income tract categories in the assessment area.

The competition among financial institutions in the assessment area is significant and Fifth Third is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are adequate. Small business lending is good.

Refinance Loans

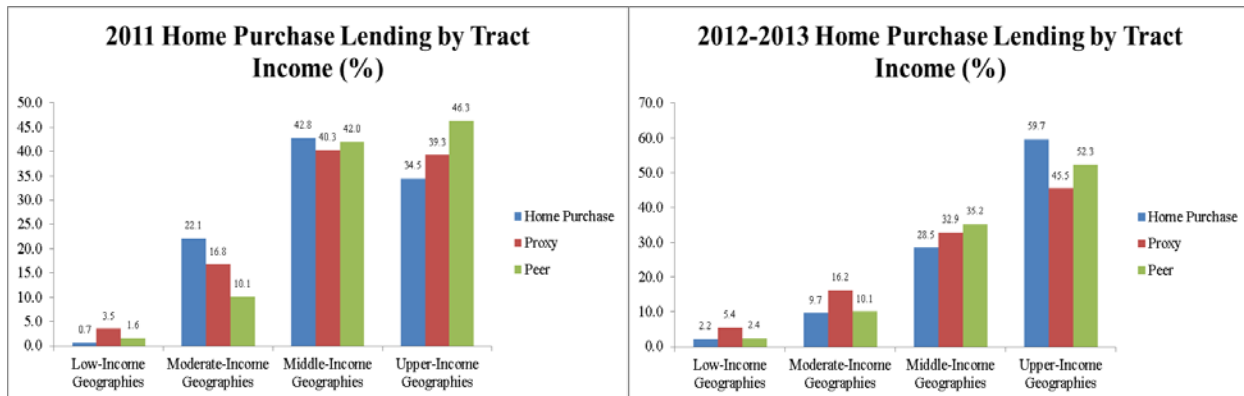


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. Fifth Third’s refinance lending in low-income tracts was slightly less than the percentage of owner-occupied units (proxy) in those tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and above peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

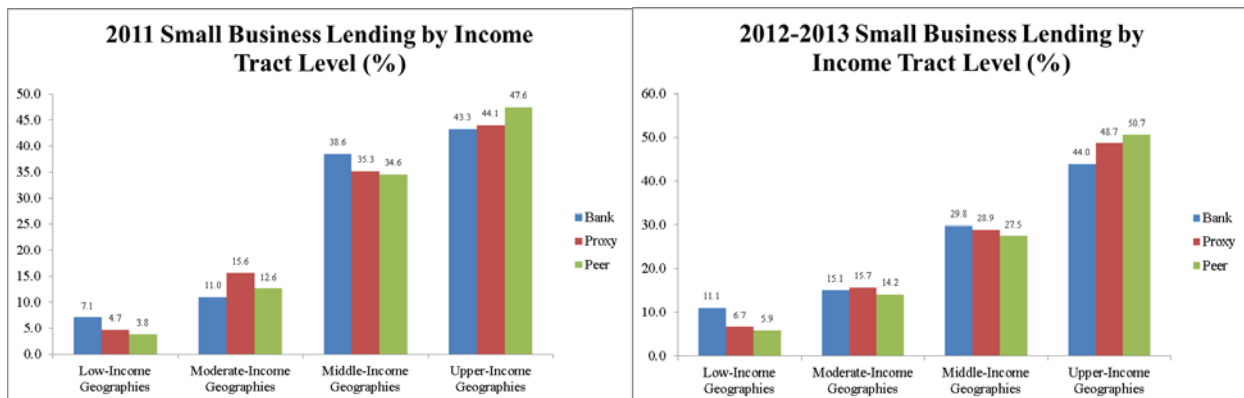


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. Fifth Third’s home purchase lending in low-income tracts was slightly less than the percentage of owner-occupied units (proxy) in those tracts.

In 2011, home purchase lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



Small business lending in low-income tracts was above the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

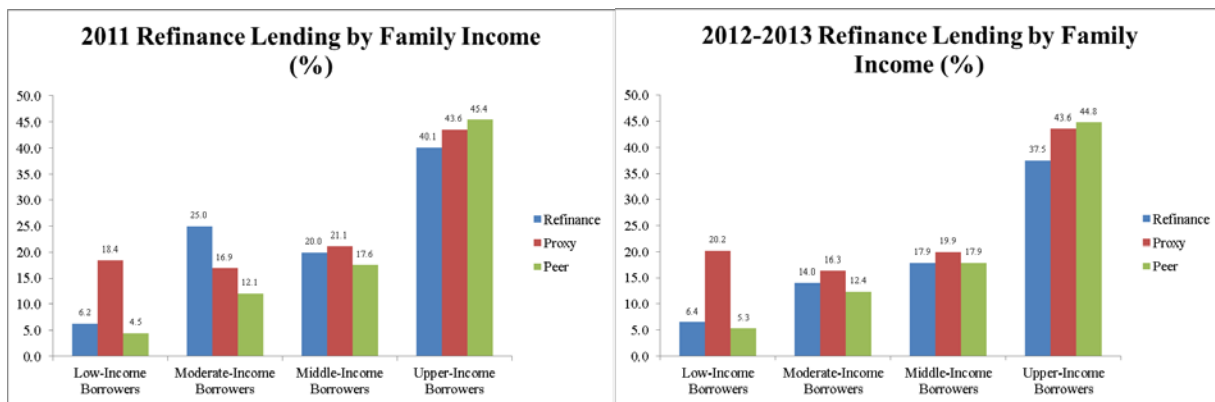
In 2011, small business lending in moderate-income tracts was slightly lower than the percentage of small business located in moderate-income tracts (proxy) and comparable to the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was comparable to the proxy and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. As previously stated, poverty rates in the assessment area increased significantly and, although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families. In addition, given the affordability ratios discussed previously, many of the homes within the assessment area were not considered affordable for families below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

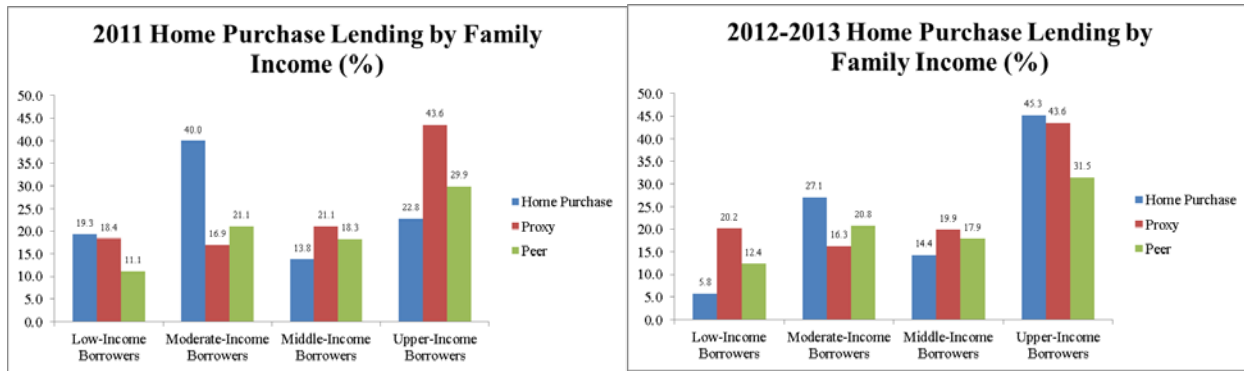


Refinance lending to low-income borrowers was less than the percentage of low-income families and comparable to peer.

In 2011, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

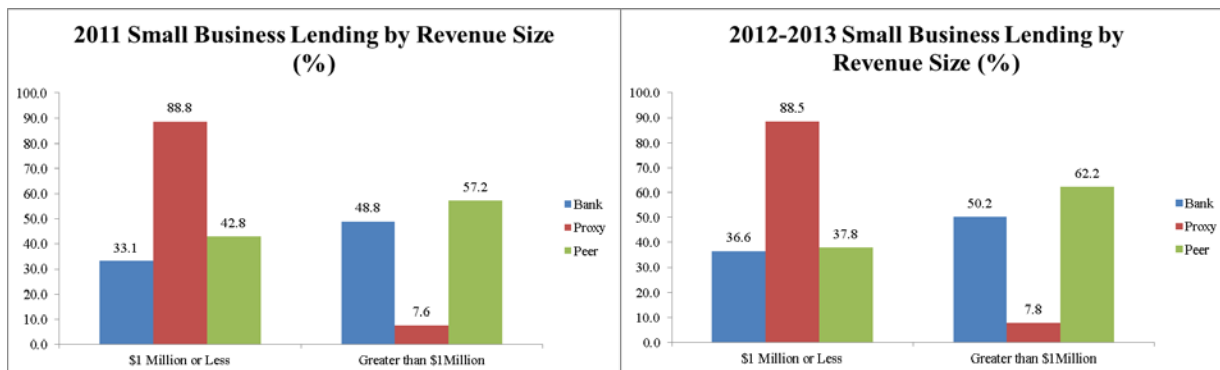


In 2011, the level of home purchase lending to low-income borrowers was comparable to the percentage of low-income families (proxy) and higher than peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers also below the percentage of low-income families and peer.

In 2011, the level of home purchase lending to moderate-income borrowers was well above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was also above proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated approximately one-third of small business loans to businesses with annual revenues less than \$1 million. This was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy).

Further analysis of small business lending shows 54.6% and 63.4% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was less than the peer at 88.5% in 2011 and 90.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans.

Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 15 community development loans totaling \$122.5 million. Community development lending in this assessment area represented 2.5% of the total dollar volume of community development loans originated by the bank during the evaluation period. Of the 15 loans made in the assessment area, four (\$86.0 million) were for revitalization/stabilization of low-income and moderate-income geographies and two (\$22.8 million) were for economic development. An additional two loans (\$8.7 million) were for affordable housing and two other loans (\$5.0 million) were for community services. These community development loans provided working capital loans to assist businesses in low-income and moderate-income geographies to purchase equipment and retain employees. The funds also supported non-profit agencies that provide housing for and service to low- and moderate-income individuals. Given the competition in the market and Fifth Third’s limited presence in the assessment area, Fifth Third was a leader in community development lending.

Investment Test

Fifth Third’s performance under the investment test in this assessment area is rated “Outstanding.” The institution funded 20 investments in this assessment area totaling \$11.8 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	9	\$11,470,454
Community Services	9	\$217,300
Economic Development	1	\$100,000
Revitalization/Stabilization	1	\$100,000
Totals	20	\$11,887,754

The bank made 2.0% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 1.4% and branch offices at 1.2%.

This is considered to be an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “High Satisfactory.” Retail services are reasonably accessible, and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 17 banking centers within this assessment area as of September 30, 2013, including two in low-income, two in moderate-income, two in middle-income, and 11 in upper-income census tracts. The banking centers in this assessment area represent 1.2% of all the institution’s banking centers.

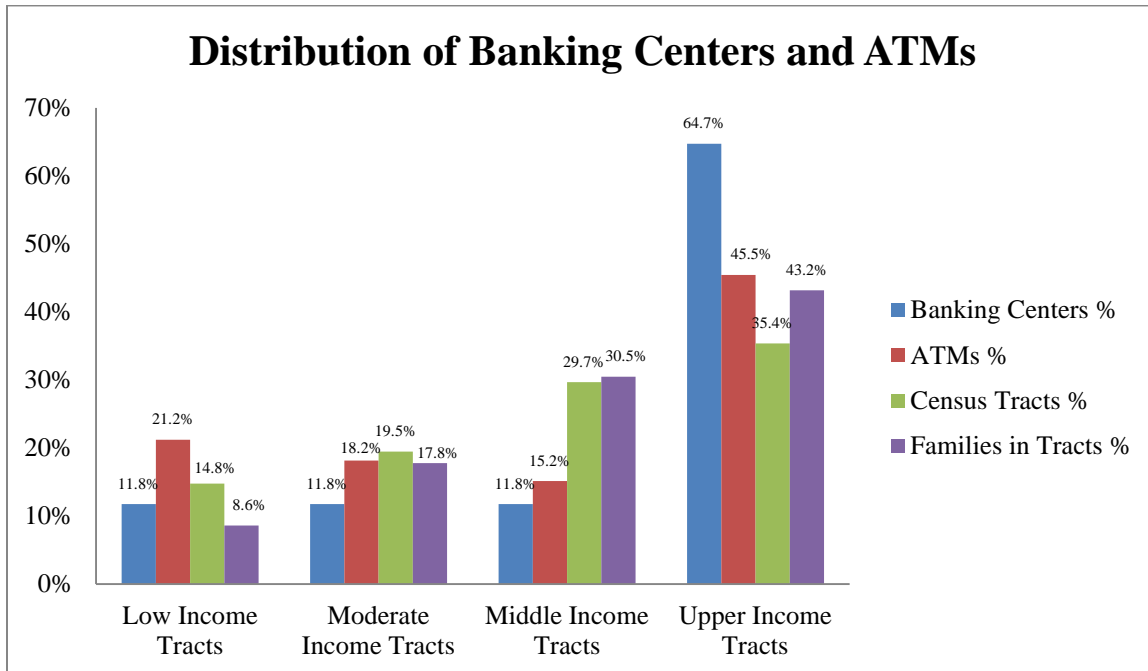
Fifth Third had 33 ATMs within this assessment area as of September 30, 2013, including seven in low-income, six in moderate-income, five in middle-income, and 15 in upper-income census tracts. The ATMs in this assessment area represent 1.4% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	11.8%	21.2%	14.8%	8.6%
Moderate	11.8%	18.2%	19.5%	17.80%
Middle	11.8%	15.2%	29.7%	30.5%
Upper	64.7%	45.5%	35.4%	43.2%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the opening of three banking centers since November 15, 2011. The net change in banking centers resulted in an increase of one banking center in a moderate-income tract.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 2,330 hours of community development services in this assessment area, which represents 2.7% of all community development services provided and equates to 1.1 annualized persons (ANP). Services included:

- 358 hours of financial expertise on boards and committees
- 1324 hours of financial education
- 4 hours of technical assistance
- 644 hours of E-Bus operation

STATE OF NORTH CAROLINA

CRA RATING for State of North 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 supporting this rating include:

- A good responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- A good distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that are reasonably accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

Full-scope reviews were conducted in the Charlotte-Gastonia-Rock Hill and Raleigh-Cary MSAs and Non-metropolitan North Carolina. Limited-scope reviews were performed in the Asheville and Hickory-Lenoir-Morganton MSAs. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The Charlotte-Gastonia-Rock Hill MSA received the greatest weight because more deposits and loans were made in this area than the rest of the assessment areas in North Carolina combined.

DESCRIPTION OF INSTITUTION’S OPERATIONS IN NORTH CAROLINA

Lending activity accounted for 4.1% of the bank’s total lending activity, while deposits accounted for 2.5% of the bank’s total deposits. HMDA-reportable lending in North Carolina represented 4.0% of the bank’s total HMDA-reportable lending, while CRA-reportable lending represented 4.2% of the bank’s total CRA-reportable lending. As of June 30, 2013, the bank ranked eighth among 111 insured institutions in deposit market share with 0.7% of the deposits within the state. As of December 31, 2013, there were 59 banking center locations and 88 ATMs within North Carolina.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NORTH CAROLINA

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in North Carolina is rated "High Satisfactory." Fifth Third's lending reflects a good responsiveness to the credit needs in the Charlotte-Gastonia-Rock Hill and Asheville MSAs and an adequate responsiveness to credit needs in the three remaining assessment areas.

Lending Activity

Lending activity in North Carolina is considered good and is primarily driven by performance in the Charlotte-Gastonia-Rock Hill MSA. Lending activity is excellent in the Asheville MSA and adequate in the three other assessment areas in the state. Within North Carolina, Fifth Third originated 2,651 home purchase, 8,166 refinance, 261 home improvement, 2,164 small business loans, and 19 small farm loans. While deposits in the state represented 2.5% of the bank's total deposits, 4.0% of total loans were originated in North Carolina.

There were not enough small farm or multi-family loans originated in any of the five assessment areas for meaningful analyses. In Asheville, the only loan category with enough loans for a meaningful analysis was refinances. Further, there were insufficient home improvement loans in the Hickory-Lenoir-Morganton and Raleigh-Cary MSAs and insufficient small business loans in the Hickory-Lenoir-Morganton MSA for meaningful analyses.

Geographic and Borrower Distribution

The geographic distribution of loans in North Carolina is adequate. Geographic distribution was excellent in the Asheville MSA and was poor in the Hickory-Lenoir-Morgantown MSA. Geographic distribution was adequate in the remaining three assessment areas, including the Charlotte-Gastonia-Rock Hill MSA. There were moderate lending gaps in all five assessment areas in the state.

The distribution of loans among borrowers of different income levels is good due to the good performance in the Charlotte-Gastonia-Rock Hill MSA. The borrower distribution was adequate in the other four assessment areas in the state. The distribution of loans to businesses of different revenue sizes is good. The bank's performance was good in the Charlotte-Gastonia-Rock Hill MSA and Non-metropolitan North Carolina, while it was adequate in the Raleigh-Cary MSA.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

Within North Carolina, Fifth Third originated 55 community development loans totaling \$133.5 million, which represented 2.8% of the bank's community development lending by dollar volume. In addition, one loan for \$1.2 million was made in the state, but outside of the bank's assessment area. This loan was also considered, since Fifth Third adequately met the needs of its assessment areas within the state. Fifth Third is considered a leader in making community development loans, as the bank made an excellent level of community development loans in four of the assessment areas, including the Charlotte-Gastonia-Rock Hill MSA, and made a good amount of community development loans in the Hickory-Lenoir-Morganton MSA.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in North Carolina is rated "Outstanding." The bank's performance was excellent in three of the assessment areas, including the Charlotte-Gastonia-Rock Hill MSA. Fifth Third's performance was good in Non-metropolitan North Carolina and adequate in the Raleigh-Cary MSA. The institution funded over \$21.8 million in community development investments in North Carolina during the evaluation period.

In addition to the qualified investments made inside the bank's assessment area within the state, Fifth Third funded \$77,702 in investments in areas outside of the bank's assessment area, but within the state.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within the assessment areas located in North Carolina is rated "High Satisfactory." The bank's performance was good in the Charlotte-Gastonia-Rock Hill and Raleigh-Carey MSAs and Non-metropolitan North Carolina and poor in the Asheville and Hickory-Lenoir-Morganton MSAs. Although performance was poor in two assessment areas, these areas are relatively small and did not negatively affect the service test performance overall.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are reasonably accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail services were adequate in the Charlotte-Gastonia-Rock Hill and Raleigh MSAs and good in Non-metropolitan North Carolina. Retail services were poor in the Asheville and Hickory-Lenoir-Morganton MSAs, as the bank has only one office each in these two assessment areas. Since the two areas are relatively small, it did not negatively affect the bank's retail services performance overall.

The institution's record of opening and closing banking centers has not adversely affected the accessibility of its delivery systems.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services. The bank provided an excellent level of community development services in the Charlotte-Gastonia-Rock Hill and Raleigh-Cary MSAs. Performance was adequate in the three remaining assessment areas.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CHARLOTTE-GASTONIA-ROCK HILL, NC-SC MSA

The Charlotte-Gastonia-Rock Hill NC-SC multi-state MSA includes Anson, Cabarrus, Gaston, Mecklenburg, and Union Counties in North Carolina and York County in South Carolina. Although Fifth Third incorporates the entire multi-state in its assessment area, this MSA is being evaluated as a part of North Carolina and not a separate multi-state assessment area, since Fifth Third has no branch offices in South Carolina. The assessment area is comprised of 47 low-, 116 moderate-, 126 middle-, and 134 upper-income tracts. There are five tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked fourth out of 47 institutions with 0.8% of the deposit share in the MSA. Bank of America had the majority market share with 78.6% of deposits. The next two largest institutions, Wells Fargo and Branch Banking and Trust Company (BB&T), had 14.3% and 2.4%, of the market share, respectively. Deposits in this assessment area accounted for 1.8% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 6,662 HMDA loans and 1,488 CRA loans, which represented 2.4% and 2.8% of the total loans originated during the evaluation period. This was the 11th largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked eighth among 576 HMDA reporters in the MSA, while Fifth Third Bank ranked 30th. Wells Fargo, JPMorgan Chase Bank, and Bank of America were the top three HMDA lenders in the MSA. Fifth Third Bank ranked 15th of 125 CRA reporters in the MSA in 2012. The top four CRA lenders in the MSA were American Express, Capital One, Wells Fargo, and FIA Card Services. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Three community contacts were conducted to provide additional information regarding the assessment area. One contact representing a housing partnership stated its organization has partnered with several local financial institutions to revitalize inner-city neighborhoods and fund mixed-use development projects throughout the Charlotte area. There continues to be a need for homeownership and foreclosure counseling and down payment assistance programs for low- and moderate-income borrowers. There is also an increasing need in the Charlotte area to expand affordable housing opportunities in the suburbs. The housing partnership has strong relationships with local banks, including Fifth Third.

The second contact representing a small business development center (SBDC) stated there is a need for educating potential small business owners about how to start and grow a business. SBDC clients also typically find it challenging to obtain financing from local financial institutions due to strict underwriting criteria and have had more success obtaining funding through either local credit unions or business expansion funding corporations that seem to have more flexible underwriting standards. However, the contact noted that financial institutions, including Fifth Third, willingly refer businesses to the SBDC for assistance.

The third contact representing a housing organization stated that economic conditions in Cabarrus County are slightly depressed, but slowly improving and there continues to be a need for housing assistance in the area.

Population Characteristics

According to the 2010 U.S. Census data, the population in the MSA was 1.8 million. A third (33.6%) of the population lived in low- and moderate-income tracts. In addition, 74.1% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the MSA was the 33rd largest by terms of population and the largest MSA in North Carolina.³⁴⁵ The largest county in the assessment area is Mecklenburg County, which includes Charlotte. According to the estimated 2012 U.S. Census data, Charlotte was the 17th largest city in the United States based on population.³⁴⁶ In North Carolina, Charlotte was the largest city with 775,202 residents, while Gastonia in Gaston County was the 13th largest city with only 72,723 residents.³⁴⁷ In South Carolina, Rock Hill in Union County was the fifth largest city with a population of 68,094.³⁴⁸

The following table shows the population in the MSA by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the MSA’s population increased 4.2% during this period. All of the counties except Anson County experienced growth, with Mecklenburg County experiencing the greatest population growth.³⁴⁹

County	2010 Population	2012 Population	Population Percent Change
Anson, NC	26,948	26,351	-2.2%
Cabarrus, NC	178,011	184,498	3.6%
Gaston, NC	206,086	208,049	1.0%
Mecklenburg, NC	919,628	969,031	5.4%
Union, NC	201,292	208,520	3.6%
York, SC	226,073	234,635	3.8%
Total	1,758,038	1,831,084	4.2%

³⁴⁵ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

³⁴⁶ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

³⁴⁷ Highest Population (2012) in North Carolina by City:
<http://www.biggestuscities.com/demographics/nc/population-2012-by-city>

³⁴⁸ Highest Population (2012) in South Carolina by City:
<http://www.biggestuscities.com/demographics/sc/population-2012-by-city>

³⁴⁹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$64,787, which was significantly higher than North Carolina’s and South Carolina’s median family incomes of \$56,153 and \$54,223, respectively. The median family income ranged from a low of \$39,612 in Anson County (the smallest county in the MSA) to a high of \$71,538 in Union County, while Mecklenburg County’s (the largest county in the MSA) median family income was \$67,375. As shown in the table below, the MSA’s median family income increased substantially in 2011 and increased again in 2012, but fell below the 2010 levels in 2013.

**Borrower Income Levels
Multi Charlotte-Gastonia-Rock Hill, NC-SC- MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$67,500	0 - \$33,749	\$33,750 - \$53,999	\$54,000 - \$80,999	\$81,000 - & above
2012	\$68,500	0 - \$34,249	\$34,250 - \$54,799	\$54,800 - \$82,199	\$82,200 - & above
2013	\$64,100	0 - \$32,049	\$32,050 - \$51,279	\$51,280 - \$76,919	\$76,920 - & above

In 2010, the MSA contained 648,431 households, of which 435,147 (67.1%) were families. Of the total families in the assessment area, 39.3% were comprised of low- and moderate-income families. Anson County had the highest percentage of low- and moderate-income families; low-income families comprised 37.9% of the county’s population. This is reflected in the poverty rates shown below.

Poverty rates increased in each county in the MSA from 1999 to 2012.³⁵⁰ Anson County had the highest poverty rates both in 1999 and 2012 and the rates were above North Carolina’s poverty rates for both years; however, Cabarrus County experienced the largest increase in poverty rates during this time period, followed by Mecklenburg County. Poverty rates for North Carolina and South Carolina exceeded the national poverty rate during this period. The following table shows the poverty rates for 1999³⁵¹ and 2012.³⁵²

³⁵⁰ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

³⁵¹ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³⁵² 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Anson	17.8%	26.8%	50.6%
Cabarrus	7.1%	13.2%	85.9%
Gaston	10.9%	17.8%	63.3%
Mecklenburg	9.2%	16.1%	75.0%
Union	8.1%	11.6%	43.2%
North Carolina	12.3%	18.0%	46.3%
York	10.0%	13.0%	30.0%
South Carolina	14.1%	18.3%	29.8%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 714,598 housing units in the MSA, as of the 2010 U.S. Census. The owner-occupancy rate was 61.5%, with a high of 76.8% in Union County and a low of 56.8% in Mecklenburg County. From an income perspective, 35.6% of housing units and 25.8% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings only comprise 17.5% of the housing within the MSA. Approximately 47.0% of multi-family housing is located in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census data, the median age of housing stock in the MSA was 24 years old, with only 8.2% of the stock built before 1950. The oldest housing stock was in Anson County with a median age of 39 years, while the newest was 17 years in Union County. Since the majority of housing stock is less than 25 years old, the need for home improvement and rehabilitation loans should not be significant.

The median housing value in the MSA was \$169,253 as of the 2010 U.S. Census, with an affordability ratio of 31.6%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 29.9% in Mecklenburg County to a high of 44.3% in Anson County.

Based on the 2013 median family income for the MSA, about 24.7% of the homes valued up to \$114,013 would be considered affordable for low-income individuals and approximately 60.2% of the homes valued up to \$182,421 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,³⁵³ the median sales price in the MSA in 2012 was \$156,600, which was greater than the median adjusted sales price of \$143,300³⁵⁴ in 2010 and \$148,900 in 2011. According to RealtyTrac,³⁵⁵ South Carolina had the eighth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Anson	1:5,758
Cabarrus	1:2,177
Gaston	1:2,534
Mecklenburg	1:874
Union	1:4,045
North Carolina	1:2,166
York	1:712
South Carolina	1:971
United States	1:1,170

As shown in the table above, in this MSA, York County and Mecklenburg County had the highest rates of foreclosure in February 2014. According to RealtyTrac, Mecklenburg County had the third highest rate of foreclosure in North Carolina and York County had the fifth highest foreclosure rate in South Carolina in February. Lastly, York County, Mecklenburg County, and the state of South Carolina all exceeded the nationwide ratio. Conversely, Anson and Union Counties had the lowest rates of foreclosure in this assessment area in February.

Building permits in the MSA, North Carolina, South Carolina, and the United States are included in the following table for 2011, 2012, and 2013.³⁵⁶

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
MSA	6,446	12,247	90.0%	14,009	14.4%
North Carolina	32,804	48,692	48.4%	50,787	4.3%
South Carolina	15,542	18,708	20.4%	23,637	26.3%
United States	624,061	829,658	32.9%	976,369	17.7%

³⁵³ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

³⁵⁴ Originally reported as \$191,000 by the National Association of Realtors in 2011 and 2012)

³⁵⁵ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends> and <http://www.bankrate.com/finance/real-estate/foreclosures-by-state/>

³⁵⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Overall, building permits in the MSA, North Carolina, and nationwide all experienced growth, with the most significant increase in housing permits between 2011 and 2012 and, to a lesser extent, between 2012 and 2013. South Carolina also experienced a positive growth trend and its largest increase of housing permits was between 2012 and 2013. The rise in the number of permits could indicate that the demand for home purchase loans increased during the evaluation period.

Labor, Employment, and Economic Characteristics

As of 2013, North Carolina was home to 12 and South Carolina was home to one Fortune 500 companies. Of these 13 companies, eight are located in this MSA.³⁵⁷

Fortune 500 Companies in the Greater Charlotte Area (primarily Mecklenburg County)		
Rank	Company	Revenue (\$ billion)
21	Bank of America	100.1
56	Lowe's	50.5
145	Duke Energy	19.6
146	Nucor	19.4
287	Family Dollar	9.3
307	Sonic Automotive	8.5
431	SPX	5.9
458	Domtar	5.5

According to the Charlotte Chamber of Commerce,³⁵⁸ six of the 500 companies are headquartered in Mecklenburg County, ranking Charlotte tenth nationally in number of Fortune 500 companies headquartered within the county. More importantly, 270 of the Fortune 500 companies have made a commitment to the area by placing one or more of their facilities within Mecklenburg County. While Charlotte did not gain any new Fortune 500 headquarters in the 2013 listing, a few companies rose in the rankings. After its merger with Progress Energy in 2012, Duke Energy jumped from 186th in the rankings to 145th and is considered the nation's largest utility. Sonic Automotive (a car-dealer group) jumped 23 spots from 330th in 2012 to 307th in 2013. Family Dollar Stores jumped 14 spots from 301st to 287th.

The two largest employers in the Greater Charlotte area are Carolina's HealthCare System and Wells Fargo & Company. Other major employers (not listed above) include Charlotte-Mecklenburg Schools, Novant Health, Walmart/Sam's Clubs, and the City of Charlotte.³⁵⁹

³⁵⁷ Fortune 500 List for 2013:

http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/index.html?iid=F500_sp_full

³⁵⁸ Charlotte Chamber of Commerce – Fortune 500 Companies:

http://charlottechamber.com/clientuploads/Economic_pdfs/Fortune500List.pdf

³⁵⁹ Charlotte Chamber of Commerce – Largest Employers: <http://charlottechamber.com/business-profile/largest-employers/>

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, North Carolina, South Carolina, and the nation.³⁶⁰

Unemployment Rates Charlotte-Gastonia-Rock Hill, NC-SC MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Anson	12.2	11.9	8.2
Cabarrus	9.9	8.8	6.2
Gaston	11.4	10.6	7.6
Mecklenburg	10.4	9.4	7.1
Union	9.1	8.2	5.8
North Carolina	10.2	9.5	6.9
York	13.8	10.9	7.1
South Carolina	10.4	9.1	6.7
MSA	10.3	9.4	6.9
United States	8.5	7.9	7.0

The unemployment rates declined each year in 2011, 2012, and 2013. This trend held true in North Carolina, South Carolina, and all counties in the MSA. All of the counties in the MSA had higher unemployment rates than the nationwide rates in 2011 and 2012, but Union and Cabarrus Counties in North Carolina had unemployment rates that fell below the nationwide rate in 2013. York County in South Carolina had the highest rate of unemployment in 2011, while Anson County in North Carolina had the highest unemployment rates in 2012 and 2013.

According to two articles in the *Charlotte Observer*, Wells Fargo plans to lay off 284 employees and anticipates cutting 2,300 jobs nationwide³⁶¹ and Bank of America plans to cut dozens more jobs in Charlotte during 2013. Currently, Bank of America employs roughly 15,000 in the Charlotte region. The latter article also noted that banking and lending jobs in the Charlotte metropolitan area have yet to reach prerecession levels and are down 6.2% since 2006.³⁶²

³⁶⁰ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

³⁶¹ Roberts, Dean. "Wells Fargo Laying Off 284 in Charlotte." *Charlotte Observer*. August 21, 2013 - <http://www.charlotteobserver.com/2013/08/21/4252906/wells-fargo-gives-60-day-notice.html>

³⁶² Roberts, Dean. "Bank of America Cuts Dozens of Charlotte Jobs." *Charlotte Observer*. June 28, 2013 - <http://www.charlotteobserver.com/2013/06/28/4135088/bank-of-america-cutting-dozens.html>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE CHARLOTTE-GASTONIA-ROCK HILL, NC-SC MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. In addition, the bank originated 34 community development loans totaling \$144.4 million in the area, and it is a leader in making community development loans. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. Further, the bank has a low level of lending gaps. This results in a good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 4,840 home refinance loans, 1,689 home purchase loans, 133 home improvement loans, 1,483 small business loans, 34 community development loans, and five small farm loans during the evaluation period. The percentage of the bank's total lending at 2.5% is slightly greater than the percentage of total deposits at 1.8% in this area.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, while low-income tracts had a greater percentage of tracts without loans. Loans were originated in 41 of 47 (87.2%) low-income census tracts. According to the 2010 U.S. Census, only 7.6% of families reside in low-income tracts and less than 10.0% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 29.9%, thus limiting opportunities to originate residential mortgage loans. Fifth Third originated loans in 109 of 116 (94.0%) moderate-income census tracts.

In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was greater than the percentage of those tract income categories in the assessment area.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

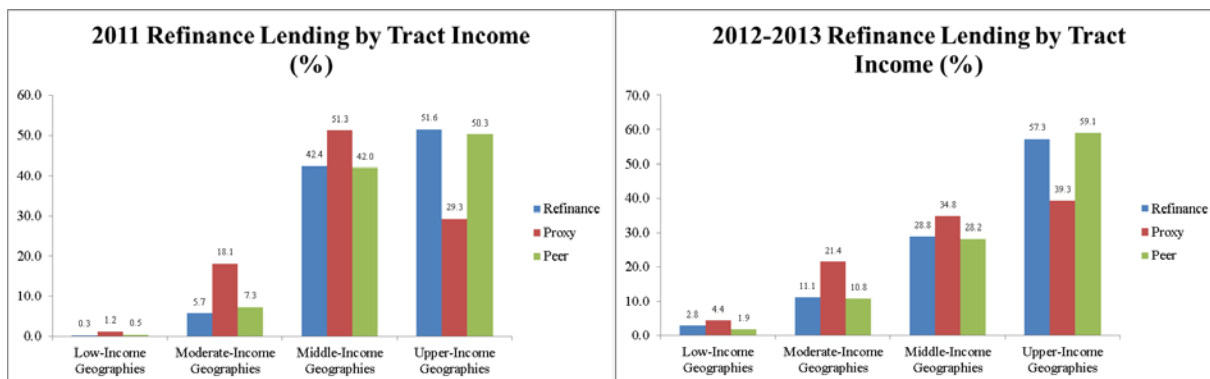
	Number of Applications	Sum of Loan Amounts
Government Lending Programs	1,123	\$174,506
Down Payment Assistance Programs	21	\$1,978,063
Other Flexible Lending Programs	972	\$191,843,277

There is significant competition among financial institutions within the assessment area, with several large national banks as the top mortgage or small business lenders in this market. Further, the top CRA lenders in this market are issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. The largest loan category, refinance loans, is adequate. Similarly, home purchase lending is adequate and home improvement lending is poor. Small business lending is excellent.

Refinance Loans

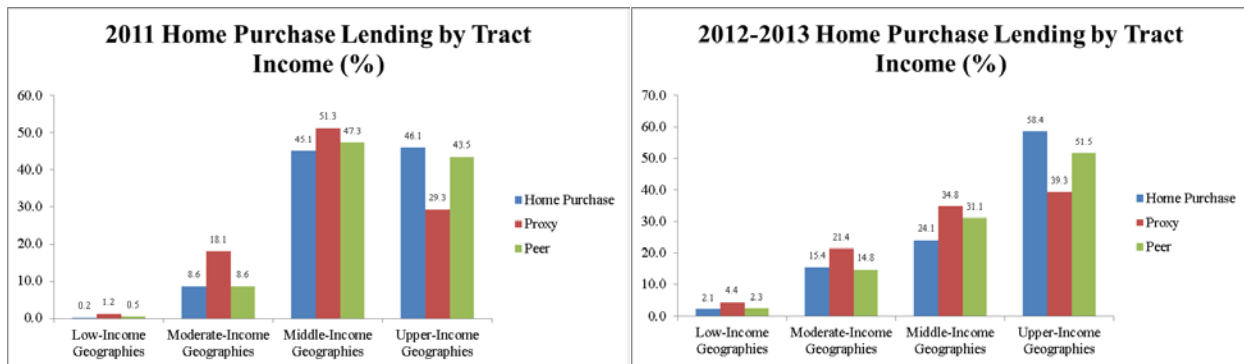


In 2011, refinance lending in low-income tracts was less than the percentage of owner-occupied units (proxy) and comparable to peer. In 2012 and 2013, refinance lending in low-income tracts was less than the proxy and higher than peer.

In 2011, refinance lending in moderate-income tracts was significantly less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also significantly less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

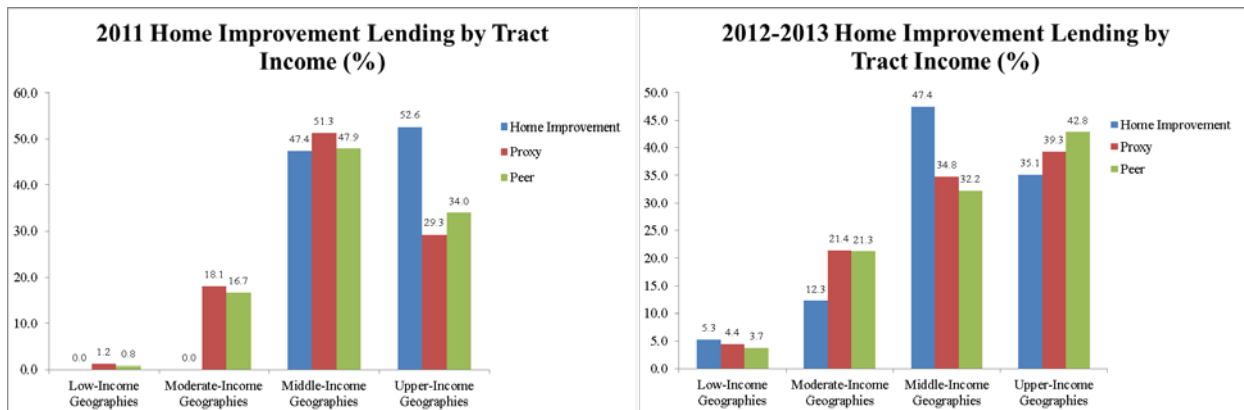
Home Purchase



During the review period, Fifth Third originated less home purchase loans than the percentage of owner-occupied homes (proxy) in low-income and moderate-income tracts, but was comparable to peer.

Overall, the geographic distribution of home purchase loans is adequate.

Home Improvement

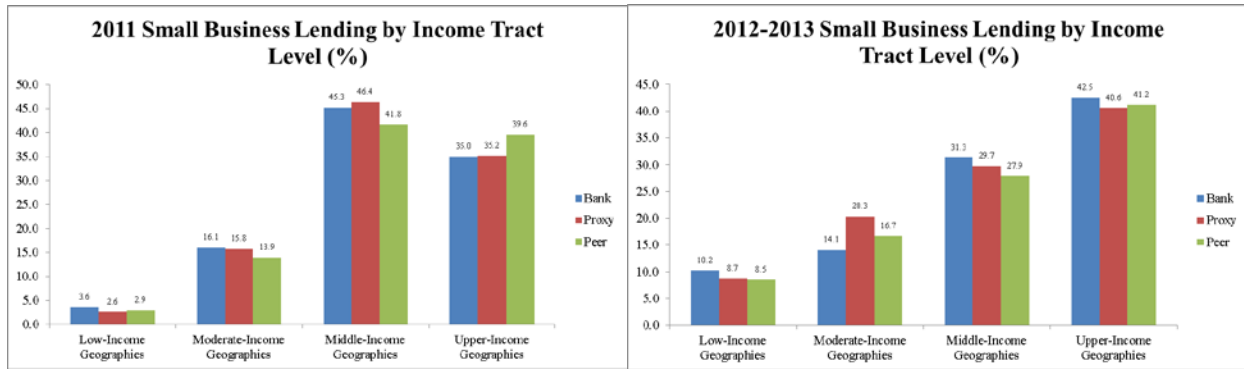


In 2011, Fifth Third did not originate any home improvement loans in low- or moderate-income tracts and was below peer and proxy performance. In 2012 and 2013, Fifth Third home improvement lending in low-income tracts was slightly higher than the percentage of owner-occupied homes in low-income tracts (proxy) and peer.

In 2012 and 2013, Fifth Third home improvement lending in moderate-income tracts was significantly less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is poor.

Small Business Lending



In 2011-2013, small business lending was slightly higher than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

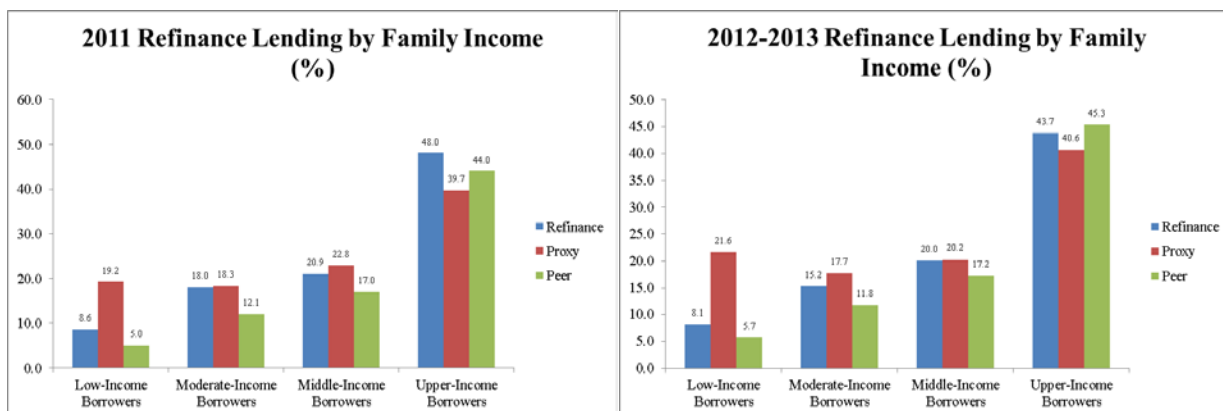
In 2011, small business lending in moderate-income tracts was slightly higher than the proxy and peer while, in 2012 and 2013, small business lending was less than the proxy and peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and for businesses of different revenue sizes. Most businesses and farms within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

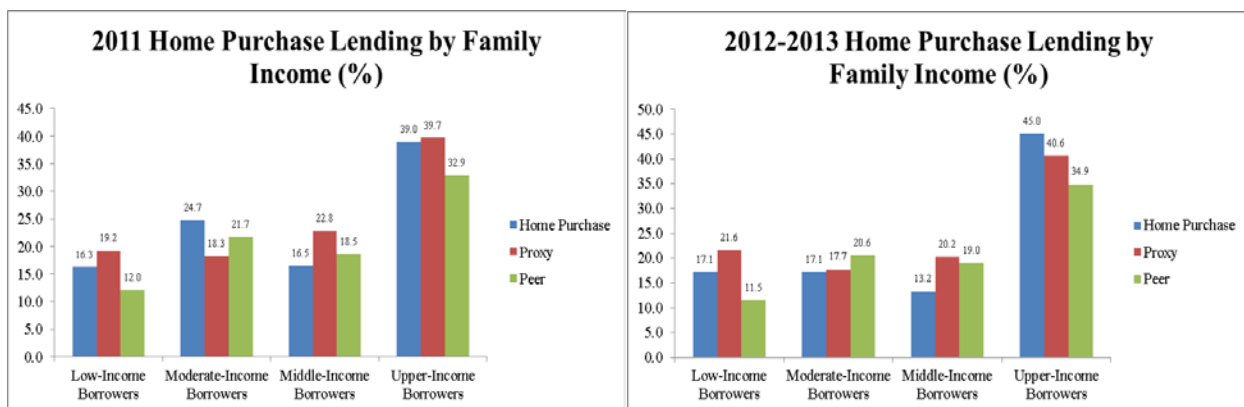


In 2011, refinance lending to low-income borrowers was substantially below the percentage of low-income families, but was higher than peer. Similarly, in 2012 and 2013, refinance lending to low-income borrowers was also substantially below the percentage of low-income families in the area, but was higher than peer.

In 2011, refinance lending to moderate-income borrowers was substantially below the percentage of moderate-income families, but was higher than peer. Similarly, in 2012 and 2013, refinance lending to moderate-income borrowers was also substantially below the percentage of moderate-income families, but was higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

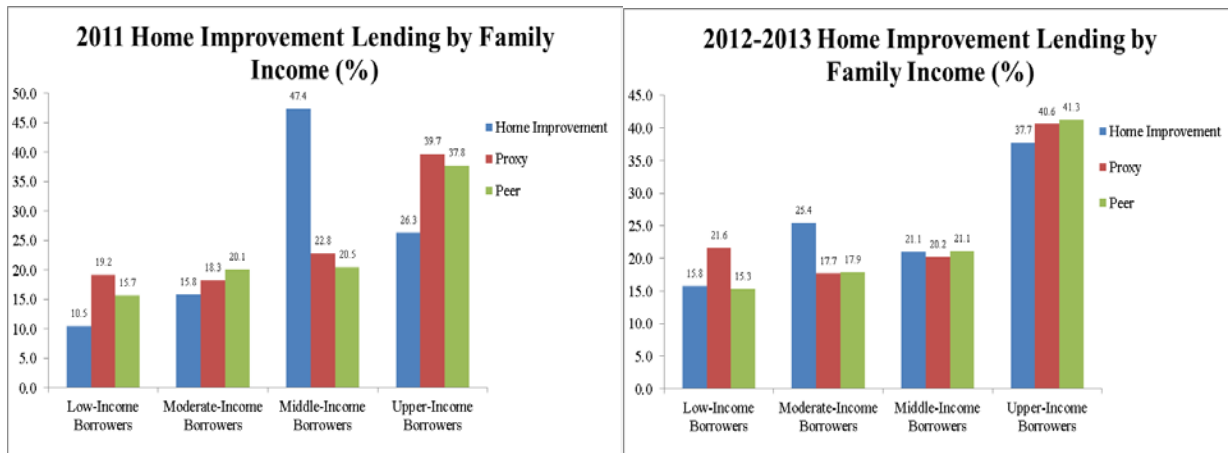


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers also below the percentage of low-income families, but higher than peer.

In 2011, the level of home purchase lending to moderate-income borrowers was higher than the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and slightly below peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Home Improvement Loans

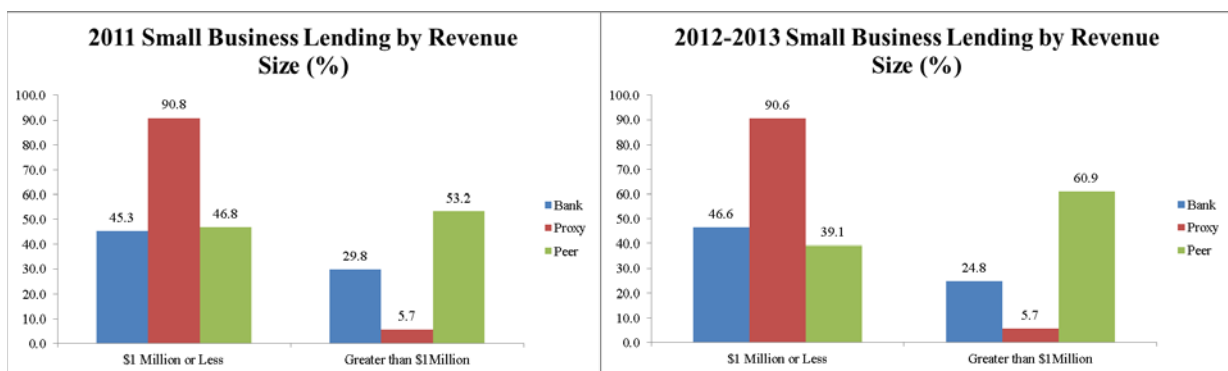


In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and peer. Similarly, in 2012 and 2013, home improvement lending to low-income borrowers was also well below the percentage of low-income families, but was comparable to peer.

In 2011, the level of home improvement lending to moderate-income borrowers was slightly below the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was greater than the percentage of moderate-income families and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is adequate.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues of less than \$1 million. This is significantly lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and comparable to the aggregate of all lenders (peer).

In 2012 and 2013, Fifth Third had a similar percentage of small business loans to businesses with annual revenues less than \$1 million, which was again significantly lower than the proxy but higher than peer.

Further analysis of small business lending shows 69.0% and 71.6% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which is less than the peer at 90.4% in 2011 and 92.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated 34 community development loans totaling \$144.4 million. Community development lending in this assessment area represented 3.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given the presence of several large national banks in the market and the competition for community development loans, Fifth Third is a leader in making community development loans. Of the 34 loans made in the assessment area, fifteen (\$65.7 million) were for revitalization and stabilization of low- and moderate-income geographies and 13 (\$55.7 million) were for economic development. There were five loans (\$23 million) for affordable housing and one loan (\$50,000) was for community services. These community development loans supported small business development, provided working capital loans to assist businesses with job retention in low- and moderate-income geographies, assisted in the development and rehabilitation of several affordable housing units, funded the development of retail and office space, and helped non-profit organizations to provide various services to low- and moderate-income individuals and families.

Investment Test

The institution funded 92 investments in this assessment area totaling \$14,482,548. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	35	\$13,992,048
Community Services	51	\$457,000
Economic Development	6	\$33,500
Totals	92	\$14,482,548

The bank made 2.4% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 1.8% and less than the percentage of branch offices at 2.5%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

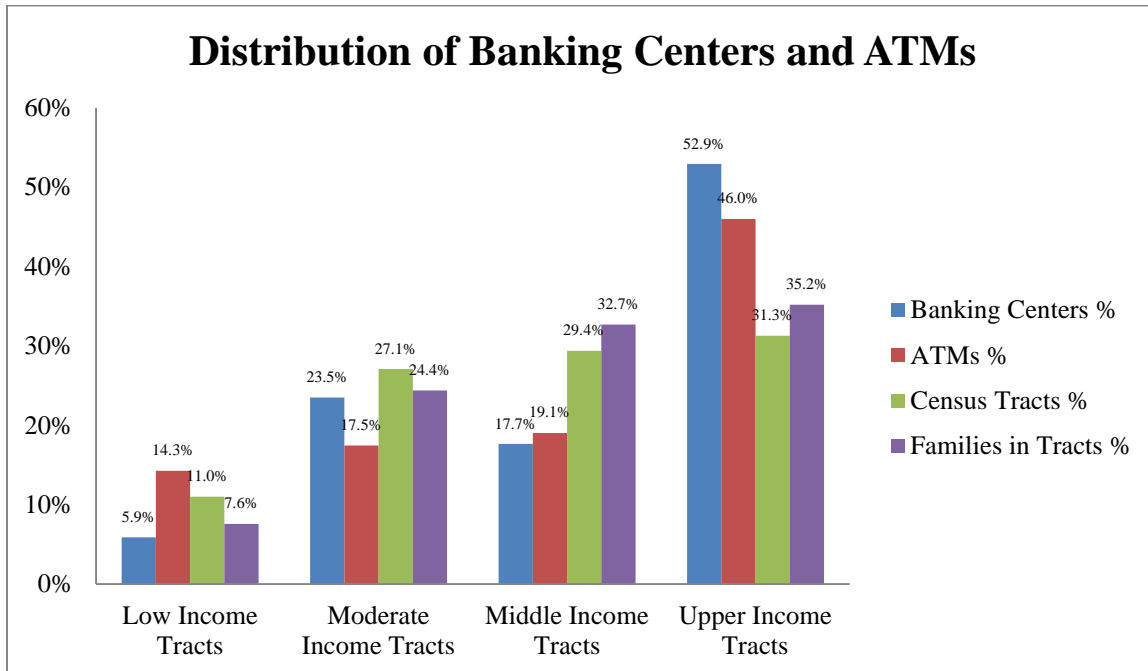
Fifth Third had 34 banking centers within this assessment area as of September 30, 2013, including two in low-income, eight in moderate-income, six in middle-income, and 18 in upper-income census tracts. The banking centers in this assessment area represent 2.5% of all the institution’s banking centers.

Fifth Third had 63 ATMs within this assessment area as of September 30, 2013, including nine in low-income, 11 in moderate-income, 12 in middle-income, and 29 in upper-income census tracts. The ATMs in this assessment area represent 2.7% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	5.9%	14.3%	11.0%	7.6%
Moderate	23.5%	17.5%	27.1%	24.4%
Middle	17.7%	19.1%	29.4%	32.7%
Upper	52.9%	46.0%	31.3%	35.2%
Unknown	0.0%	3.2%	1.2%	0.0%

The table reflects an adequate distribution within low-income tracts and a good distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 4,500 hours of community development services in this assessment area, which represents 5.2% of all community development services provided and equates to 2.2 annualized persons (ANP). Services included:

- 1,027 hours of financial expertise on boards and committees
- 2,642 hours of financial education
- 53 hours of technical assistance
- 778 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN NON-METROPOLITAN NORTH CAROLINA

The Non-metropolitan North Carolina assessment area consists of Alleghany, Ashe, Avery, Cleveland, Iredell, Jackson, Lincoln, McDowell, Rowan, Rutherford, Swain, Transylvania, and Watauga Counties. The assessment area is comprised of three low-, 21 moderate-, 109 middle-, and 51 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information. Many of the middle-income tracts in this assessment area were deemed distressed and/or underserved during the evaluation period. These tracts are as follows:

- Three middle-income tracts in Alleghany County were underserved in 2011. One middle-income tract in this county was distressed because of poverty and was also underserved in 2012 and 2013.
- Five middle-income tracts in Ashe County were underserved in 2011. Four middle-income tracts in this county were distressed because of poverty and were also underserved in 2012. In 2013, there were four underserved middle-income tracts in Ashe County.
- Four middle-income tracts in Avery County were underserved in 2011. Three middle-income tracts in this county were distressed because of poverty and were also underserved in 2012 and 2013.
- There were 17 distressed middle-income tracts because of poverty in Cleveland County in 2012 and 2013.
- Eight middle-income tracts that were distressed because of poverty in Jackson County in 2011 and 2013.
- There were 17 distressed middle-income tracts because of poverty in Rowan County in 2012.
- Ten middle-income tracts were distressed in Rutherford County because of poverty and unemployment in 2011, 2012, and 2013.
- Two middle-income tracts were underserved in Swain County in 2011. Three middle-income tracts in the county were distressed because of unemployment and were also underserved in 2012 and 2013.
- Seven middle-income tracts in Watauga County were distressed because of poverty in 2011, 2012, and 2013.

As of June 30, 2013, Fifth Third ranked seventh of 41 institutions with 4.2% of the deposit share in the assessment area. The largest institution in the assessment area was Wells Fargo with 15.3% of deposits. The next two largest institutions, BB&T and First Citizens Bank & Trust Company, had 14.4% and 10.0% of the deposits, respectively. Deposits in this assessment area accounted for 0.5% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 2,074 HMDA loans and 424 CRA loans, which represented 0.7% of the HMDA loans and 0.8% of the CRA loans originated during the evaluation period. This was the 28th largest HMDA market and the 27th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked tenth, while Fifth Third Bank ranked 15th of 453 HMDA reporters in the assessment area. The three largest HMDA reporters in the assessment area were Wells Fargo, BB&T, and JPMorgan Chase. Fifth Third Bank ranked 18th of 81 CRA reporters in the assessment area in 2012. The top three CRA lenders were American Express, Capital One, and BB&T. These lenders are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information regarding the assessment area. The contact made in the Charlotte area represented a small business development center that also served some of the counties in the assessment area. The contact stated there is a need for educating potential small business owners on starting and growing a business. SBDC clients typically find it challenging to obtain financing from local financial institutions due to strict underwriting criteria and have had more success obtaining funding through either local credit unions or business expansion funding corporations that seem to have more flexible underwriting standards. The contact also noted that financial institutions, including Fifth Third, willingly refer businesses to the SBDC for assistance.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 781,668. The percentage of the population living in the low- and moderate-income tracts was 10.8%. In addition, 77.8% of the population was 18 years of age or older, the legal age to enter into a contract.

There are four cities in this assessment area with a population greater than 25,000. Mooresville and Statesville in Iredell County had estimated populations of 34,444 and 25,119, respectively, in 2012. In Rowan County, Kannapolis and Salisbury had estimated populations of 43,766 and 33,478, respectively, in 2012.³⁶³

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased 0.4% during this period. Iredell County experienced the highest growth in the assessment area, followed by Watauga County, while Alleghany County had the largest decline in population.³⁶⁴

³⁶³ City population data derived from U.S. Census Data: <http://quickfacts.census.gov/qfd/states/37000.html>

³⁶⁴ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Alleghany	11,155	10,927	-2.0%
Ashe	27,281	27,097	-0.7%
Avery	17,797	17,635	-0.9%
Cleveland	98,078	97,474	-0.6%
Iredell	159,437	162,708	2.1%
Jackson	40,271	40,448	0.4%
Lincoln	78,265	79,313	1.3%
McDowell	44,996	44,998	0.0%
Rowan	138,428	138,180	-0.2%
Rutherford	67,810	67,323	-0.7%
Swain	13,981	14,141	1.1%
Transylvania	33,090	32,849	-0.7%
Watauga	51,079	51,871	1.6%
Total	781,668	784,964	0.4%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income in the assessment area was \$51,239, which was substantially lower than the median family income for North Carolina at \$56,153. The median family incomes ranged from a low of \$38,535 in Alleghany County to a high of \$59,639 in Iredell County. As shown in the following table, the median family income for Non-metropolitan North Carolina was \$49,500 in 2011, which suggests that the median family income of this assessment area is similar to the median family income for all of Non-metropolitan North Carolina. The median family income for Non-metropolitan North Carolina increased from 2011 to 2012, but decreased from 2012 to 2013.

Borrower Income Levels North Carolina State Non-Metro

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$49,500	0 - \$24,749	\$24,750 - \$39,599	\$39,600 - \$59,399	\$59,400 - & above
2012	\$50,200	0 - \$25,099	\$25,100 - \$40,159	\$40,160 - \$60,239	\$60,240 - & above
2013	\$48,300	0 - \$24,149	\$24,150 - \$38,639	\$38,640 - \$57,959	\$57,960 - & above

In 2010, the assessment area contained 303,638 households, of which 206,498 (68.0%) were families. Of the total families in the assessment area, 37.3% were low- and moderate-income families. Alleghany County had the highest percentage of low- and moderate-income families, with over half (51.1%) of the families being low- or moderate-income families.

Poverty rates increased in each county in the assessment area in 1999 and 2012, with many counties experiencing more than a 50.0% increase in poverty.³⁶⁵ Watauga County had the highest poverty rate in the assessment area in 1999 and 2012, with over a quarter of the population in poverty in 2012. Iredell County had the lowest poverty rate in the assessment year both years. Along with Iredell County, Lincoln and Transylvania Counties had lower poverty rates than the nation and the state in 1999;³⁶⁶ however, Transylvania County had a higher poverty rate than the nation in 2012,³⁶⁷ but the county's poverty rate remained lower than the state rate that year.

County	1999 Poverty Rate	2012 Poverty Rate	Change
Alleghany	17.2%	21.0%	22.1%
Ashe	13.5%	20.2%	49.6%
Avery	15.3%	22.7%	48.4%
Cleveland	13.3%	22.9%	72.2%
Iredell	8.2%	14.4%	75.6%
Jackson	15.1%	22.4%	48.3%
Lincoln	9.2%	14.6%	58.7%
McDowell	11.6%	20.2%	74.1%
Rowan	10.6%	19.2%	81.1%
Rutherford	13.9%	18.2%	30.9%
Swain	18.3%	20.9%	14.2%
Transylvania	9.5%	15.8%	66.3%
Watauga	17.9%	29.5%	64.8%
North Carolina	12.3%	18.0%	46.3%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 377,549 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 57.6%, with a high of 68.5% in Lincoln County and a low of 37.2% in Watauga County. From an income perspective, 11.5% of housing units and 9.9% of owner-occupied units were located in low- and moderate-income tracts. Multi-family dwellings only comprised 6.2% of the housing stock, with 12.2% of multi-family units in low- and moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

³⁶⁵ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

³⁶⁶ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³⁶⁷ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 30 years old, with 12.7% of the stock built before 1950. The oldest housing stock was in Rutherford County with a median age of 34 years, while the newest was in Lincoln County with a median age of 24 years. Since there is a sizeable number of housing stock older than 25 years, there could be a need for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$136,365, with an affordability ratio of 29.8%. Affordability ratios ranged from 14.8% in Watauga County to 37.0% in Cleveland County. The higher the affordability ratio, the more affordable a home is considered. These ratios suggest that homes are relatively unaffordable in the assessment area.

Based on the 2013 median family income for the assessment area, about 27.5% of the homes valued up to \$85,910 would be considered affordable for low-income individuals and approximately 49.7% of the homes valued up to \$137,456 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.³⁶⁸

Geography Name	Ratio of Properties Receiving Foreclosure Filings in February 2014
Alleghany	1:5,802
Ashe	N/A
Avery	1:11,485
Cleveland	1:6,541
Iredell	1:1,810
Jackson	1:21,767
Lincoln	1:4,159
McDowell	1:4,175
Rowan	1:2,866
Rutherford	1:15,229
Swain	N/A
Transylvania	1:4,637
Watauga	1:27,192
North Carolina	1:2,166
United States	1:1,170

All of the counties for which foreclosure information was available had lower ratios than the state and the nation in February 2014. Iredell County had the highest foreclosure ratio in the assessment area, while Watauga County had the lowest.

³⁶⁸ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

Building permits in the assessment area, North Carolina, and the United States are included in the following table for 2011 and 2012.³⁶⁹

Geography	2011	2012	Percent of Change 2011-2012
Alleghany County	34	20	-41.2%
Ashe County	70	86	22.9%
Avery County	48	43	-10.4%
Cleveland County	100	92	-8.0%
Iredell County	307	464	51.1%
Jackson County	101	125	23.8%
Lincoln County	142	153	7.7%
McDowell County	111	98	-11.7%
Rowan County	102	147	44.1%
Rutherford County	93	103	10.8%
Swain County	54	38	-29.6%
Transylvania County	62	73	17.7%
Watauga County	112	209	86.6%
Total	1,336	1,651	23.6%
North Carolina	32,804	48,692	48.4%
United States	624,061	829,658	32.9%

Overall, building permits in the MSA increased significantly from 2011 to 2012; however, the growth was slower than the state and the nation during this time. Some of the counties experienced declines from 2011 to 2012, with Alleghany County having the biggest decrease. Other counties in the assessment experienced significant growth. Watauga County had the most significant increase in permits from 2011 and 2012. These figures could indicate that demand for home purchase loans grew overall; however, this did not occur in all of the counties in the assessment area.

Labor, Employment, and Economic Characteristics

According to the North Carolina Department of Commerce, Labor and Economic Analysis Division, the following are the largest employers in the counties in the assessment area as of September 2013.³⁷⁰

³⁶⁹ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

³⁷⁰ North Carolina Department of Commerce Labor and Economic Analysis Division, Work Force in Depth: <http://esesc23.esc.state.nc.us/workforceindepth/>

County	Major Employers	Industry Description	Number of Employees
Alleghany	Alleghany Board of Education Bottomley Evergreens & Farms, Inc. Parkdale Mills	Education and Health Services	250-499
		Natural Resources and Mining	100-249
		Manufacturing	100-249
Ashe	Ashe County Board of Education American Emergency Vehicles County of Ashe	Education and Health Services	500-999
		Manufacturing	250-499
		Public Administration	250-499
Avery	Department of Public Safety Avery County Schools County of Avery	Public Administration	500-999
		Education and Health Services	250-499
		Public Administration	100-249
Cleveland	Cleveland County Board of Education Cleveland Regional Medical Center Wal-Mart Associates Inc.	Education and Health Services	1,000+
		Education and Health Services	1,000+
		Trade, Transportation, and Utilities	1,000+
Iredell	Lowe's Companies Inc. Iredell-Statesville Schools Lowe's Home Centers Inc.	Professional and Business Services	1,000+
		Education and Health Services	1,000+
		Trade, Transportation, and Utilities	1,000+
Jackson	Western Carolina University C J Harris Community Hospital Inc. Jackson County Public Schools	Education and Health Services	1,000+
		Education and Health Services	1,000+
		Education and Health Services	1,000+
Lincoln	Lincoln County Schools County of Lincoln Charlotte Mecklenburg Hospital	Education and Health Services	1,000+
		Public Administration	500-999
		Education and Health Services	500-999
McDowell	Baxter Healthcare Corp. McDowell County Schools IAC Old Fort LLC	Manufacturing	1,000+
		Education and Health Services	1,000+
		Manufacturing	500-999
Rowan	Rowan Salisbury School Systems Veterans Administration Food Lion	Education and Health Services	1,000+
		Public Administration	1,000+
		Trade, Transportation, and Utilities	1,000+
Rutherford	Rutherford County Schools Rutherford Hospital Inc. County of Rutherford	Education and Health Services	1,000+
		Education and Health Services	500-999
		Public Administration	500-999
Swain	Eastern Band of Cherokee Indians The Cherokee Boys Club Inc. Swain County Schools	Public Administration	1,000+
		Education and Health Services	250-499
		Education and Health Services	250-499

Transylvania	Transylvania County Schools	Education and Health Services	500-999
	Transylvania Community Hospital Inc.	Education and Health Services	500-999
	Transylvania County	Public Administration	250-499
Watauga	Appalachian State University	Education and Health Services	1,000+
	Appalachian Regional Healthcare System	Education and Health Services	1,000+
	Watauga County Board of Education	Education and Health Services	500-999

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, North Carolina, and the nation.³⁷¹

Unemployment Rates Non-metropolitan North Carolina (not seasonally adjusted)			
County	2011	2012	November 2013
Alleghany	12.1	10.6	7.5
Ashe	11.7	11.5	8.1
Avery	11.2	11.2	8.2
Cleveland	11.4	10.4	7.6
Iredell	11.0	9.7	6.9
Jackson	9.4	9.2	5.9
Lincoln	11.5	10.1	7.1
McDowell	12.5	11.1	7.9
Rowan	11.2	9.9	7.1
Rutherford	14.3	13.3	9.3
Swain	14.4	13.8	9.5
Transylvania	10.0	9.6	6.8
Watauga	8.7	8.3	5.7
North Carolina	10.2	9.5	6.9
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties except for Avery County (which remained unchanged) from 2011 to 2012. The rates in all counties in the assessment fell significantly from 2012 to 2013, which mirrors a substantial decline in North Carolina’s unemployment rate for the same period. All of the counties had higher unemployment rates than the United States in 2011 and 2012. Iredell, Jackson, Transylvania, and Watauga Counties had lower unemployment rates than the United States in 2013.

³⁷¹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Transylvania and Watauga Counties had a lower unemployment rate than the state all three years, while Iredell County had the same unemployment rate as North Carolina in 2013.

In October 2012, United Chemicon, an electrical capacitor company based in Warrensville (Ashe County), announced that it would be laying off 150 employees between December 2012 and March 2013. The layoff was expected to affect 60.0% of the workforce.³⁷²

³⁷² Campbell, Jesse. "Community to help Chemicon employees." *Ashe Mountain Times*. November 1, 2012 - <http://ashemountaintimes.com/News/story/Community-to-help-Chemicon-employees--id-005003>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN NON-METROPOLITAN NORTH CAROLINA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a good distribution of loans to businesses of different revenue sizes. Further, the bank is a leader in making community development loans, although there was a moderate amount of lending gaps. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business, home purchase, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution due to the limited number of low-income tracts in the assessment area.

Details of the bank's residential mortgage and small business lending, as well as information regarding lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 1,609 home refinance loans, 359 home purchase loans, 106 home improvement loans, 412 small business loans, 12 small farm loans and six community development loans during the evaluation period. The percentage of the bank's total lending is comparable to the percentage of total deposits in this area; both are less than one percent.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in 67% of low-income census tracts (two of three tracts) and in 81% of moderate-income census tracts (17 of 21 tracts).

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	270	\$37,596
Other Flexible Lending Programs	181	\$33,548,052

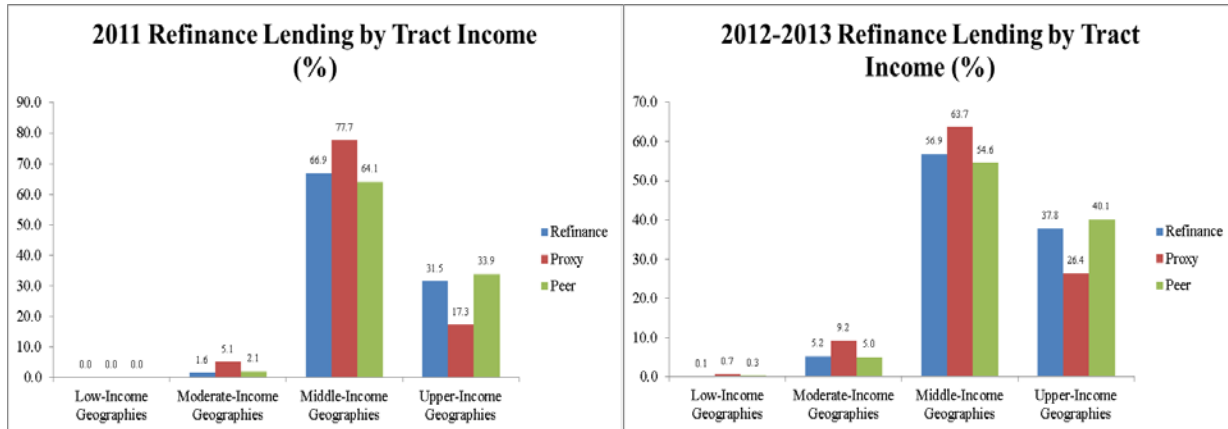
Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in the market. Further, the top CRA

lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing and may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate.

Refinance Loans



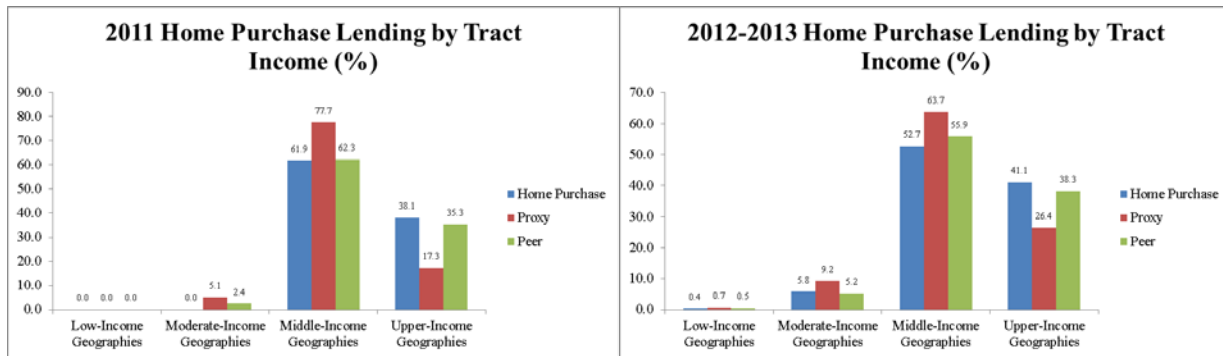
Home refinance lending opportunities in low-income tracts were limited. There were no tracts within the assessment area designated as low-income, according to the 2000 census. According to the 2010 census data, three tracts within the assessment area were designated as low-income, but, as evidenced by the lack of owner-occupied units (proxy), there were few opportunities to lend in such tracts.

Similarly, in 2011, home refinance lending opportunities in moderate-income tracts were also limited as evidenced by the small number of owner-occupied units (proxy) in moderate-income tracts. Fifth Third’s refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

In 2012 and 2013, the number of owner-occupied units in moderate-income tracts increased, but Fifth Third refinance lending in moderate-income tracts remained less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

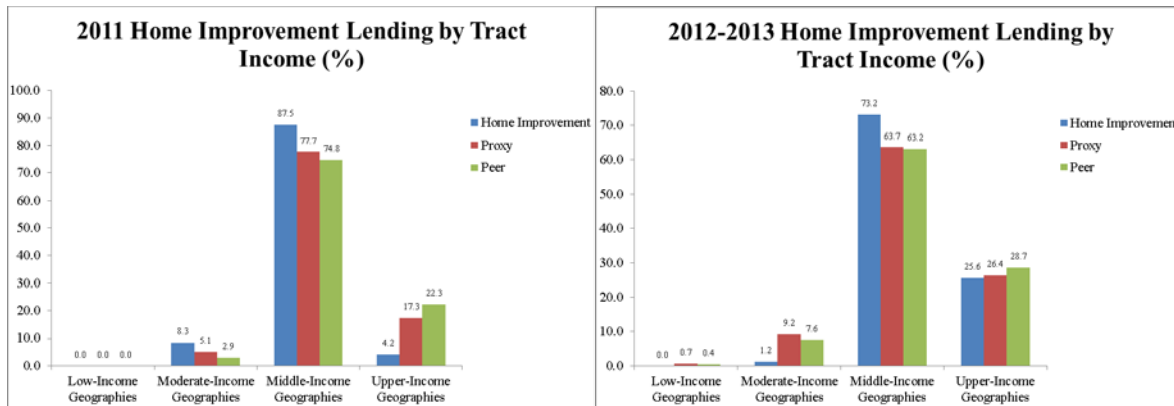


There were no tracts within the assessment area designated as low-income according to the 2000 census. Therefore, Fifth Third did not originate any home purchase loans in low-income tracts in 2011, nor did it originate any home purchase loans in moderate-income tracts in 2011.

In 2012 and 2013, home purchase lending opportunities in low-income tracts were limited as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third’s home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is adequate.

Home Improvement

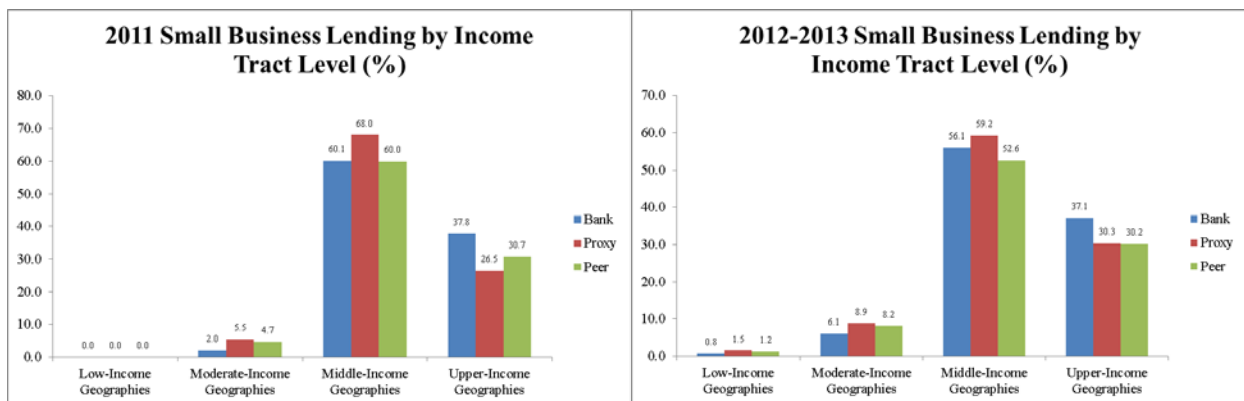


Home improvement lending opportunities in low-income tracts were limited. No tracts within the assessment area were designated as low-income according to the 2000 census. According to the 2010 census data, three tracts within the assessment area were designated as low-income but, as evidenced by the lack of owner-occupied units (proxy), there were few opportunities to lend in such tracts.

In 2011, home improvement lending in moderate-income tracts was greater than the percentage of owner-occupied units (proxy) and peer. However, in 2012 and 2013, home improvement lending in low-income tracts was less than the proxy and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



Small business lending opportunities in low-income tracts were also limited as no tracts within the assessment area were designated as low-income according to the 2000 census. According to the 2010 census, very few small businesses were located in low-income tracts.

Small business lending in moderate-income tracts was lower than the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

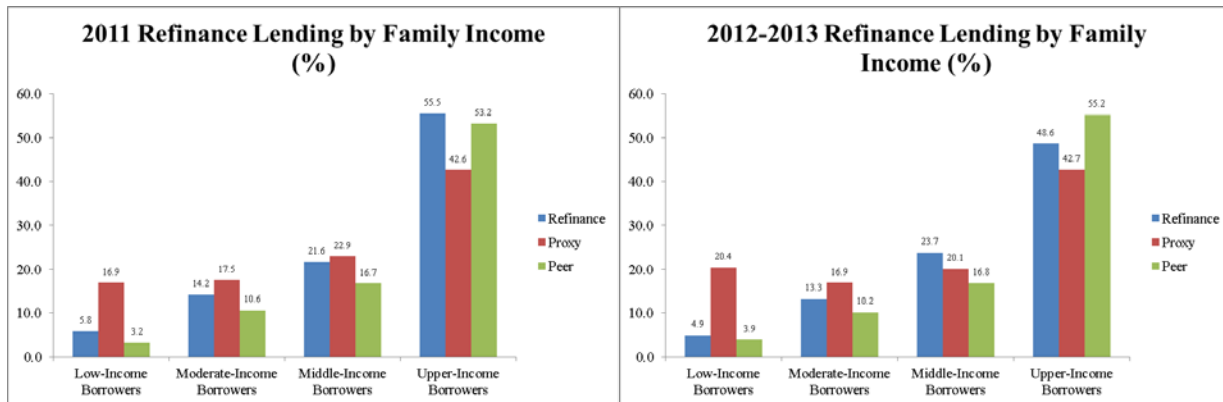
Overall, the geographic distribution of small business lending is adequate.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower’s income and good for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million.

Often, it may be difficult for low-income individuals to qualify for loans, especially if the individuals’ incomes are below the poverty level. According to the 2010 census, 42.6% of families living in low-income census tracts and 21.5% of families in moderate-income tracts were below the poverty level. Given these poverty rates and the affordability ratios discussed previously, many of the homes within the assessment area were not considered affordable for families below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

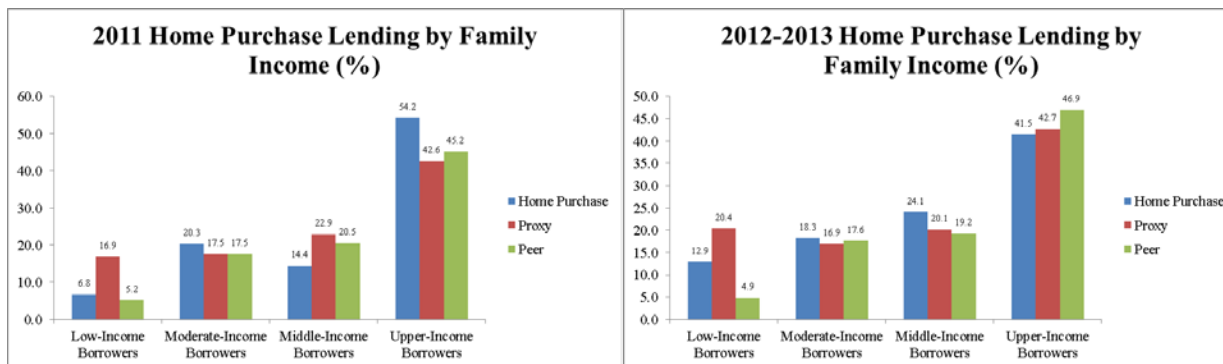


Refinance lending to low-income borrowers was less than the percentage of low-income families but was comparable to peer.

Refinance lending to moderate-income borrowers was slightly less than the percentage of moderate-income families and higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is poor.

Home Purchase Loans

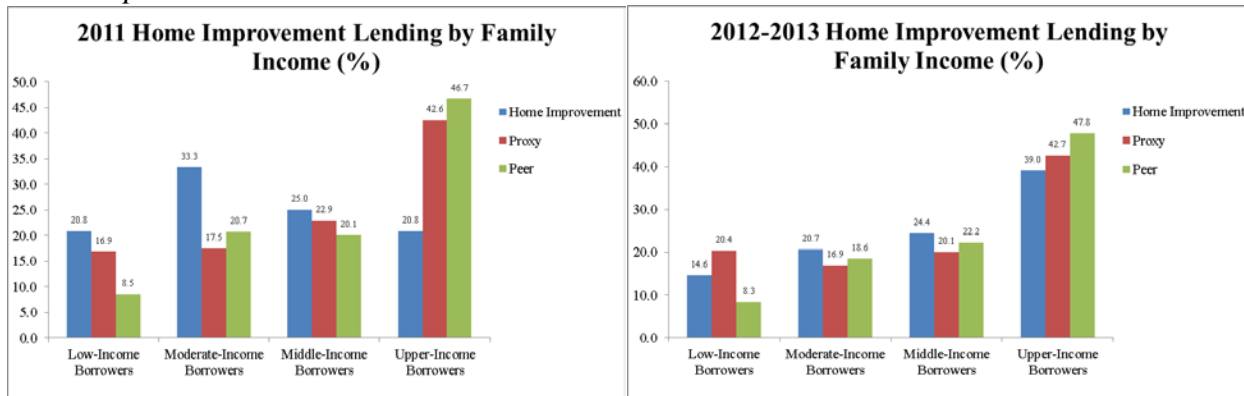


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families but higher than peer.

The level of home purchase lending to moderate-income borrowers was slightly higher than the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Home Improvement Loans

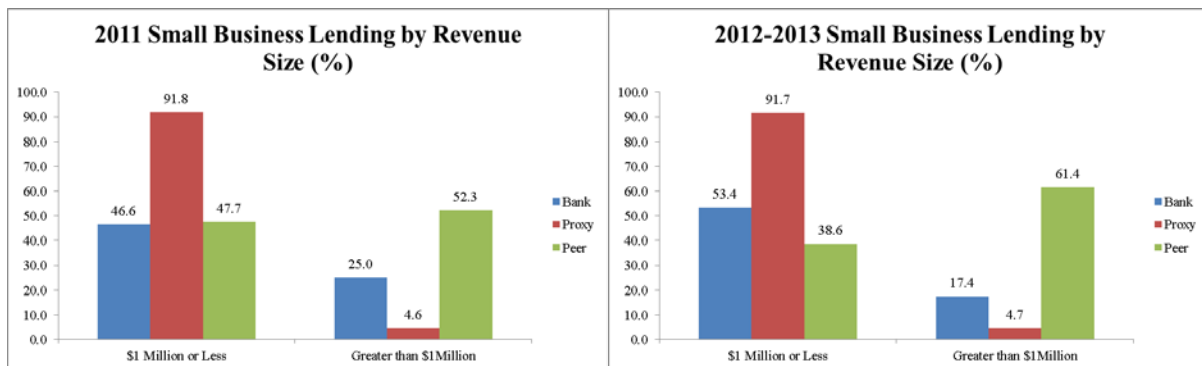


In 2011, the level of home improvement lending to low-income borrowers was above the percentage of low-income families (proxy) and peer. In 2012 and 2013, home improvement lending to low-income borrowers was below the percentage of low-income families but higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was well above the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was slightly above the proxy and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third's percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy but higher than the peer.

Further analysis of small business lending shows 78.4% of Fifth Third’s small business loans in 2011, 2012 and 2013 were for \$100,000 or less, which was less than the peer at 91.1% in 2011 and 92.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good responsiveness to meeting the credit needs of small businesses in this area. Overall, the distribution of loans based on the revenue size of businesses is good.

Community Development Loans

Fifth Third originated six community development loans totaling \$81.4 million. Community development lending in this assessment area represented nearly 2.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. The majority of the funds (\$79.9 million) were for economic development, while the remaining \$1.5 million was for the revitalization/stabilization of low- and moderate-income geographies. Given Fifth Third’s market share and the presence of several large banks in the market and the competition for community development loans, Fifth Third was a leader in making community development loans.

Investment Test

The institution funded 34 investments in this assessment area totaling \$4.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	11	\$4,340,254
Community Services	19	\$55,500
Economic Development	4	\$1,350
Totals	34	\$4,397,104

The bank made 0.7% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.5% and less than the percentage of branch offices at 1.3%.

This is considered a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 18 banking centers within this assessment area as of September 30, 2013, including four in moderate-income, ten in middle-income, and four in upper-income census tracts. The banking centers in this assessment area represent 1.3% of all the institution’s banking centers.

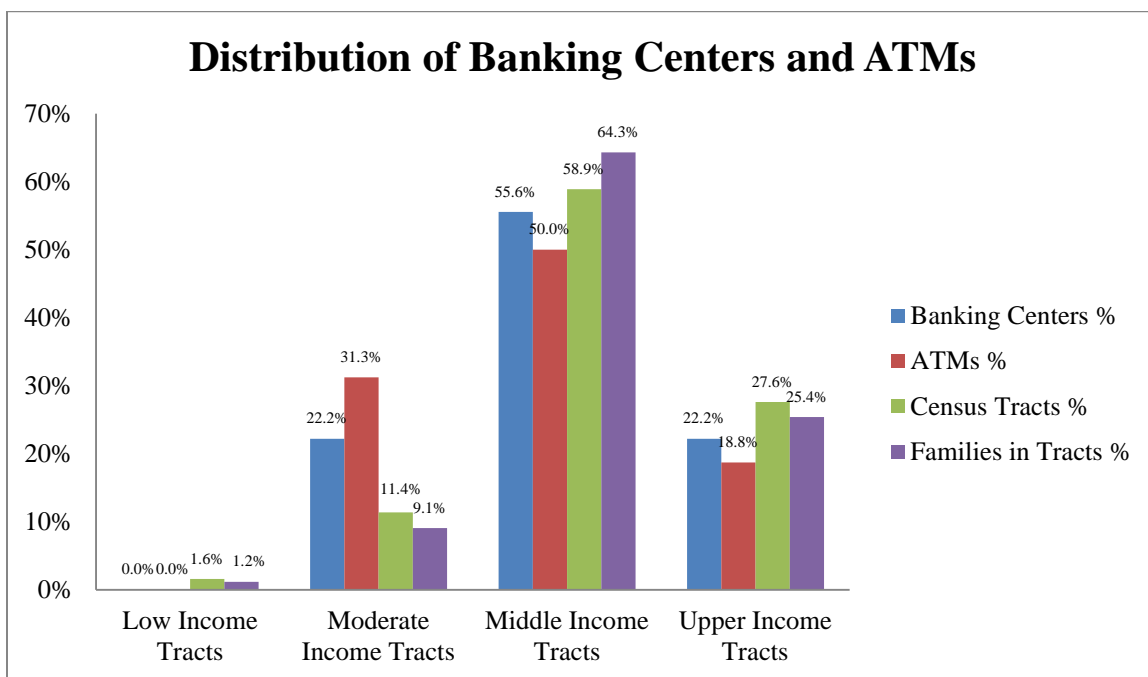
Fifth Third had 16 ATMs within this assessment area as of September 30, 2013, including five in moderate-income, eight in middle-income, and three in upper-income census tracts. The ATMs in this assessment area represent 0.7% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	0.0%	0.0%	1.6%	1.2%
Moderate	22.2%	31.3%	11.4%	9.1%
Middle	55.6%	50.0%	58.9%	64.3%
Upper	22.2%	18.8%	27.6%	25.4%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 588 hours of community development services in this assessment area, which represents 0.7% of all community development services provided and equates to 0.3 annualized persons (ANP). Services included:

- 389 hours of financial expertise on boards and committees
- 3 hours of financial education
- 20 hours of technical assistance
- 176 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE RALEIGH-CARY, NC MSA

The Raleigh-Cary NC MSA consists of Franklin, Johnston, and Wake Counties. Fifth Third's assessment area includes all of the counties in the MSA. The assessment area is comprised of 16 low-income, 55 moderate-income, 74 middle-income, and 76 upper-income tracts. There are three tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked 16th of 33 institutions with 0.7% of the deposits in the MSA. The largest bank in the assessment area was Wells Fargo with 28.7% of the deposits. BB&T and PNC were the second and third largest institutions with similar deposit shares of 13.8% and 13.5%, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,919 HMDA loans and 224 CRA loans, which represented 0.7% of HMDA loans and 0.4% of CRA loans originated during the evaluation period, respectively. This was the 30th largest HMDA market and 37th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 25th of 509 HMDA reporters in the MSA, while Fifth Third Bank ranked 113th. Wells Fargo, BB&T, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 25th of 88 CRA reporters in the MSA in 2012. The top three CRA reporters were American Express, Capital One, and Wells Fargo. American Express and Capital One are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact representing an agency that provides financial counseling assistance and economic development services to low- and moderate-income residents in one of the cities in the MSA was contacted to provide additional information regarding the assessment area. The contact stated that top employers in the city are the state, Wake County Board of Education, North Carolina State University, WakeMed Health and Hospitals and Rex Healthcare. The contact indicated that the unemployment rate in December 2013 was 5.2%, which was lower than the state's rate of 6.6%. The organization would like to engage in participation lending with local banks once a planned revolving loan fund is created. The agency also would prefer to lend to small businesses by working with local financial institutions. The contact felt that financial literacy education at the high school level would benefit those seeking post-secondary student loans. More down payment assistance programs and senior housing is needed in the area. The contact indicated that PNC, Wells Fargo, Fifth Third, and Bank of America have supported the organization. Fifth Third was specifically called out for a grant made in 2012 that assisted employees with restoring credit and strengthening savings through an employer-assisted financial literacy program. This program provides classroom education focused on improving personal budgeting, building credit, and achieving or maintaining home ownership. PNC and Wells Fargo have also provided grants for this program.

Population Characteristics

According to the 2010 U.S. Census data, the population in the MSA was 1.1 million. About one-third (33.2%) of the population lived in low- and moderate-income tracts. In addition, 73.8% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Raleigh-Carey MSA was the 48th largest in terms of population in the nation and the third largest in North Carolina.³⁷³ Based on 2012 U.S. Census estimates, Raleigh was the 42nd largest city in the United States³⁷⁴ and second largest in North Carolina with a population of 423,179; while Cary was the seventh largest in North Carolina with a population of 145,693.³⁷⁵

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. All three counties experienced growth from 2010 to 2012, with Wake County having the greatest population growth by far.³⁷⁶

County	2010 Population	2012 Population	Population Percent Change
Franklin	60,619	61,475	1.4%
Johnston	168,878	174,938	3.6%
Wake	900,993	952,151	5.7%
Total	1,130,490	1,188,564	5.1%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the MSA was \$74,743, which was significantly higher than North Carolina's median family income of \$56,153. The median family income ranged from a low of \$51,581 in Franklin County to a high of \$81,461 in Wake County. As shown in the following table the median family income increased in 2011 and 2012, but fell substantially in 2013.

³⁷³ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

³⁷⁴ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

³⁷⁵ Highest Population (2012) in NC by City:
<http://www.biggestuscities.com/demographics/nc/population-2012-by-city>

³⁷⁶ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
NC, Raleigh-Cary - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$78,800	0 - \$39,399	\$39,400 - \$63,039	\$63,040 - \$94,559	\$94,560 - & above
2012	\$79,900	0 - \$39,949	\$39,950 - \$63,919	\$63,920 - \$95,879	\$95,880 - & above
2013	\$75,300	0 - \$37,649	\$37,650 - \$60,239	\$60,240 - \$90,359	\$90,360 - & above

In 2010, the MSA contained 407,344 households, of which 273,490 (67.1%) were families. Of the total families in the assessment, 39.3% were comprised of low- and moderate-income families. Franklin County had the highest percentage of low- and moderate-income families, as over half (59.1%) of families in this county were low-income or moderate-income.

The following table shows the poverty rates for 1999³⁷⁷ and 2012.³⁷⁸

County	1999 Poverty Rate	2012 Poverty Rate	Change
Franklin	12.6%	16.7%	32.5%
Johnston	12.8%	16.8%	31.3%
Wake	7.8%	11.6%	48.7%
North Carolina	12.3%	18.0%	46.3%
United States	11.8%	15.0%	27.1%

Poverty rates increased in all three counties in the MSA from 1999 to 2012.³⁷⁹ The increase in the poverty rates in the three counties was more than the nationwide increase during this time, while Franklin and Johnston Counties experienced a lesser increase than North Carolina from 1999 to 2012. The poverty rates in Franklin and Johnston Counties were similar in 1999 and 2012 and were higher than North Carolina's and the United States' poverty rates in 1999. The poverty rates in these two counties were higher than the nationwide rate, but lower than the state rate in 2012. Wake County had the lowest poverty rate in the MSA in 1999 and 2012, but the poverty rate in this county increased the most from 1999 to 2012. Wake County's poverty rate remained below the statewide and nationwide rate in 1999 and 2012.

³⁷⁷ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³⁷⁸ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

³⁷⁹ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Housing Characteristics

There were 446,498 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 61.9% ranging from a low of 60.7% in Wake County to 68.7% in Franklin County. From an income perspective, 34.6% of housing units and 28.3% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 17.8% of the housing within the MSA, with 38.3% of multi-family units in low- and moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

The median age of the housing stock in the MSA was 19 years old, with only 5.2% of the stock built before 1950. The youngest housing stock was in Wake County with a median age of 18 years, while Franklin County had the oldest housing stock with a median age of 21 years.

The median housing value in the assessment area was \$197,366 as of the U.S. Census with an affordability ratio of 30.4%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 28.7% in Wake County to a high of 36.5% in Johnston County.

Based on the 2013 median family income for the MSA, about 25.7% of the homes valued up to \$133,934 would be considered affordable for low-income individuals and approximately 75.7% of the homes valued up to \$214,294 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,³⁸⁰ the median sales price in the MSA in 2012 was \$188,500, which was greater the median sales price of \$185,200 in 2011 but lower than the median sales price of \$190,400 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure³⁸¹.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Franklin County	1:4,830
Johnston County	1:1,560
Wake County	1:1,013
North Carolina	1:2,166
United States	1:1,170

³⁸⁰ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

³⁸¹ RealtyTrac: <http://www.realtytrac.com/statsandrends/foreclosurerends>

As shown in the table above, Wake County had the highest foreclosure rate in the assessment area in February 2014. According to RealtyTrac, Wake County had the fifth highest ratio of properties in foreclosure in North Carolina in February 2014. Wake County had a substantially higher ratio than North Carolina and the ratio was slightly higher than the national ratio. Franklin County had the lowest ratio of foreclosures in the MSA in February 2014 and the ratio was much less than the state and national rate at that time.

Building permits in the Raleigh-Cary MSA, North Carolina, and the United States are included in the following table for 2011, 2012, and 2013.³⁸²

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Raleigh-Cary MSA	6,366	12,926	103.0%	11,470	-11.3%
North Carolina	32,804	48,692	48.4%	50,787	4.3%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA more than doubled from 2011 to 2012, then fell from 2012 to 2013. The growth in the assessment area between 2011 and 2012 was much more substantial than the state and national increases during that time. While the number of building permits declined in the MSA from 2012 to 2013, they continued to increase in North Carolina and the United States for this period. The decline in the number of permits in the MSA could indicate a decrease in the demand for home purchase loans during the evaluation period.

Labor, Employment, and Economic Characteristics

According to the North Carolina Department of Commerce, Labor and Economic Analysis Division, the following are the largest employers in the counties in the assessment area as of September 2013.³⁸³

³⁸² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

³⁸³ North Carolina Department of Commerce Labor and Economic Analysis Division, Work Force in Depth: <http://esesc23.esc.state.nc.us/workforceindepth/>

County	Major Employers	Industry Description	Number of Employees
Franklin	Franklin County Board of Education	Education and Health Services	1,000+
	County of Franklin	Public Administration	500-999
	Novozymes North America Inc.	Manufacturing	500-999
Johnston	Johnston County Schools	Education and Health Services	1,000+
	Grifols Therapeutics Inc	Manufacturing	1,000+
	Johnston Memorial Hospital Authority	Education and Health Services	1,000+
Wake	Wake County Public Schools	Education and Health Services	1,000+
	North Carolina State University at Raleigh	Education and Health Services	1,000+
	Wake Med	Education and Health Services	1,000+

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, North Carolina, and the nation.³⁸⁴

Unemployment Rates Raleigh-Cary, NC MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Franklin	10.3	9.0	6.3
Johnston	9.5	8.4	6.0
Wake	8.2	7.5	5.4
North Carolina	10.2	9.5	6.9
MSA	8.5	7.7	5.4
United States	8.5	7.9	7.0

Unemployment rates steadily declined in the three counties in the MSA from 2011 to 2013. Franklin County had the highest rates all three years. The county had higher unemployment rates than the state, the MSA, and the nation in 2011 and 2012, but had a lower rate than North Carolina's and the nation's in 2013. Wake County had the lowest unemployment rate in the assessment area all three years and its rate was either less than or equal to the state's, MSA's, and nation's rates in 2011, 2012, and 2013.

³⁸⁴ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

In December 2013, Xerox laid off 168 employees at its Cary call center facility. A company spokesperson indicated that the company hoped to find positions in other areas within the organization. The layoffs involved closing a specific business operation and Xerox expected to hire employees in Cary and Raleigh in other lines of business. This was the second round of layoffs at the call center. In October, the company had announced that one-third of the employees at the center would lose their jobs, resulting in a reduction of approximately 500 workers. At the time of the December layoffs, Xerox had 1,800 employees in Cary.³⁸⁵

³⁸⁵ “Xerox calls police before layoffs at Cary call center.” WTVD-TV/DT. December 6, 2013 - <http://abclocal.go.com/wtvd/story?section=news/local&id=9351098>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE RALEIGH-CARY, NC MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Although the bank has a moderate level of lending gaps, it is a leader in making community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers, can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 1,401 home refinance loans, 506 home purchase loans, 224 small business loans, 12 home improvement loans, and eight community development loans during the evaluation period. The percentage of the bank's total lending is comparable to the percentage of total deposits in this area; both are less than one percent.

During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area while low- and moderate-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in 62.5% of low-income census tracts and 87.3% of moderate-income census tracts. According to the 2010 U.S. Census, less than 5.0% of families reside in low-income tracts and only 6.0% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 25.6%, thus limiting opportunities to originate residential mortgage loans.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	368	\$72,678
Down Payment Assistance Programs	3	\$322,630
Other Flexible Lending Programs	295	\$69,207,382

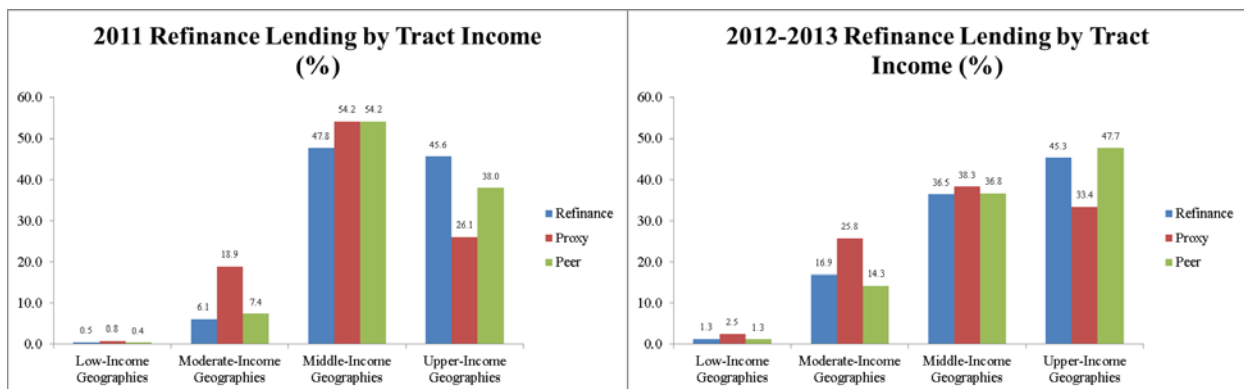
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was slightly less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was significantly higher than the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are adequate. Small business lending is also adequate.

Refinance Loans

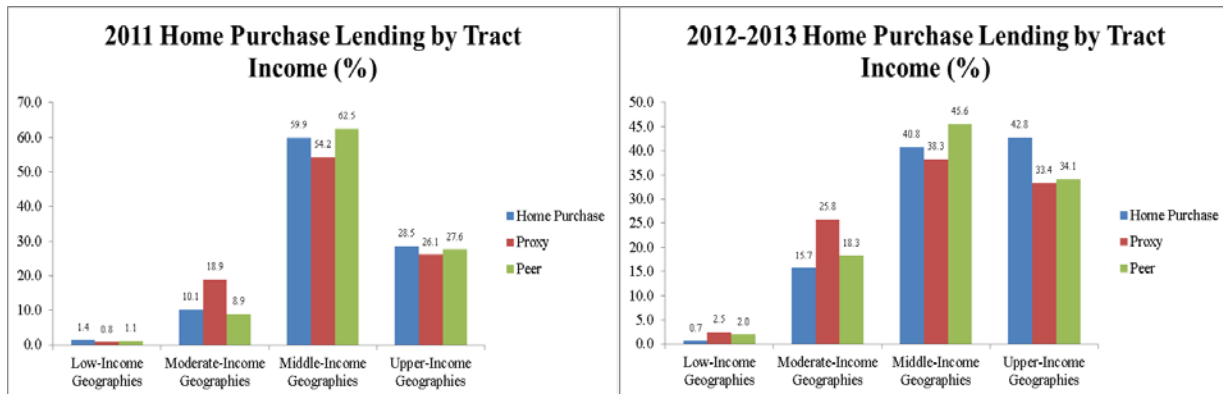


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

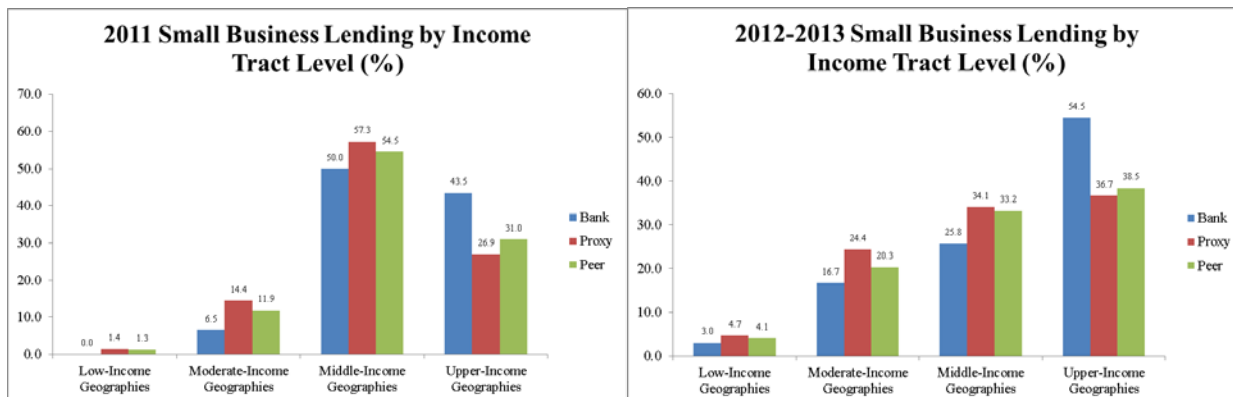


Home purchase lending opportunities in low-income tracts were also limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



In 2011, Fifth Third did not originate any small business loans in low-income tracts, as small business lending opportunities in low-income tracts were limited due to the lack of small businesses (proxy) in low-income tracts. In 2012 and 2013, the number of small businesses located in low-income tracts increased slightly and Fifth Third’s small business lending in low-income tracts was comparable to the percentage of small business located in low-income tracts and the aggregate performance of all lenders (peer).

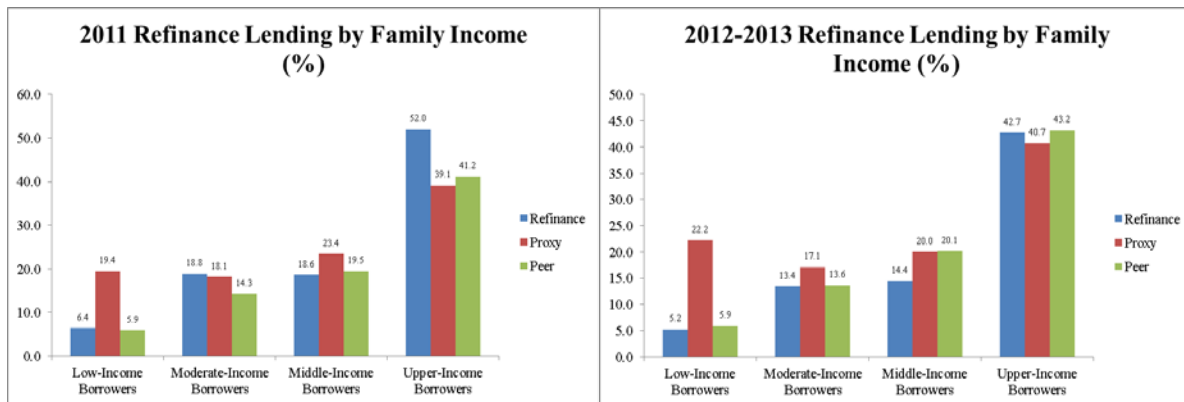
Small business lending in moderate-income tracts was lower than the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is adequate.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans was adequate based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

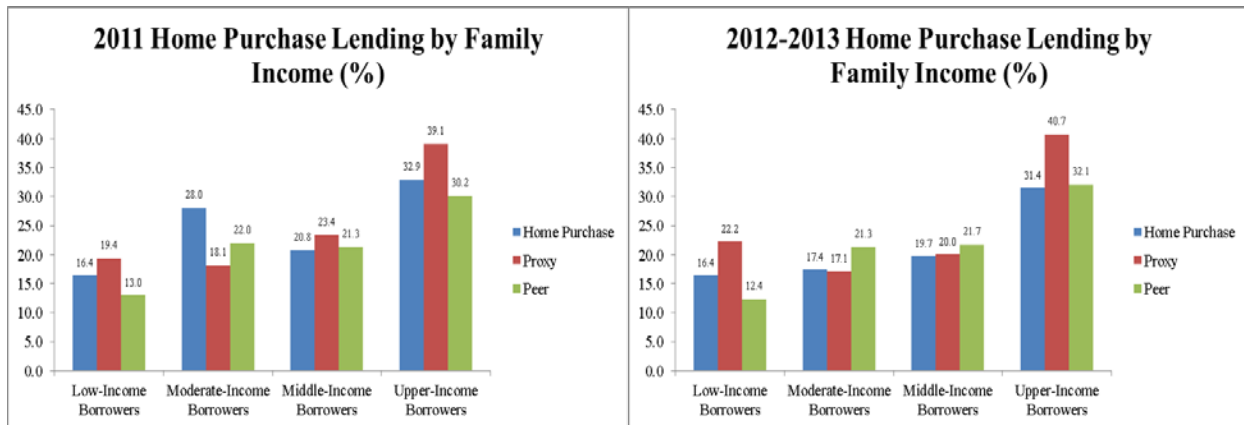


Refinance lending to low-income borrowers was less than the percentage of low-income families, but was comparable to peer.

In 2011, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer. In 2012 and 2013, refinance lending to moderate-income borrowers was less than the percentage of moderate-income families and comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is poor.

Home Purchase Loans

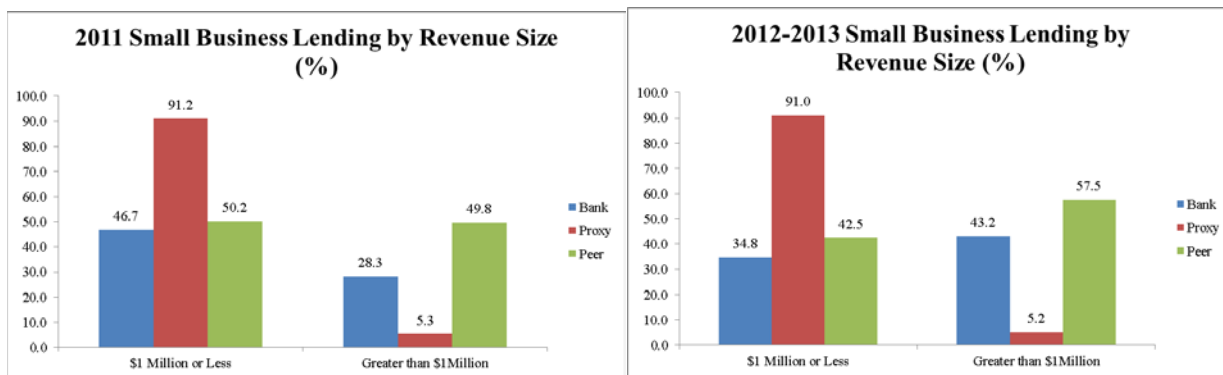


The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and above peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and less than peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy and lower than the peer.

Further analysis of small business lending shows 72.7% of Fifth Third’s small business loans in 2011 and 64.8% of small business loans in 2012-2013 were for \$100,000 or less, which was less than the peer at 89.2% in 2011 and 90.3% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates a good ability to meet the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated eight community development loans totaling \$34.5 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. There were five community development loans (\$16.1 million) for economic development and three loans (\$18.4 million) for the revitalization/stabilization of low- and moderate-income geographies. Given Fifth Third’s market share and the presence of several large banks in the market and, as such, the competition for community development loans, Fifth Third was a leader in making community development loans.

Investment Test

The institution funded 34 investments in this assessment area totaling \$4.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	11	\$4,340,254
Community Services	19	\$55,500
Economic Development	4	\$1,350
Totals	34	\$4,397,104

The bank made 0.1% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.2% and branch offices at 0.4%.

This is considered an adequate level of qualified community development investments and grants; however, the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank was a leader in providing community development services in this assessment area.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had five banking centers within this assessment area as of September 30, 2013, including two in moderate-income and three in upper-income census tracts. The banking centers in this assessment area represent 0.4% of all the institution’s banking centers.

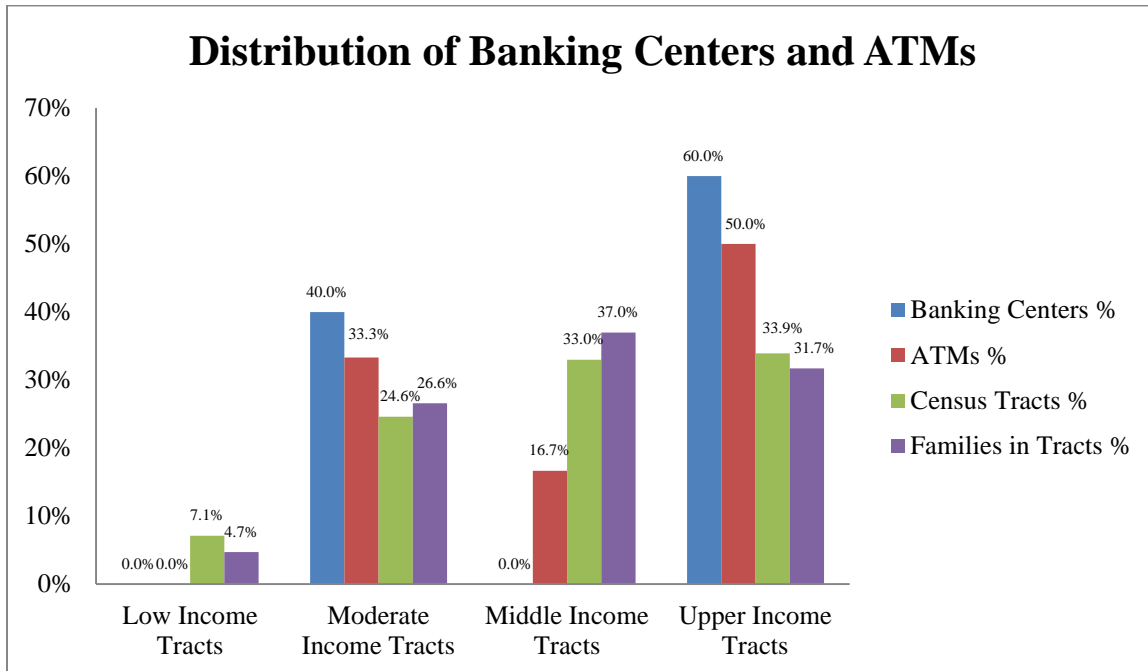
Fifth Third had six ATMs within this assessment area as of September 30, 2013, including two in moderate-income, one in middle-income, and three in upper-income census tracts. The ATMs in this assessment area represent 0.26% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	0.0%	0.0%	7.1%	4.7%
Moderate	40.0%	33.3%	24.6%	26.6%
Middle	0.0%	16.7%	33.0%	37.0%
Upper	60.0%	50.0%	33.9%	31.7%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third was a leader in providing community development services in this assessment area.

Fifth Third staff provided 1,047 hours of community development services in this assessment area, which represents 1.2% of all community development services provided and equates to 0.5 annualized persons (ANP). Services included:

- 246 hours of financial expertise on boards and committees
- 490 hours of financial education
- 80 hours of technical assistance
- 231 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
ASHEVILLE, NC MSA**

The Asheville NC MSA consists of Buncombe, Haywood, Henderson, and Madison Counties. The bank excludes Haywood, Henderson, and Madison Counties from its assessment area. The assessment area is comprised of two low-income, eight moderate-income, 33 middle-income, and 13 upper-income tracts.

Fifth Third ranked 16th of 19 institutions in the assessment area with 0.5% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank’s total deposits.

This was the smallest (60th of 60 markets) HMDA market and the third smallest CRA market (58th of 60 markets) for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
ASHEVILLE, NC MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Consistent	Below

*Compared with the state rating

Lending activity reflects an excellent responsiveness to the credit needs within the assessment area. However, there was a moderate amount of lending gaps noted during the evaluation period. Fifth Third has an excellent distribution of loans among geographies and an adequate distribution of loans, based on borrower’s income levels. Fifth Third made four community development loans totaling \$13.9 million in this assessment area. Given the presence of several large national banks in the market and the competition for community development loans, Fifth Third is considered a leader in making community development loans.

Overall, the institution funded over \$1.5 million in community development investments.

Retail services are unreasonably inaccessible, but the bank provided an adequate level of community development services.

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN THE
HICKORY-LENOIR-MORGANTON, NC MSA**

The Hickory-Lenoir-Morganton NC MSA consists of Alexander, Burke, Caldwell, and Catawba Counties. The bank excludes Alexander, Burke, and Caldwell Counties from its assessment area. The assessment area is comprised of four moderate-income, 18 middle-income, and nine upper-income tracts.

Fifth Third ranked sixth of 13 institutions in the assessment area with 3.1% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank’s total deposits.

This was the second smallest (59th of 60 markets) HMDA and CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
HICKORY-LENOIR-MORGANTON, NC MSA**

Lending Test*	Investment Test*	Service Test*
Below	Consistent	Below

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. While there were no low-income tracts, Fifth Third originated loans in two out of four moderate-income tracts in 2012 and 2013. Although Fifth Third had a poor geographic distribution of loans in the area, greater consideration was given to the distribution of loans among borrowers of different income levels, which was adequate. Fifth Third made three community development loans totaling \$3.7 million in this assessment area. Given its limited presence in this market, Fifth Third made a relatively high level of community development loans.

Overall, the institution funded \$528,000 in community development investments.

Retail services are unreasonably inaccessible, but the bank provided an adequate level of community development services.

STATE OF OHIO

CRA RATING for State of Ohio: “Satisfactory”

The lending test is rated: “Low Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An adequate responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes and a poor distribution of loans to farms of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

Full-scope reviews were conducted on the following six assessment areas: the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSAs and the Columbus, Lima, Sandusky, and Toledo MSAs. Limited-scope reviews were performed on the Canton-Massillon MSA and the two non-metropolitan assessment areas in the state. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The Cleveland-Akron-Elyria CSA and the Columbus MSA received the greatest weight, since these two areas represented over half of the deposits and HMDA loans in Ohio.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN OHIO

Lending activity accounted for 20.6% of the bank's total lending activity, while deposits accounted for 16.1% of the bank's total deposits. HMDA-reportable lending in Ohio represented 21.1% of the bank's total HMDA-reportable lending, while CRA-reportable lending represented 18.0% of the bank's total CRA-reportable lending. As of June 30, 2013, the bank ranked first among 258 insured institutions in deposit market share with 16.0% of the deposits within the state. As of December 31, 2013, there were 264 banking center locations and 417 ATMs within Ohio.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN OHIO

Lending Test

Fifth Third's performance under the lending test within the assessment areas located in Ohio is rated "Low Satisfactory." Lending reflects an adequate responsiveness to credit needs in the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSAs and the Canton-Massillon and Toledo MSAs. Responsiveness to credit needs is good in the remaining five assessment areas in the state.

Lending Activity

Lending activity in Ohio is considered adequate. Performance was adequate in the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSAs and the Canton-Massillon and Toledo MSAs, while lending activity was good in the other five assessment areas in the state. Fifth Third is one of the major financial institutions that serve Ohio. Within Ohio, Fifth Third originated 14,882 home purchase, 42,823 refinance, 1,115 home improvement, 9,290 small business loans, and 114 small farm loans. While deposits within the state represented 16.1% of the bank's total deposits, 20.6% of the total loans were originated in Ohio.

Non-metropolitan Southwestern Ohio was the only assessment area with enough small farm loans for a meaningful analysis. There were not enough multi-family loans in any of the assessment areas in the state to conduct a meaningful analysis. There were also insufficient home improvement loans in the Canton-Massillon, Lima, and Sandusky MSAs for a meaningful analysis.

Geographic and Borrower Distribution

Overall, the geographic distribution of loans in Ohio is adequate. Geographic distribution is adequate in the Dayton-Springfield-Greenville CSA and the Toledo, Sandusky and Canton MSAs. The bank's performance was poor in the Cleveland-Akron-Elyria CSA. Geographic distribution is good in the four remaining assessment areas in the state. Overall, lending gaps were moderate for the state, with significant lending gaps in the Cleveland-Akron-Elyria CSA, moderate gaps in the Dayton-Springfield-Greenville CSA and Toledo MSA, and no gaps in the Sandusky MSA.

The distribution of loans among borrowers of different income levels is adequate. Borrower distribution is adequate in the Cleveland-Akron-Elyria CSA and the Canton-Massillon, Columbus, and Toledo MSAs. The bank's performance is good in the other five assessment areas in the state. The distribution of loans to businesses of different revenue sizes is adequate. The bank's performance was adequate in seven of the assessment areas and was poor in the Cleveland-Akron-Elyria CSA and Lima MSA. The distribution of loans to farms of different revenue sizes was poor in Non-metropolitan Southwest Ohio, which was the only assessment area for enough loans to conduct a meaningful analysis.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Community Development Loans

Within Ohio, Fifth Third originated 196 community development loans totaling \$855.1 million, which represents 17.7% of the bank's community development lending by dollar volume. In addition, one loan for \$2.5 million was made in the state, but outside of the bank's assessment area. This loan was also considered, since Fifth Third adequately met the needs of its assessment area within the state.

Fifth Third is a leader in making community development loans in the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSA and the Columbus, Sandusky, and Toledo MSAs. The bank made a relatively high level of community development loans in the other four assessment areas in the state. Overall, Fifth Third is a leader in making community development loans in Ohio.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Ohio is rated "Outstanding." The bank's performance was excellent in the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSAs and the Canton-Massillon and Columbus MSAs. Performance was good in the Sandusky MSA and Non-metropolitan Southwestern Ohio and adequate in the Lima and Toledo MSAs and Non-metropolitan Northwestern Ohio. The institution funded over \$115.8 million in community development investments in Ohio during the evaluation period.

In addition to the qualified investments made inside the bank's assessment area within the state, Fifth Third funded nearly \$5.7 million in investments in areas outside the bank's assessment areas, but still within the state.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test within the assessment areas located in Ohio is rated "High Satisfactory." Performance was excellent in the Sandusky MSA and the two non-metropolitan areas and good in three of the largest assessment areas in the state: the Cleveland-Akron-Elyria CSA and the Columbus and Toledo MSAs. Service test performance was adequate in the three remaining assessment areas.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Retail service distribution was excellent in the Sandusky MSA and two non-metropolitan areas and good in the Columbus and Toledo MSAs. The bank's retail service distribution was adequate in the Cleveland-Akron-Elyria and Dayton-Springfield-Greenville CSAs and the Lima MSA and was poor in the Canton-Massillon MSA.

The institution's record of opening and closing banking centers has generally not adversely affected the accessibility of its delivery systems.

Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services. The bank's performance was excellent in the three of the largest assessment areas in the state: the Cleveland-Akron-Elyria and the Columbus, and Toledo MSAs. Performance was adequate in the Lima MSA and good in the four remaining assessment areas in the state.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CLEVELAND-AKRON-ELYRIA, OH CSA

The Cleveland-Akron-Elyria OH CSA consists of two MSAs:

- Akron OH MSA, including Portage and Summit Counties
- Cleveland-Elyria-Mentor OH MSA #17460, consisting of Cuyahoga, Geauga, Lake, Lorain, and Medina Counties

The bank takes all of these counties in its assessment area. The assessment area is comprised of 128 low-income, 173 moderate-income 295 middle-income and 205 upper-income tracts. There are five tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third had the eighth largest deposit share of 48 institutions in the CSA with 6.4% of deposits. KeyBank and PNC were the first and second largest institutions with 19.3% and 12.2% of the deposits, respectively. FirstMerit was the third largest institution with 10.4% of the deposits in the assessment area. Deposits in this assessment area accounted for 4.5% of the institution's total deposits

From January 2011 through December 2013, Fifth Third originated 16,950 HMDA loans and 2,650 CRA loans, which represented 6.1% of the HMDA loans and 5.1% of the CRA originated during the evaluation period. This was the fifth largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fourth of 462 HMDA reporters, while Fifth Third Bank ranked 21st. The largest HMDA reporters in the CSA were Wells Fargo, JPMorgan Chase, and Third Federal Savings and Loan Association of Cleveland. Fifth Third Bank ranked 14th of 100 CRA reporters in the assessment area in 2012. The three largest CRA reporters were American Express, Capital One, and PNC. American Express and PNC are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Five community contacts were conducted to provide additional information regarding the assessment area. One contact representing an economic development corporation serving Portage County stated that the plastics and rubber industries continue to be strong. The county is experiencing growth in engineering and medical imaging and the southern portion of the county has seen an increase in the oil and gas industry. The contact indicated that the biggest issue in the county is the scarcity of qualified workers. There are not enough skilled workers to fill positions such as welders and machinists. Although GE and Commercial Turf Products are closing, there are several serious inquiries about acquiring the properties. One of the cities in the county had undergone major redevelopment and its transit authority received federal stimulus money to build a bus terminal with additional parking. There are several funding sources available, including traditional banking, SBA lending, and micro loan programs. The contact felt that access to local banks was good.

The second contact was made with an affordable housing agency serving Portage County. The contact stated that the northwest portion of the county is urban, while the rest of the county is more rural. Several poor neighborhoods in the urban area are targeted by the agency and generally have little affordable housing that is up to code. Nearly all financial institutions have a presence in the area where funds are needed for rehabilitation and renovation of existing properties. Hometown Bank services mortgages that are originated at agency at no cost.

The third contact, representing an agency serving the education needs of Hispanics in Cuyahoga County, stated that there is notable inequity in the distribution of resources among minorities in the county. Since the economic downturn, crime and drug abuse rates have increased. The contact stated that local government had dedicated less attention and resources to Cleveland's infrastructure. Many neighborhoods on Cleveland's near west side are becoming gentrified, even though many of them are still classified as low- and moderate-income areas. The contact feels that the development is not benefitting the native residents of these communities, since banks are not lending to low- and moderate-income residents. Rather, gentrification is causing poverty to shift deeper into Cleveland's west side neighborhoods. Many new projects are clustered in the same areas and are not geared toward low- and moderate-income residents. In recent years, the number of charter schools has increased, which has created a population loss for public schools and led to fewer public schools being built. The contact stated that many community services do not follow the area's Hispanic residents as they move up in educational and economic status. Local banks are often helpful in supporting the organization. Many banks have provided point-in-time donations, but long-term investments that have the most impact on the organization are needed to support projects and infrastructure, such as building community centers. Key and PNC have been very supportive of the organization. In the contact's experience, banks that rely on CRA departments to provide community development activities often give small investments and are less focused and less consistent in their support.

The fourth contact, representing a community development organization serving Cuyahoga County, stated that many neighborhoods experienced declines during the recent economic downturn. Housing in the eastern suburbs of Cleveland was noticeably more impacted than the western suburbs and the subsequent foreclosure levels have resulted in a significant need for demolishing vacant properties in the eastern suburbs. Demolishing blighted properties helps to improve property values and allows the vacant land to be used for beneficial projects, such as community gardens; however, demolition is costly and funds are limited. There is a demand for newer housing throughout the area, including the western suburbs, because the housing stock is older. There are opportunities for local banks to support new housing developments. Newer housing stock could help residents remain in the communities. The housing crisis also placed strain on many local middle class homeowners. Now that the economy is improving, there is a need for programs to help people maintain their properties and buy new homes. During and immediately after the financial downturn, many local small businesses, particularly in Cleveland Heights, closed or underwent significant cost reductions. Many local businesses ceased advertising at community events and supporting youth sports teams. The contact felt that current environment was not conducive to small business growth because banks' underwriting standards were too stringent.

More recently, commercial lending has increased from commercial banks. Energy-efficient loan programs have helped spur this growth. Many business owners can obtain more attractive financing from local banks than from development corporations, although the SBA and SBDCs have been available for local business owners.

The fifth contact was made to an affordable housing agency serving Summit County. The contact stated that although Akron is a smaller city, it has many “big city” problems, such as high incarceration rates and a stressed educational system. Despite these challenges, the area has endured better than some other parts of the state. Although there are impoverished neighborhoods, they are still better off than distressed neighborhoods in other cities. The contact indicated that the area has a strong middle class, but many people do not have the necessary finances and skills to properly maintain their homes. The contact feels that financial institutions could assist these individuals. Opportunities also exist to partner with local organizations to assist in purchasing and renovating housing. The agency’s largest challenge is funding, especially with decreased funding from the Neighborhood Stabilization Program. The agency could benefit from financial institutions funding home repairs and rehabilitation. Although some banks have donated repossessed properties to the organization, the need for properties and funding for rehabilitations and buyer subsidies is still prevalent. There is also a need for banks to provide first time homebuyer assistance programs. The agency itself could benefit from an affordable line of credit to help fulfill its mission to provide affordable housing. New York Community Bank (Ohio Savings Bank) has sponsored a number of the agency’s programs and Third Federal Savings and Loan Association of Cleveland has offered financial support; however, the contact noted that the institution’s underwriting guidelines are often too stringent for many of the agency’s clients. The contact felt that Huntington has supported non-profit agencies in the area, but PNC and Fifth Third have not provided the same level of support to local non-profits in the area.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 2.8 million. The percentage of the population living in low- and moderate-income tracts was 28.3%. In addition, 77.0% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Cleveland-Elyria-Mentor MSA was the 28th largest nationally in terms of populations and the second largest in Ohio. The Akron MSA was the 72nd largest nationally and the fifth largest in Ohio.³⁸⁶

³⁸⁶ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

Based on 2012 population estimates, Cleveland was the 48th largest city in the United States.³⁸⁷ In Ohio, Cleveland was the second largest city with 390,928 residents, Akron was the fifth largest city with 198,549, and Elyria was the 14th largest city with 54,086 residents. Lastly, Mentor was the 21st largest city in Ohio with an estimated population of 47,023.³⁸⁸

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population decreased slightly from 2010 to 2012. Medina County had the highest rate of growth, while Cuyahoga County had the largest decrease.³⁸⁹

County	2010 Population	2012 Population	Population Percent Change
Cuyahoga	1,280,122	1,265,111	-1.2%
Geauga	93,389	93,680	0.3%
Lake	230,041	229,582	-0.2%
Lorain	301,356	301,478	0.0%
Medina	172,332	173,684	0.8%
Portage	161,419	161,451	0.0%
Summit	541,781	540,811	-0.2%
Total	2,780,440	2,765,797	-0.5%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$62,434, which was higher than Ohio's median family income of \$59,680. The median family incomes ranged from a low of \$58,064 in Cuyahoga County to \$76,780 in Geauga County. As shown in the table below, the median family income increased in the two MSAs from 2010 to 2011 and from 2011 to 2012, but the median family decreased slightly in the Cleveland-Elyria-Mentor MSA from 2012 and more significantly in the Akron MSA from 2012 to 2013.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Akron MSA	\$62,882	\$65,600	\$66,500	\$64,400
Cleveland-Elyria-Mentor MSA	\$62,627	\$62,800	\$63,700	\$63,400

³⁸⁷ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

³⁸⁸ Highest Population (2012) in Ohio by City: <http://www.biggestuscities.com/demographics/oh/population-2012-by-city>

³⁸⁹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

In 2010, the CSA contained 1,131,062 households, of which 719,170 (63.6%) were families. Of total families in the assessment area, 38.9% were low- and moderate-income families. Cuyahoga County had the highest percentage of low- and moderate-income families at 43.2%. Cuyahoga County also had the highest poverty rates, as illustrated below.

Poverty rates increased in each county in assessment area from 1999 to 2012 and the rates of increase was greater than the national increase during that time.³⁹⁰ All of the counties except for Cuyahoga County had higher increases than Ohio during this time. Lake County had the highest increase in poverty. Cuyahoga County had the highest poverty rates both years, while Geauga and Medina Counties had the lowest rates in 1999. Medina County also had the lowest poverty rate in 2012. The following table shows the poverty rates for 1999³⁹¹ and 2012.³⁹²

County	1999 Poverty Rate	2012 Poverty Rate	Change
Cuyahoga	13.1%	18.8%	43.5%
Gauga	4.6%	8.0%	73.9%
Lake	5.1%	9.7%	90.2%
Lorain	9.0%	14.4%	60.0%
Medina	4.6%	7.6%	65.2%
Portage	9.3%	14.9%	60.2%
Summit	9.9%	15.9%	60.6%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 1,263,774 housing units in the CSA, as of the 2010 U.S. Census. The owner-occupancy rate was 61.2%, with a high of 82.2% in Geauga County and a low of 54.0% in Cuyahoga County. From an income perspective, 32.1% of housing units and 20.5% of owner-occupied units were in a low- or moderate-income tract. Multi-family dwellings comprised 17.0% of the housing units in the assessment area, with 41.4% of these units being in low- or moderate-income tracts. These numbers indicated that most of the demand for mortgage loans would likely be in middle- and upper-income tracts; however, there could be significant demand for home loans in low- and moderate-income tracts.

³⁹⁰ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

³⁹¹ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

³⁹² 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

As of 2010, the median age of housing stock in the assessment area was 52 years, with 32.3% of the stock built before 1950. The oldest housing stock was in Cuyahoga County with a median age of 56 years, while the youngest was in Medina County with a median age of 31 years. Since the median age of the housing stock is significantly more than 25 years old, it appears that there could be substantial demand for home improvement and rehabilitation loans.

The median housing value in the CSA was \$148,471 as of the 2010 U.S. Census with an affordability ratio of 32.7%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 28.4% in Geauga County to a high of 35.8% in Medina County.

Based on the 2013 median family income for the Akron MSA, about 34.1% of the homes valued up to \$114,546 would be considered affordable for low-income individuals and approximately 68.4% of the homes valued up to \$183,274 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Cleveland-Elyria-Mentor MSA, about 29.2% of the homes valued up to \$112,768 would be considered affordable for low-income individuals and approximately 65.4% of the homes valued up to \$180,429 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,³⁹³ the median sales price in the Akron MSA in 2012 was \$109,500, which was significantly higher than median sales price of \$90,900 in 2011 and slightly higher than the median sales price of \$108,900 in 2010. The median sales price in the Cleveland-Elyria-Mentor MSA in 2012 was \$110,000, which was significantly higher than median sales price of \$105,100 and lower than the median sales price of \$114,500 in 2010.

According to RealtyTrac,³⁹⁴ Ohio had the eighth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure³⁹⁵.

³⁹³ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frggkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

³⁹⁴ Realtytrac: <http://www.realtytrac.com/statsandtrends/foreclosures/trends/>

³⁹⁵ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosures/trends/>

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Cuyahoga County	1:696
Geauga County	1:2,328
Lake County	1:623
Lorain County	1:1,078
Medina County	1:3,190
Portage County	1:3,523
Summit County	1:757
Ohio	1:941
United States	1:1,170

Lake County had the highest foreclosure rate in the CSA in February 2014 and Portage County had the lowest. Cuyahoga, Lake, and Summit Counties had higher foreclosure ratios than the state, while Lorain County had a higher foreclosure rate than the nation, but a lower foreclosure rate than the state in February 2014.

Building permits in the two MSAs, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.³⁹⁶

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Akron MSA	1,122	618	-44.9%	465	-24.8%
Cleveland-Elyria-Mentor MSA	1,767	2,332	32.0%	2,767	18.7%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

The Akron MSA experienced declines in building permits from 2010 to 2012. Building permits grew in the Cleveland-Elyria-Mentor MSA from 2010 and 2011 and the rate of growth was higher than Ohio and about the same as the United States during this time. From 2011 to 2012, the Cleveland-Elyria-Mentor MSA had a higher growth rate in building permits than the nation, but a lower growth than the state. These numbers indicate that the demand for home purchase loans could have increased during the evaluation period.

³⁹⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following seven Fortune 500 companies.

Fortune 500 Companies in the Cleveland/Akron Area³⁹⁷		
Rank	Company	Revenue (\$ billion)
137	Goodyear Tire & Rubber	\$21.0
166	Progressive	\$17.1
181	FirstEnergy	\$15.3
211	Parker Hannifin	\$13.1
282	Sherwin Williams	\$9.5
329	TravelCenters of America	\$8.0
424	Cliffs Natural Resources	\$6.0

The primary employment sectors and major employers in the counties in the assessment area as identified by the Ohio Development Services Agency are as follows:³⁹⁸

County	Primary Employment Sectors	Major Employers
Cuyahoga	Education and health services; trade, transportation, and utilities; professional and business services; manufacturing; and, financial services	American Greetings Corp; Case Western University; Cleveland Clinic Health System; Continental Airlines; Eaton Corp. (power management); Ford Motor Co; KeyCorp; Lincoln Electric Holding Inc; Parker Hannifin Corp; Progressive Corp; Sherwin-Williams Co; and, University Hospitals Health Systems
Geauga	Manufacturing; trade, transportation, and utilities; education and health services; professional and business services; and, construction	Chardon Local Schools; Geauga County Government; Great Lakes Cheese Company; Kenston Local Schools; Masco Corp/KraftMaid Cabinetry Inc.; Tarkett/Johnsonite Inc.(flooring); University Hospitals Health System; and, Wal-Mart Stores. Inc.
Lake	Manufacturing; education and health services; leisure and hospitality; professional and business services; construction; and, financial services	ABB Inc. (robotics); Avery Dennison Corp (adhesive materials); FirstEnergy Corp (electric company); Lake County Government; Lake Hospital System; Lincoln Electric Holding Inc; Lubrizol Corp (oil additives); Mentor Exempted Village Schools; STERIS Corp (sterilization services); and Willoughby-Eastlake City Schools

³⁹⁷ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

³⁹⁸ Ohio Development Services Agency – County Trends: http://development.ohio.gov/reports/reports_countytrends_map.htm

Lorain	Trade, transportation, and utilities; manufacturing; leisure and hospitality; construction; and financial services	Community Health Partners; Elyria City Schools; Emerson Electric/Ridge Tool; EMH Regional Healthcare System; Ford Motor Co; Invacare Corp (medical products); Lorain City Schools; Lorain County Government; Oberlin College; PolyOne Corp (polymers); Republic Engineered Products (steel); State of Ohio; State of Ohio; and US Steel Corp/Lorain Tubular
Medina	Trade, transportation, and utilities; manufacturing; professional and business services; education and health services; leisure and hospitality; and, construction	Brunswick City Schools; Carlisle Companies Inc/Friction Products (brakes); Discount Drug Mart Inc; Medina City Schools; Median County Government; Medina General Hospital; MTD Products Inc (outdoor power equipment); Wadsworth City Schools; Wadsworth-Rittman Hospital; and Westfield Group (insurance)
Portage	Trade, transportation, and utilities; manufacturing; leisure and hospitality; education and health services; professional and business services; and financial services	East Manufacturing Corp (truck trailer manufacturer); General Electric Co; Kent City Schools; Kent State University; McMaster-Carr Supply Co (supplier to industrial and commercial facilities); Northeast Ohio Medical University; Portage County Government; Ravenna City Schools; Robinson Memorial Hospital; Saint Gobain (plastics/polymers); State of Ohio; and Step2 Company (toys)
Summit	Trade, transportation, and utilities; education and health services; professional and business services; manufacturing; leisure and hospitality; and financial services	Akron City Schools; Akron General Health System; Children's Hospital Medical Center; Diebold Inc.; FirstEnergy Corp; Goodyear Tire & Rubber Co; Jo-Ann Stores Inc.; McDermott International/Babcock and Wilcox (boilers and power generators); Signet Group/Sterling Inc. (real estate development); Summa Health System; and, University of Akron

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties and MSAs within the CSA, the overall CSA, Ohio and the nation.³⁹⁹

Unemployment Rates Cleveland-Akron-Elyria CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Portage	8.3	6.7	6.8
Summit	8.5	6.8	6.8
Akron MSA	8.4	6.8	6.8
Cuyahoga	8.1	7.3	7.4
Geauga	6.6	6.0	5.9
Lake	7.2	6.4	6.4
Lorain	8.1	7.7	7.1
Medina	6.8	6.0	6.0
Cleveland-Elyria-Mentor MSA	7.8	7.1	7.1
Cleveland-Akron-Elyria CSA	8.1	7.4	7.0
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties in the assessment area from 2011 to 2012, but unemployment increased or remained the same from 2012 to 2013 in all the counties, except Geauga and Lorain Counties. Summit County had the highest unemployment rate in 2011, while Lorain County had the highest rate in 2012 and Cuyahoga County had the highest rate in 2013. Geauga County had the lowest unemployment rate all three years. Lorain County had a higher unemployment rate than the state in 2012, while Cuyahoga County had a higher rate than the state and nation in 2013. Although Lorain County had the same unemployment rate as Ohio in 2013, it had a higher unemployment rate than the nation.

³⁹⁹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Bank of America notified workers in Beachwood in Cuyahoga County that the bank would be laying off about 1,000 workers by October 31, 2013 due to the company reducing its mortgage and consumer banking operations. Also, 55 employees in Independence in Cuyahoga County were also set to lose their jobs in October 2013 due to increases in mortgage interest rates, which had slowed refinancing.⁴⁰⁰ About 660 of the jobs in Beachwood were in home loan fulfillment, mostly for refinances, and approximately 350 to 400 more are in customer service for consumer banking. In January 2014, Teletech, a telemarketing company, announced that 192 call center employees would lose their jobs in Amherst in Lorain County due to a reduction in call volumes. All 192 workers were employed under the Best Buy Geek Squad Program.⁴⁰¹ Summa Health System in Akron laid off 58 workers in September 2013 as part of an ongoing effort to reduce expenses. Another 46 employees would have reduced hours and 132 open positions would not be filled. The healthcare system had laid off 54 employees in January to save costs.⁴⁰²

⁴⁰⁰ Murray, Teresa Dixon. "Bank of America lays off 1,000 in Beachwood; bank closes 3 mortgage offices in Ohio." *The Plain Dealer*. August 29, 2013:

http://www.cleveland.com/business/index.ssf/2013/08/bank_of_america_lays_off_1000.html

⁴⁰¹ Cuevas, Adriana. "Teletech announces massive layoffs at its Amherst location." *The Morning Journal*. January 16, 2014: <http://www.morningjournal.com/general-news/20140116/teletech-announces-massive-layoffs-at-its-amherst-location>

⁴⁰² Powell, Cheryl. "Summa Health System confirms 58 workers laid off." *Akron Beacon Journal*. September 18, 2013: <http://www.ohio.com/business/summa-health-system-confirms-58-workers-laid-off-1.429853>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE CLEVELAND-AKRON-ELYRIA, OH CSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has a poor geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and a poor distribution of loans to businesses of different revenue sizes. Further, there are a significant level of lending gaps; however, the bank is a leader in making community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase, small business, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 11,622 home refinance loans, 5,050 home purchase loans, 278 home improvement loans, 2,648 small business loans, and 42 community development loans during the evaluation period. The percentage of the bank's total lending at 5.9% is greater than the percentage of total deposits at 4.4% in this area.

Even though Fifth Third originated loans in a majority of the census tracts within the assessment area, low-income tracts had a greater percentage of tracts without loans. In 2012 and 2013, Fifth Third originated loans in only 87 of 128 (68.0%) of low-income census tracts. According to the 2010 U.S. Census, 8.8% percent of families reside in low-income tracts and 11.9% of all housing units within the assessment are in low-income tracts. Further, the owner-occupancy rate for low-income tracts was 27.8%, thus limiting opportunities to originate residential mortgage loans in these tracts. Fifth Third originated loans in 158 of 173 (91.3%) of moderate-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,936	\$375,194
Down Payment Assistance Programs	65	\$6,095,183
Other Flexible Lending Programs	2,963	\$402,603,168

In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

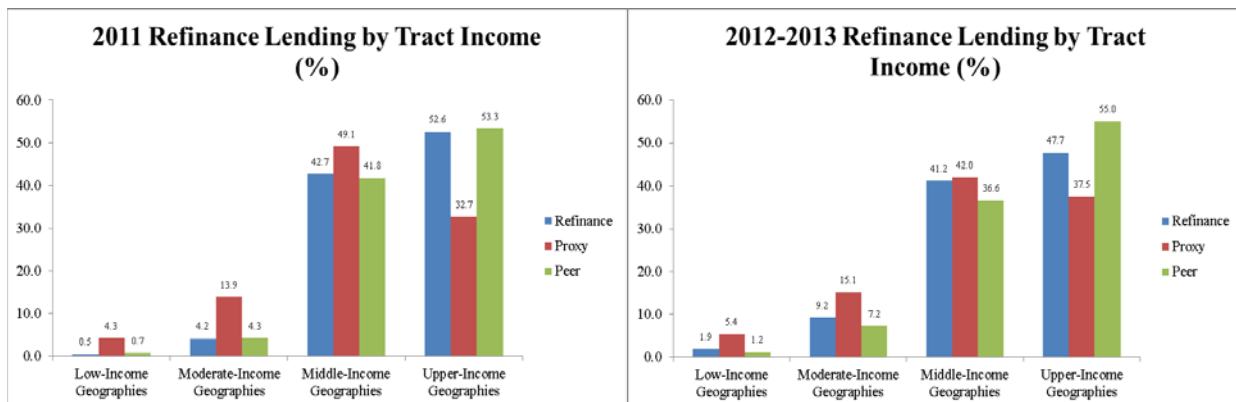
Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is poor. Home refinance and home purchase lending are poor and home improvement lending is adequate. Small business lending is good.

According to the 2010 U.S. Census, 8.8% and 17.2% of families reside in low- and moderate-income tracts, respectively. Further, only 11.9% of all housing units are in low-income tracts, while 20.2% of all housing units are in moderate-income tracts within the assessment area. The owner-occupancy rate for low-income tracts was 27.8% and 45.9% for moderate-income tracts, which was much lower than the overall owner-occupancy rate for the assessment area. Conversely, 48.2% and 39.9% of all housing units in low- and moderate-income tracts, respectively, were rental housing units. Vacancy rates were higher in low- and moderate-income tracts as compared to middle- and upper income geographies. These factors may have limited the opportunities to originate residential mortgage loans.

Refinance Loans

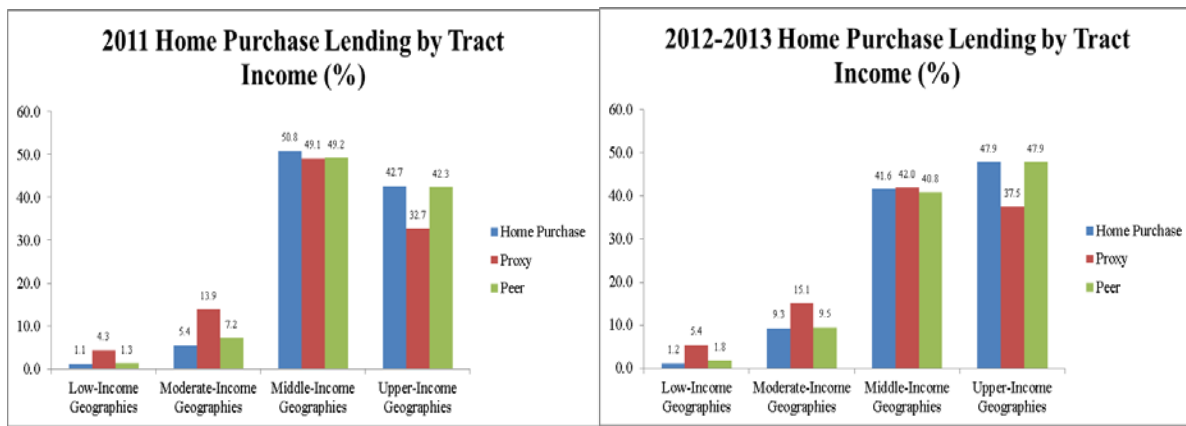


Home refinance lending opportunities in low-income tracts were limited, as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. Fifth Third originated very few home refinance loans in these tracts and its refinance lending was less than the percentage of owner-occupied units, but comparable to peer.

Refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

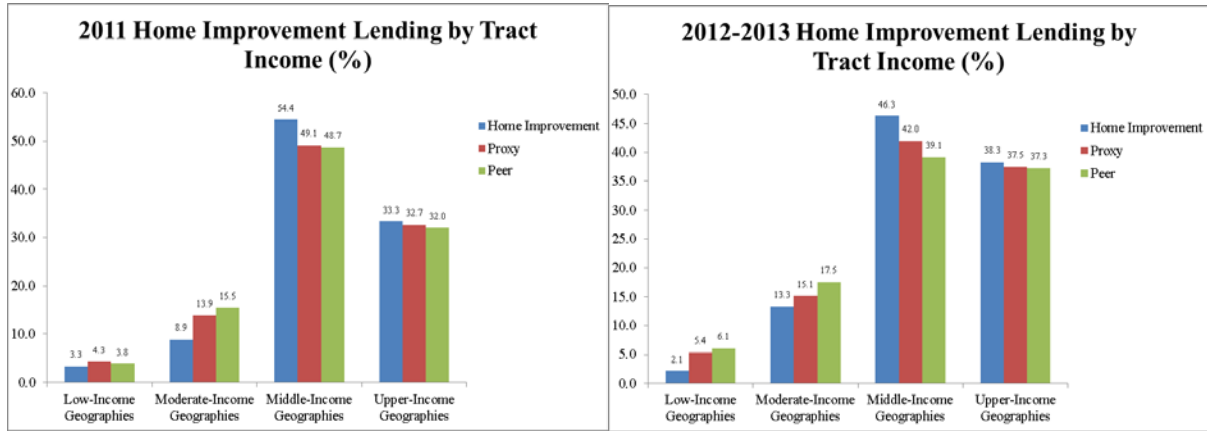


Home purchase lending opportunities in low-income tracts were limited, as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. Fifth Third originated very few home purchase loans in these tracts and its home purchase lending was less than the percentage of owner-occupied units, but comparable to peer.

Home purchase lending in moderate-income tracts was also less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is poor.

Home Improvement

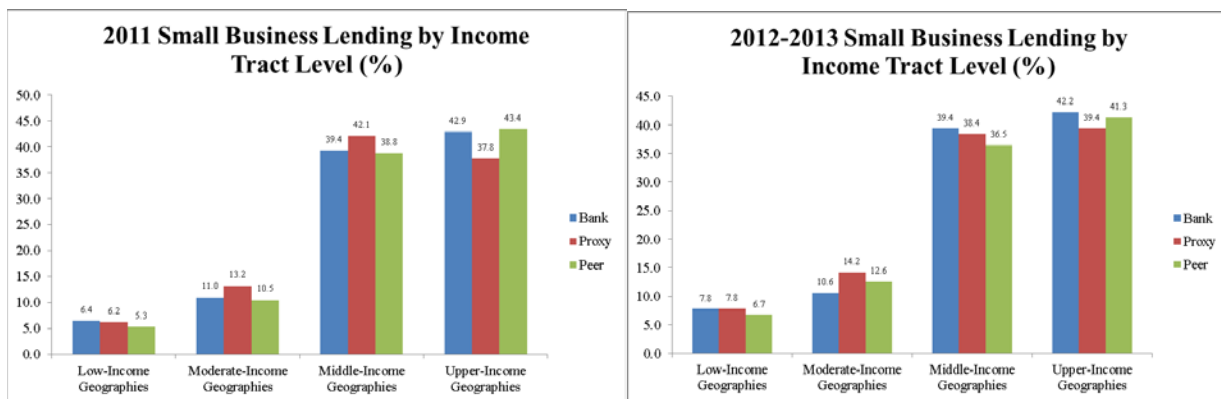


Home improvement lending opportunities in low-income tracts were also limited, as evidenced by the small number of owner-occupied units (proxy) in low-income tracts. Despite this fact, in 2011, the percentage of home improvement loans in low-income tracts originated by Fifth Third was comparable to the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, home improvement lending in low-income tracts was less than the proxy and peer.

Home improvement lending in moderate-income tracts was also less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



Small business lending in low-income tracts was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

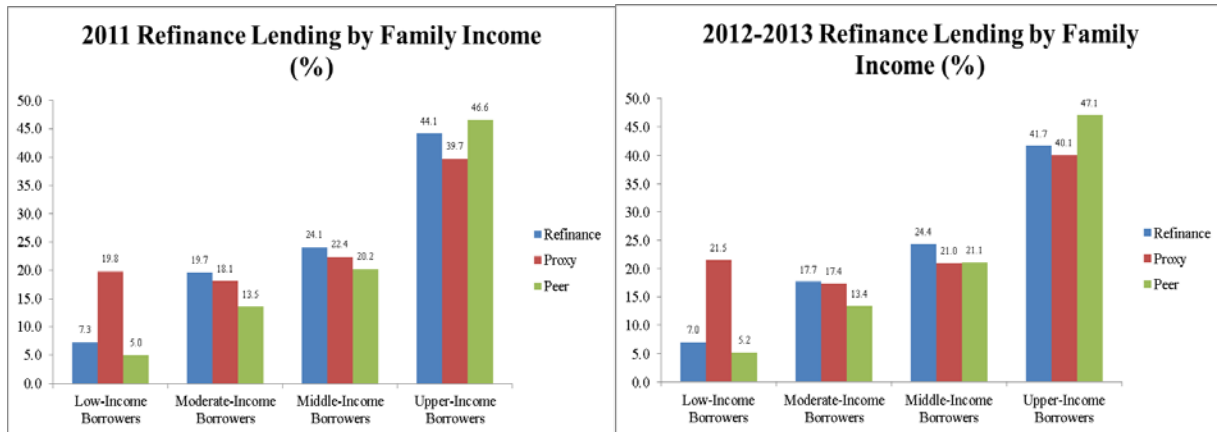
Small business lending in moderate-income tracts was slightly lower than the percentage of small businesses located in moderate-income tracts (proxy), but comparable to the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

The distribution of loans is adequate based on borrower’s income and poor for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

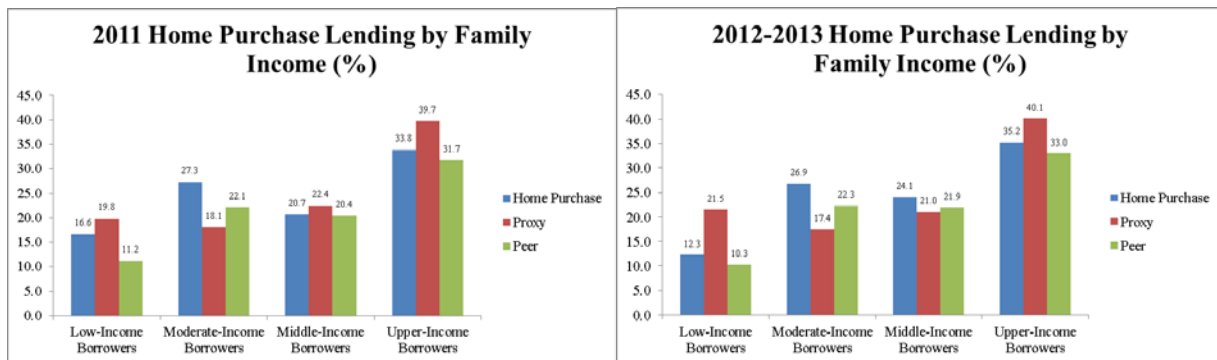


Refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

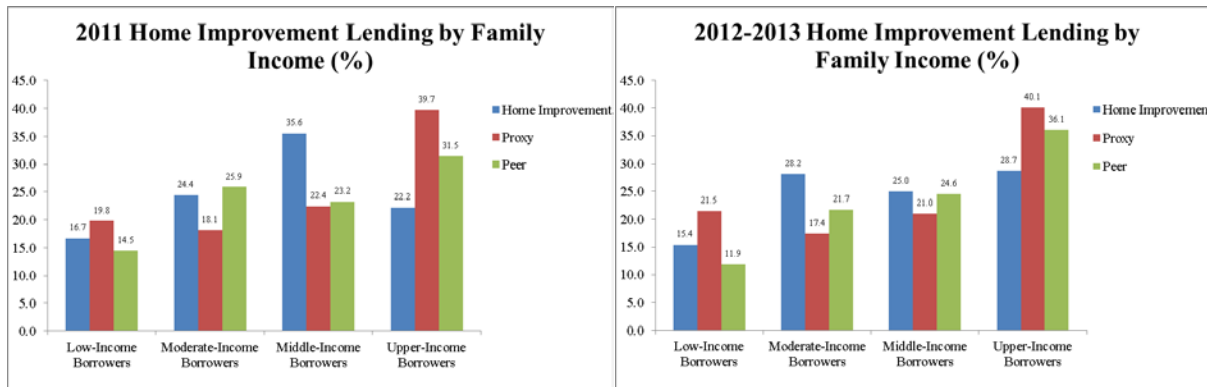


The level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but higher than peer.

Home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Home Improvement Loans

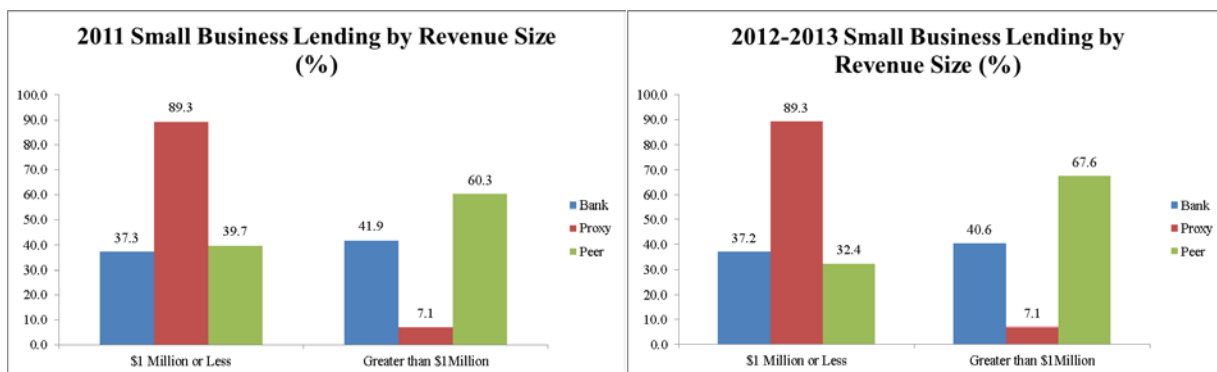


The level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was also above the proxy and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer).

Further analysis of small business lending shows 59.0% and 60.1% of Fifth Third’s small business loans in 2011 and 2012-2013, respectively, were for \$100,000 or less, which was lower than the peer at 90.7% in 2011 and 92.7% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is poor.

Community Development Loans

Fifth Third originated 42 community development loans totaling \$174.3 million. Community development lending in this assessment area represented 3.6% of the total dollar volume of community development loans originated by the bank during the evaluation period. The bank’s performance is strong, considering the high competition for community development loans and a number of large national banks in the area. Of the 42 loans made in the assessment area, 27 (\$104.7 million) were for the revitalization and stabilization of low- and moderate-income geographies and seven (\$44.1 million) were for economic development. There were four loans (\$22.9 million) for community services and an additional four loans (\$2.6 million) for affordable housing. These community development loans provided working capital loans to assist businesses in low- and moderate-income geographies, assisted in the development of affordable housing units, and helped organizations that provide services within low- and moderate income census tracts. Overall, Fifth Third is a leader in community development lending.

Investment Test

The institution funded 208 investments in this assessment area totaling \$49.8 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	168	\$47,466,649
Community Services	33	\$695,363
Economic Development	4	\$1,578,655
Revitalization/Stabilization	3	\$102,750
Totals	208	\$49,843,417

The bank made 8.1% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 4.5% and branch offices at 5.9%.

This is considered to be an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are reasonably accessible and the bank is considered a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 81 banking centers within this assessment area as of September 30, 2013, including six in low-income, eight in moderate-income, 39 in middle-income, and 28 in upper-income census tracts. The banking centers in this assessment area represent 5.9% of all the institution’s banking centers.

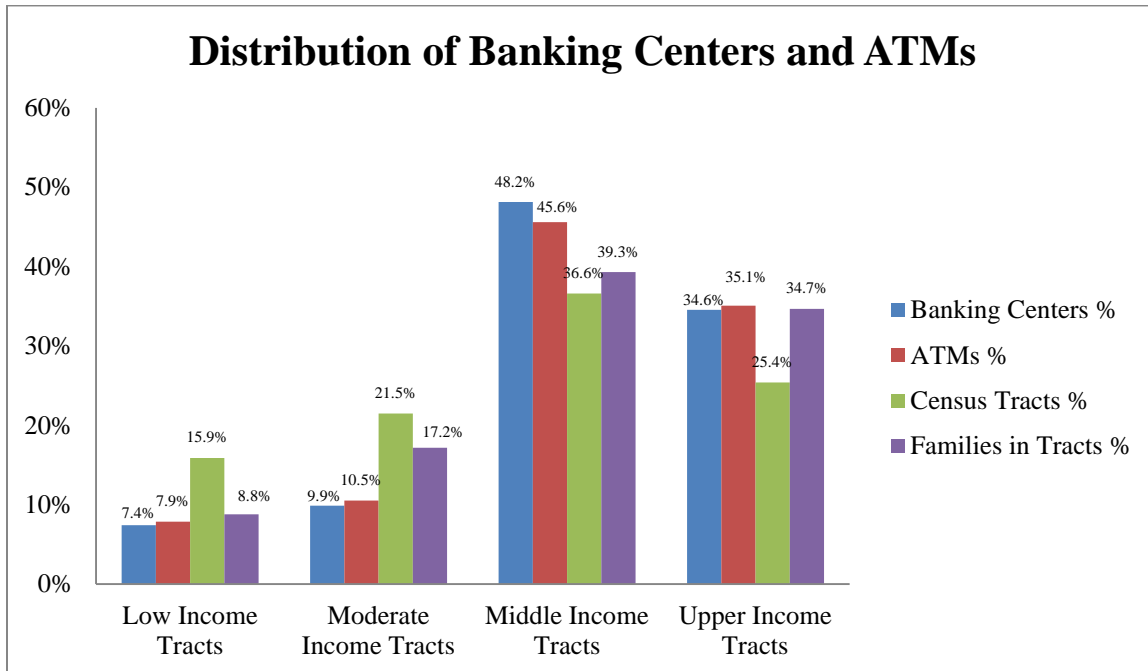
Fifth Third had 114 ATMs within this assessment area as of September 30, 2013, including nine in low-income, 12 in moderate-income, 52 in middle-income, and 40 in upper-income census tracts. It also had one ATM in a tract that was not classified as low-, moderate-, middle-, or upper-income. The ATMs in this assessment area represent 4.9% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs*	Percentage of Tracts*	Percentage of Families in Tracts
Low	7.4%	7.9%	15.9%	8.8%
Moderate	9.9%	10.5%	21.5%	17.2%
Middle	48.2%	45.6%	36.6%	39.3%
Upper	34.6%	35.1%	25.4%	34.7%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the opening of one banking center and the closing of one banking center since November 15, 2011, resulting in no net change in the number of banking centers in low- and moderate-income tracts.

In addition to full-service banking centers, the bank operates one loan production office that is located in a middle-income tract.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 5,820 hours of community development services in this assessment area, which represents 6.8% of all community development services provided and equates to 2.8 annualized persons (ANP). Services included:

- 3,855 hours of financial expertise on boards and committees
- 1,045 hours of financial education
- 320 hours of technical assistance
- 600 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE COLUMBUS, OH MSA

The Columbus OH MSA consists of Delaware, Fairfield, Franklin, Licking, Madison, Morrow, Pickaway, and Union Counties. Morrow County is excluded from the assessment area. The assessment area is comprised of 65 low-income, 99 moderate-income, 137 middle-income, and 110 upper-income tracts. There are also 3 tracts with no income designation that are primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked fourth of 54 institutions with 8.3% of the deposits in the assessment area. The two largest institutions were Huntington and JPMorgan Chase with 28.7% and 21.6% of the deposit share, respectively. PNC was the third largest institution with 11.7% of the deposits. Deposits in this assessment area accounted for 4.5% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 15,555 HMDA loans and 2,032 CRA loans, which represented 5.6% of HMDA loans and 3.9% of CRA loans originated during the evaluation period. This was the sixth largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth of 461 HMDA reporters in the assessment area and Fifth Third Bank ranked 22nd. The top three HMDA lenders were JPMorgan Chase, Wells Fargo, and Union Savings Bank. Fifth Third Bank ranked 14th of 94 CRA reporters in the assessment area in 2012. American Express, PNC, and Chase Bank USA were the top three CRA reporters. American Express and Chase Bank USA are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Four community contacts were conducted to provide additional information about the assessment area. The first contact, representing an agency that serves low- and moderate-income individuals in the MSA, stated that Madison County has a high poverty rate (twice Ohio's rate), which has consistently increased over the past ten years. Most of the income in Madison County is earned outside the county and agriculture is the main trade. People working in the county are generally low-income. Affordable housing is scarce in Madison and Union Counties. While there is plenty of stock available within the median range (\$175,000), very few homes are available in the lesser range of \$60,000 to \$80,000 range. Average rent in Union County is \$785 and there are very few jobs in the area that can sustain this amount of rent. Approximately half of the households in the area are single-family and the population is aging. The agency has attempted to collaborate with banks, but banks do not seem willing to fund or assist with projects in the area; however, the agency has received support from FirstMerit and Fifth Third for the Volunteer Income Tax Assistance program. The contact stated that regionalization makes banks lose focus on local communities; banks would rather put money and efforts into larger markets.

The second contact, representing a community development agency for Columbus, stated that Columbus has fared better than many other parts of the state during the economic decline. The contact believed this was largely attributable to diverse business sections, specifically institutions of higher education and hospitals, and a lower level of reliance on the manufacturing segment. Delaware County fared especially well and experienced growth throughout the economic downturn. The organization's primary focus is small business lending. Many banks participate in the SBA's 7(a) loan program that provides funding to small business for intangible assets. These loans are directly guaranteed and are desirable offerings for lenders. In recent years, many banks began offering these loans and providing them for various uses, such as real estate and equipment. Many banks make a number of 7(a) loans instead of 504 loans, which has created challenges for the agency. A refinance program was previously offered to help keep many small businesses open during the economic decline; however, this program has since been terminated. The contact stated there are opportunities for local banks to partner with the agency, as partnerships can be less costly to borrowers. The contact felt that flexibility in underwriting standards is still needed to continually support small business owners and commercial lending education for small business owners. The agency often partners with banks for providing small business loans to help mitigate risks. The contact had not noticed a significant increase in small business loan demand, since business owners can more easily obtain financing directly from banks. The contact indicated several banks have been responsive to small business credit needs, specifically, The First Bexley Bank, Insight Bank, FirstMerit, and WesBanco.

The third contact, representing an affordable housing agency that serves the Greater Columbus area, stated there are a number of foreclosed properties owned by banks standing stagnant that could be used for affordable housing projects. The housing market is tight and it is costly for developers to purchase land for development. The contact indicated it would be ideal if local financial institutions would invest directly with developers, rather than working through syndicates to allow more of the funds to support the affordable housing project and reduce the amount paid toward syndicate fees. Some banks are reluctant to use this approach because it could require more internal resources to research developers' qualifications. The contact stated many of the area's large banks have the ability to perform this type of research. Regional banks could perform these tasks with the assistance of qualified legal counsel and third parties to manage the investments once the deals are finalized. The contact believes it would be helpful if banks could work directly with the agency on projects involving the Federal Home Loan Bank and the Department of Housing and Urban Development. Large banks could also provide programs similar to those offered by HUD for tax credit for construction loans. Local banks could also support the agency by offering more affordable lines of credit.

The fourth contact, representing an organization that promotes affordable housing in Ohio by syndicating low income housing tax credits, stated that there are four different types of affordable housing needs: 1) affordable housing for senior citizens; 2) affordable housing in rural and small cities (not just large urban areas); 3) rehabilitation of aging housing stock for low- and moderate-income residents, and: 4) public housing for lower-income individuals. Due to the large dollar investment amounts, most investors tend to be larger financial institutions, rather than community banking organizations. The contact noted several active investors including Huntington, Key, Chase, Park National, and BB&T. In particular, the contact mentioned that Fifth Third has been the largest investor by dollar amount the past few years.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.8 million. The percentage of the population living in low-income and moderate-income tracts was 31.3%. In addition, 75.3% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Columbus MSA was the 32nd largest nationally in terms of population and the third largest in Ohio.⁴⁰³ Based on 2012 U.S. Census population estimates, Columbus was the 15th largest city in the United States and the largest city in Ohio with 809,789 residents.⁴⁰⁴

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. All of the counties except Madison County experienced growth from 2010 to 2012. Delaware County had the largest growth during this period, followed by Franklin County.⁴⁰⁵

County	2010 Population	2012 Population	Population Percent Change
Delaware	174,214	181,061	3.9%
Fairfield	146,156	147,474	0.9%
Franklin	1,163,414	1,195,537	2.8%
Licking	166,492	167,537	0.6%
Madison	43,435	43,053	-0.9%
Pickaway	55,698	56,399	1.3%
Union	52,300	52,715	0.8%
Total	1,801,709	1,843,776	2.3%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$65,998, which was significantly more than Ohio's median family income of \$59,680. The median family income ranged from a low of \$58,811 in Pickaway County to a high of \$101,698 in Delaware County. The median family income in the MSA increased from 2011 to 2012, then from 2012 to 2013.

⁴⁰³ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁰⁴ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

⁴⁰⁵ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

**Borrower Income Levels
OH, Columbus - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$66,600	0 - \$33,299	\$33,300 - \$53,279	\$53,280 - \$79,919	\$79,920 - & above
2012	\$67,500	0 - \$33,749	\$33,750 - \$53,999	\$54,000 - \$80,999	\$81,000 - & above
2013	\$67,900	0 - \$33,949	\$33,950 - \$54,319	\$54,320 - \$81,479	\$81,480 - & above

In 2010, the MSA contained 687,098 households, of which 439,901 (64.0%) were families. Of the total families in the assessment area, 38.8% were low- and moderate-income families. Pickaway County had the largest percentage of low- and moderate-income families, with 44.5% of the families being low- and moderate-income families.

The following table shows the poverty rates for 1999⁴⁰⁶ and 2012.⁴⁰⁷

County	1999 Poverty Rate	2012 Poverty Rate	Change
Delaware	3.8%	5.0%	31.6%
Fairfield	5.9%	10.7%	81.4%
Franklin	11.6%	18.0%	55.2%
Licking	7.5%	14.0%	86.7%
Madison	7.8%	12.5%	60.3%
Pickaway	9.5%	14.6%	53.7%
Union	4.6%	8.0%	73.9%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

Poverty rates increased significantly in all seven counties in the assessment area from 1999 to 2012.⁴⁰⁸ Franklin County had the highest poverty rate in 1999 and 2012, while Delaware County had the lowest rate for both years. Franklin County had a higher poverty rate than the state in 1999, but was less than the national rate. In 2012, Franklin County had a higher poverty rate than the state and nation. Licking County experienced the largest increase in poverty from 1999 to 2012.

⁴⁰⁶ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁰⁷ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

⁴⁰⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Housing Characteristics

There were 770,131 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 57.1%, ranging from a low of 50.1% in Franklin County to a high of 79.2% in Delaware County. From an income perspective, 35.1% of housing units and 23.2% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 18.4% of the housing within the assessment area, with 50.1% of multi-family units in low- and moderate-income tracts. These numbers indicate that demand for housing would likely be concentrated in middle-income and upper-income tracts.

The median age of the housing stock in the assessment area was 36 years old with 18.3% of the housing stock built before 1950. The youngest housing stock was in Delaware County with a median age of 15 years and Franklin County had the oldest housing stock with a median age of 38 years. Since there is a sizeable amount of housing that is greater than 25 years old, there could be large demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$163,938 as of the 2010 U.S. Census with an affordability ratio of 32.2%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 31.6% in Franklin County to a high of 39.2% in Union County.

Based on the 2013 median family income for the MSA, about 28.6% of the homes valued up to \$120,772 would be considered affordable for low-income individuals and approximately 67.5% of the homes valued up to \$193,235 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁴⁰⁹ the median sales price in the MSA in 2012 was \$136,500, which was significantly higher than the median sales price of \$123,900 in 2011 and about the same in 2010 when the median sales price was \$136,400.

According to RealtyTrac,⁴¹⁰ Ohio had the eighth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure⁴¹¹.

⁴⁰⁹ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkktio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁴¹⁰ Realtytrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends/>

⁴¹¹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Delaware County	1:1,760
Fairfield County	1:1,163
Franklin County	1:874
Licking County	1:539
Madison County	1:1,852
Pickaway County	1:645
Union County	1:687
Ohio	1:941
United States	1:1,170

Licking County had the highest rate of properties in foreclosure in the assessment area in February 2014 and Madison County had the lowest. Madison and Delaware County had lower foreclosure rates than the state and nation. Fairfield County had a slightly higher rate than the nation, but a lower foreclosure rate than the state.

Building permits in the Columbus MSA, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.⁴¹²

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Columbus MSA	4,730	6,811	44.0%	8,407	23.4%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA increased significantly from 2011 to 2012 and from 2012 to 2013. The rate of the MSA's growth exceeded the nation's and state's growth from 2011 to 2012. From 2012 to 2013, permits grew more in the MSA than the nation, but less than the state.

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following five Fortune 500 companies.

⁴¹² U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Fortune 500 Companies in the Columbus Area ⁴¹³		
Rank	Company	Revenue (\$ billion)
19	Cardinal Health	\$107.6
100	Nationwide	\$30.4
185	American Electrical Power	\$14.9
258	L Brands	\$10.5
466	Big Lots	\$5.4

The primary employment sectors and major employers in the counties in the assessment area as identified by the Ohio Development Services Agency are as follows:⁴¹⁴

County	Primary Employment Sectors	Major Employers
Delaware	Trade, transportation, and utilities; professional and business services; state government; and leisure and hospitality	Delaware County Schools; Emerson/Liebert (data centers); JPMorgan Chase; Kroger Co; McGraw Hill Companies, Mettler-Toledo International (precision instruments); Ohio Wesleyan University; OhioHealth/Grady Memorial Hospital, Olentangy Local Schools; PPG Industries Inc. (paint/glass supplier); State of Ohio; and Showa Corp/American Showa (automotive suspension systems)
Fairfield	Trade, transportation, and utilities; education and health services; leisure and hospitality; professional and business services; and, manufacturing	Cyril-Scott Co (marketing company); Fairfield County; Fairfield County Medical Center; Kroger Co; Lancaster City Schools, McDermott International/Diamond Power (engineering and construction); Nifco American (plastics fasteners); Pickerington Local Schools; Ralcorp/Ralston Foods (food product manufacturer); State of Ohio; and Westerman Companies (gas and oil production)
Franklin	Trade, transportation, and utilities; professional and business services; financial services; state government; and, manufacturing	Abbott Laboratories (health care); American Electric Power Co.; Battelle Memorial Institute (science and technology); Cardinal Health Inc; Huntington Bancshares Inc.; JPMorgan Chase & Co.; Limited Brand Inc; Nationwide Mutual Insurance Co; Ohio State University; Scottenstein Stores Corp; State of Ohio; and The Wendy's Company

⁴¹³ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

⁴¹⁴ Ohio Development Services Agency – County Trends: http://development.ohio.gov/reports/reports_countytrends_map.htm

Licking	Trade, transportation, and utilities; education and health services; manufacturing; hospitality; and, professional and business services	Anomatic Corp (product packaging); ArvinMeritor Inc. (commercial vehicle drivetrain); Boeing Co; Denison University; Licking County Government; Licking Memorial Health Systems; Newark City Schools; Owens-Corning (building materials); Park National Bank; and, State Farm Mutual Automobile Insurance Company
Madison	Trade, transportation, and utilities; manufacturing; education and health services; professional and business services; and, leisure and hospitality	Battelle Memorial Institute; Keihin Thermal Technology (automotive company); Kellogg Co; Kikuchi Metal/Jefferson Industries (stamping company); London City Schools; Madison County Hospital; Nissen Chemitec (plastic injection molding parts); Restoration Hardware; Stanley Electric (exterior vehicle lighting); Staples Inc; State of Ohio; Target Corp
Pickaway	Manufacturing; trade, transportation, and utilities; education and health services; and, leisure and hospitality	ALSCO Metals Corp (aluminum trim); Berger Health System; Circleville City Schools; E I du Pont de Nemours & Co (chemical company); Florida Production Engineering (plastic injected molded components); General Electric Co; Logan Elm Local Schools; PPG Industries Inc.; State of Ohio; Teays Valley Local Schools; Trimold LLC (automotive parts); and Wal-Mart Stores Inc.
Union	Manufacturing; professional and business services; trade, transportation, and utilities; leisure and hospitality; and education and health services	Honda Motor Co Ltd; Marysville Exempted Village Schools; Memorial Hospital of Union County; Nestle; Parker Hannifin Corp (motion and control technologies); Scotts Miracle Grow Co; State of Ohio; Union County Government; and Veyance Technologies Inc. (tire belts and hoses)

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Ohio, and the nation.⁴¹⁵

⁴¹⁵ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Columbus OH MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Delaware	6.1	5.0	5.2
Fairfield	7.5	6.1	6.1
Franklin	8.4	6.8	6.8
Licking	8.1	6.5	6.5
Madison	8.3	6.6	6.4
Pickaway	9.4	7.6	7.4
Union	7.2	5.5	5.4
Columbus MSA	7.5	6.1	6.1
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties in the assessment area from 2011 to 2012. Unemployment rates continued to drop in Madison, Pickaway, and Union Counties from 2012 to 2013. Delaware County had the lowest unemployment rate all three years and its unemployment rate was less than the state and nation during this time. Pickaway County had the highest unemployment rate all three years and its rates were higher than the state's all three years and higher than the nation's rates in 2011 and 2013.

In September 2013, JPMorgan Chase announced that it would eliminate 440 jobs over the next 90 days. The company had announced in August 2013 that it would be eliminating 300 jobs at the bank's McCoy Center in Polaris, with additional reductions in Westerville and Gahanna. The reductions are due to fewer foreclosures and higher mortgage rates.⁴¹⁶ Up to 187 employees at the Meijer store in Newark lost their jobs in May 24 when the store closed. The company decided to close the store because the age and condition of the building prevented the store from being remodeled efficiently.⁴¹⁷ About 160 employees lost their jobs when Licking Memorial Health Systems purchased Medical Center of Newark. As part of the sale, the Medical Center of Newark was to close some of its buildings. A representative from the Medical Center of Newark indicated that the hospital lacked the purchasing power and clout with insurance companies that larger hospitals have. The sale was also prompted by changing regulations that put limits on the ability of physician-owned hospitals to expand.⁴¹⁸

⁴¹⁶ Williams, Mark. "Chase to cut another 440 jobs here in next 90 days." *The Columbus Dispatch*. September 24, 2013: <http://www.dispatch.com/content/stories/business/2013/09/23/chase-plans-new-round-of-layoffs-440.html>

⁴¹⁷ Kanclerz, Jacob. "Layoffs at closing Meijer will begin Saturday." *The Newark Advocate*. March 6, 2013: <http://www.newarkadvocate.com/article/20130305/NEWS01/303050041/Layoffs-closing-Newark-Meijer-will-begin-Saturday>

⁴¹⁸ Sutherly, Ben. "Newark hospital to cut 160 jobs." *The Columbus Dispatch*. December 25, 2013: <http://www.dispatch.com/content/stories/local/2012/12/25/newark-hospital-to-cut-160-jobs.html>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE COLUMBUS, OH MSA

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. In addition, the bank is a leader in making community development loans in this MSA; it originated 58 community development loans totaling \$218.7 million during this evaluation period. Fifth Third has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, an adequate distribution of loans to businesses of different revenue sizes, and has few lending gaps. This results in an good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. Home improvement lending received the least consideration. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 11,233 home refinance loans, 4,160 home purchase loans, 162 home improvement loans, 2,024 small business loans, 59 community development loans, and eight small farm loans during the evaluation period. The percentage of the bank’s total lending at 5.3% is comparable to the percentage of total deposits at 4.4% in this area.

During the evaluation period in 2012, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. It originated loans in 62 of 65 (95.4%) of low-income tracts and in 98 of 99 (99.0%) of moderate-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	2,912	\$427,010
Down Payment Assistance Programs	67	\$6,134,596
Other Flexible Lending Programs	3,091	\$444,652,806

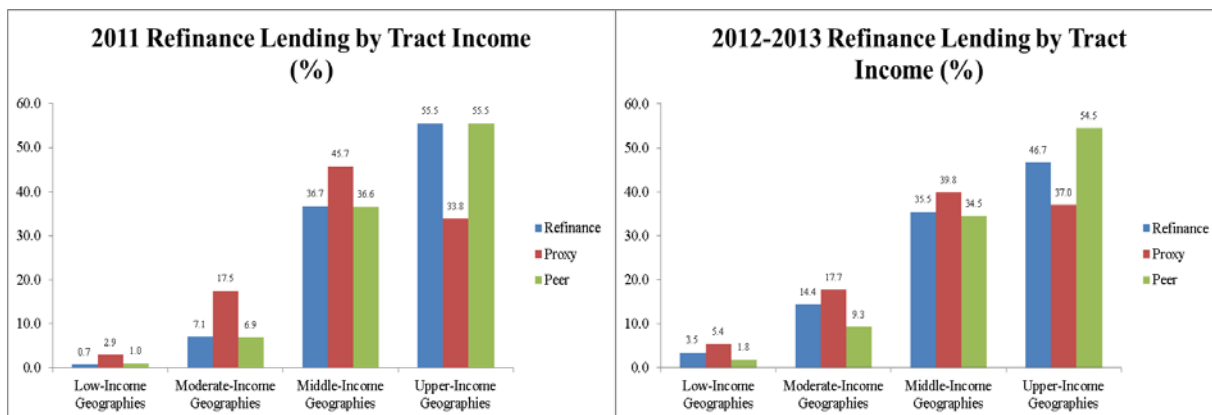
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was less than the percentage of those tract income categories in the assessment area, while the percentage of modifications in moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance lending is good, home purchase lending is adequate, and home improvement lending is good. Small business lending is good.

Refinance Loans

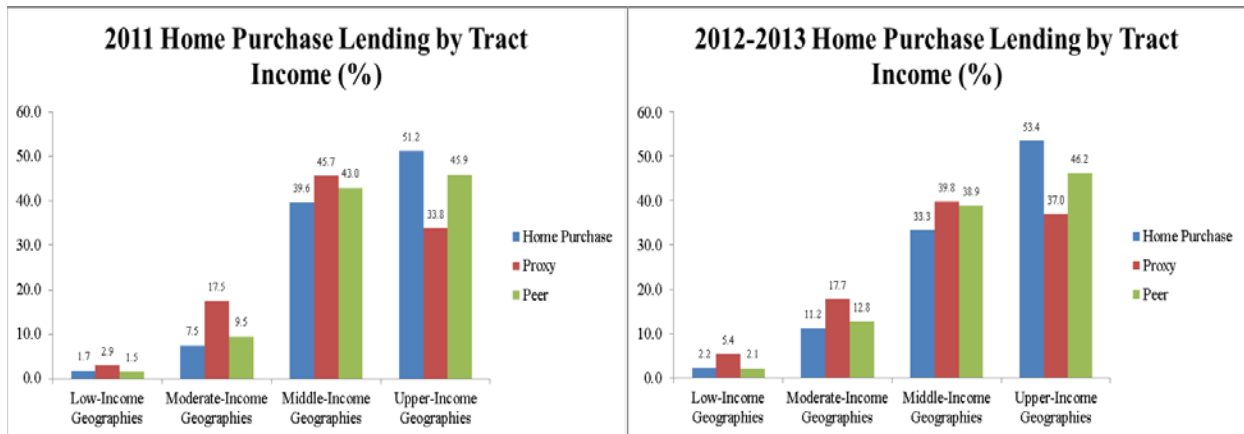


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units and higher than peer.

Overall, the geographic distribution of refinance loans is good.

Home Purchase

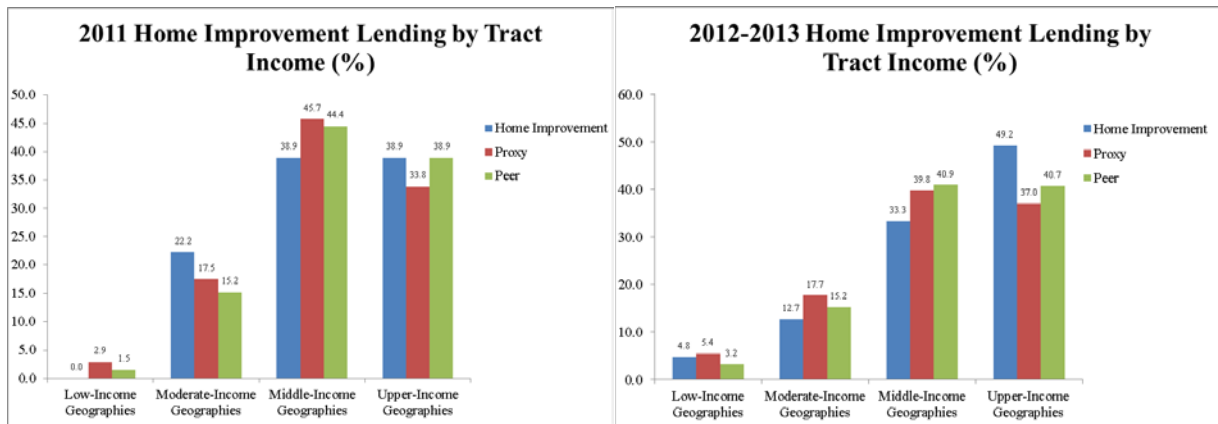


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer.

Overall, the geographic distribution of home purchase loans is adequate.

Home Improvement

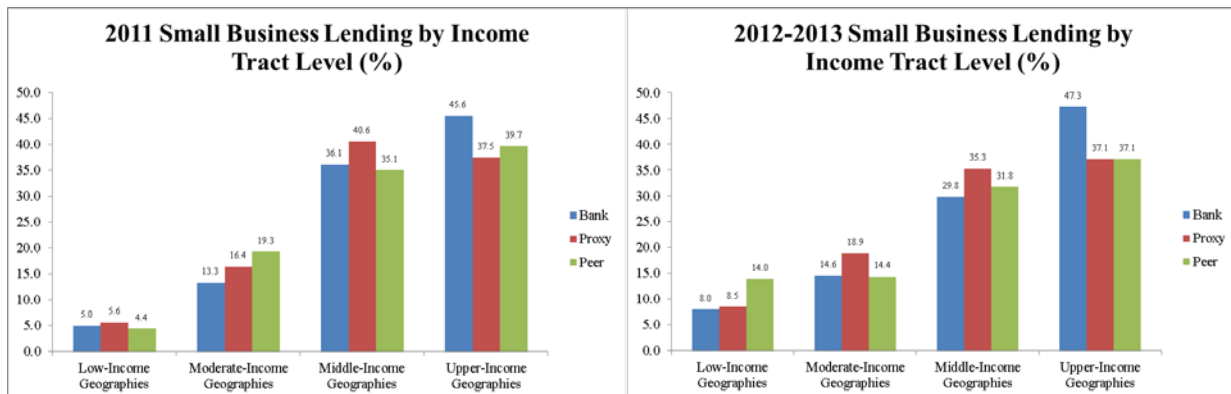


Fifth Third did not originate any home improvement loans in low-income tracts and as evidenced by the lack of owner-occupied units (proxy) in low-income tracts in 2011, home improvement lending opportunities in low-income tracts were limited. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly and Fifth Third's home improvement lending in low-income tracts was comparable to the percentage of owner-occupied units and peer.

In 2011, home improvement lending in moderate-income tracts was higher than the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



In 2011, small business lending in low-income tracts was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in low-income tracts was also comparable to the proxy but less than peer.

In 2011, small business lending in moderate-income tracts was slightly lower than the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was lower than the proxy but comparable to peer.

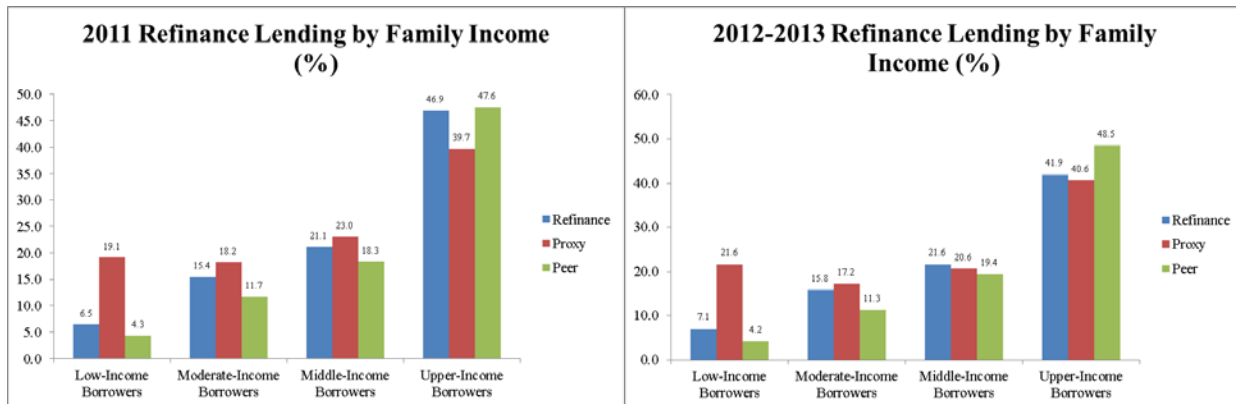
Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

The distribution of loans is adequate based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million.

Often, it may be difficult for low-income individuals to qualify for loans, especially if income is below the poverty level. According to the 2010 U.S. Census, 35.8% of families living in low-income census tracts and 16.0% of families in moderate-income tracts were below the poverty level. Given these poverty rates and the affordability ratios discussed previously, many of the homes within the assessment area were not considered affordable for families below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

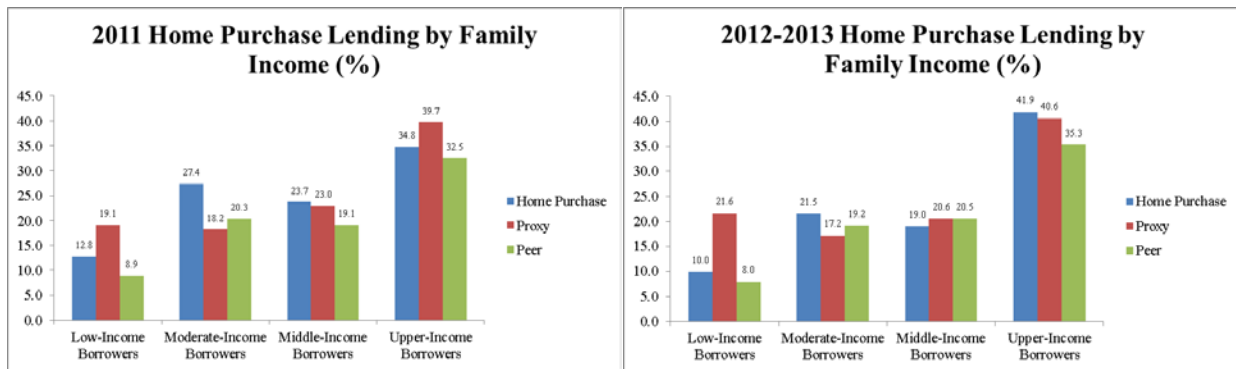


Refinance lending to low-income borrowers was lower than the percentage of low-income families, but slightly higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and higher than peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

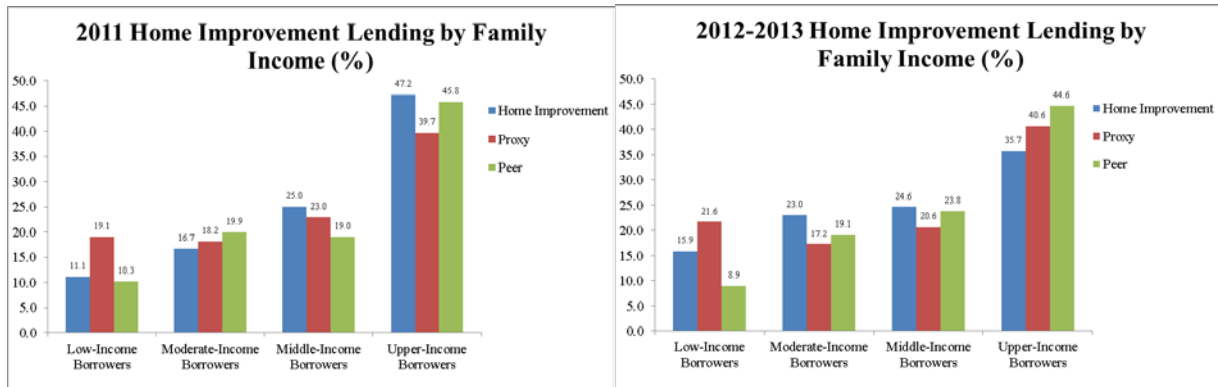


Home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and higher than peer.

The level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Home Improvement Loans

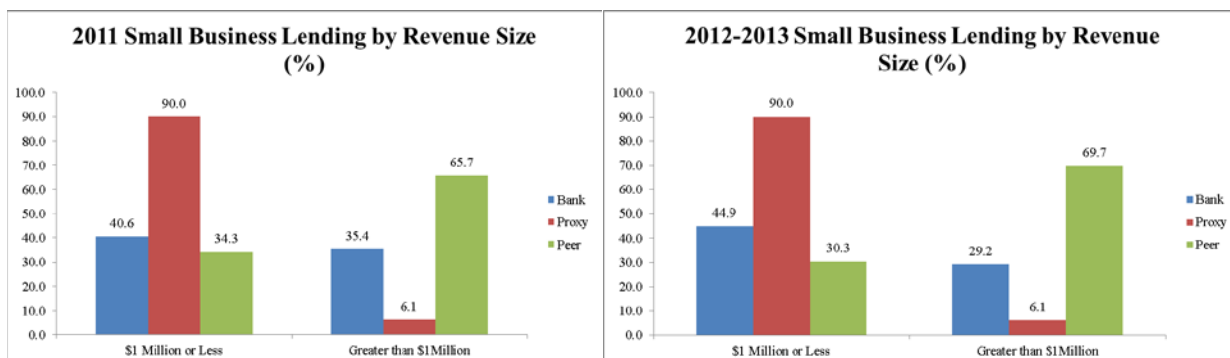


In 2011, the level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. Similarly, in 2012 and 2013, home improvement lending to low-income borrowers was also below the percentage of low-income families, but higher than peer.

In 2011, the level of home improvement lending to moderate-income borrowers was slightly less than the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was above the proxy and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. Although this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was higher than the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third's percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy, but greater than peer.

Further analysis of small business lending shows 66.7% and 73.2% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 90.0% in 2011 and 90.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in the area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 58 community development loans totaling \$218.7 million. Community development lending in this assessment area represented 4.5% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s sixth highest percentage of community development lending during the evaluation period. The bank’s performance is especially strong because of the high competition for community development loans and a number of large national banks in the area. Of the 58 loans made in the assessment area, 24 (\$87.2 million) were for the revitalization and stabilization of low-income and moderate-income geographies and 12 (\$64.2 million) were for economic development. An additional 12 loans (\$52.1 million) were for affordable housing and ten loans (\$15.2 million) were for community services. As such, Fifth Third is a leader in making community development loans.

Investment Test

The institution funded 243 investments in this assessment area totaling \$23.1 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	150	\$22,316,093
Community Services	86	\$713,807
Economic Development	2	\$55,000
Revitalization/Stabilization	5	\$46,000
Totals	243	\$23,130,900

The bank made 3.8% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 4.5% and branch offices at 4.3%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible. Fifth Third also provided services through Internet banking and telephone banking.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 59 banking centers within this assessment area as of September 30, 2013, including four in low-income, 15 in moderate-income, 18 in middle-income, and 22 in upper-income census tracts. The banking centers in this assessment area represent 4.3% of all the institution’s banking centers.

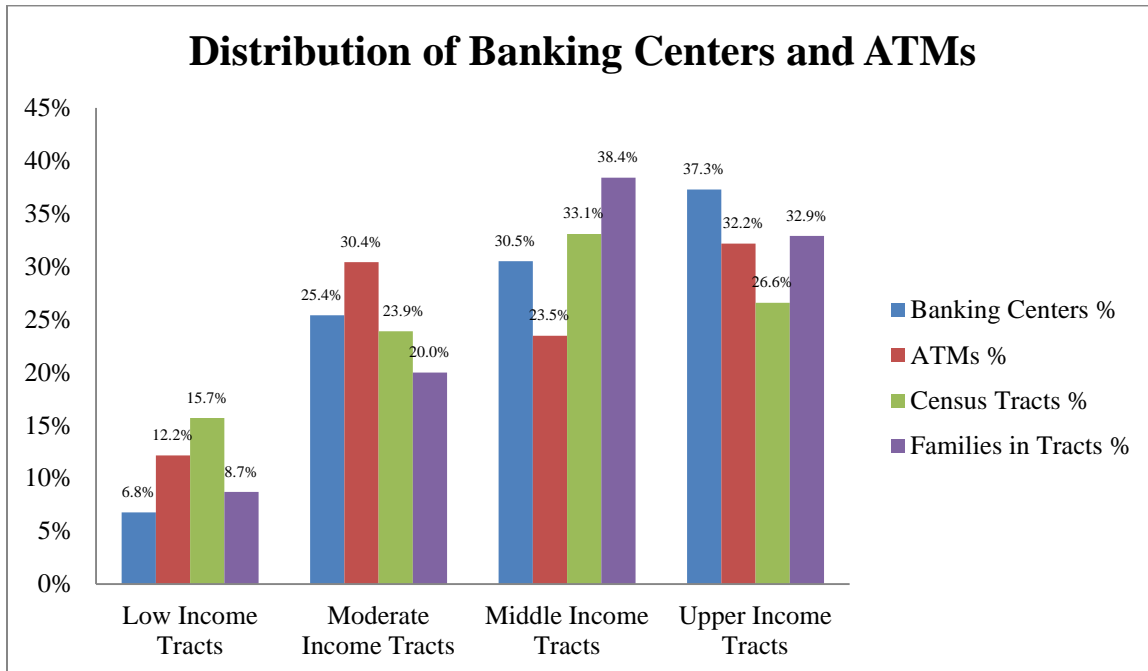
Fifth Third had 115 ATMs within this assessment area as of June 30, 2013, including 14 in low-, 35 in moderate-, 27 in middle-, and 37 in upper-income census tracts. In addition, there were two ATMs in census tracts that are not designated as lower-, moderate-, middle-, or upper-income. The ATMs in this assessment area represent 5.0% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs*	Percentage of Tracts*	Percentage of Families in Tracts
Low	6.8%	12.2%	15.7%	8.7%
Moderate	25.4%	30.4%	23.9%	20.0%
Middle	30.5%	23.5%	33.1%	38.4%
Upper	37.3%	32.2%	26.6%	32.9%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a good distribution within low-income tracts and an excellent distribution within moderate-income tracts.



One banking center opened and another closed since the previous examination, but these events did not result in any net change of banking centers in low- or moderate-income census tracts. In addition, the bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 3,948 hours of community development services in this assessment area, which represents 4.6% of all community development services provided and equates to 1.9 annualized persons (ANP). Services included:

- 1,600 hours of financial expertise on boards and committees
- 1,572 hours of financial education
- 53 hours of technical assistance
- 723 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE DAYTON-SPRINGFIELD-GREENVILLE, OH CSA

The Dayton-Springfield-Greenville OH CSA consists of two MSAs:

- Dayton OH MSA #19380, including Greene, Miami, Montgomery, and Preble Counties
- Springfield OH MSA #44220, consisting of Clark County

The bank takes all of these counties in its assessment area. The assessment area is comprised of 26 low-income, 60 moderate-income, 114 middle-income, and 64 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third had the largest deposit share of 35 institutions in the CSA with 22.4% of deposits. JPMorgan Chase was the second largest bank with 15.3% of the deposits. PNC and KeyBank were the third and fourth largest institution with 13.8% and 10.5% of the deposits, respectively. Deposits in this assessment area accounted for 3.0% of the institution's total deposits

From January 2011 through December 2013, Fifth Third originated 8,279 HMDA loans and 1,616 CRA loans, which represented 3.0% of the HMDA loans and 3.1% of the CRA loans originated during this evaluation period. This was the ninth largest HMDA and CRA markets for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth of 363 HMDA reporters, while Fifth Third Bank ranked 11th. The largest HMDA reporters in the CSA were Union Savings Bank, Wells Fargo, and myCUMortgage.com, LLC. Fifth Third Bank ranked 21st of 69 CRA reporters in the assessment area in 2012. Capital One, U.S. Bank, and American Express were the largest CRA reporters. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information regarding the assessment area. One contact representing a department of community and economic development in the Dayton MSA stated that economic conditions were improving, but the area had suffered significant job losses in the past few years. The area is tied to manufacturing, specifically, the tool and die and automotive industries. Jobs in these industries have moved or have been automated. In recent years, NCR left the area and GM closed plants. A Chinese glass manufacturer has announced plans to move to the county creating 800 jobs. Wright-Patt Credit Union has worked on several housing projects related to neighborhood stabilization. The contact indicated that there are opportunities for financial institutions to be involved in community and economic development. Credit unions have been more visible in the area than large banks, as large banks have not been providing the same level of cooperation as in the past. The department would like to partner with banks, especially to reduce gaps in financial support for affordable housing.

The second contact representing an affordable housing agency in the Springfield MSA stated that Springfield's economy has not recovered from the recent financial crisis. This area has been impacted by downsizing among local employers (i.e., upcoming closure of a plant for the Bob Evans restaurant chain). These closures result in many people living paycheck to paycheck. The city's southwest quadrant is the most impacted. This area contains a high volume of lower income areas that are subject to continual deterioration. There has been some commercial development in Springfield through the use of funds from HUD's Neighborhood Stabilization Program. Most of the development has occurred in the city's northern area, which is close to Wittenberg University. Much of the housing on the city's southwest side is dated and in need of repair. Many owner-occupied properties in these neighborhoods were lost to investors during the housing crisis. There are many vacant properties. The contact stated that new housing and commercial development is needed in the southwest quadrant of the city, and opportunities exist for banks to support this area. The contact noted that some banks are more flexible and willing to help borrowers with bad credit histories than others. Flexible underwriting standards are needed for many local residents. The contact felt that WesBanco has been the most supportive of the organization. Park National Bank was also mentioned as having provided assistance to the organization.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 979,835. The percentage of the population living in low- and moderate-income tracts was 27.8%. In addition, 76.9% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Dayton MSA was the 61st largest nationally in terms of population and the fourth largest MSA in Ohio.⁴¹⁹ Based on 2012 U.S. Census estimates, Dayton was the sixth largest city in Ohio with 141,359 residents and Springfield was the 12th largest city with 60,147 residents.⁴²⁰

The following table shows the population in the assessment area by county for 2010 and 2012 with the percentage of the population increase or decrease; overall, the assessment area's population increased slightly from 2010 to 2012. Greene County had the highest rate of growth while Preble County had the largest decrease.⁴²¹

⁴¹⁹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴²⁰ Highest Population (2012) in Ohio by City:
<http://www.biggestuscities.com/demographics/oh/population-2012-by-city>

⁴²¹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Clark	138,333	137,206	-0.8%
Greene	161,573	163,587	1.2%
Miami	102,506	103,060	0.5%
Montgomery	535,153	534,325	-0.2%
Preble	42,270	41,886	-0.9%
Total	979,835	980,064	0.0%

Income Characteristics

Based on 2010 U.S. Census data, the median family income of the assessment area was \$58,681, which was lower than Ohio’s median family income of \$59,680. The median family incomes ranged from a low of \$53,678 in Clark County to a high of \$70,817 in Greene County. As shown in the following table, median family income increased in the two MSAs from 2011 to 2012, but declined substantially from 2012 to 2013.

HUD-estimated Median Family Income (MFI)	2010	2011	2012	2013
Dayton MSA	\$59,770	\$62,400	\$63,300	\$57,800
Springfield MSA	\$53,678	\$56,100	\$56,800	\$53,500

In 2010, the CSA contained 398,246 households, of which 257,340 (64.6%) were families. Of total families in the assessment area, 38.7% were low- and moderate-income families. Montgomery County had the highest percentage of low- and moderate-income families, with 41.9% of families being low- and moderate-income families.

Poverty rates increased in each county in assessment area from 1999 to 2012 and the rates of increase was greater than national increase during that time.⁴²² All of the counties except for Greene County also had higher increases than Ohio during this time. Preble County had the highest increase in poverty from 1999 to 2012; the poverty rate was more than doubled. Despite the growth in poverty, Preble County had the lowest poverty rate in the assessment area in 1999 and 2012. The following table shows the poverty rates for 1999⁴²³ and 2012.⁴²⁴

⁴²² United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁴²³ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴²⁴ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Clark	10.7%	19.9%	86.0%
Greene	8.5%	12.9%	51.8%
Miami	6.7%	12.5%	86.6%
Montgomery	11.3%	18.6%	64.6%
Preble	6.1%	12.3%	101.6%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 445,488 housing units in the CSA, as of the 2010 U.S. Census. The owner-occupancy rate was 60.1% with a high of 72.1% in Preble County and a low of 56.6% in Montgomery County. From an income perspective, 30.6% of housing units and 21.1% of owner-occupied units were in a low- or moderate-income tract. Multi-family dwellings comprised 13.5% of the housing units in the assessment area with 37.7% of these units being in low- or moderate-income tracts. These numbers indicate that most of the demand for mortgage loans would likely be in middle- and upper-income tracts.

As of 2010, the median age of housing stock in the assessment area was 46 years, with 25.3% of the stock built before 1950. The oldest housing stock was in Clark County with a median age of 48 years, while the youngest was in Greene County with a median age of 38 years. Since the median age of the housing stock is significantly more than 25 years old, it appears that there could be substantial demand for home improvement and rehabilitation loans.

The median housing value in the CSA was \$125,238, with an affordability ratio of 37.3%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The ratios ranged from a low of 35.4% in Miami County to a high of 40.3% in Preble County.

Based on the 2013 median family income for the Dayton MSA, about 34.6% of the homes valued up to \$102,807 would be considered affordable for low-income individuals and approximately 67.0% of the homes valued up to \$164,492 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

Based on the 2013 median family income for the Springfield MSA, about 40.0% of the homes valued up to \$95,159 would be considered affordable for low-income individuals and approximately 71.9% of the homes valued up to \$152,254 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁴²⁵ the median sales price in the Dayton MSA in 2012 as \$103,500 which was significantly higher than the median sales price of \$93,300 in 2011 and slightly lower than the median sales price of \$103,600 in 2010.

According to RealtyTrac,⁴²⁶ Ohio had the eighth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure⁴²⁷.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Clark County	1:878
Greene County	1:618
Miami County	1:1,396
Montgomery County	1:769
Preble County	1:1,126
Ohio	1:941
United States	1:1,170

Greene County had the highest foreclosure rate in the CSA in February 2014 and Miami County had the lowest. Miami County was the only county with a foreclosure rate less than the national rate. Preble County had a lower foreclosure rate than the state and the nation in February 2014.

Building permits in the two MSAs, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.⁴²⁸

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Dayton MSA	752	1,136	51.1%	732	-35.6%
Springfield MSA	142	115	-19.0%	72	-37.4%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

⁴²⁵ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁴²⁶ Realtytrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends/>

⁴²⁷ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

⁴²⁸ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Permits in the Dayton MSA grew substantially from 2011 to 2012 and the growth was more than the state and nation, but declined significantly in the MSA from 2011 to 2012. While Ohio and the United States experienced growth in building permits from 2011 to 2012 and 2012 to 2013, permits fell in the Springfield MSA from 2011 to 2012 and from 2012 to 2013.

Labor, Employment, and Economic Characteristics

The primary employment sectors and major employers in the counties in the assessment area as identified by the Ohio Development Services Agency are as follows:⁴²⁹

County	Primary Employment Sectors	Major Employers
Clark	Trade, transportation, and utilities; education and health services; manufacturing; leisure and hospitality; professional and business services; financial services; and, construction	Assurant Inc. (insurance); Clark County Government; Community Mercy Health Partners; Dole Fresh Vegetables; Gordon Food Service; Marathon/Speedway SuperAmerica LLC; Navistar (truck/bus manufacturer); Springfield City Schools; Springfield Masonic Community; Wittenberg University; Yamada North America
Greene	Trade, transportation, and utilities; professional and business services; leisure and hospitality; education and health services; manufacturing; financial services; and, construction	Beavercreek Local Schools; Central State University; Computer Sciences Corp (information technology infrastructure); Fairborn City Schools; General Electric Co/Unison Industries; Greene County Government; Greene Memorial Hospital; MacAulay Brown (military engineering services); SAIC Inc (information technology support); US Federal Government/Wright Patterson Air Force Base; Wright State University; and, Xenia Community City Board of Education
Miami	Manufacturing; trade, transportation, and utilities; education and health services; leisure and hospitality; professional and business services; construction; and, financial services	AO Smith Corp (water heaters and boilers); ConAgra Inc, Crane Co (industrial products); F-Tech Inc/F&P America (automotive suspension systems); Goodrich Corp; Hartzell (propellers); Illinois Toll Works Inc/Hobart (welding equipment); Meijer Inc. (retail); Piqua City Schools; Troy City Schools; and, Upper Valley Medical Center

⁴²⁹ Ohio Development Services Agency – County Trends:
http://development.ohio.gov/reports/reports_countytrends_map.htm

Montgomery	Education and health services; trade, transportation, and utilities; professional and business services; manufacturing; leisure and hospitality; financial services; information; and, construction	AES Corp/Dayton Power & Light; Behr Dayton Thermal Products LLC (automotive parts); Dayton City Schools; DMAX Ltd. (diesel engines); GE Capital; Green Tokai Co (automotive parts); Kettering Health Network; PNC; Premier Health Partners Inc; Reed Elsevier/LexisNexis (publishing); Reynolds & Reynolds Co Inc. (software); University of Dayton; and, United States Federal Government
Preble	Manufacturing; trade, transportation, and utilities; and, education and health services	Cargill/Provimi North America; Eaton City Schools; Henny Penny Corp (food equipment); International Paper Co; Lewisburg Container Co (packaging); Nihon Plast/Neaton Auto Products; Parker-Hannifin Corp; and Wal-Mart Stores Inc.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the CSA, the two MSAs, the CSA overall, Ohio, and the nation.⁴³⁰

Unemployment Rates Dayton-Springfield-Greenville CSA (not seasonally adjusted)			
County	2011	2012	November 2013
Greene	8.5	7.0	7.0
Miami	8.7	7.0	6.9
Montgomery	9.5	7.8	7.7
Preble	9.9	7.6	7.4
Dayton MSA	9.2	7.6	7.5
Clark	8.9	7.3	6.9
Springfield MSA	8.9	7.3	6.9
Dayton-Springfield-Greenville CSA	9.2	7.5	7.3
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

Unemployment rates declined sharply in all of the counties in the CSA from 2011 to 2012 and either dropped or remained the same from 2012 to 2013. Preble County had the highest unemployment rate in 2011, while Montgomery County had the highest rate in 2012 and 2013. Green County had the lowest unemployment rate in 2011, while Green and Miami Counties had the lowest rates in 2012. Miami County had the lowest unemployment rate in 2013. In 2011, the poverty rate in all of the counties except Greene County was greater than the state and national rates.

⁴³⁰ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE DAYTON-SPRINGFIELD-GREENVILLE, OH CSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has a moderate level of lending gaps and Fifth Third is a leader in making community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business, home purchase, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 6,467 home refinance loans, 1,619 home purchase loans, 193 home improvement loans, 1,594 small business loans, 22 small farm loans, and 20 community development loans during the evaluation period. The percentage of the bank's total lending at 3.0% is comparable to the percentage of total deposits at 2.9% in this area.

In 2012 and 2013, Fifth Third originated loans in 23 of 26 low-income census tracts and in all moderate-income census tracts. In 2011, the bank originated loans in six of 15 low-income tracts and 11 of 54 moderate-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	1,563	\$183,939
Down Payment Assistance Programs	33	\$2,351,928
Other Flexible Lending Programs	1,973	\$222,156,121

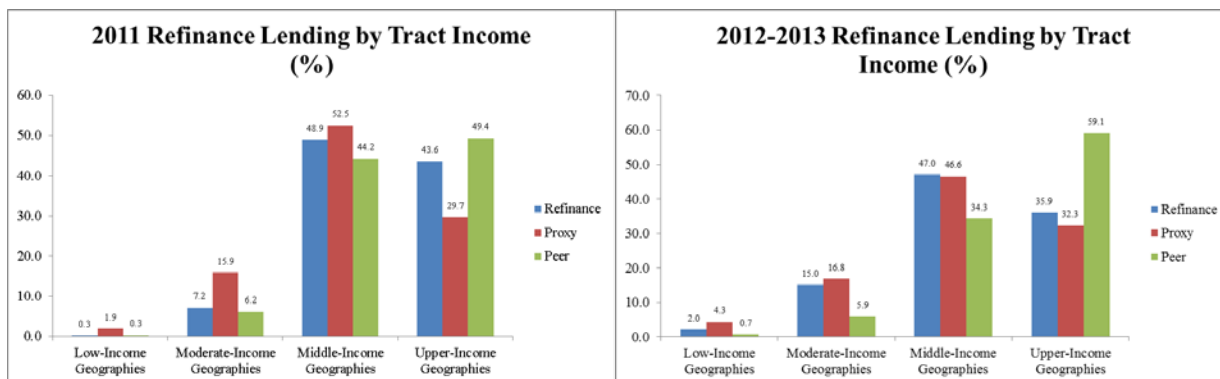
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was comparable to the percentage of those tract income categories in the assessment area. The majority of modifications occurred in middle-income tracts.

Fifth Third has a significant share of deposits and is one of the largest mortgage lenders in the area. However, Fifth Third is not among the largest small business lenders in this market and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are adequate, while home improvement is good. Small business lending is excellent.

Refinance Loans

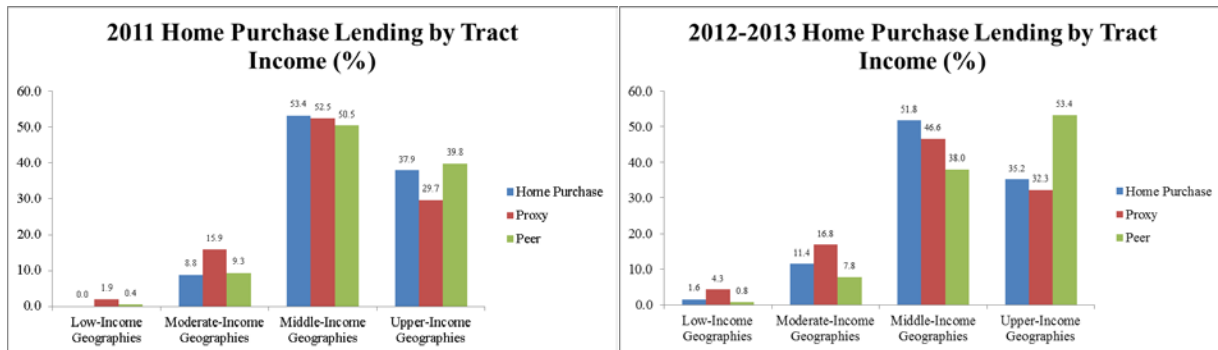


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units, but higher than peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

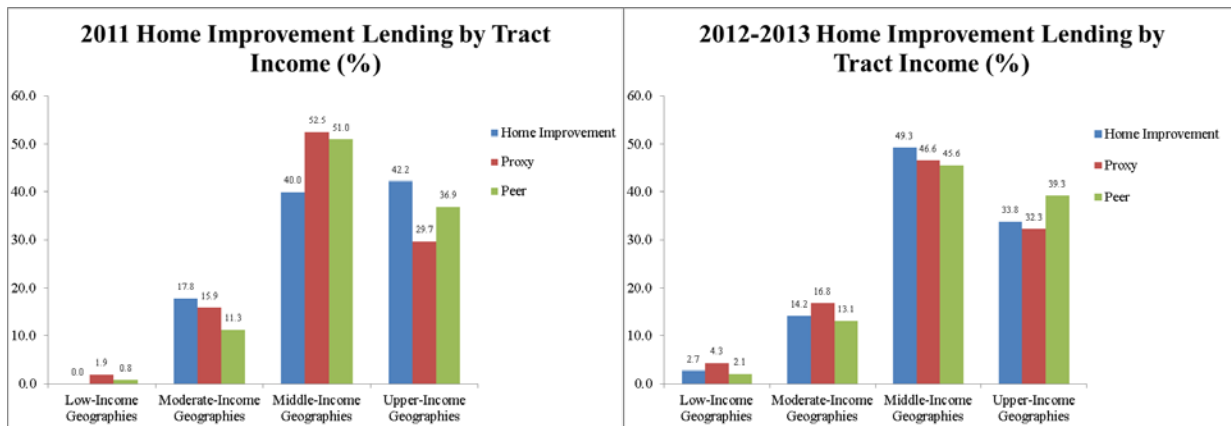


In 2011, Fifth Third did not originate any home purchase loans in low-income tracts. However, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer in 2011. In 2012 and 2013, lending was lower than the percentage of owner-occupied units, but greater than peer.

Overall, the geographic distribution of home purchase loans is adequate.

Home Improvement

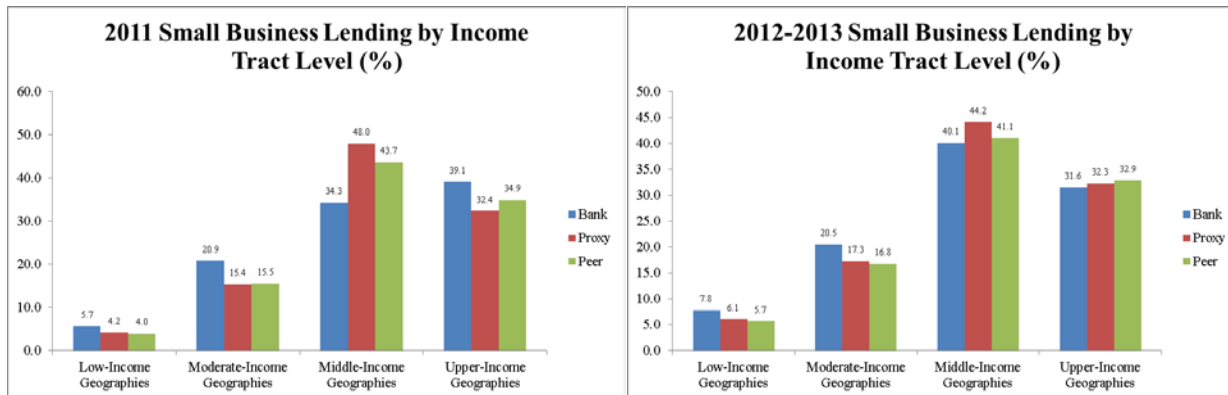


In 2011, Fifth Third did not originate any home improvement loans in low-income tracts. However, home improvement lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, home improvement lending in low-income tracts was less than the proxy, but comparable to peer.

In 2011, home improvement lending in moderate-income tracts was greater than the percentage of owner-occupied units and peer. In 2012 and 2013, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units, but slightly greater than peer.

Overall, the geographic distribution of home improvement loans is good.

Small Business Lending



Small business lending in low-income tracts was slightly higher than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

Similarly, small business lending in moderate-income tracts exceeded the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

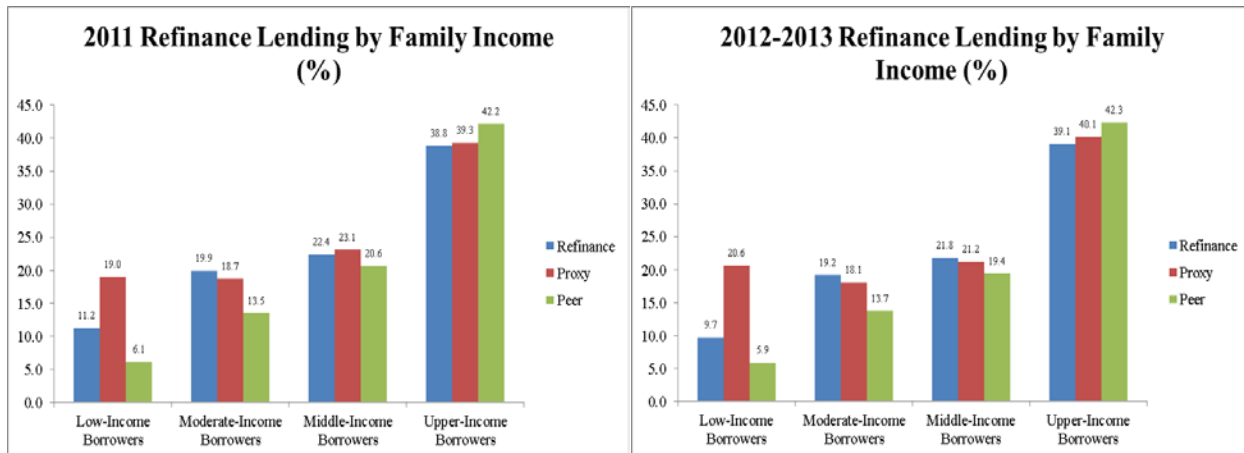
Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and adequate for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million.

It may be difficult for low-income individuals to qualify for loans, especially if their income is below the poverty level. According to the 2010 U.S. Census, 39.2% of families living in low-income census tracts and 17.7% of families in moderate-income tracts were below the poverty level. Given the increases in poverty rates, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

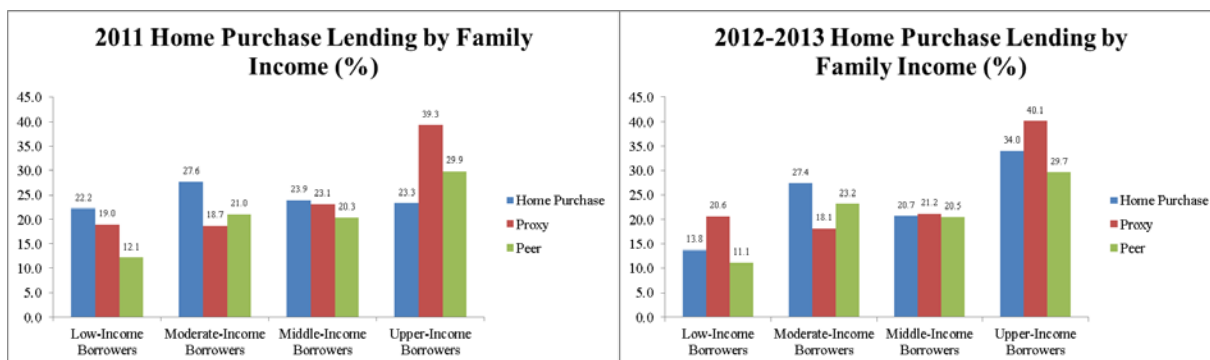


Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer.

Refinance lending to moderate-income borrowers was slightly higher than the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

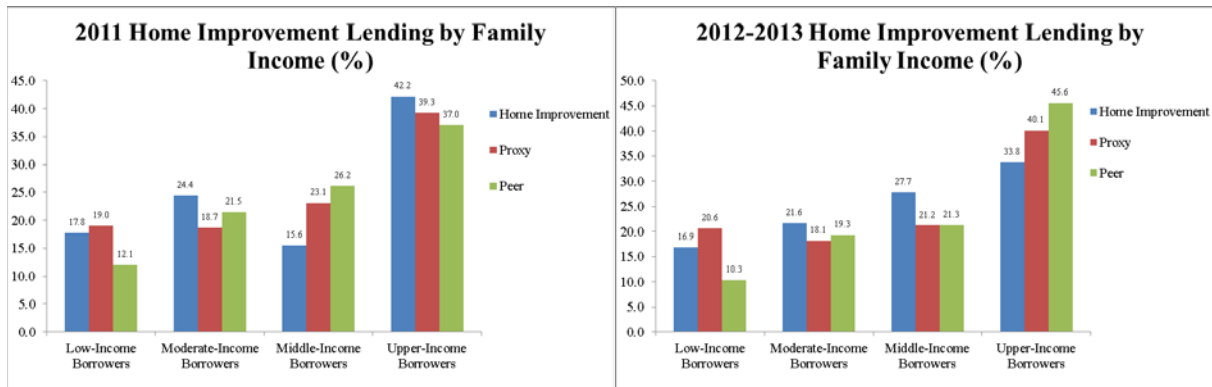


In 2011, the level of home purchase lending to low-income borrowers was greater than the percentage of low-income families (proxy) and peer. In 2012 and 2013, the level of home purchase lending to low-income borrowers was less than the percentage of low-income families (proxy), but slightly higher than peer.

Home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Home Improvement Loans

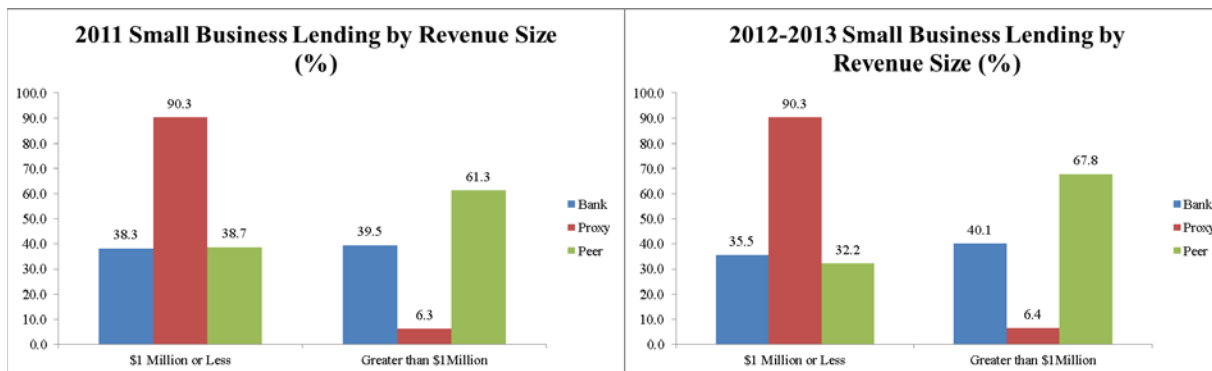


Home improvement lending to low-income borrowers was below the percentage of low-income families (proxy), but greater than peer.

Home improvement lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans



In 2011, Fifth Third originated approximately 40.0% of small business loans to businesses with annual revenues less than \$1 million, which was significantly less than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), but was comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third's level of small business loans to businesses with annual revenues less than \$1 million dropped to 35.5%, which was again significantly less than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), but was slightly higher than the aggregate of all lenders (peer).

Further analysis of small business lending shows 55.0% and 56.0% of Fifth Third's small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than peer at 86.6% in 2011 and 90.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third made 20 community development loans totaling \$119.5 million in this assessment area. These loans represent 2.5% of the total dollar volume of community development loans originated by the bank during the evaluation period. There were three loans (\$41.7 million) made within the assessment area for economic development and ten loans (\$39.5 million) were for the revitalization and stabilization of low- and moderate-income geographies. There were six loans (\$36.2 million) for community services and one loan (\$2.1 million) for affordable housing. Given the presence of several large national banks in the market and the competition for community development loans, Fifth Third is considered a leader in community development lending.

Investment Test

The institution funded 125 investments in this assessment area totaling \$17.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	85	\$17,045,659
Community Services	30	\$188,830
Economic Development	7	\$61,850
Revitalization/Stabilization	3	\$12,500
Totals	125	\$17,308,839

The bank made 2.8% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 3.0% and branch offices at 3.6%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is adequate. Retail services are reasonably accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Enhancing the accessibility of delivery systems is the fact that Fifth Third was able to demonstrate that banking centers in middle- and upper-income geographies located in close proximity to low- and/or moderate-income geographies provided loan and deposit services to those low- and/or moderate-income geographies and households.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 49 banking centers within this assessment area as of September 30, 2013, including one in low-income, eight in moderate-income, 30 in middle-income, and ten in upper-income census tracts. The banking centers in this assessment area represent 3.6% of all the institution’s banking centers.

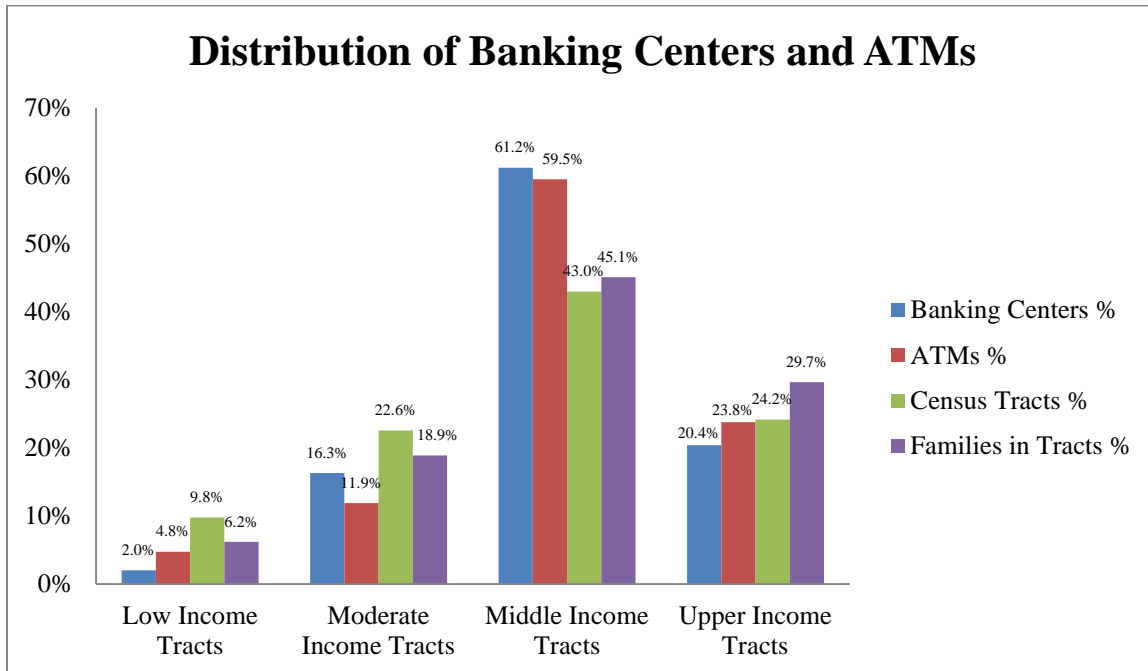
Fifth Third had 84 ATMs within this assessment area as of September 30, 2013, including four in low-income, ten in moderate-income, 50 in middle-income, and 20 in upper-income census tracts. The ATMs in this assessment area represent 3.6% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	2.0%	4.8%	9.8%	6.2%
Moderate	16.3%	11.9%	22.6%	18.9%
Middle	61.2%	59.5%	43.0%	45.1%
Upper	20.4%	23.8%	24.2%	29.7%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects a poor distribution within low-income tracts and an adequate distribution within moderate-income tracts.



The branch distribution includes the opening of two banking centers and the closing of two banking centers since November 15, 2011, resulting in no net change in the number of banking centers in low- and moderate-income tracts.

In addition to full-service banking centers, the bank operates one loan production office that is located in an upper-income tract.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 1,256 hours of community development services in this assessment area, which represents 1.5% of all community development services provided and equates to 0.6 annualized persons (ANP). Services included:

- 322 hours of financial expertise on boards and committees
- 535 hours of financial education
- 399 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE LIMA, OH MSA

The Lima, OH MSA consists of Allen County. The assessment area is comprised of five low-income, six moderate-income, 16 middle-income, and six upper-income tracts.

As of June 30, 2013, Fifth Third ranked fifth of 11 institutions in the assessment area with 9.1% of the deposits market share. JPMorgan Chase was the largest institution with 27.8% of the deposits. The next two largest institutions, The Citizens National Bank of Bluffton and Huntington, had 17.4% and 15.7% of the market share, respectively. Deposits in this assessment area accounted for 0.2% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 481 HMDA loans and 90 CRA loans, which represented 0.2% of the HMDA and CRA loans originated during the evaluation period. This was the eighth smallest (53rd of 60 markets) HMDA market and ninth smallest (52nd of 60 markets) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked eighth of 14 HMDA reporters in the county while Fifth Third Bank ranked 12th. Superior Federal Credit Union, The Citizens National Bank of Bluffton, and First Federal Bank of the Midwest were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 14th of 36 CRA reporters in the assessment area in 2012. The largest CRA lenders were Capital One, The Citizens National Bank of Bluffton, and Chase Bank USA. Capital One and Chase Bank USA are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information about the assessment area. The contact, representing an economic development agency, stated the local economy was affected during the recent economic downturn. The area experienced some foreclosures, but not as many as in other parts of the state. The automotive industry is strengthening, but companies are having difficulty filling jobs and there is a large need for skilled workers. Although access to capital was previously a significant issue for local businesses, it has improved in recent years. Huntington has been helpful in supporting the organization's revolving loan fund. Many banks have been cautious in lending to protect their returns on investments, but are still willing to lend. Financial institutions sometimes request the agency's help to fill funding gaps. The contact indicated local and regional banks are more aggressive in helping small businesses and are more engaged in the community. Local credit unions have also been helpful. Larger banks seem to be more interested in large dollar amount projects, but JPMorgan Chase has expressed some interest in partnering with the organization's revolving loan fund.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area (Allen County) was 106,331. The percentage of the population living in low- and moderate-income tracts was 24.6%. In addition, 76.1% of the population was 18 years of age or older, the legal age to enter into a contract.

Based on 2012 estimates, the population of the city of Lima was 38,339 making it the 30th largest

city in Ohio.⁴³¹ The estimated population in Allen County was 105,141,⁴³² which means the county experienced a 1.1% population loss from 2010 to 2012.

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$54,519, which was significantly lower than Ohio’s median family income of \$59,680. As shown in the following table, the median family income in the MSA increased in 2011, grew somewhat in 2012, and decreased in 2013.

**Borrower Income Levels
OH, Lima - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$58,000	0	- \$28,999	\$29,000	- \$46,399	\$46,400	- \$69,599	\$69,600	- & above
2012	\$58,800	0	- \$29,399	\$29,400	- \$47,039	\$47,040	- \$70,559	\$70,560	- & above
2013	\$54,200	0	- \$27,099	\$27,100	- \$43,359	\$43,360	- \$65,039	\$65,040	- & above

In 2010, the assessment area contained 40,719 households, of which 27,769 (68.2%) were families. Of the total families in the assessment area, 38.9% were comprised of low- and moderate-income families.

The poverty rate grew significantly in Allen County from 1999 and 2012⁴³³ and the rate of increase was significantly higher than the state and national rate. The poverty rate in the county was higher than the state and national rate in 1999⁴³⁴ and 2012.⁴³⁵

County	1999 Poverty Rate	2012 Poverty Rate	Change
Allen	12.1%	20.1%	66.1%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

⁴³¹ Highest Population (2012) in Ohio by City:

<http://www.biggestuscities.com/demographics/oh/population-2012-by-city>

⁴³² Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

⁴³³ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012):

http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁴³⁴ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴³⁵ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Housing Characteristics

There were 45,089 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 64.3%. From an income perspective, 25.7% of housing units and 16.0% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 8.2% of the housing in the assessment area, with 34.7% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 49 years old, with 31.4% of the stock built before 1950. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$104,821 as of the 2010 U.S. Census, with an affordability ratio of 41.5%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the MSA, about 44.6% of the homes valued up to \$96,404 would be considered affordable for low-income individuals and approximately 72.1% of the homes valued up to \$154,246 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.⁴³⁶

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Allen County	1:1,433
Ohio	1:941
United States	1:1,170

Allen County had a lower rate of properties in foreclosure than the state and the nation in February 2014.

Building permits in the MSA, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.⁴³⁷

⁴³⁶ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

⁴³⁷ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Lima MSA	51	80	56.9%	25	-68.8%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA increased significantly from 2011 to 2012 and the growth was more than the national and state increases. The unemployment rate fell significantly from 2012 and 2013, although building permits continued to experience an increase in building permits.

Labor, Employment, and Economic Characteristics

The primary employment sectors and major employers in the assessment area as identified by the Ohio Development Services Agency are as follows:⁴³⁸

County	Primary Employment Sectors	Major Employers
Allen	Education and health services; trade, transportation, and utilities; manufacturing; leisure and hospitality; construction; financial services; and, state government	Ford Motor Co; General Dynamics Corp (commercial and military vehicles); Husky Energy Inc/Lima Refining (oil refinery); Lima City Schools; Lima Memorial Health System; MetoKote Corp (coating services); Nash Finch Co (food distribution); Nickles Bakery; Procter & Gamble Co; St. Rita's Medical Center; and, Tokai Kogyo/DTR Industries (automotive rubber products)

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for Allen County, the MSA, Ohio, and the nation.⁴³⁹

Unemployment Rates Lima OH MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Lima MSA (Allen County)	9.6	7.8	7.7
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

⁴³⁸ Ohio Development Services Agency – County Trends:
http://development.ohio.gov/reports/reports_countytrends_map.htm

⁴³⁹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

The unemployment rate in the MSA declined significantly from 2011 to 2012 and decreased slightly from 2012 to 2013. The unemployment rate in MSA was generally greater than the state and national rates during this period, except for in 2012, when the rate was slightly lower than the national unemployment rate.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE LIMA, OH MSA

Lending Test

Fifth Third's performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community. Fifth Third has a good geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and a poor distribution of loans to businesses of different revenue sizes. Further, the bank has few lending gaps and Fifth Third made a relatively high level of community development loans. This results in an good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank's residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 384 home refinance loans, 90 small business loans, 82 home purchase loans, 15 home improvement loans and four community development loans during the evaluation period. The percentage of the bank's total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. In 2012 and 2013, Fifth Third originated loans in all but one low-income census tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	71	\$7,833
Down Payment Assistance Programs	4	\$281,925
Other Flexible Lending Programs	87	\$9,320,395

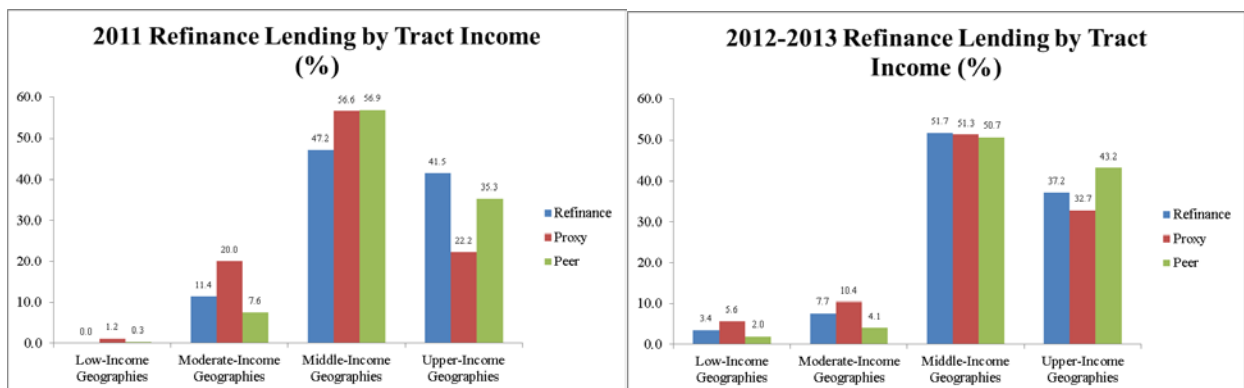
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low-income tracts was comparable to the percentage of those tract income categories in the assessment area. In contrast, the percentage of modifications in moderate-income tracts was less than the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance and home purchase lending are adequate. Small business lending is excellent.

Refinance Loans

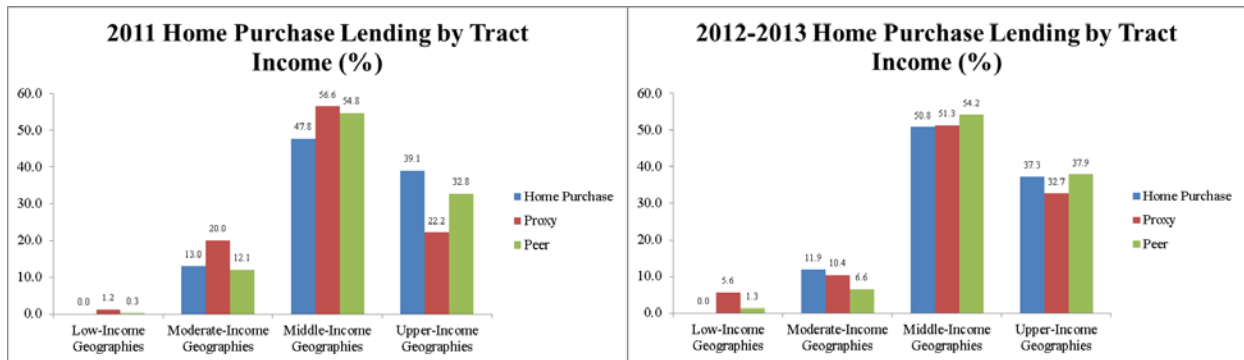


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly. Fifth Third originated fewer home refinance loans than the percentage of owner-occupied units, but more than peer.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but greater than peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

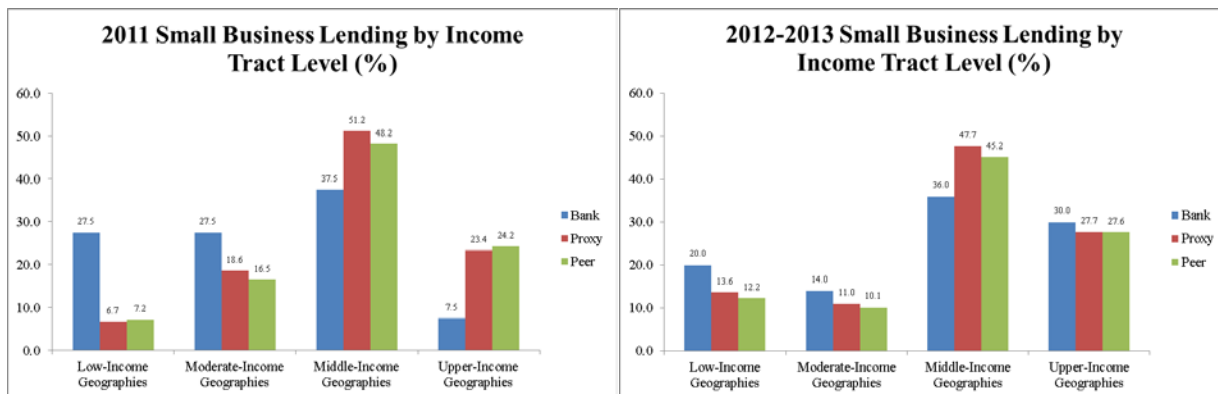


Fifth Third did not originate any home purchase loans in low-income tracts. As evidenced by the lack of owner-occupied units (proxy) in low-income tracts, home purchase lending opportunities were limited.

In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units (proxy) and comparable to the peer. In 2012 and 2013, home purchase lending in low-income tracts was higher than the proxy and peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



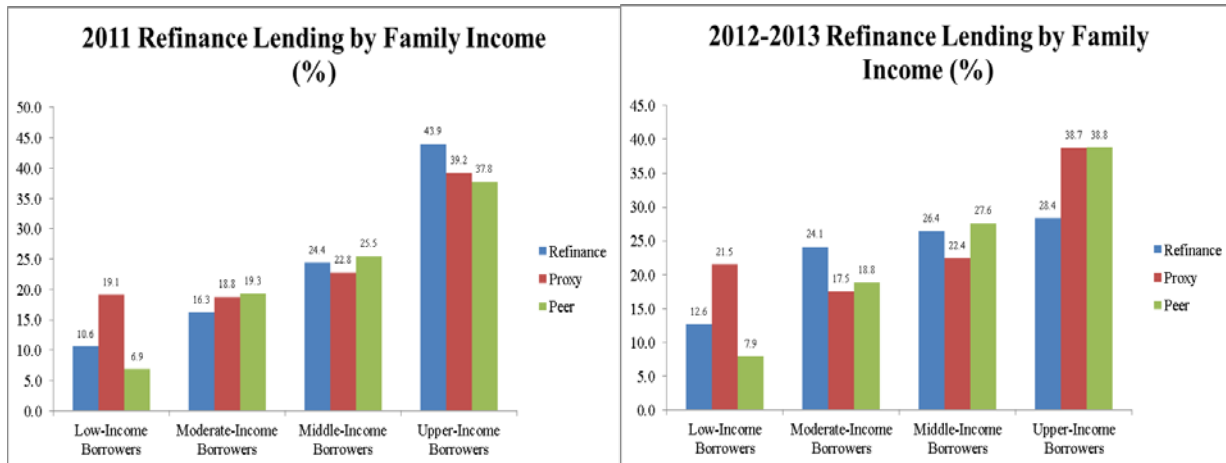
Small business lending in low-income tracts was higher than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). Similarly, small business lending in moderate-income tracts was also higher than the percentage of small businesses located in moderate-income tracts (proxy) and peer.

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower’s income and poor for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

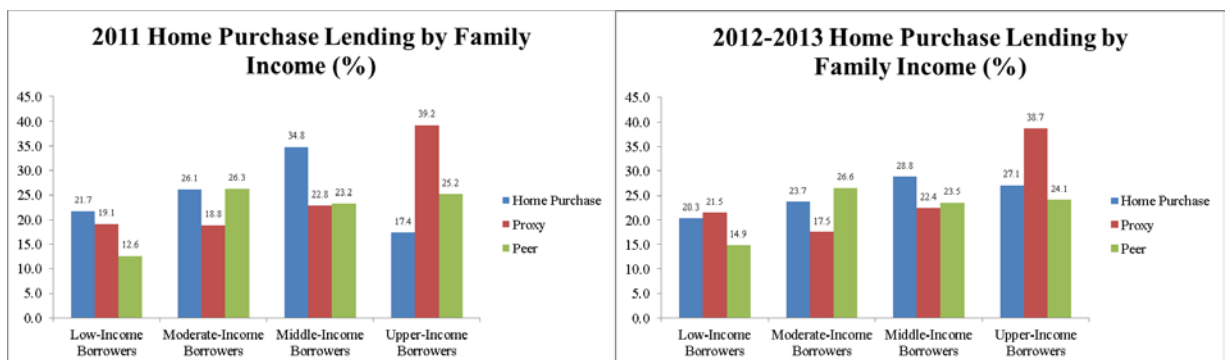


Refinance lending to low-income borrowers was less than the percentage of low-income families, but higher than peer.

In 2011, refinance lending to moderate-income borrowers was slightly less than the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is good.

Home Purchase Loans

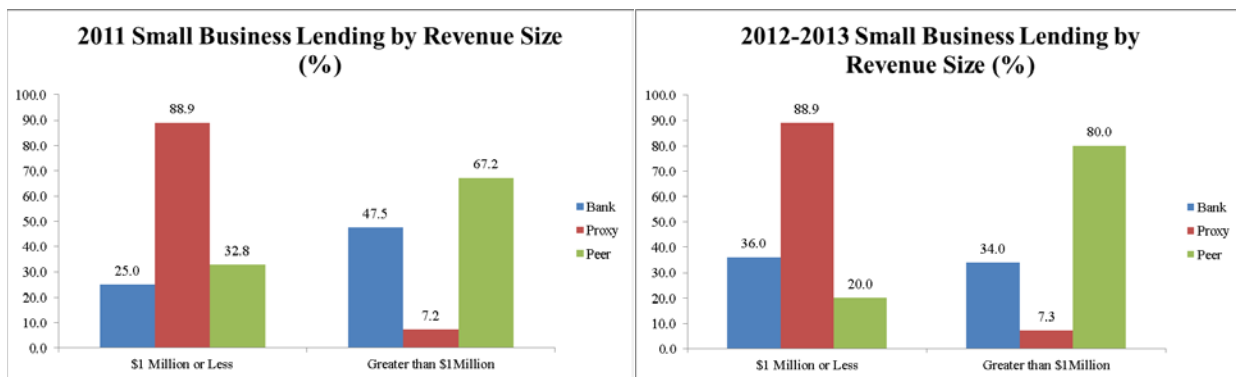


In 2011, the level of home purchase lending to low-income borrowers was higher than the percentage of low-income families (proxy) and peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was comparable to the percentage of low-income families, but higher than peer.

The level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated one quarter of small business loans to businesses with annual revenues less than \$1 million. This was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million increased, but was still significantly lower than the proxy.

Further analysis of small business lending shows 57.5% and 70.0% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 85.1% in 2011 and 90.9% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. This demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is poor.

Community Development Loans

Fifth Third originated four community development loans totaling \$4.7 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. There was one community development loan (\$3.0 million) for the revitalization and stabilization of a moderate-income geography. There was another loan (\$1.3 million) for affordable housing and two loans (\$0.4 million) were for services to low-income individuals. Fifth Third made a relatively high level of community development loans.

Investment Test

The institution funded 11 investments in this assessment area totaling \$789,579. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	4	\$768,379
Community Services	5	\$15,600
Economic Development	2	\$5,600
Totals	11	\$789,579

The bank made 0.1% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 0.2% and branch offices at 0.3%.

This is considered an adequate level of qualified community development investments and grants; however, the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is adequate. Retail services are reasonably accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are reasonably accessible. Finally, the institution also provided services through Internet banking and telephone banking.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

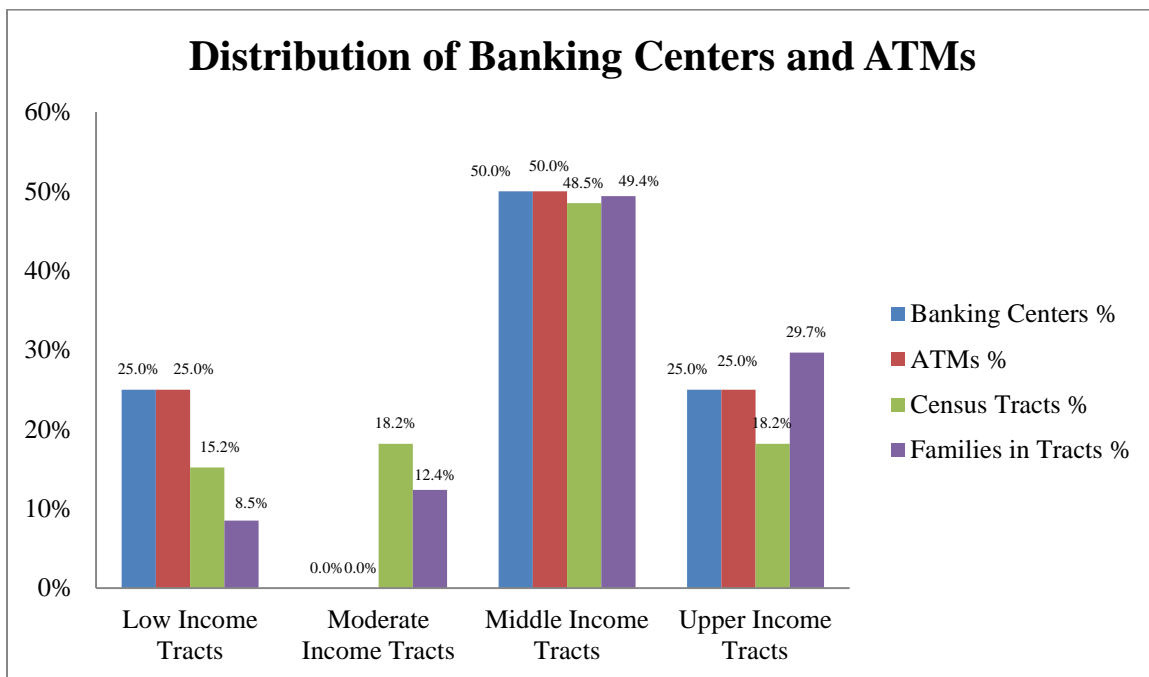
Fifth Third had four banking centers within this assessment area as of September 30, 2013, including one in low-income, two in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.3% of all the institution’s banking centers.

Fifth Third had four ATMs within this assessment area as of September 30, 2013, including one in low-income, two in middle-income, and one in upper-income census tracts. The ATMs in this assessment area represent 0.2% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	25.0%	25.0%	15.2%	8.5%
Moderate	0.0%	0.0%	18.2%	12.4%
Middle	50.0%	50.0%	48.5%	49.4%
Upper	25.0%	25.0%	18.2%	29.7%

The table reflects an excellent distribution within low-income tracts and a poor distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 145 hours of community development services in this assessment area, which represents 0.2% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 57 hours of financial education
- 88 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE SANDUSKY, OH MSA

The Sandusky, OH MSA consists of Erie County. The assessment area is comprised of six moderate-income, eight middle-income, and four upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked fourth of 11 institutions in the assessment area with 7.5% of the deposit market share. The Citizens Banking Company was the largest institution with 37.8% of the deposits. The next two largest institutions, KeyBank and PNC, had 21.7% and 13.7% of the market share, respectively. Deposits in this assessment area accounted for 0.1% of the institution's total deposits

From January 2011 through December 2013, Fifth Third originated 506 HMDA loans and 112 CRA loans, which represented 0.2% of the HMDA and CRA loans originated during the evaluation period. This was the tenth smallest (51st of 60 markets) HMDA market and 15th smallest (46th of 60 markets) CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked seventh of 159 HMDA reporters, while Fifth Third Bank ranked 18th. Wells Fargo, JPMorgan Chase, and Vacationland Federal Credit Union were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 11th of 38 CRA reporters in the assessment area in 2012. The largest CRA lenders were Capital One, U.S. Bank, and American Express. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

One community contact was conducted to provide additional information about the assessment area. The contact, representing an affordable housing agency, stated there is a great need for low- and moderate-income housing in the county and the situation is not improving. Demand for low-income housing is very strong in the Sandusky area. The contact indicated that the biggest challenge in regards to banking is preparing program participants and applicants to become ready for homeownership. The agency has a program that prepares individuals by helping them improve their credit scores and teaching them about budgeting and banking. When participants finish the program, they generally can obtain funding from local banks. The contact indicated local banks have been successful in being involved in the community and have helped the agency. Community banks such as The Citizens Banking Company and Croghan Colonial Bank are very involved in the community and participate on many boards and committees. The organization has also received assistance from larger banks, such as PNC and Fifth Third. The contact stated that the banks in Erie County have been proactive in finding ways to help the agency.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area (Erie County) was 77,079. The percentage of the population living in moderate-income tracts was 27.8%. In addition, 77.8% of the population was 18 years of age or older, the legal age to enter into a contract.

Based on 2012 estimates, the city of Sandusky was the 58th largest city in Ohio with 25,493 residents.⁴⁴⁰ The population in Erie County was 76,398,⁴⁴¹ which means the county experienced a 0.9% population loss from 2010 to 2012.

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$60,922, which was higher than Ohio’s median family income of \$59,680. As shown in the following table, the median family income in the MSA increased in 2011 and 2012 and decreased substantially in 2013.

**Borrower Income Levels
OH, Sandusky - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$63,300	0 - \$31,649	\$31,650 - \$50,639	\$50,640 - \$75,959	\$75,960 - & above
2012	\$64,100	0 - \$32,049	\$32,050 - \$51,279	\$51,280 - \$76,919	\$76,920 - & above
2013	\$56,700	0 - \$28,349	\$28,350 - \$45,359	\$45,360 - \$68,039	\$68,040 - & above

In 2010, the assessment area contained 31,855 households, of which 21,379 (67.1%) were families. Of the total families in the assessment area, 39.4% were comprised of low- and moderate-income families.

The poverty rate grew significantly in Erie County from 1999 and 2012⁴⁴² and the rate of increase was significantly higher than the national increase but less than the state increase. The poverty rate in the county was lower than the national and state rates in 1999⁴⁴³ and 2012.⁴⁴⁴

⁴⁴⁰ Highest Population (2012) in Ohio by City:

<http://www.biggestuscities.com/demographics/oh/population-2012-by-city>

⁴⁴¹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):

<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

⁴⁴² United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012):

http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁴⁴³ 1999 Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁴⁴ 2012 Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

County	1999 Poverty Rate	2012 Poverty Rate	Change
Erie	8.3%	12.2%	47.0%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

Housing Characteristics

There were 37,808 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 61.4%. From an income perspective, 30.1% of housing units and 22.8% of owner-occupied units were located in the moderate-income tracts. Multi-family dwellings comprised 11.5% of the housing in the assessment area, with 38.6% of these units in low- or moderate-income tracts. These numbers indicate that most of the demand for home mortgage lending would be in middle- and upper-income tracts.

As of the 2010 U.S. Census, the median age of housing stock in the assessment area was 48 years old, with 32.6% of the stock built before 1950. Since the majority of housing stock is more than 25 years old, there may be a need for home improvement and rehabilitation loans.

The median housing value in the MSA was \$138,116 as of the 2010 U.S. Census, with an affordability ratio of 33.5%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered.

Based on the 2013 median family income for the MSA, about 30.9% of the homes valued up to \$100,851 would be considered affordable for low-income individuals and approximately 61.4% of the homes valued up to \$161,361 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure.⁴⁴⁵

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Erie County	1:1,241
Ohio	1:941
United States	1:1,170

Erie County had a lower rate of properties in foreclosure than the state and the nation in February 2014.

⁴⁴⁵ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

Building permits in the MSA, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁴⁶

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Sandusky MSA	48	44	-8.3%	12	-72.7%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA decreased from 2011 to 2012 and declined significantly from 2012 to 2013. While permits declined in the MSA, the nation and state experienced increases in permits from 2011 to 2012 and from 2012 to 2013.

Labor, Employment, and Economic Characteristics

The primary employment sectors and major employers in the assessment area as identified by the Ohio Development Services Agency are as follows.⁴⁴⁷

County	Primary Employment Sectors	Major Employers
Erie	Leisure and hospitality; trade, transportation, and utilities; manufacturing; education and health services; professional and business services; state government; and, construction	Cedar Fair/CedarPoint (amusement parks); Erie County Government; Firelands Regional Medical Center; Flex-N-Gate/Ventra Sandusky LLC (plastics); Freudenberg NOK (housewares); International Automotive Components; Kalahari Resorts; Kyklos Bearing Inc.(car bearing); Sandusky City Schools; and, State of Ohio

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for Erie County, the MSA, Ohio, and the nation.⁴⁴⁸

⁴⁴⁶ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

⁴⁴⁷ Ohio Development Services Agency – County Trends: http://development.ohio.gov/reports/reports_countytrends_map.htm

⁴⁴⁸ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment Rates Sandusky OH MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Sandusky MSA	8.8	7.3	7.6
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

The unemployment rate in the MSA declined significantly from 2011 to 2012 and increased from 2012 to 2013. The unemployment rate in MSA was generally higher than the state and national rates during this period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
SANDUSKY, OH MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is good. It has demonstrated a good responsiveness to the credit needs of the community and has an adequate geographic distribution of loans in the area, a good distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, the bank has no lending gaps and Fifth Third is a leader in making community development loans. This results in an good record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there were only one low-income and two moderate-income tracts in the assessment area.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 354 home refinance loans, 142 home purchase loans, 110 small business loans, three community development loans, and two small farm loans during the evaluation period. The percentage of the bank’s total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

During the evaluation period, Fifth Third originated loans in all of the census tracts within the assessment area, with the exception of one unknown income census tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	89	\$10,438
Down Payment Assistance Programs	0	\$0
Other Flexible Lending Programs	103	\$13,844,131

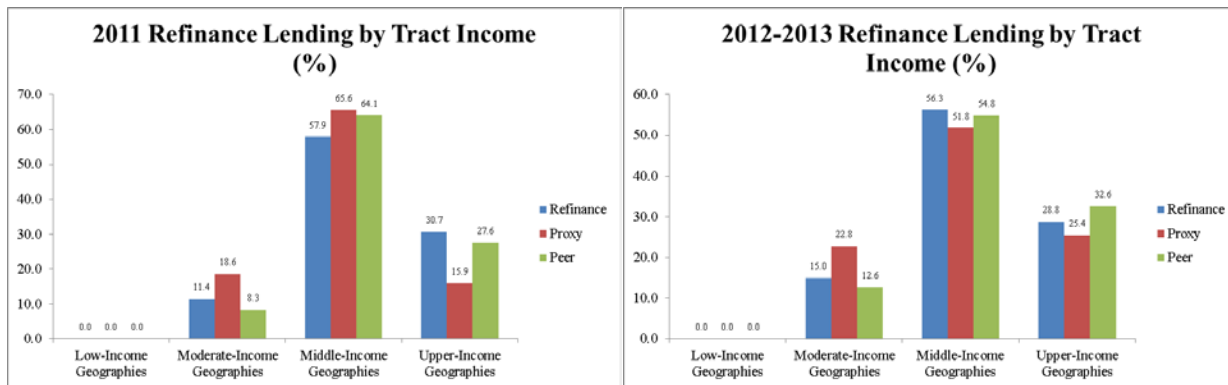
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. While there were no low-income tracts in the assessment area, the percentages of modifications in moderate-, middle-, and upper-income tracts were comparable to the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are adequate. Small business lending is good.

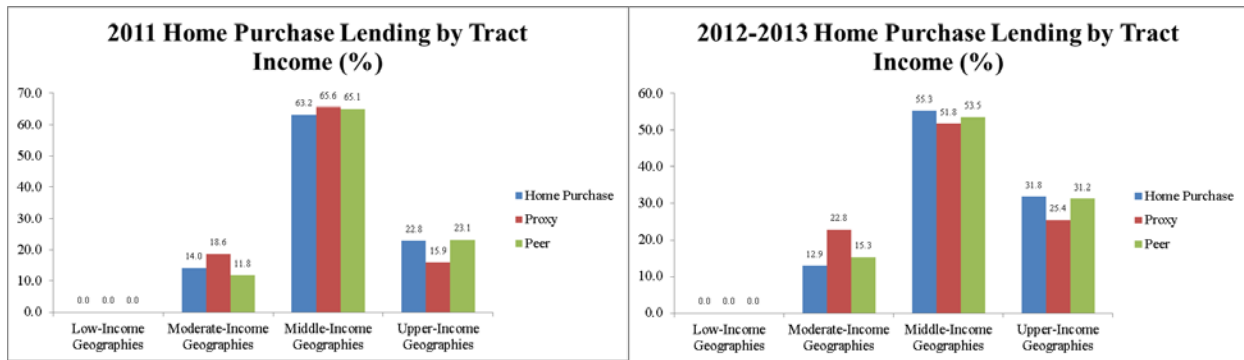
Refinance Loans



Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but slightly higher than peer.

Overall, the geographic distribution of refinance loans is adequate.

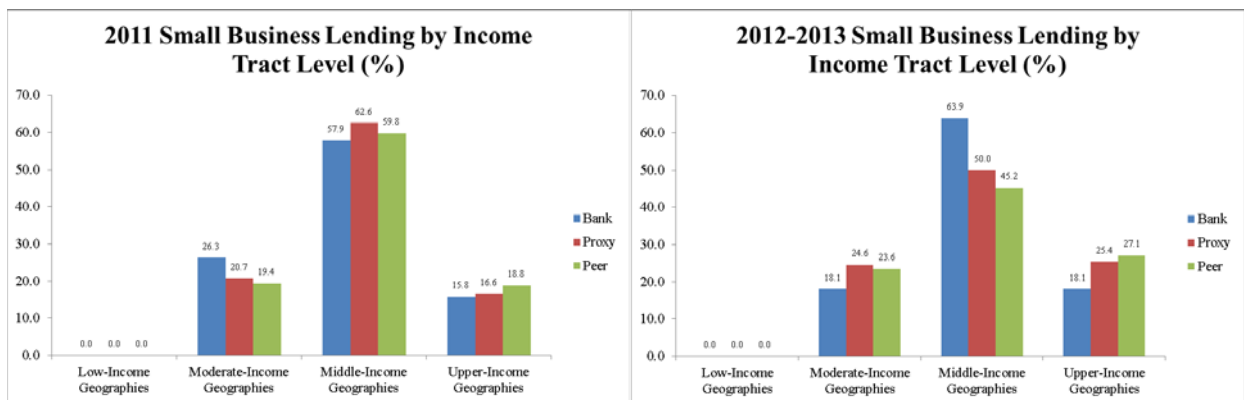
Home Purchase



In 2011, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was also less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home purchase loans is adequate.

Small Business Lending



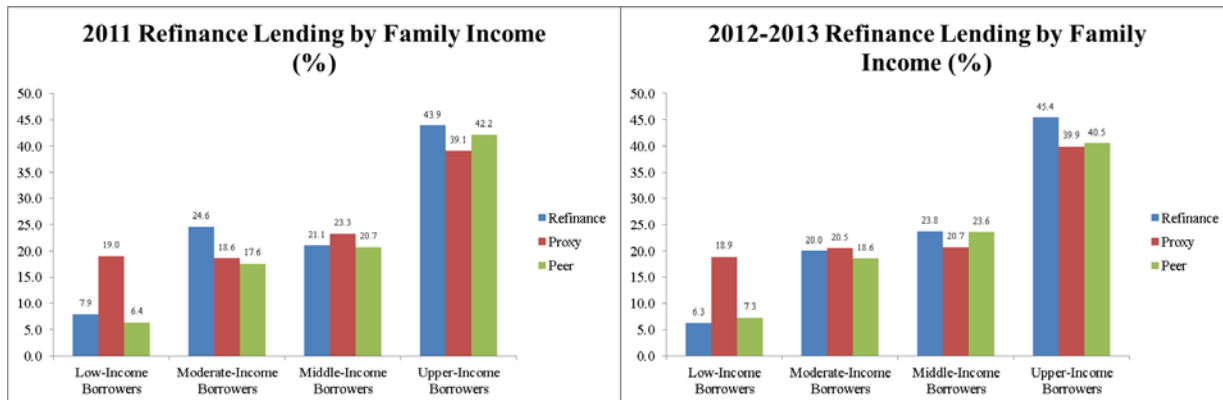
In 2011, small business lending in moderate-income tracts was higher than the percentage of small business located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was lower than the proxy and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is good based on borrower's income and for businesses of different revenue sizes. Most businesses within the bank's assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

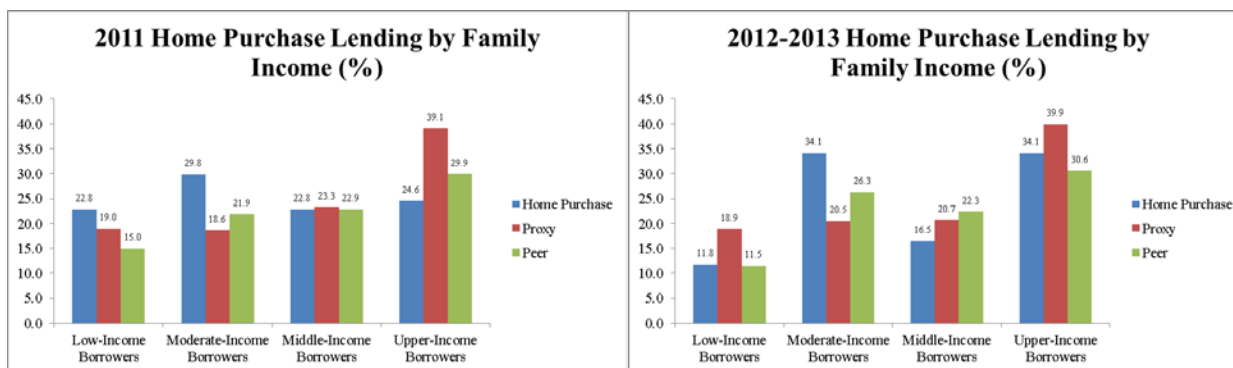


Refinance lending to low-income borrowers was less than the percentage of low-income families and comparable to peer.

In 2011, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

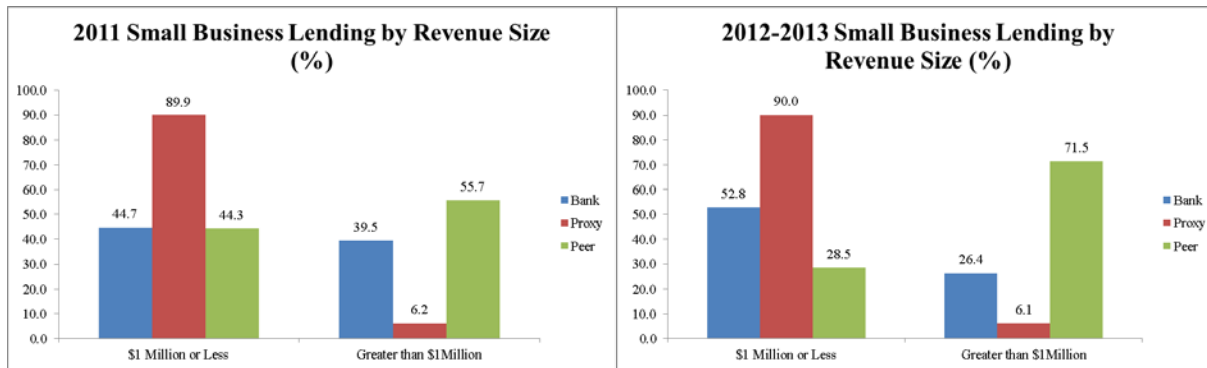


In 2011, the level of home purchase lending to low-income borrowers was above the percentage of low-income families (proxy) and peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was below the percentage of low-income families and comparable to peer.

Home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is excellent.

Small Business Loans



In 2011, Fifth Third originated less than half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer). In 2012 and 2013, Fifth Third’s percentage of small business loans to businesses with annual revenues less than \$1 million was significantly lower than the proxy but higher than the peer.

Further analysis of small business lending shows 48.6% and 59.7% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 91.4% in 2011 and 95.1% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated three community development loans totaling \$18 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. There were two loans totaling \$16.6 million (representing the majority of funds) for economic development and the remaining loan (\$1.4 million) was for the revitalization and stabilization of low- and moderate-income geographies. Despite Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third was a leader in making community development loans.

Investment Test

The institution funded 11 investments in this assessment area totaling \$546,825. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	3	\$529,000
Community Services	8	\$17,825
Totals	11	\$546,825

The bank made 0.1% of its total community development investments in this assessment area, which is equal to the percentage of total deposits at 0.1% and comparable to the percentage of branch offices at 0.1%.

This is considered a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is excellent. Retail services are readily accessible and the bank provided a relatively high level of community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had two banking centers within this assessment area as of September 30, 2013, including one in a moderate-income census tract and one in a middle-income census tract. The banking centers in this assessment area represent 0.1% of all the institution’s banking centers.

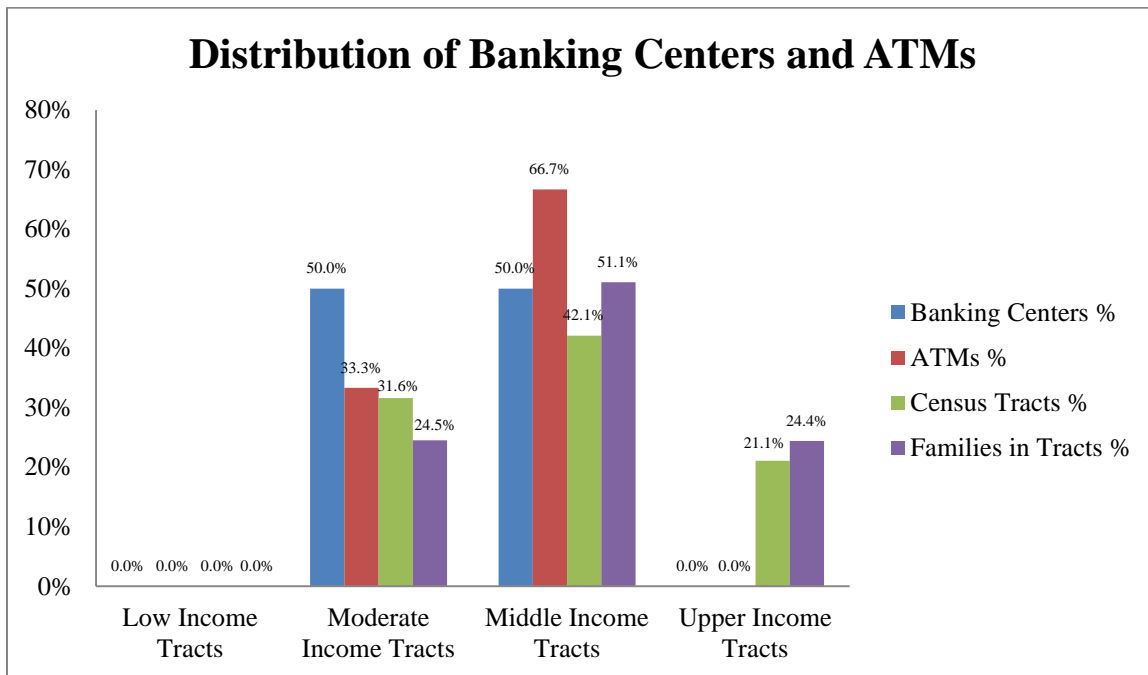
Fifth Third had three ATMs within this assessment area as of September 30, 2013, including one in a moderate-income census tract and two in middle-income census tracts. The ATMs in this assessment area represent 0.1% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	NA	NA	NA	NA
Moderate	50.0%	33.3%	31.6%	24.5%
Middle	50.0%	66.7%	42.1%	51.1%
Upper	0.00%	0.0%	21.1%	24.4%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an excellent distribution within moderate-income tracts. There are no low-income census tracts in this assessment area.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided a relatively high level of community development services.

Fifth Third staff provided 238 hours of community development services in this assessment area, which represents 0.3% of all community development services provided and equates to 0.1 annualized persons (ANP). Services included:

- 108 hours of financial expertise on boards and committees
- 29 hours of financial education
- 55 hours of technical assistance
- 46 hours of E-Bus operation

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE TOLEDO, OH MSA

The Toledo OH MSA consists of Fulton, Lucas, Ottawa, and Wood Counties. All of the counties in the MSA are included in the assessment area. The assessment area is comprised of 27 low-income, 32 moderate-income, 76 middle-income, and 41 upper-income tracts. There is also one tract with no income designation that is primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked second of 25 institutions with 21.3% of the deposits in the assessment area. The largest institution was Huntington with 22.6% of the deposits. KeyBank and PNC were the third and fourth largest institutions in the MSA with 12.7% and 8.1% of the deposits, respectively. Deposits in this assessment area accounted for 2.3% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 7,821 HMDA loans and 1,882 CRA loans, which represented 2.8% of HMDA loans and 3.6% of CRA loans originated during the evaluation period. This was the tenth largest HMDA market and eighth largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked third of 297 HMDA reports in the MSA, while Fifth Third Bank ranked sixth. Wells Fargo and Huntington were the top two HMDA lenders in the assessment area. Fifth Third Bank ranked sixth of 58 CRA reporters in the assessment area in 2012. Capital One, American Express, and Huntington were the top three CRA reporters. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information about the assessment area. One contact representing an affordable housing agency stated that the county was significantly affected by the economic downturn. Tourism drives the economy in the eastern portion of the county, which is more seasonal. The economy in the western part of the county is more stable, with more consistent employment. Historically, unemployment rates in the county have been around 12.0%. During the recession, unemployment rates increased significantly, but unemployment had been declining steadily over the past few years. The county has not experienced any significant increases in hiring. Most employment opportunities have been seasonal and many are not well paying. Property taxes in the county are fairly high, which makes it difficult for many individuals to afford a home. The contact stated that the housing stock in the county is relatively old. Another affordable housing agency has identified that rehabilitation of existing homes is needed more than the construction of new ones. There is little undeveloped land that would be appropriate for new home construction. There is significant need for affordable renting housing in the area. The contact felt that Key has been very active and has programs in place to benefit low- and moderate-income borrowers.

The second contact was made to a realtor serving an area with a high degree of tourism and second homes. About 40.0% of the community is comprised of permanent residents. Since the community is a seasonal vacation destination, most of the homes are vacation homes. Owners of these homes do not look to local community banks for their credit needs, as their hometown banks tend to fulfill their financial needs. The median age in the community is approximately 55 years. Home prices range from the low \$200,000s to the high \$400,000s; immediately outside of the community, home prices are closer to \$120,000. More mobile homes have been purchased in the past few years because of the high prices. There is a very small population of low- and moderate-income individuals living in the area. Homes in the area usually turn over in seven to ten years, so homeowners usually do not invest a great deal in home improvement. The contact stated that banks in the area are very active and have programs to help benefit the community.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 651,429. The percentage of the population living in low- and moderate-income tracts was 25.0%. In addition, 76.5% of the population was 18 years of age or older, the legal age to enter into a contract.

As of 2010, the Toledo MSA was the 81st largest nationally in terms of population and the sixth largest in Ohio.⁴⁴⁹ Based on 2012 U.S. Census population estimates, Toledo was the 67th largest city in the United States and the fourth largest in Ohio with 284,012 residents.⁴⁵⁰

The following table shows the population in the assessment area for 2010 and 2012 with the percentage of population change. Overall, the population in MSA declined slightly from 2010 to 2012 with Lucas County having the largest decrease. Wood County was the only county in the assessment area that had population growth between 2010 and 2012.⁴⁵¹

County	2010 Population	2012 Population	Population Percent Change
Fulton	42,698	42,513	-0.4%
Lucas	441,815	437,998	-0.9%
Ottawa	41,428	41,339	-0.2%
Wood	125,488	128,200	2.2%
Total	651,429	650,050	-0.2%

⁴⁴⁹ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract: http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁵⁰ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

⁴⁵¹ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012): <http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the MSA was \$58,779, which was less than Ohio’s median family income of \$59,680. The median family income ranged from a low of \$54,855 in Lucas County to a high of \$69,768 in Wood County. The median family income in the MSA increased from 2011 to 2012 and from 2012 to 2013. The median family income decreased significantly from 2011 to 2012 and declined again substantially from 2012 to 2013.

**Borrower Income Levels
OH, Toledo - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$67,100	0 - \$33,549	\$33,550 - \$53,679	\$53,680 - \$80,519	\$80,520 - & above
2012	\$62,600	0 - \$31,299	\$31,300 - \$50,079	\$50,080 - \$75,119	\$75,120 - & above
2013	\$57,100	0 - \$28,549	\$28,550 - \$45,679	\$45,680 - \$68,519	\$68,520 - & above

In 2010, the MSA contained 261,914 households, of which 166,319 (63.5%) were families. Of the total families in the assessment area, 39.0% were low- and moderate-income families. Lucas County had the largest percentage of low- and moderate-income families in the assessment area, with 42.5% of the families being low- and moderate-income families. Lucas County also had the highest poverty rate, as illustrated below.

The following table shows the poverty rates for 1999⁴⁵² and 2012.⁴⁵³

County	1999 Poverty Rate	2012 Poverty Rate	Change
Fulton	5.4%	10.6%	96.3%
Lucas	13.9%	22.7%	63.3%
Ottawa	5.9%	11.2%	89.8%
Wood	9.6%	13.7%	42.7%
Ohio	10.6%	16.2%	52.8%
United States	11.8%	15.0%	27.1%

⁴⁵² 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁵³ 2012 National Poverty Rate: <https://www.census.gov/hhes/www/poverty/about/overview/>

Poverty rates increased significantly in all seven counties in the assessment area from 1999 to 2012.⁴⁵⁴ The growth in poverty rates in all four counties was higher than the national increase and all the counties but Wood County also had increases higher than Ohio's increase from 1999 to 2012. Lucas County had the highest poverty rate in 1999 and 2012, while Fulton County had the lowest rate both years. Although Fulton County had the lowest rates, it had the highest increase in poverty from 1999 to 2012, when the poverty rate almost doubled.

Housing Characteristics

There were 300,585 housing units in the MSA, as of the 2010 U.S. Census. The owner-occupancy rate was 59.2%, ranging from a low of 53.3% in Ottawa County to a high of 76.2% in Fulton County. From an income perspective, 27.2% of housing units and 17.7% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 15.5% of the housing within the assessment area, with 38.1% of these units in low-income and moderate-income tracts. These numbers indicate that demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 49 years old, with 33.3% of the housing stock built before 1950. The youngest housing stock was in Wood County with a median age of 36 years, while the Lucas County had the oldest housing stock with a median age of 52 years. Since there is a sizeable amount of housing that is greater than 25 years old, there could be significant demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$131,031 as of the 2010 U.S. Census, with an affordability ratio of 34.7%. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 34.4% in Lucas County to a high of 37.9% in Fulton County.

Based on the 2013 median family income for the MSA, about 33.6% of the homes valued up to \$101,562 would be considered affordable for low-income individuals and approximately 64.7% of the homes valued up to \$162,499 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁴⁵⁵ the median sales price in the MSA in 2012 was \$80,400, which was higher than the median sales price of \$75,700 in 2011 and was lower than the median sales price of \$81,500 in 2010.

⁴⁵⁴ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012):
http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

⁴⁵⁵ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas:
<http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frggkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

According to RealtyTrac,⁴⁵⁶ Ohio had the eighth highest rate of foreclosure in February 2014. The following table contains information about foreclosure filings and the number of properties in foreclosure⁴⁵⁷.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Fulton County	1:2,607
Lucas County	1:586
Ottawa County	1:4,659
Wood County	1:1,394
Ohio	1:941
United States	1:1,170

Lucas County had the highest rate of properties in foreclosure in the MSA in February 2014 and the foreclosure rate in the county was higher than the state and national rates. The three other counties in the MSA had lower foreclosure rates than the state and nation. Ottawa County had the lowest foreclosure rate in the assessment area in February 2014.

Building permits in the Toledo MSA, Ohio, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁵⁸

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Toledo MSA	603	816	35.3%	817	0.1%
Ohio	13,762	16,905	22.8%	21,310	26.1%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA increased significantly from 2011 to 2012 and grew slightly from 2012 to 2013. The growth in building permits in the MSA was more than the national and state increases from 2012 to 2013, but substantially less than national and state increases from 2012 to 2013.

⁴⁵⁶ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends/>

⁴⁵⁷ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends/>

⁴⁵⁸ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following four Fortune 500 companies.

Fortune 500 Companies in the Toledo Area⁴⁵⁹		
Rank	Company	Revenue (\$ billion)
356	Dana Holding	\$7.3
364	Owens-Illinois	\$7.0
472	Andersons	\$5.3
476	Owens Corning	\$5.2

The primary employment sectors and major employers in the counties in the assessment area as identified by the Ohio Development Services Agency are as follows:⁴⁶⁰

County	Primary Employment Sectors	Major Employers
Fulton	Manufacturing; trade, transportation, and utilities; education and health services; and, leisure and hospitality	ConAgra; Fulton County Government; Fulton County Health Center; International Automotive Components; North Star BlueScope Steel LLC; Sanoh America (automotive parts); Sauder Woodworking CO; TRW Automotive; and, Worthington Industries (steel company)
Lucas	Education and health services; trade, transportation, and utilities; professional and business services; leisure and hospitality; manufacturing; financial services; construction; state government; information; and, federal government	Andersons Inc. (retail and agricultural services); BP, Carlyle Group/HCR Manor Care; Chrysler Group LLC; City of Toledo; Dana Corp (powertrain components); General Motors Company; Libbey Inc (glassware); Lucas County Government; Mercy Health Partners; Owens Corning (building materials); Promedica Health Systems; Toledo City Schools; United Parcel Service Inc; and, University of Toledo
Ottawa	Trade, transportation, and utilities; leisure and hospitality; manufacturing; and, education and health services	Benton-Carroll-Salem Local Schools; Brush Wellman Inc (metal manufacturer); FirstEnergy Corp/Davis Besse (nuclear power plant); Luther Home of Mercy (healthcare); Magruder Hospital; Ottawa County Government; Port Clinton City Schools; USG Corp/US Gypsum Co; and Wal-Mart Stores Inc

⁴⁵⁹ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

⁴⁶⁰ Ohio Development Services Agency – County Trends:

Wood	Trade, transportation, and utilities; manufacturing; leisure and hospitality; education and health services; professional and business services; state government; construction; and, financial services	Bowling Green State University; Chrysler Group LLC; First Solar Inc; Great Lakes Window Inc; Magna International/Norplas Inc (automotive supplier); Owens Community College; Owens Illinois Inc (container glass products); Perrysburg Exempted Village Schools; Walgreen Co; Wood County Government; Wood County Hospital Association; and, WPP PLC/TNS Custom Research
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The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the MSA, the MSA overall, Ohio, and the nation.⁴⁶¹

Unemployment Rates Toledo OH MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Fulton	9.5	7.8	7.2
Lucas	9.7	8.0	8.0
Ottawa	11.9	9.8	11.1
Wood	8.3	6.9	6.9
Toledo MSA	9.5	7.9	7.9
Ohio	8.6	7.2	7.1
United States	8.5	7.9	7.0

Unemployment rates declined in all of the counties in the MSA from 2011 to 2012. Unemployment rates stayed the same from 2012 to 2103 in Lucas and Wood Counties. Unemployment decreased in Fulton County from 2012 to 2013, as unemployment increased in Ottawa County. Ottawa County had the highest unemployment rates all three years. As stated by one of the community contacts, there is a high amount of seasonal unemployment in the county.

The Toledo Blade plans to close printing in downtown Toledo by the end of 2014 and a mailing facility, which will result in the loss of 131 jobs. Ace Hardware Corp. announced that it would close its Perrysburg Township retail support center warehouse in 2014. Layoffs were scheduled to begin on July 25 and would last until the facility is closed on October 9. The company plans to move its operations to a new facility in Columbus for better access to stores in Ohio, parts of Michigan, and northern Kentucky.⁴⁶²

⁴⁶¹ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

⁴⁶² “Ace Hardware warehouse to start 105 layoffs locally July 25.” *The Blade*. May 29, 2014: <http://www.toledoblade.com/business/2014/05/29/Ace-Hardware-warehouse-to-start-105-layoffs-locally-July-25.html>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
TOLEDO, OH MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution, borrower distribution among borrowers of different income levels, and distribution of loans to businesses of different revenue sizes in this assessment area. Despite the bank’s moderate lending gaps, it is a leader in making community development loans in this assessment area. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by small business, home purchase, and home improvement lending. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 6,001 home refinance loans, 1,646 home purchase loans, 174 home improvement loans, 1,880 small business loans, two small farm loans, and 50 community development loans during the evaluation period. The percentage of the bank’s total lending at 2.9% is comparable to the percentage of total deposits at 2.2% in this area.

In 2012 and 2013, Fifth Third originated loans in all census tracts except for one low-income tract; however, lending penetration was 41.2% in low-income tracts and 83.3% in moderate-income tracts in 2011.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	928	\$104,167
Down Payment Assistance Programs	28	\$1,896,610
Other Flexible Lending Programs	2,136	\$263,778,215

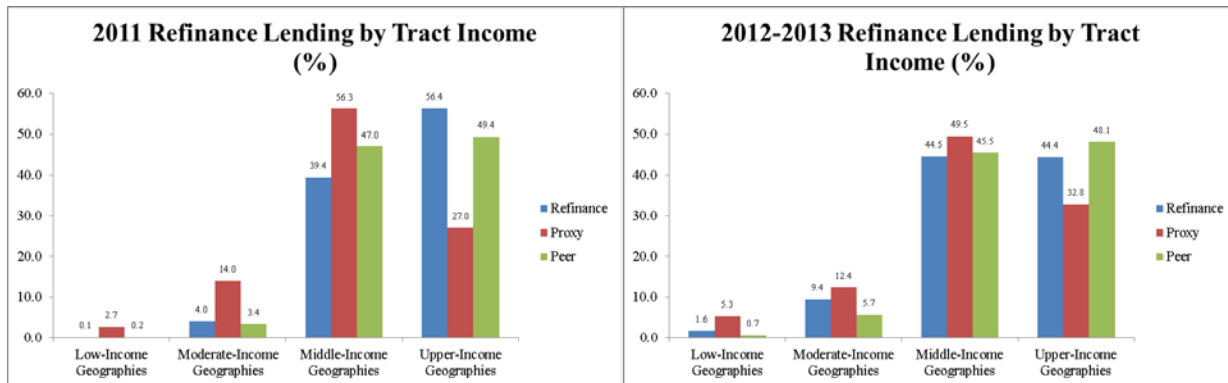
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was less than the percentage of those tract income categories in the assessment area. The majority of modifications occurred in middle-income tracts.

Although Fifth Third faces competition from several large institutions, it has a significant share of deposits and is one of the largest mortgage lenders in the area. However, Fifth Third is not among the largest small business lenders in this market and top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home purchase lending are poor, while home improvement is adequate. Small business lending is excellent.

Refinance Loans

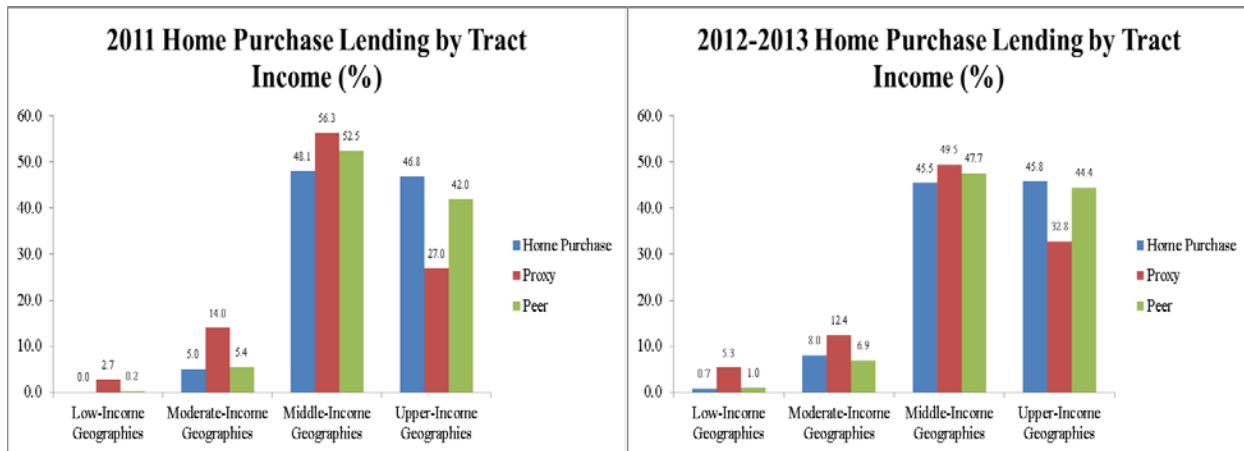


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but was comparable to peer. In 2012 and 2013, refinance lending in moderate-income tracts was slightly less than the percentage of owner-occupied units, but was higher than peer.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

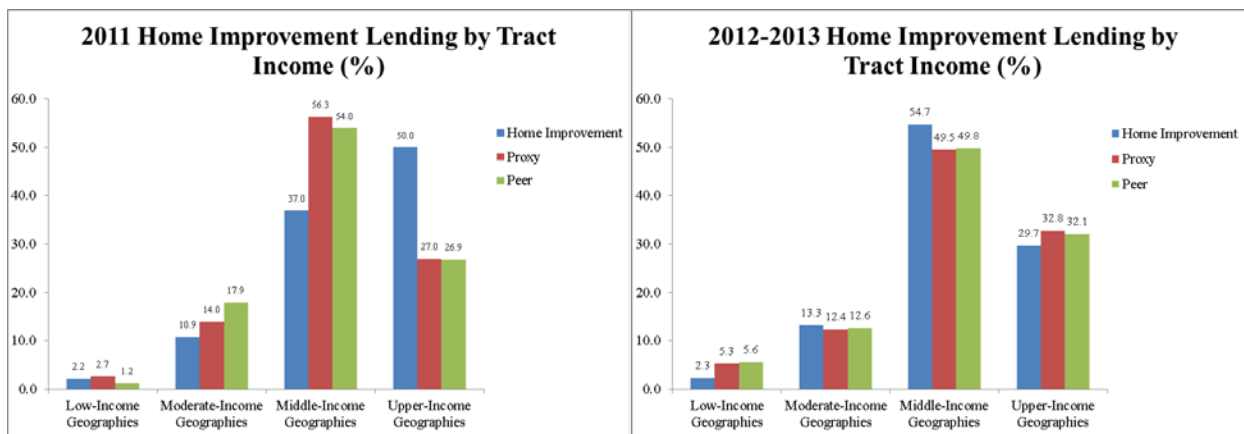


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but was comparable to peer.

Overall, the geographic distribution of home purchase loans is poor.

Home Improvement

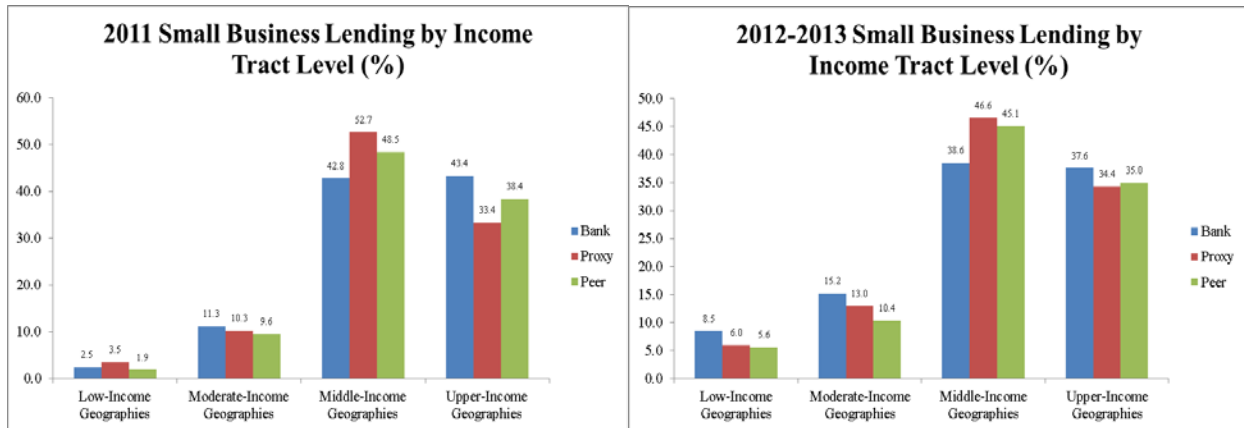


In 2011, home improvement lending in low-income tracts was comparable to the percentage of owner-occupied units (proxy) and peer. In 2012 and 2013, home improvement lending in low-income tracts was less than the proxy and peer.

In 2011, home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, home improvement lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



In 2011, small business lending in low-income tracts was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in low-income tracts was higher than the proxy and peer.

In 2011, small business lending in moderate-income tracts was comparable to the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in moderate-income tracts was higher than the proxy and peer.

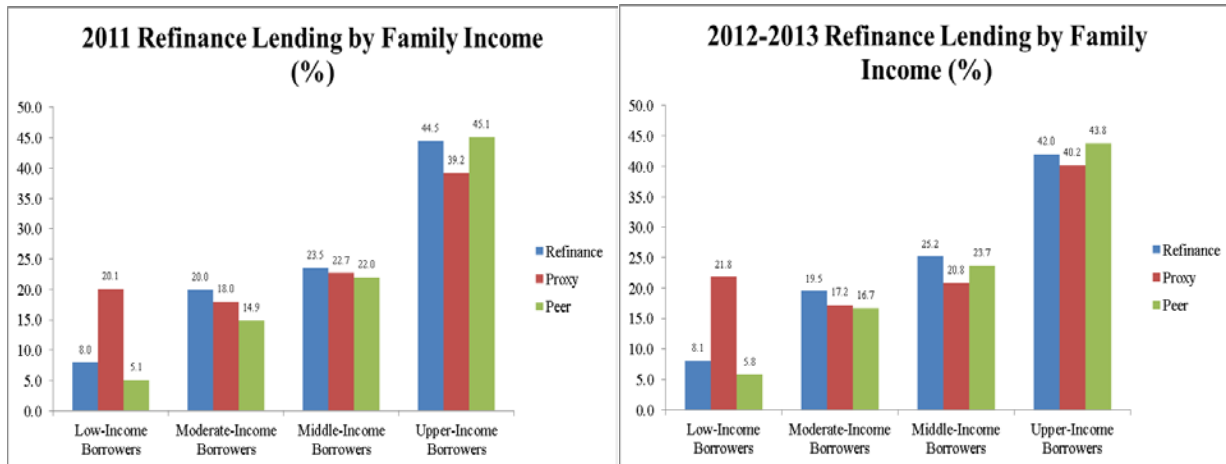
Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower’s income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million.

It may be difficult for low-income individuals to qualify for loans, especially if their income is below the poverty level. According to the 2010 U.S. Census, 42.9% of families living in low-income census tracts and 21.0% of families in moderate-income tracts were below the poverty level. Given these poverty rates and the affordability ratios discussed previously, many of the homes within the assessment area were not considered affordable for families below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

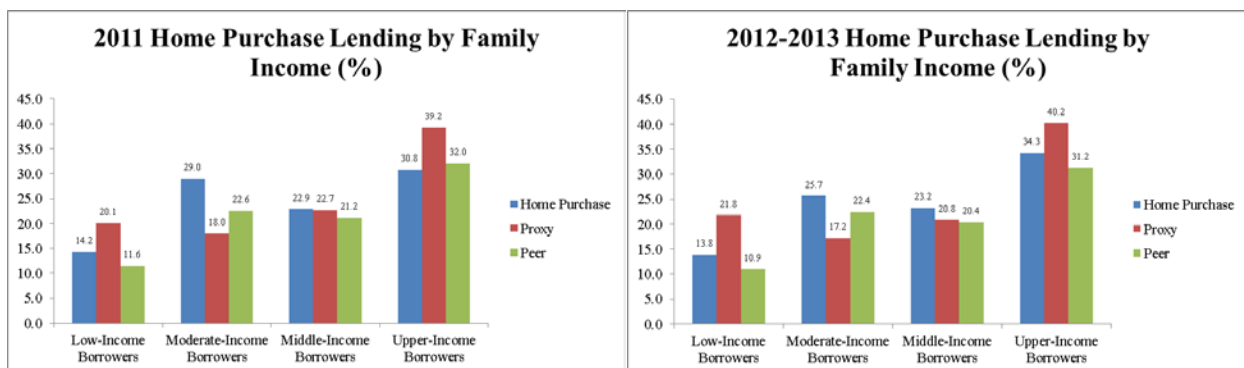


Refinance lending to low-income borrowers was less than the percentage of low-income families, but slightly higher than peer.

Refinance lending to moderate-income borrowers was slightly higher than the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

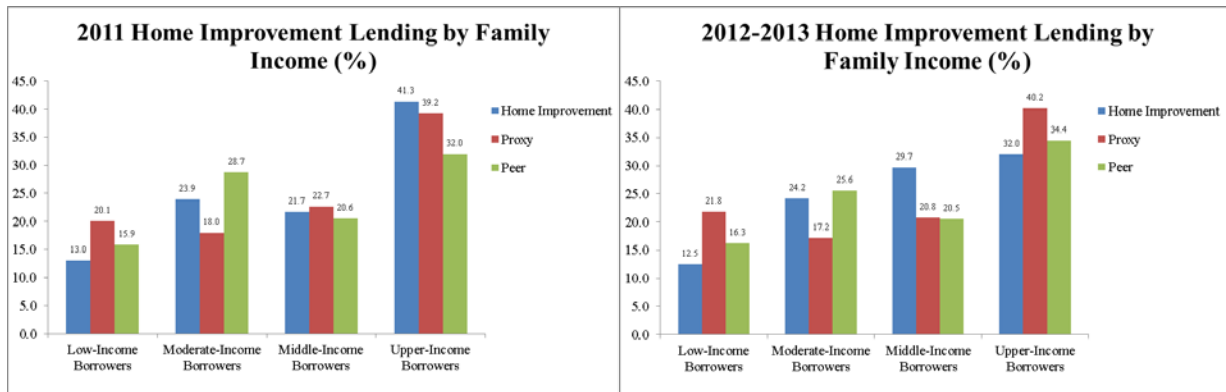


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy), but slightly higher than peer.

In 2011, home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is good.

Home Improvement Loans

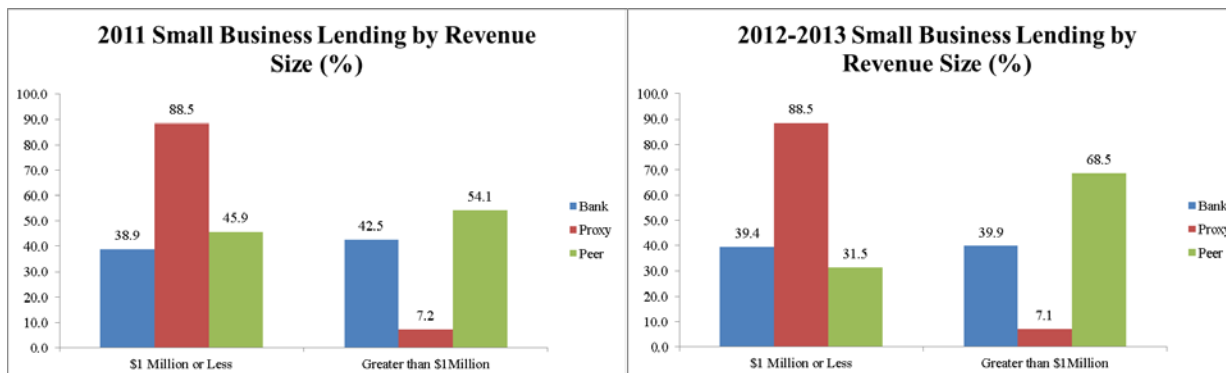


Home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and peer.

Home improvement lending to moderate-income borrowers was above the percentage of moderate-income families, but less than peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is good.

Small Business Loans



Fifth Third originated approximately 40.0% of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) during the review period, it was higher than the aggregate of all lenders (peer) in 2012 and 2013.

Further analysis of small business lending shows 48.8% and 48.7% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 86.4% in 2011 and 90.8% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans.

Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 50 community development loans totaling \$259.8 million. Community development lending in this assessment area represented 5.4% of the total dollar volume of community development loans originated by the bank during the evaluation period. This ranks as Fifth Third’s fourth highest percentage of community development lending during the evaluation period. Given the competition for community development loans and a number of large national banks in the area, Fifth Third is considered a leader in making community development loans. There were also 24 loans (\$201.4 million) for the revitalization and stabilization of low- and moderate-income geographies, six (\$50.7 million) for economic development, and 13 loans (\$4.7 million) for community services and seven loans (\$3.0 million) for affordable housing.

Investment Test

The institution funded 120 investments in this assessment area totaling \$11.2 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	53	\$10,598,841
Community Services	52	\$513,310
Economic Development	9	\$167,795
Revitalization/Stabilization	6	\$8,500
Totals	120	\$11,288,446

The bank made 1.8% of its total community development investments in this assessment area, which is less than the percentage of total deposits at 2.3% and branch offices at 2.2%.

This is considered an adequate level of qualified community development investments and grants, but the bank is rarely in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is good. Retail services are accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 31 banking centers within this assessment area as of September 30, 2013, including two in low-income, six in moderate-income, 12 in middle-income, and 11 in upper-income census tracts. The banking centers in this assessment area represent 2.2% of all the institution’s banking centers.

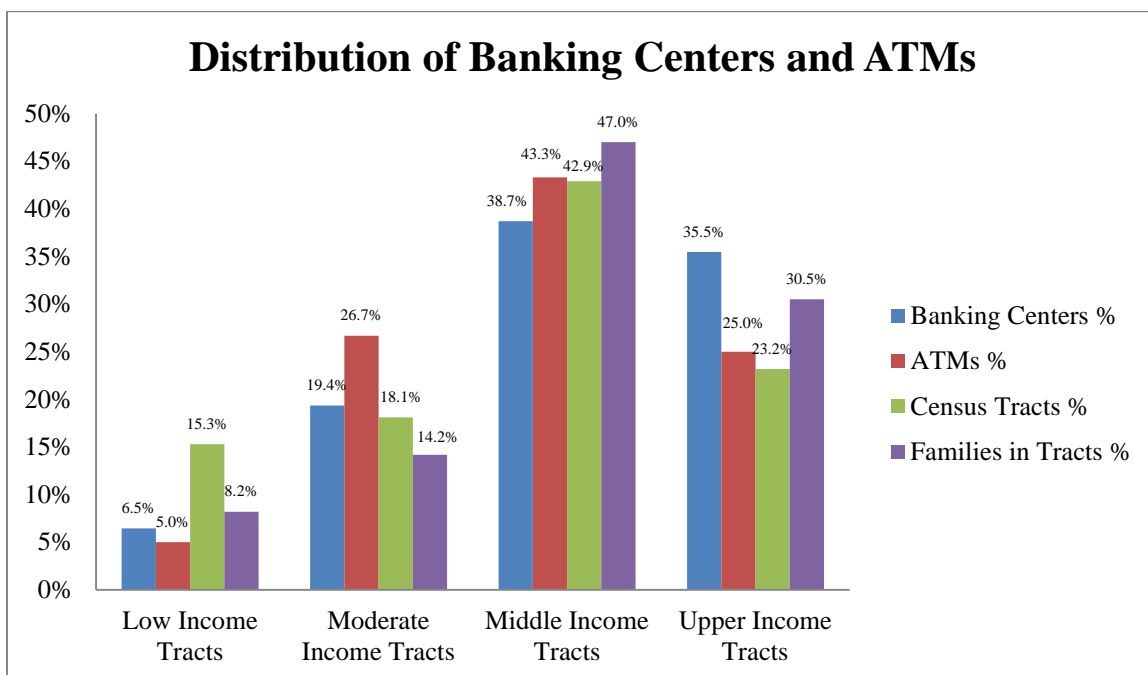
Fifth Third had 60 ATMs within this assessment area as of September 30, 2013, including three in low-income, 16 in moderate-income, 26 in middle-income, and 15 in upper-income census tracts. The ATMs in this assessment area represent 2.6% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts*	Percentage of Families in Tracts
Low	6.5%	5.0%	15.3%	8.2%
Moderate	19.4%	26.7%	18.1%	14.2%
Middle	38.7%	43.3%	42.9%	47.0%
Upper	35.5%	25.0%	23.2%	30.5%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an adequate distribution within low-income tracts and an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 2,170 hours of community development services in this assessment area, which represents 2.5% of all community development services provided and equates to 1.0 annualized persons (ANP). Services included:

- 1,231 hours of financial expertise on boards and committees
- 310 hours of financial education
- 363 hours of technical assistance
- 266 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
CANTON-MASSILLON, OH MSA**

The Canton-Massillon OH MSA consists of Carroll and Stark Counties. The bank only takes a portion of Stark County in its assessment area. The assessment area is comprised of seven low-income, nine moderate-income, 31 middle-income, and 17 upper-income tracts.

Fifth Third ranked ninth of 18 institutions in the assessment area with 1.4% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank's total deposits.

This was the 38th largest HMDA market and the 47th largest CRA market for loans originated during the evaluation period

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
CANTON-MASSILLON, OH MSA**

Lending Test*	Investment Test*	Service Test*
Consistent	Consistent	Below

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. Fifth Third has an adequate distribution of loans among geographies. Fifth Third also has an adequate distribution of loans based on borrower income levels and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third made a relatively high level of community development lending in the assessment area given its limited presence in the area. It originated three community development loans totaling \$4.6 million in this assessment area.

Overall, the institution funded over \$2.6 million in community development investments.

Although retail services are unreasonably inaccessible, the bank provided a relatively high level of community development services.

NON-METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN
NON-METROPOLITAN NORTHWESTERN OHIO**

The non-metropolitan Northwestern Ohio assessment area consists of the entirety of Auglaize, Champaign, Darke, Defiance, Hancock, Huron, Logan, Marion, Sandusky, Seneca, Shelby, and Williams Counties. The assessment area is comprised of one low-income, 19 moderate-income, 85 middle-income, and 39 upper-income tracts. There is also one tract with no income designation. There were no distressed or underserved middle-income tracts in this assessment area during the evaluation period.

Fifth Third ranked first of 32 institutions in the assessment area with 9.0% of deposits as of June 30, 2013. Deposits in the assessment area represented 0.9% of the bank’s total deposits.

This was the 17th largest HMDA market and the 22nd largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN
NON-METROPOLITAN NORTHWESTERN OHIO**

Lending Test*	Investment Test*	Service Test*
Above	Below	Above

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a vast majority of the census tracts within the assessment area. Fifth Third has a good distribution of loans among geographies, a good distribution of loans based on borrower’s income levels, and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third originated eight community development loans totaling \$38.7 million. Therefore, Fifth Third had a relatively high level of community development loans in the assessment area.

Overall, the institution funded nearly \$4.1 million in community development investments.

Retail services are readily accessible and the bank provided a relatively high level of community development services.

NON-METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION’S OPERATIONS IN
NON-METROPOLITAN SOUTHWESTERN OHIO**

The non-metropolitan Southwestern Ohio assessment area consists of the entirety of Adams, Athens, Clinton, Fayette, Highland, Pike, Ross, and Scioto Counties. The assessment area is comprised of six low-income, 18 moderate-income, 58 middle-income, and seven upper-income tracts. There were several distressed middle-income tracts in this assessment area during the evaluation period:

- Two distressed middle-income tracts because of poverty in 2011 in Adams County. There were three distressed middle-income tracts due to poverty in this county in 2012 and 2013.
- Eight distressed middle-income tracts because of poverty in Athens County in 2011, 2012, and 2013.
- Eight distressed middle-income tracts in Clinton County because of unemployment in 2011.
- Six distressed middle-income tracts in Fayette County due to poverty in 2011.
- Eight distressed middle-income tracts in Highland County because of unemployment in 2011. There were also five distressed middle-income tracts in this county because of poverty in 2013.
- Four distressed middle-income tracts in Pike County because of poverty and unemployment in 2011. There were also five distressed middle-income tracts in this county due to poverty and unemployment in 2012 and 2013.
- Eight distressed middle-income tracts in Scioto County because of poverty in 2011. There were also 13 distressed middle-income tracts due to poverty in this county in 2012 and 2013.

Fifth Third ranked second of 36 institutions in the assessment area with 9.9% of deposits as of June 30, 2013. Deposits in the assessment area represented 0.6% of the bank’s total deposits.

This was the 19th largest HMDA market and the 29th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN
NON-METROPOLITAN SOUTHWESTERN OHIO**

Lending Test*	Investment Test*	Service Test*
Above	Below	Above

*Compared with the state rating

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third had a good geographic distribution and originated loans in a majority of the census tracts within the assessment area. The distribution of loans based on borrower income levels was good, the distribution of loans to businesses of different revenue sizes was adequate, and the distribution of loans to farms of different revenue sizes was poor. Fifth Third made eight community development loans totaling \$16.9 million; considering the bank’s limited presence in this assessment area, this is considered to be a relatively high level of community development

loans.

Overall, the institution funded over \$6.2 million in community development investments.

Retail services are readily accessible and the bank provided a relatively high level of community development services.

COMMONWEALTH OF PENNSYLVANIA

CRA RATING for Commonwealth of Pennsylvania: “Satisfactory”

The lending test is rated: “Low Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “Outstanding”

The major factors supporting this rating include:

- An adequate responsiveness to the credit needs of the community;
- A good geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that readily accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Pittsburgh MSA assessment area, which represents Fifth Third’s entire banking operations for Pennsylvania. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE PITTSBURGH, PA MSA

The Pittsburgh, PA MSA consists of Allegheny, Armstrong, Beaver, Butler, Fayette, Washington, and Westmoreland Counties. The assessment area is comprised of one full county, Allegheny County, and two partial counties, the eastern portion of Washington County and the western part of Westmoreland County. The assessment area is comprised of 38 low-income, 104 moderate-income, 174 middle-income, and 122 upper-income tracts. There are 13 tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked 14th of 47 institutions with 0.6% of the deposits in the full three counties in the assessment area. PNC had over half of the deposits with 53.0% of the market share. The Bank of New York Mellon and the Citizens Bank of Pennsylvania were the second and third largest institutions with 8.0% and 7.2% of the deposits, respectively. Deposits in this assessment area accounted for 0.6% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,842 HMDA loans and 242 CRA loans, which represented 0.7% of HMDA loans and 0.5% of CRA loans originated during the evaluation period. This was the 32nd largest HMDA market and 36th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked 17th of 437 HMDA reporters in the assessment area, while Fifth Third Bank ranked 84th. Wells Fargo, PNC, and JPMorgan Chase were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 24th of 82 CRA reporters in the assessment area in 2012. The top three CRA reporters were PNC, American Express, and Capital One. American Express and Capital One are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Three community contacts were conducted to provide additional information about the assessment area. One contact, representing a community development group serving several neighborhoods in Pittsburgh, stated that economic conditions have been improving in the area. The contact indicated that general credit needs are affordable bank products, flexible mortgage products, and additional small business lending. These would include first-time homebuyers' programs deposit products with low fees. The contact believes many people in the community are being forced out of traditional banking channels toward higher cost services, such as payday lenders. Small-dollar loan programs are also needed for home improvements. Mortgage lending and small business seminars would benefit the area and school programs that promote financial literacy are needed. The contact felt that there are three tiers of banks by the level of their participation in the community. The top tier banks are Dollar Bank, Federal Savings Bank, PNC, and Citizens Bank of Pennsylvania. The middle tier is Allegheny Valley Bank of Pittsburgh and First National Bank of Pennsylvania. The third tier includes Huntington and First Commonwealth Bank.

The second contact representing an affordable housing agency serving Westmoreland County stated that the area has been experiencing an increase in demand for affordable housing. The contact indicated that area banks have been responsive when needs arise for loans, grants, and donations. Specific institutions mentioned as providing services to the organization were PNC, First Commonwealth, and First National Bank of Pennsylvania. First-time homebuyer programs are generally conducted through bank-sponsored activities and these programs have been adequate.

The third contact, representing a housing organization, provides housing to low-income individuals and members of other vulnerable groups in Allegheny County. The contact stated that the agency had received funding from economic stimulus packages and funds were provided for weatherization and homeless prevention programs. The Neighborhood Stabilization Program helped rehabilitate a public housing facility. Changing cycles of program funding are a challenge and the organization must adapt to these more uncertain money streams. The contact stated that the biggest shift in demographics is the age of the residents. Over the past five years, there has been an increase in individuals under the age of 35 seeking housing. Since these individuals tend to rent, there are very high rental occupancy levels. This makes Pittsburgh marginally less affordable for renting, particularly for individuals with lower incomes. The contact believes banks have the opportunity to further participate in early intervention for delinquencies in single-family mortgages. The Commonwealth of Pennsylvania has programs designed to assist residents that are at risk of defaulting on their mortgages. The agency partners with the Pennsylvania Housing Finance Agency to increase bank involvement in foreclosure prevention. The contact added that there are greater opportunities for local financial institutions to lend more to small and medium sized businesses, especially construction businesses. The contact felt that increased lending in this area would help boost employment levels. Smaller banks in the area are very willing to partner with the organization to address community needs in general.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.4 million. The percentage of the population living in low- and moderate-income tracts was 23.4%. In addition, 80.1% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Pittsburgh MSA was the 22nd largest nationally in terms of population and the third largest in Pennsylvania.⁴⁶³ In 2012, Pittsburgh was the second largest city in Pennsylvania with 306,211 residents.⁴⁶⁴

The following table shows the population of the three full counties in the assessment area. The three counties experienced a small amount of growth, with Allegheny County having the highest

⁴⁶³ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁶⁴ Highest Population (2012) in Pennsylvania by City:
<http://www.biggestuscities.com/demographics/pa/population-2012-by-city>

increase in population. The population in Westmoreland County declined somewhat from 2010 to 2012.⁴⁶⁵

County	2010 Population	2012 Population	Population Percent Change
Allegheny	1,223,348	1,229,338	0.5%
Washington	207,820	208,716	0.4%
Westmoreland	365,169	363,395	-0.5%
Total	1,796,337	1,801,449	0.3%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$65,364, which was more than the median family income of the MSA of \$62,376 and of Pennsylvania of \$63,364. The median family income ranged from a low of \$60,987 in the portion of Westmoreland County taken in the assessment area to a high of \$65,678 in Allegheny County. As shown in the following table the median family income for the MSA increased slightly from 2011 to 2012 and from 2012 to 2013.

Borrower Income Levels PA, Pittsburgh - MSA

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$64,000	0 - \$31,999	\$32,000 - \$51,199	\$51,200 - \$76,799	\$76,800 - & above
2012	\$64,900	0 - \$32,449	\$32,450 - \$51,919	\$51,920 - \$77,879	\$77,880 - & above
2013	\$65,100	0 - \$32,549	\$32,550 - \$52,079	\$52,080 - \$78,119	\$78,120 - & above

In 2010, the assessment area contained 595,789 households, of which 355,640 (60.0%) were families. Of the total families in the assessment area, 36.2% were low- and moderate-income families. The portion of Westmoreland County in the assessment area had the highest percentage of low- and moderate-income families, with 39.0% of families being low- or moderate-income.

⁴⁶⁵ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

The following table shows the poverty rates for 1999⁴⁶⁶ and 2012.⁴⁶⁷

County	1999 Poverty Rate	2012 Poverty Rate	Change
Allegheny	11.2%	12.7%	13.4%
Washington	9.8%	10.8%	10.2%
Westmoreland	8.6%	10.9%	26.7%
Pennsylvania	11.0%	13.7%	24.5%
United States	11.8%	15.0%	27.1%

Poverty rates increased in all three counties from 1999 to 2012,⁴⁶⁸ but the growth in Allegheny and Washington Counties was much smaller than the national and state increases. Westmoreland County had a similar increase in the poverty rate as the United States and Pennsylvania during this time. Allegheny County had the highest poverty rate both years; it had a slightly higher poverty rate than Pennsylvania in 1999, but lower than Pennsylvania in 2012. The poverty rate in Allegheny County was less than the national rates in 1999 and 2012. Washington and Westmoreland Counties had significantly lower poverty rates than Pennsylvania and the United States for both years.

Housing Characteristics

There were 670,057 housing units in the assessment area, as of the 2010 U.S. Census and the assessment area's owner-occupancy rate was 60.7%. The owner-occupancy rate was 59.4% in Allegheny County and 70.0% in the portions of Washington and Westmoreland Counties that are in the assessment area. From an income perspective, 27.1% of housing units and 18.5% of owner-occupied units were located in either a low- or moderate-income tract. Multi-family dwellings comprised 16.3% of the housing units, with 29.5% of units in low- and moderate-income tracts. These numbers indicate that the demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 57 years old, with 41.8% of the stock built before 1950. The youngest housing stock was in Westmoreland County with a median age of 50 years, while the oldest was in Allegheny County with a median age of 56 years. Since the median age of the housing stock is over 50 years old, there could be significant demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$118,494 as of the 2010 U.S Census, with an affordability ratio of 40.8%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 37.6% in Westmoreland County to a high of 41.6% in Allegheny County.

⁴⁶⁶ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁶⁷ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

⁴⁶⁸ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Based on the 2013 median family income for the MSA, about 47.9% of the homes valued up to \$115,792 would be considered affordable for low-income individuals and approximately 76.1% of the homes valued up to \$185,267 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

The following table contains information about foreclosure filings and the number of properties in foreclosure⁴⁶⁹.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Allegheny County	1:1,511
Washington County	1:2,198
Westmoreland County	1:6,173
Pennsylvania	1:1,486
United States	1:1,170

As shown in the table above, Allegheny County had the highest foreclosure rate in the assessment area in February 2014 and Westmoreland County had the lowest rate. The foreclosure rate in Allegheny County was slightly above the commonwealth's rate; otherwise, the foreclosures rates were below the state and national rates in February 2014.

Building permits in the Pittsburgh MSA, Pennsylvania, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁷⁰

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Pittsburgh MSA	2,914	3,466	18.9%	4,425	27.7%
Pennsylvania	14,967	18,796	25.6%	22,116	17.7%
United States	624,061	829,658	32.9%	976,369	17.7%

Building permits in the MSA increased from 2011 to 2012 and from 2012 to 2013. The rate of increase in the MSA from 2011 to 2012 was less than the rates of increase for Pennsylvania and the United States; however, the growth rate from 2012 to 2013 was greater than the rates for Pennsylvania and the United States during this time. These numbers could indicate that demand for home purchase loans increased during the evaluation period.

⁴⁶⁹ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

⁴⁷⁰ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following seven Fortune 500 companies. Five of the seven are located in Pittsburgh, while two are in the surrounding area.

Fortune 500 Companies in the Pittsburgh Area⁴⁷¹		
Rank	Company	Revenue (\$ billion)
147	United States Steel	19.3
170	PNC Financial Services Group	16.6
182	PPG Industries	15.2
234	H.J. Heinz	11.6
385	WESCO International	6.6
437	Dick's Sporting Goods	5.8
490	Allegheny Technologies	5.0

According to the Pennsylvania Department of Labor and Industry Center for Workforce Information and Analysis,⁴⁷² the top three employers in Allegheny County as of the third quarter of 2013 were UPMC Presbyterian Shadyside (healthcare), University of Pittsburgh, and the federal government. The largest employers in Washington County were The Washington Hospital, Washington Trotting Association (racetrack/casino), and Monongahela Valley Hospital. The largest employers in Westmoreland County were Wal-Mart Associates Inc., state government, and Westmoreland Regional Hospital.

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, the MSA overall, Pennsylvania, and the nation.⁴⁷³

Unemployment Rates Pittsburgh, PA MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Allegheny	7.0	6.9	5.9
Washington	7.3	7.3	6.3
Westmoreland	7.5	7.4	6.2
Pennsylvania	7.9	7.9	6.8
MSA	7.2	7.2	6.2
United States	8.5	7.9	7.0

⁴⁷¹ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

⁴⁷² Pennsylvania Department of Labor & Industry Center for Workforce Information & Analysis – Pennsylvania Top 50 Employers - <http://www.portal.state.pa.us/portal/server.pt?open=514&objID=1222720&mode=2>

⁴⁷³ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment rates were steady in the three counties in the assessment area from 2011 to 2012 with either a small decline or no change; however, the unemployment rate fell significantly for three counties from 2012 to 2013. Washington County had the highest unemployment rate all three years, while Allegheny County had the lowest. The three counties also had lower unemployment rates than Pennsylvania and the United States in 2011, 2012, and 2013.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
PITTSBURGH, PA MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “Low Satisfactory.” It has demonstrated an adequate responsiveness to the credit needs of the community and has a good geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Although there were significant lending gaps, the bank is a leader in making community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 1,067 home refinance loans, 756 home purchase loans, 242 small business loans, 19 home improvement loans, and 11 community development loans during the evaluation period. The percentage of the bank’s total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

There were significant gaps in lending during the evaluation period as illustrated below:

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
2011			
Low	34	29	14.7%
Moderate	102	50	51.0%
2012 - 2013			
Low	38	23	39.5%
Moderate	104	45	56.7%

According to the 2000 U.S. Census data, low-income tracts represented 4.2% of the population, 3.5% of families, and less than 5.0% of housing units in the assessment area. According to the 2010 U.S. Census data, low-income tracts represented 5.4% of the population, 3.9% of families, and 6.0% of housing units. Fifth Third made loans in more than half of all moderate-income tracts in 2012 and 2013, while high penetration levels were noted for middle- and upper-income tracts at 79.9% and 91.0%, respectively.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	314	\$45,483
Down Payment Assistance Programs	26	\$1,732,138
Other Flexible Lending Programs	117	\$17,896,866

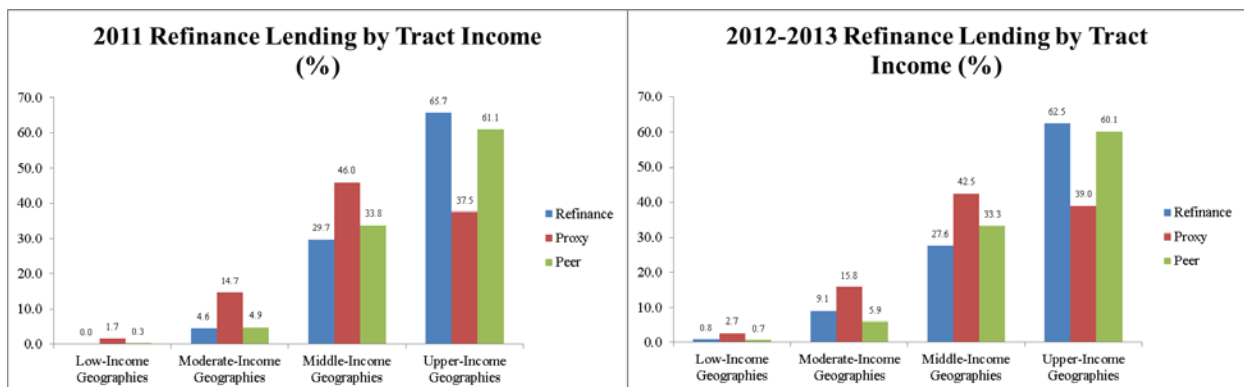
In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. No modifications occurred in low-income tracts, despite the fact that 8.4% of all tracts were designated as low-income. The percentage of modifications in moderate-income tracts was comparable to the percentage of those income tract categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, some of the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is good. Home refinance is poor, while home purchase lending is good. Small business lending is excellent.

Refinance Loans

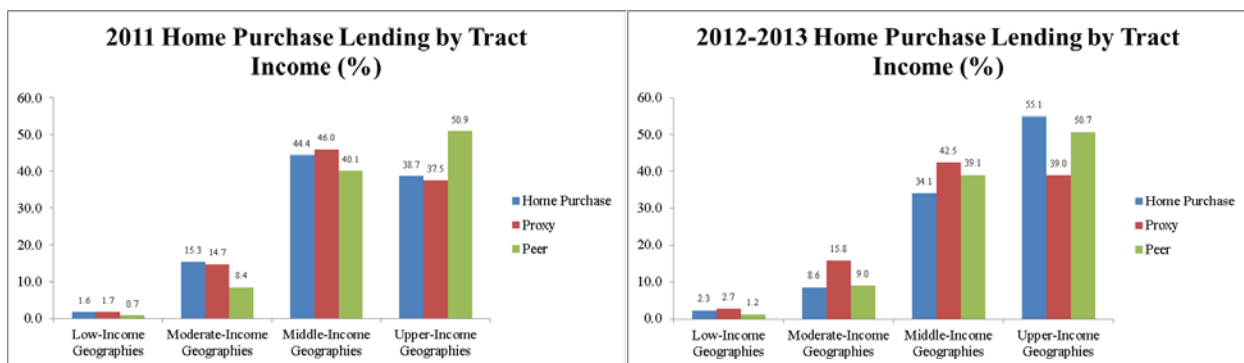


In 2011, Fifth Third did not originate any home refinance loans in low-income tracts and as evidenced by the lack of owner-occupied units (proxy) in low-income tracts, home refinance lending opportunities were limited. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

Refinance lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer. Lending to upper-income borrowers exceeded the proxy for demand.

Overall, the geographic distribution of refinance loans is poor.

Home Purchase

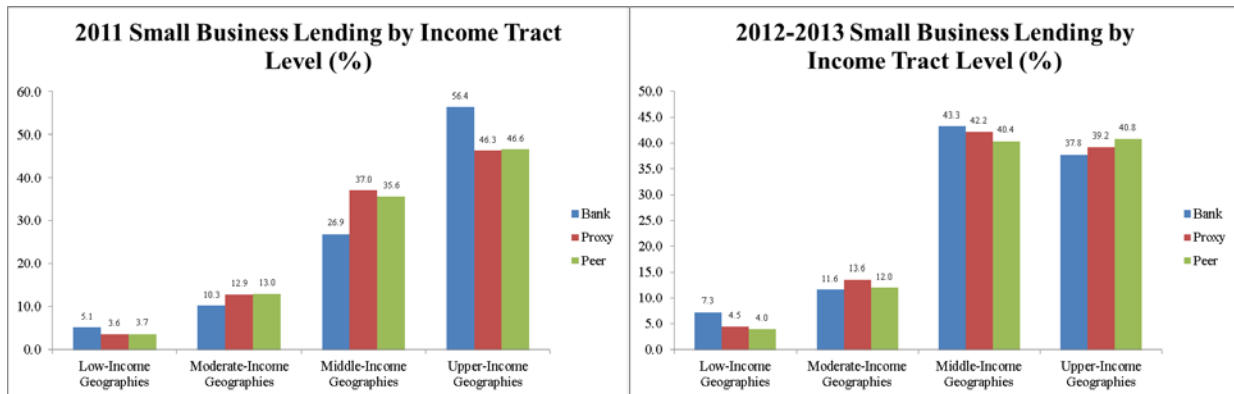


In 2011, home purchase lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home purchase loans in these tracts. Despite these limitations, Fifth Third’s home purchase lending was comparable to the percentage of owner-occupied units in low-income tracts.

In 2011, home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and higher than peer. In 2012 and 2013, home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and comparable to peer.

Overall, the geographic distribution of home purchase loans is good.

Small Business Lending



Small business lending in low-income tracts was slightly higher than the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer).

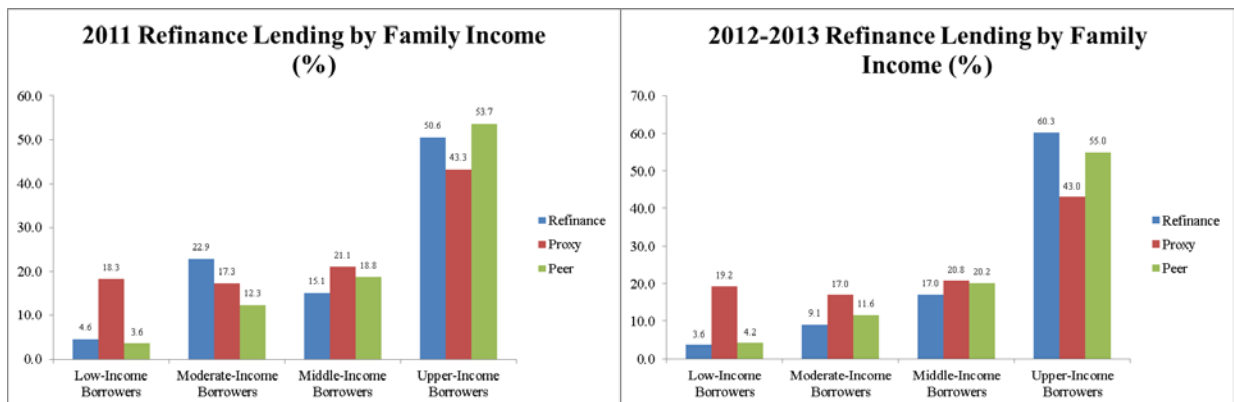
Small business lending in moderate-income tracts was comparable to the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

Overall, the geographic distribution of small business lending is excellent.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

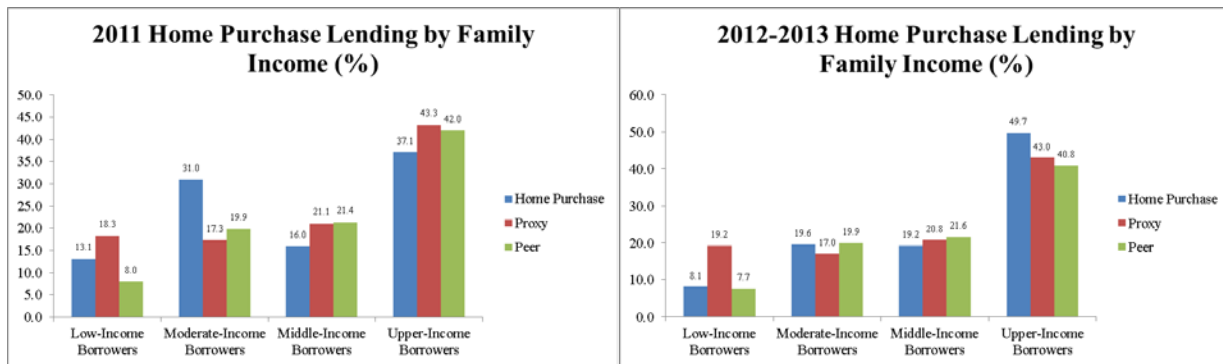


Refinance lending to low-income borrowers was less than the percentage of low-income families, but comparable to peer.

In 2011, refinance lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, refinance lending to moderate-income borrowers was less than the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

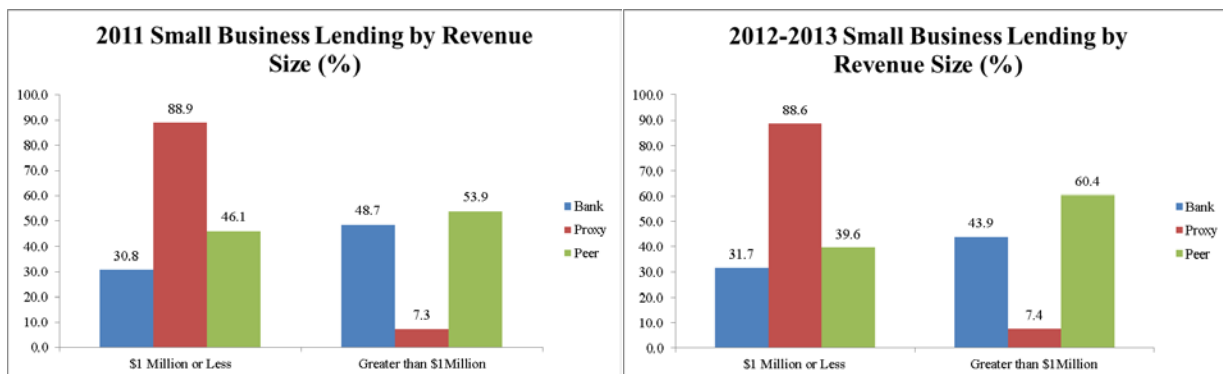


In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and higher than peer. Similarly, in 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families, but comparable to peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to proxy and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Small Business Loans



In 2011, Fifth Third originated less than one-third of small business loans to businesses with annual revenues less than \$1 million. This was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy) and the aggregate of all lenders (peer).

Further analysis of small business lending shows 61.3% and 55.6% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 90.0% in 2011 and 91.6% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 11 community development loans totaling \$45.8 million. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. The bank’s performance is strong, considering the high competition for community development loans and a number of large national banks in the area. Of the 11 loans made in the assessment area, three loans (\$32.6 million) were for small companies that operate and employ people in Historically Underutilized Business Zones (HUBZones). In addition, there were eight loans (\$13.2 million) for community services that benefited agencies and charter schools that serve low- and moderate-income individuals. Given Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third was a leader in making community development loans.

Investment Test

Fifth Third’s performance under the Investment Test in this assessment area is rated “Outstanding.” The institution funded 62 investments in this assessment area totaling \$11.2 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	15	\$10,903,781
Community Services	43	\$350,815
Economic Development	2	\$3,900
Revitalization/Stabilization	2	\$6,555
Totals	62	\$11,265,051

The bank made 1.8% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.6% and branch offices at 1.2%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third’s performance under the service test in this assessment area is rated “Outstanding.” Retail services are readily accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third’s record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

Fifth Third had 17 banking centers within this assessment area as of September 30, 2013, including two in low-income, five in moderate-income, two in middle-income, and eight in upper-income census tracts. The banking centers in this assessment area represent 1.2% of all the institution’s banking centers.

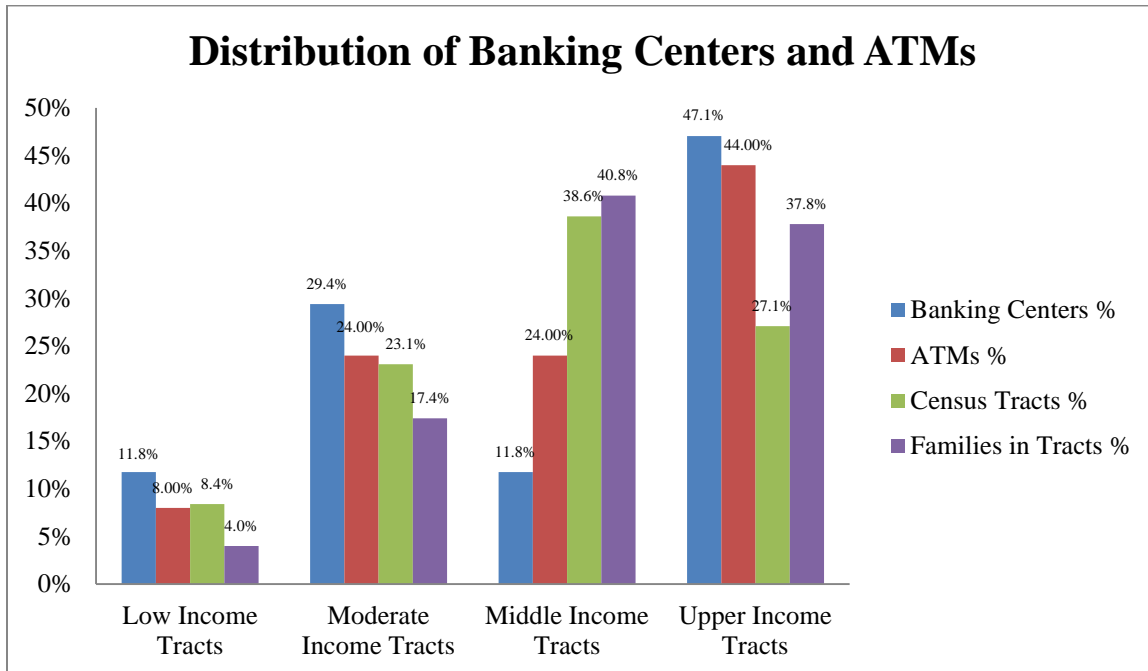
Fifth Third had 25 ATMs within this assessment area as of September 30, 2013, including two in low-income, six in moderate-income, six in middle-income, and 11 in upper-income census tracts. The ATMs in this assessment area represent 1.1% of all the institution’s ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs*	Percentage of Tracts	Percentage of Families in Tracts
Low	11.8%	8.0%	8.4%	4.0%
Moderate	29.4%	24.0%	23.1%	17.4%
Middle	11.8%	24.0%	38.6%	40.8%
Upper	47.1%	44.0%	27.1%	37.8%

*Totals will not sum to 100% if there are additional not-applicable tracts in the geography.

The table reflects an excellent distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution includes the opening of two banking centers since November 15, 2011. The net change in banking centers resulted in an increase of two banking centers, both of which were in moderate-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 1,185 hours of community development services in this assessment area, which represents 1.4% of all community development services provided and equates to 0.6 annualized persons (ANP). Services included:

- 519 hours of financial expertise on boards and committees
- 96 hours of financial education
- 107 hours of technical assistance
- 463 hours of E-Bus operation

STATE OF TENNESSEE

CRA RATING for State of Tennessee: “Satisfactory”

The lending test is rated: “Low Satisfactory”

The investment test is rated: “Outstanding”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- A good responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- An excellent level of qualified community development investments and grants;
- A leadership position in providing community development investments and grants;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers has improved the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- A leader in providing community development services.

SCOPE OF EXAMINATION

The Nashville-Davidson-Murfreesboro-Franklin MSA received a full-scope review, while the Knoxville MSA received a limited-scope review. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report. The Nashville-Davidson-Murfreesboro-Franklin MSA received more weight, since it represented a larger market by deposit and lending volume than Knoxville.

DESCRIPTION OF INSTITUTION’S OPERATIONS IN TENNESSEE

Lending activity accounted for 2.2% of the bank’s total lending activity and deposits accounted for 1.4% of the bank’s total deposits. HMDA-reportable lending in Tennessee represented 2.3% of the bank’s total HMDA-reportable lending, while CRA-reportable lending represented 1.8% of the bank’s total CRA-reportable lending. As of June 30, 2013, the bank ranked 14th among 223 insured institutions in deposit market share with 1.1% of the deposits within the state. As of December 31, 2013, there were 36 banking center locations and 135 ATMs within Tennessee.

CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN TENNESSEE

Lending Test

Fifth Third's performance under the Lending Test within the assessment areas located in Tennessee is rated "Low Satisfactory." Fifth Third's lending reflects a good responsiveness to the credit needs in the Knoxville and Nashville-Davidson-Murfreesboro-Franklin MSA and the state.

Lending Activity

Lending activity in Tennessee and the Nashville-Davidson-Murfreesboro-Franklin MSA is considered good, with lending activity considered adequate in the Knoxville MSA. Fifth Third does not have a major presence in Tennessee. In Tennessee, Fifth Third originated 874 home purchase, 2,861 refinance, 47 home improvement, 482 small business loans. While deposits within the state represent 1.4% of the bank's total deposits, 2.2% of total loans were originated in Tennessee.

There were not enough small farm or multi-family loans originated in either assessment area to conduct meaningful analyses and there were also not enough home improvement loans in the Knoxville MSA to conduct a sufficient analysis.

Geographic and Borrower Distribution

Overall, the geographic distribution of loans in Tennessee is adequate. Geographic distribution is adequate in the two assessment areas in the state. There were moderate lending gaps in the Nashville-Davidson-Murfreesboro-Franklin MSA and significant lending gaps in the Knoxville MSA.

Overall, the distribution of loans among borrowers of different income levels is adequate. Borrower distribution is adequate in both assessment areas, as is the distribution of loans to businesses of different revenue sizes. Performance is adequate in the Nashville-Davidson-Murfreesboro-Franklin MSA and poor in the Knoxville MSA.

A detailed analysis for the geographic distribution and borrower-income distribution is provided with the analysis for each assessment area.

Fifth Third participates in and offers various flexible lending programs and loan modifications under its loss mitigation program.

Community Development Loans

In Tennessee, Fifth Third originated 20 community development loans totaling \$143.3 million, which represents 3.0% of the bank's community development lending by dollar volume. The bank is a leader in making community development loans in the two assessment areas in the state.

Investment Test

Fifth Third's performance under the investment test within the assessment areas located in Tennessee is rated "Outstanding." The institution's performance was primarily based on its qualified investment activity within the Nashville-Davidson-Murfreesboro-Franklin MSA, where the bank has the greatest presence. Performance was adequate in the Knoxville MSA. The institution funded nearly \$14.4 million in community development investments in Tennessee during the evaluation period.

Additional information regarding performance under the investment test is provided in the respective analyses for each assessment area.

Service Test

Fifth Third's performance under the service test with the assessment areas located in Tennessee is rated "High Satisfactory." The bank's performance was good in the Nashville-Davidson-Murfreesboro-Franklin MSA and adequate in the Knoxville MSA.

For details regarding the institution's performance in the individual assessment areas, refer to the respective assessment area's "Service Test" section in this report.

Retail Services

Retail delivery systems are accessible to all geographies, including low- and moderate-income geographies, individuals of different income levels, and businesses of different revenue sizes in the institution's assessment areas. Performance was driven by retail services within the Nashville-Davidson-Murfreesboro-Franklin MSA, where retail delivery services were deemed to be accessible. Although performance was poor in the Knoxville MSA, there is a much smaller amount of branches and ATMs in this assessment area relative to the Nashville-Davidson-Murfreesboro-Franklin MSA; therefore, this did not negatively impact the assessment of retail delivery services overall.

The institution's record of opening and closing banking centers has improved the accessibility of delivery systems. Two offices were opened in moderate-income tracts in the Nashville-Davidson-Murfreesboro-Franklin MSA since the prior evaluation. Banking services and business hours do not vary in a way that inconveniences any portions of the bank's assessment areas and are consistent with the services and hours discussed in the institution assessment.

Community Development Services

Fifth Third is a leader in providing community development services. Performance was excellent in both assessment areas in the state.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE NASHVILLE-DAVIDSON-MURFREESBORO-FRANKLIN, TN MSA

The Nashville-Davidson-Murfreesboro-Franklin, TN MSA consists of Cannon, Cheatham, Davidson, Dickson, Hickman, Macon, Robertson, Rutherford, Smith, Sumner, Trousdale, Williamson, and Wilson Counties. The assessment area includes Davidson, Dickson, Rutherford, Sumner, Williamson, and Wilson Counties. The assessment area is comprised of 32 low-income, 65 moderate-income, 123 middle-income, and 96 upper-income tracts. There are four tracts with no income designation primarily composed of correctional institutions, military establishments, education facilities, or medical establishments that do not report income information.

As of June 30, 2013, Fifth Third ranked seventh of 62 institutions with 3.5% of the deposits in the assessment area. Bank of America was the largest institution with 17.4% of the market share. Regions Bank and SunTrust Bank were the second and third largest institutions with 16.6% and 13.1% of the deposits, respectively. Deposits in this assessment area accounted for 1.4% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 6,000 HMDA loans and 712 CRA loans, which represented 2.2% of HMDA loans and 1.4% of CRA loans originated during the evaluation period. This was the 13th largest HMDA market and 19th largest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked tenth of 587 HMDA reporters in the assessment area while Fifth Third Bank ranked 40th. Wells Fargo, JPMorgan Chase, and U.S. Bank were the top three HMDA lenders in the assessment area. Fifth Third Bank ranked 21st of 109 HMDA reporters in the assessment area in 2012. The top three CRA reporters were American Express, Capital One, and Pinnacle Bank. American Express and Capital One are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Five community contacts were conducted to provide additional information about the assessment area. One contact, representing a city government, stated that the local economy was slowly improving. An industrial park added 400 jobs and a nonprofit added 125 jobs. Retail sale tax revenues continue to grow as a result of increased business at hotels and restaurants. The contact indicated that residential housing activity has slowly increased and there are more new construction and more homes being purchased and sold. Unemployment has decreased 2.0% since 2012. Additional lending is needed for home mortgage and small business loans. The contact expressed the desire for banks to be a part of the overall revitalization of the area. The contact indicated that TriStar Bank, Bank of Dickson, and First Federal Bank were the most active in the community. Larger banks such as Regions Bank provide greater access to ATMs for local residents who work in the Nashville area.

The second contact, representing a public housing authority, stated that the local economy is improving and that housing has reached a bubble, especially in pockets of the city served. Loans to private developers for housing and commercial loans are needed. The contact noted there are some low-income housing tax credit programs that are available for community development investment. Tax incremental financing projects are also available in which banks can invest. The contact stated that some of the banks without local decision-making have been difficult to work with, specifically Bank of America. As a result, the authority has turned to local banks for assistance. The contact felt that some banks are concerned about converting initial loans to permanent financing, as the floating rates can sometimes cause issues because rents cannot be raised. Pinnacle Bank and Bank of Tennessee were mentioned as being particularly helpful.

The third contact, representing a county economic development agency, stated that the area was not affected by the recession and has experienced steady growth. Unemployment is approximately 5.0%, which is the lowest in the state. While there are over 40 banks in the area, there continues to be a need for startup capital as the area continues to prosper. A lifestyle initiative and the need for information technology workers have spurred the agency to partner with local business to grow the pool of IT workers; bank participation in this initiative has been minimal. Nonetheless, the contact noted that all banks in the area have been supportive and involved.

The fourth contact, representing an agency focusing on serving Latino families, stated there are numerous low- and moderate-income people are moving in and out of the area. The South Nashville area had been distressed for some time due to flooding in 2010; however, the area has rebounded and is a fairly vibrant economic community. The contact indicated there is a need for home mortgage loans in the area, especially for undocumented individuals who wish to establish ties to the United States. Owning their own homes and paying taxes might help them gain citizenship in the future. The contact stated that there is not much need for small business lending in the Latino community, since most of the businesses are self-capitalized and very small. Generally, the immigrant population wants to avoid debt, except in cases in which it would be difficult to save enough funds to buy items, such as a home. The contact also indicated there is not much demand for consumer-related loans either, and if there is, these individuals rely on payday lenders because there are fewer questions asked. The contact felt that general banking needs are being met for the most part. The contact stated there is need for more flexible lending standards. Since the mortgage loan crisis, underwriting standards have become very strict and most of the lenders require a 20.0% down payment, as opposed to the previous 5.0% to 10.0% down payment. While there is not a large demand for small business loans, the contact believed that there is an opportunity for microloans for business, which also could be provided through small-dollar consumer loans. The contact felt that Bank of America, which has the largest market share in the community, is involved in community events, but has not put a great deal of effort into making loans. Fifth Third also provides banking services and participates in community events, but does not have a large amount of loans extended in the area, either. Most of the lending through the organization comes through Southeast Financial Credit Union, but this source of financing has also declined significantly. The agency also tried to work with Bank of Camden, but no loans were approved due to the institution's lending standards.

The fifth contact, representing a housing agency, stated that the strength of the area lies in its economic diversity. Neighborhoods consist of private and public business. While health care is one of the top industries, other employers include banks, government offices, automobile manufacturing, arts, and entertainment. The area has benefitted from low unemployment rates that remain at less than 6.0%. The contact felt that the Nashville area was able to climb out the recession rather quickly and stated that new employers have moved in, with little industry leaving the area. The contact believes that most of the low-income individuals in the area have part-time employment or low-paying minimum wage jobs, which is not enough to support a family. The contact indicated that younger people would become a strong factor in the housing market in the near future. Some older historic neighborhoods have become gentrified, which has negatively affected the stock of available affordable housing. While affordable housing is available, it is often not near reliable mass transportation. The contact stated that there are many opportunities for local financial institutions to participate in community development-related projects, including a recent development of a 30-40 townhome project, with three units dedicated to affordable housing. The contact believes there is a need for more affordable credit for low- and moderate-income buyers. The contact feels these individuals cannot qualify for first mortgage loans because of the tightening of credit standards, the increase in the cost of construction, the leveling-off of incomes, and growing student loan debt. Both banks and mortgage companies have been very active in the community. The agency has worked with Bank of America, U.S. Bank, Regions, SunTrust, and Pinnacle Bank for down payment assistance programs. Community development officers from banks call on the agency regularly. The contact stated that financial institutions are hesitant to lend and are overreacting to the regulatory changes.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 1.4 million. The percentage of the population living in low- and moderate-income tracts was 27.8%. In addition, 75.6% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Nashville MSA was the 38th largest nationally in terms of population and the largest in Tennessee.⁴⁷⁴ Based on 2012 estimates, the consolidated city-county of Nashville-Davidson County was the 25th largest city in the United States⁴⁷⁵ and the second largest in Tennessee with 624,496. Murfreesboro was the sixth largest in Tennessee with 114,038 residents and Franklin was the eighth largest in Tennessee with 66,280 residents.⁴⁷⁶

The following table shows the population of the assessment area for 2010 and 2012 with the percentage of population change. All of the counties in the assessment area experienced growth from 2010 to 2012, with Wilson County having the greatest increase during that time.⁴⁷⁷

⁴⁷⁴ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁷⁵ Largest 100 US Cities: http://www.citymayors.com/gratis/uscities_100.html

⁴⁷⁶ Highest Population (2012) in Tennessee by City:
<http://www.biggestuscities.com/demographics/tn/population-2012-by-city>

⁴⁷⁷ Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

County	2010 Population	2012 Population	Population Percent Change
Davidson	626,681	648,295	3.4%
Dickson	49,666	50,381	1.4%
Rutherford	262,604	274,454	4.5%
Sumner	160,645	166,123	3.4%
Williamson	183,182	192,911	5.3%
Wilson	113,993	118,961	4.4%
Total	1,396,771	1,451,125	3.9%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$64,336, which was approximately the same as the MSA’s median family income of \$63,006, but much higher than Tennessee’s median family income of \$53,246. The median family income ranged from a low of \$53,521 in Dickson County to a high of \$100,407 in Williamson County. As shown in the following table, the median family income for the MSA increased somewhat in 2011 with modest increases in 2012 and 2013.

**Borrower Income Levels
TN, Nashville-Davidson-Murfreesboro-Franklin - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%	Moderate 50% - 79.99%	Middle 80% - 119.99%	Upper 120% - & above
2011	\$66,200	0 - \$33,099	\$33,100 - \$52,959	\$52,960 - \$79,439	\$79,440 - & above
2012	\$67,100	0 - \$33,549	\$33,550 - \$53,679	\$53,680 - \$80,519	\$80,520 - & above
2013	\$62,300	0 - \$31,149	\$31,150 - \$49,839	\$49,840 - \$74,759	\$74,760 - & above

In 2010, the assessment area contained 526,941 households, of which 344,418 (65.4%) were families. Of the total families in the assessment area, 37.5% were low- and moderate-income families. Dickson County had the highest percentage of low- and moderate-income families in the assessment area, with 45.5% being low- or moderate-income.

The following table shows the poverty rates for 1999⁴⁷⁸ and 2012.⁴⁷⁹

⁴⁷⁸ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁷⁹ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

County	1999 Poverty Rate	2012 Poverty Rate	Change
Davidson	13.0%	19.0%	46.2%
Dickson	10.2%	17.3%	69.6%
Rutherford	9.0%	12.9%	43.3%
Sumner	8.1%	10.0%	23.5%
Williamson	4.7%	6.6%	40.4%
Wilson	6.7%	10.1%	50.7%
Tennessee	13.5%	18.0%	33.3%
United States	11.8%	15.0%	27.1%

Poverty rates increased in all six counties in the assessment area from 1999 to 2012⁴⁸⁰ and the rate of growth was higher than the national and state increases during this time, except for Sumner County. Davidson County had the highest poverty rate both years and had higher rates than the national and state rates. Poverty grew the most in this county from 1999 to 2012. All the other counties had rates below the national and state rates in 1999, while Dickson County was the only other county with a poverty rate above the national rate 2012. Williamson County had the lowest poverty rates in 1999 and 2012.

Housing Characteristics

There were 573,968 housing units in the assessment area, of the 2010 U.S. Census. The owner-occupancy rate was 61.6%. The owner-occupancy rate ranged from a low of 52.0% in Davidson County to a high of 76.9% in Wilson County. From an income perspective, 29.8% of housing units and 19.6% of owner-occupied units were in either a low- or moderate-income tract. Multi-family dwellings comprised 19.2% of the housing units, with 48.3% of multi-family dwellings in low- and moderate-income tracts. These numbers indicate that the demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 28 years old, with 9.2% of the stock built before 1950. The youngest housing stock was in Williamson County with a median age of 17 years and the oldest as in Davidson County with a median age of 35 years. Since the median age of the housing stock is about 25 years old, there may not be substantial demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$175,896 as of the 2010 U.S. Census, with an affordability ratio of 29.8%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio ranged from a low of 26.2% of Williamson County to a high of 34.6% in Dickson County.

⁴⁸⁰ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Based on the 2013 median family income for the MSA, about 18.7% of the homes valued up to \$110,811 would be considered affordable for low-income individuals and approximately 54.5% of the homes valued up to \$177,298 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁴⁸¹ the median sales price in the MSA in 2012 was \$151,900, which was the same as it was in 2011 and lower than the median sales price of \$153,800 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure⁴⁸².

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Davidson County	1:3,915
Dickson County	1:2,657
Rutherford County	1:2,545
Sumner County	1:2,112
Williamson County	1:7,562
Wilson County	1:2,381
Tennessee	1:3,020
United States	1:1,170

Sumner County had the highest foreclosure rate in the assessment area in February 2014 and Williamson County had the lowest. All of the counties in the assessment area had lower foreclosure rates than the national rate and all but Davidson and Williamson Counties had higher foreclosure rates than the state ratio in February 2014.

Building permits in the Nashville MSA, Tennessee, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁸³

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Nashville MSA	5,394	8,247	52.9%	10,993	33.3%
Tennessee	14,977	20,147	34.5%	23,036	14.3%
United States	624,061	829,658	32.9%	976,369	17.7%

⁴⁸¹ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁴⁸² RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosurestrends>

⁴⁸³ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Building permits in the MSA increased substantially from 2011 to 2012 and from 2012 to 2013. The growth rates were also significantly higher than the state and national rates during this time.

Labor, Employment, and Economic Characteristics

As of 2013, the assessment area was home to the following four Fortune 500 companies.

Fortune 500 Companies in the Nashville Area⁴⁸⁴		
Rank	Company	Revenue (\$ billion)
82	HCA Holdings	36.8
175	Dollar General	16.0
184	Community Health Systems	15.0
391	Vanguard Health Systems	6.5

According to the Nashville Area Chamber of Commerce, the three largest employers in the Nashville area are Vanderbilt University and Medical Center, Nissan North America, and HCA Holdings, Inc. (a health care provider).⁴⁸⁵ The largest employer in Rutherford County, which includes Murfreesboro, is Nissan North America with 6,350 workers. The second and largest employers in the county are Rutherford County Government and Middle Tennessee State University, with 6,073 and 2,205 employees, respectively.⁴⁸⁶

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, the MSA overall, Tennessee, and the United States.⁴⁸⁷

Unemployment Rates			
Nashville-Davidson--Murfreesboro--Franklin, TN MSA			
(not seasonally adjusted)			
County	2011	2012	November 2013
Davidson	8.2	6.6	5.8
Dickson	9.7	8.1	5.9
Rutherford	8.0	6.5	5.6
Sumner	8.1	6.7	5.7
Williamson	6.3	5.4	5.0
Wilson	7.7	6.4	5.4
Tennessee	9.3	8.0	7.4
MSA	8.1	6.6	5.7
United States	8.5	7.9	7.0

⁴⁸⁴ 2013 Fortune 500 List : http://money.cnn.com/magazines/fortune/fortune500/2013/full_list/

⁴⁸⁵ Nashville Area Chamber of Commerce – Largest Employers in Nashville Area:
<http://www.nashvillechamber.com/Homepage/WorkNashville/JobBoard/LargestEmployers.aspx>

⁴⁸⁶ Rutherford County Chamber of Commerce – Rutherford County’s Largest Employers:
http://www.rutherfordchamber.org/economic-development/largest_employers.aspx

⁴⁸⁷ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

Unemployment rates declined substantially in all of the counties in the assessment area from 2011 to 2013. Dickson County had the highest unemployment rate all three years, while Williamson County had the lowest rates. Dickson County had higher unemployment rates than the state and nation in 2011 and 2012; otherwise, the rates were lower than the state and national rates during this time.

In 2012, Saint Thomas Hospital system announced that it was cutting 150 positions at Nashville area hospitals to save costs. Approximately two-thirds of the positions were to be at Saint Thomas Hospitals and the rest were to be at Baptist Hospital, where a fitness and wellness center was to close. Most of the positions would not require layoffs because they were unfilled.⁴⁸⁸ The Tennessee Center for Child Welfare announced that it would be closing its office in Murfreesboro in 2012, which affected 45 employees.⁴⁸⁹

⁴⁸⁸ Young, Kevin. "St. Thomas cuts 150 hospital jobs in Nashville." *WSMV*. August 21, 2012, updated September 4, 2012: <http://www.wsmv.com/story/19334658/st-thomas-cuts-150-hospital-jobs-in-nashville>

⁴⁸⁹ Thompson, Holly. "Three middle Tennessee business announce layoffs." *WSMV*. June 26, 2012, updated July 10, 2012: <http://www.wsmv.com/story/18882997/three-middle-tennessee-businesses-announce-layoffs>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
NASHVILLE-DAVIDSON-MURFREESBORO-FRANKLIN, TN MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated adequate. It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Fifth Third is a leader in making community development loans, despite a moderate amount of lending gaps. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance lending based on the overall volume of lending, followed by home purchase and small business lending. Home improvement loans received the least weighting. There were not enough small farm loans or multi-family loans to conduct meaningful analyses.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects a good responsiveness to the credit needs within the assessment area. Fifth Third originated 4,292 home refinance loans, 1,644 home purchase loans, 64 home improvement loans, 711 small business loans, one small farm loan, and 16 community development loans during the evaluation period. The percentage of the bank’s total lending at 2.0% is comparable to the percentage of total deposits at 1.4% in this area.

During the evaluation period, there were a moderate amount of lending gaps. In 2011, the bank originated loans in seven of 16 moderate-income tracts and 41 of 49 moderate-income tracts. In 2012 and 2013, Fifth Third originated loans in 81.3% of low-income tracts and in 98.5% of moderate-income tracts.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	1,062	\$180,616
Down Payment Assistance Programs	32	\$4,161,696
Other Flexible Lending Programs	741	\$131,473,103

In addition to lending, Fifth Third modified existing loans to borrowers in order to make loans more affordable and assist borrowers in avoiding foreclosure. In general, the percentage of modifications in low- and moderate-income tracts was less than the percentage of those tract

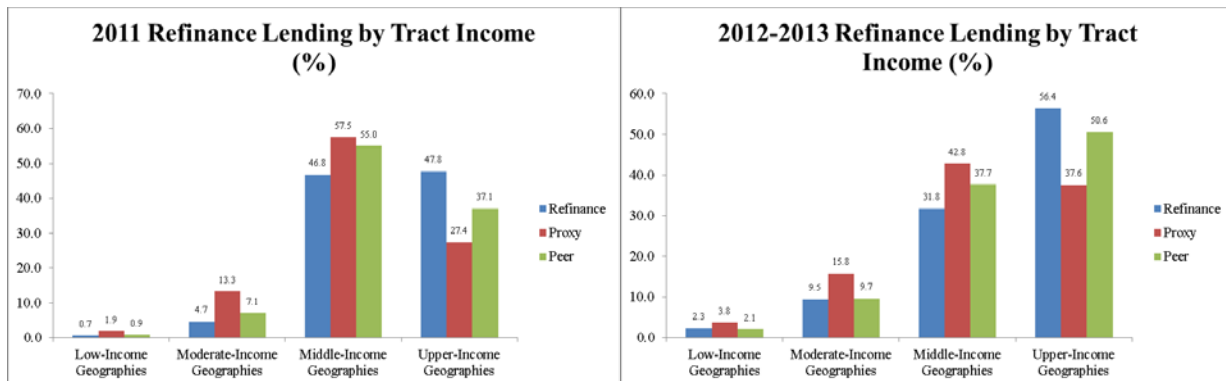
income categories in the assessment area, while the percentage of modifications in middle- and upper-income tracts was higher than the percentage of those tract income categories in the assessment area.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance and home improvement lending are adequate. Home purchase and small business lending are good.

Refinance Loans

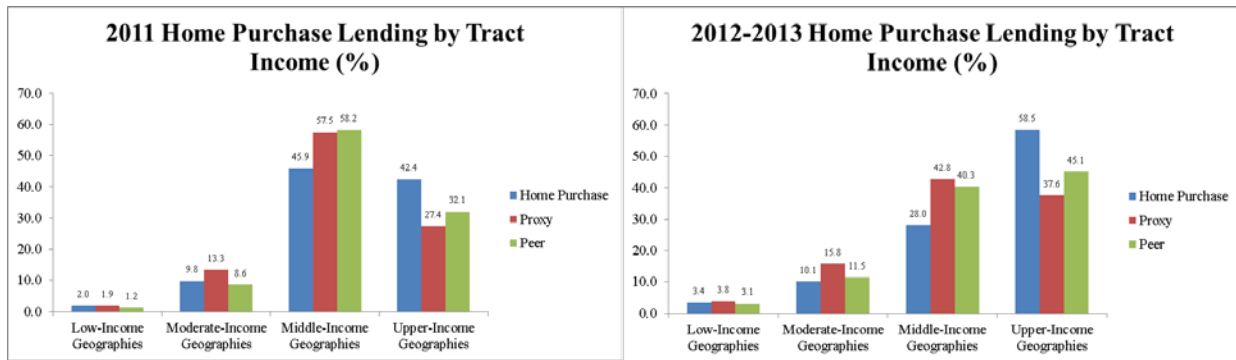


In 2011, home refinance lending opportunities in low-income tracts were limited, as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly, but Fifth Third originated very few home refinance loans in these tracts.

In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units, but comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

Home Purchase

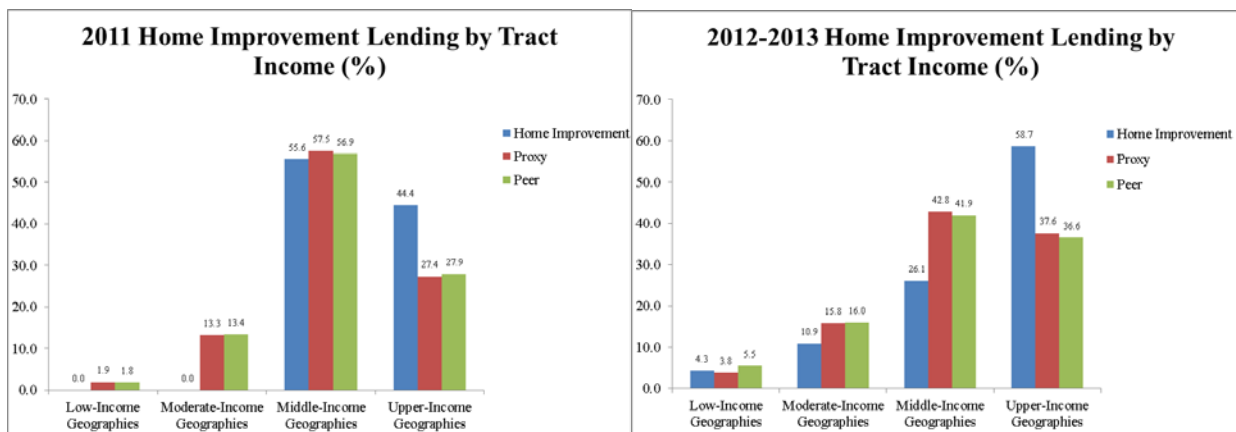


In 2011, home purchase lending opportunities in low-income tracts were limited as evidenced by the lack of owner-occupied units (proxy) in low-income tracts. In 2012 and 2013, the number of owner-occupied units in low-income tracts increased slightly. Overall, Fifth Third’s home purchase lending in moderate-income tracts was comparable to the percentage of owner-occupied units and peer.

Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units, but comparable to peer.

Overall, the geographic distribution of home purchase loans is good.

Home Improvement

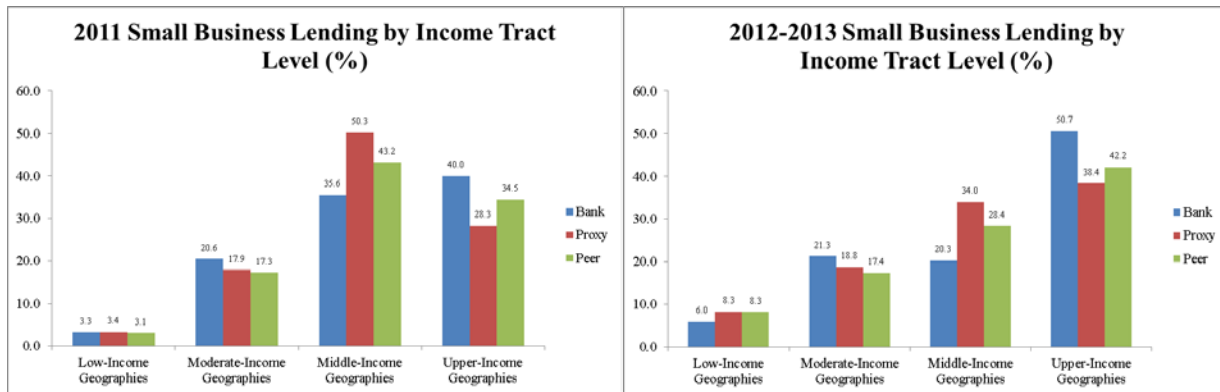


Fifth Third did not originate many home improvement loans in 2011 and, of the 18 loans originated during this time, all of the loans were in middle- and upper-income tracts.

In 2012 and 2013, home improvement lending in low-income tracts was comparable to percentage of owner-occupied units (proxy) and peer and home improvement lending in moderate-income tracts was less than the percentage of owner-occupied units and peer.

Overall, the geographic distribution of home improvement loans is adequate.

Small Business Lending



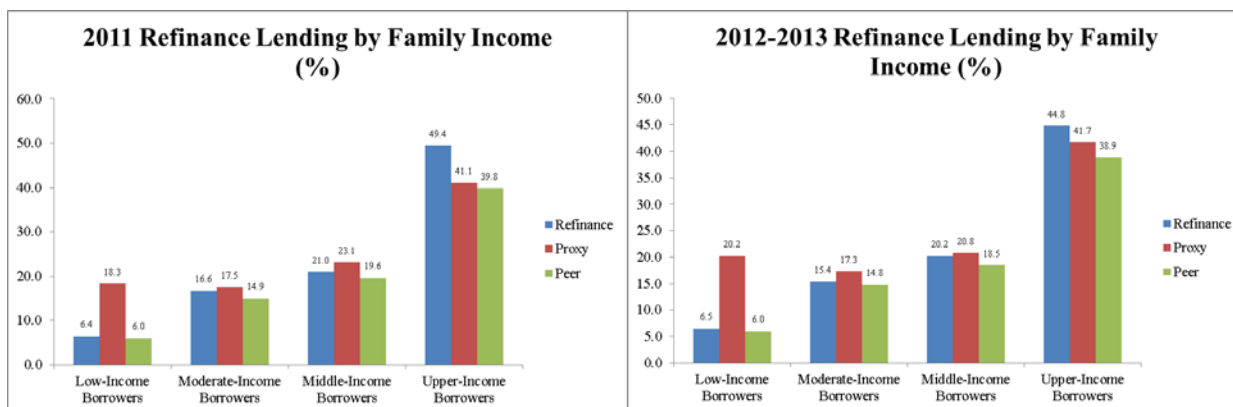
In 2011, small business lending in low-income tracts was comparable to the percentage of small businesses located in low-income tracts (proxy) and the aggregate performance of all lenders (peer). In 2012 and 2013, small business lending in low-income tracts was slightly less than the proxy and peer. Small business lending in moderate-income tracts was slightly higher than the percentage of small businesses located in moderate-income tracts (proxy) and peer.

Overall, the geographic distribution of small business lending is good.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million. Although poverty level is determined by family size and income, a larger proportion of poverty-level families are found among low-income families and, to some extent, moderate-income families.

Refinance Loans

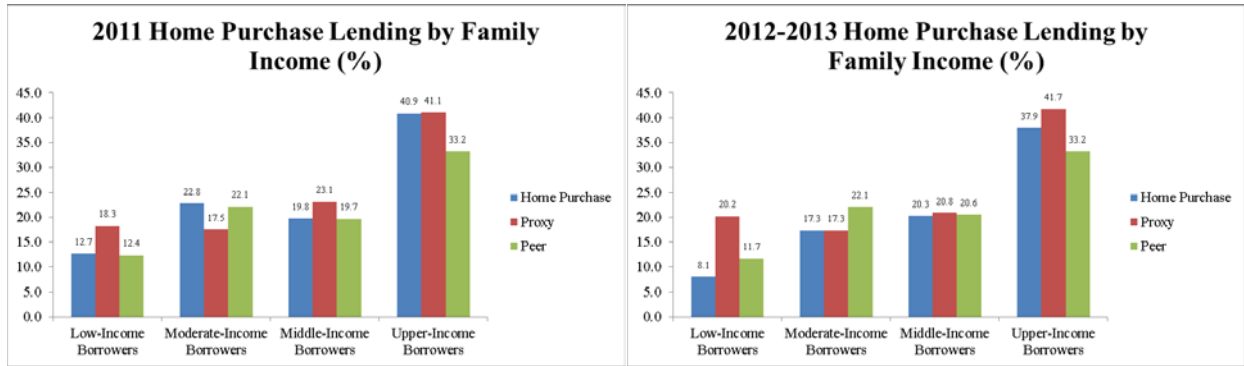


Refinance lending to low-income borrowers was comparable to the percentage of low-income families, but higher than peer.

Refinance lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

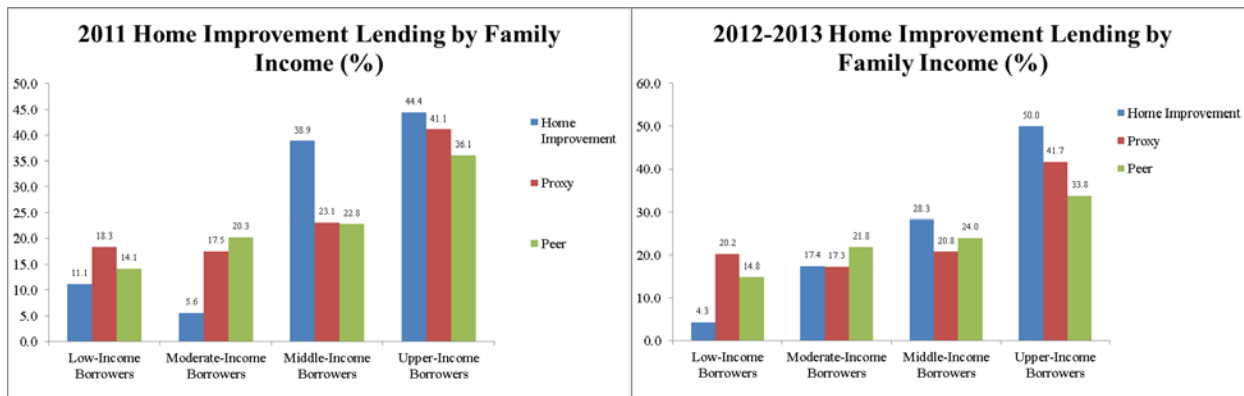
Home Purchase Loans



In 2011, the level of home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer. In 2012 and 2013, home purchase lending to low-income borrowers was also below the percentage of low-income families and peer.

In 2011, the level of home purchase lending to moderate-income borrowers was above the percentage of moderate-income families and comparable to peer. In 2012 and 2013, home purchase lending to moderate-income borrowers was comparable to the proxy and less than peer. Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Home Improvement Loans

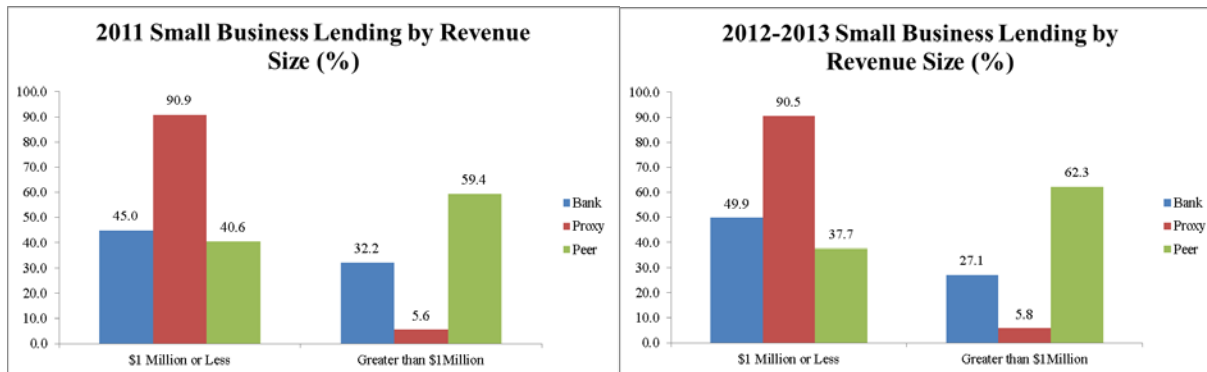


The level of home improvement lending to low-income borrowers was below the percentage of low-income families (proxy) and peer.

In 2011, the level of home improvement lending to moderate-income borrowers was below the percentage of moderate-income families and peer. In 2012 and 2013, home improvement lending to moderate-income borrowers was comparable to the proxy and less than peer.

Overall, the distribution of home improvement loans to borrowers of different income levels is adequate.

Small Business Loans



Fifth Third originated nearly half of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer) in 2011 and greater than the peer in 2012 and 2013.

Further analysis of small business lending shows 55.7% and 72.5% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 87.8% in 2011 and 88.9% in 2012 and 2013. Typically, the extent to which a bank is willing to extend loans in amounts of \$100,000 or less is reviewed because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated 16 community development loans totaling \$110 million. Community development lending in this assessment area represented 2.3% of the total dollar volume of community development loans originated by the bank during the evaluation period. The bank’s performance is especially strong, considering the high competition for community development loans and a number of large national banks in the area. Of the 16 loans made in the assessment area, 12 (\$98.4 million) were for the revitalization and stabilization of low- and moderate-income geographies, three (\$11.3 million) were for services that benefited low- and moderate-income individuals, and the remaining loan was for affordable housing.

Given Fifth Third's market share and the competition among other banks in the area for community development loans, Fifth Third was a leader in community development lending.

Investment Test

The institution funded 75 investments in this assessment area totaling \$13.8 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	16	\$13,419,737
Community Services	43	\$330,945
Economic Development	11	\$58,361
Revitalization/Stabilization	5	\$37,750
	75	\$13,846,793

The bank made 2.3% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 1.4% and comparable to the percentage of branch offices at 2.4%.

This is considered an excellent level of qualified community development investments and grants and the bank is often in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is good. Retail services are accessible and the bank is a leader in providing community development services.

Retail Services

Fifth Third's record of opening and closing offices has improved the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

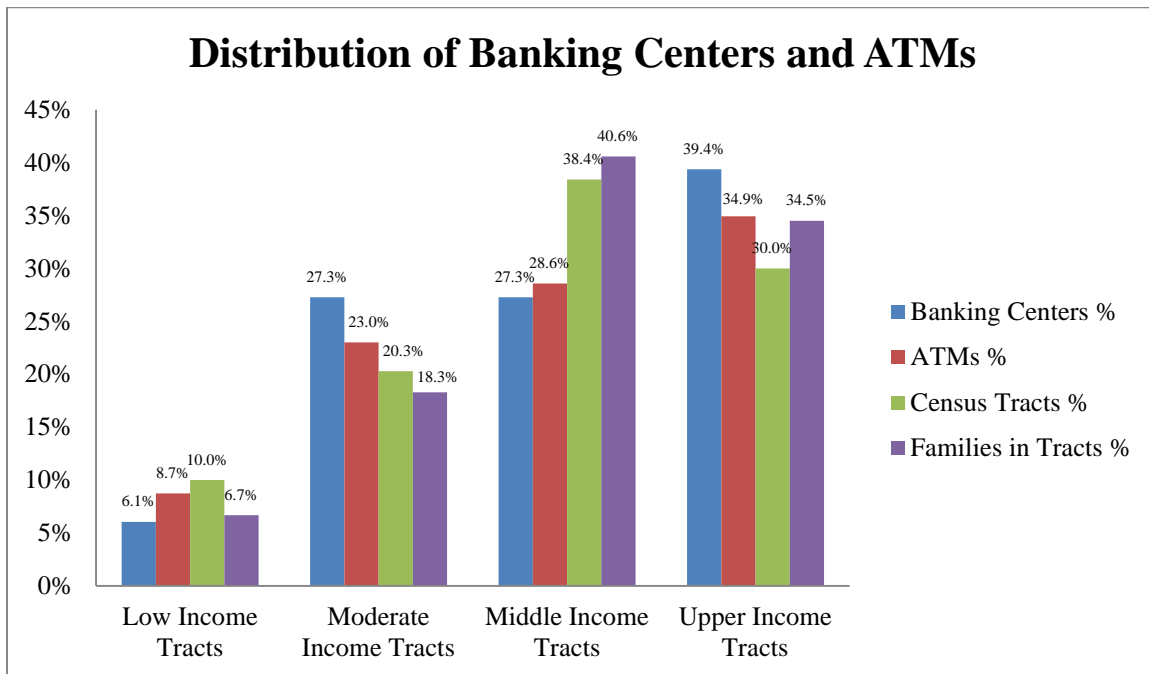
Fifth Third had 33 banking centers within this assessment area as of September 30, 2013, including two in low-income, nine in moderate-income, nine in middle-income, and 13 in upper-income census tracts. The banking centers in this assessment area represent 2.4% of all the institution's banking centers.

Fifth Third had 126 ATMs within this assessment area as of September 30, 2013, including 11 in low-income, 29 in moderate-income, 36 in middle-income, and 44 in upper-income census tracts. The bank also has six ATMs that are in census tracts that are not designated as lower-, moderate-, middle-, or upper-income. The ATMs in this assessment area represent 5.4% of all the institution's ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	6.1%	8.7%	10.0%	6.7%
Moderate	27.3%	23.0%	20.3%	18.3%
Middle	27.3%	28.6%	38.4%	40.6%
Upper	39.4%	34.9%	30.0%	34.5%
Unknown	0.0%	4.8%	1.3%	0.0%

The table reflects an adequate distribution within low-income tracts and an excellent distribution within moderate-income tracts.



The branch distribution included the opening of two banking centers since November 15, 2011. The net change in banking centers resulted in an increase of two banking centers that are both in moderate-income tracts.

The bank does not operate any loan production offices in this assessment area.

Community Development Services

Fifth Third is a leader in providing community development services.

Fifth Third staff provided 2,176 hours of community development services in this assessment area, which represents 2.5% of all community development services provided and equates to 1.1 annualized persons (ANP). Services included:

- 1,059 hours of financial expertise on boards and committees
- 452 hours of financial education
- 207 hours of technical assistance
- 458 hours of E-Bus operation

METROPOLITAN AREA
(Limited-scope Review)

**DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE
KNOXVILLE, TN MSA**

The Knoxville TN MSA consists of Anderson, Blount, Knox, Loudon, and Union Counties. The bank excludes Anderson, Blount, Loudon, and Union Counties from its assessment area. The assessment area is comprised of nine low-income, 21 moderate-income, 46 middle-income, and 34 upper-income tracts. There are also two tracts with no income designation.

Fifth Third ranked 19th of 36 institutions in the assessment area with 0.4% of deposits as of June 30, 2013. Deposits in the assessment area represented less than 0.1% of the bank's total deposits.

This was the 56th largest HMDA market and the 35th largest CRA market for loans originated during the evaluation period.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
KNOXVILLE, TN MSA #28940**

Lending Test*	Investment Test*	Service Test*
Consistent	Below	Below

*Compared with the state rating

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. During the evaluation period, Fifth Third originated loans in a majority of the census tracts within the assessment area, although gaps in lending were noted in low- and moderate-income tracts. In 2012 and 2013, Fifth Third originated loans in six of nine low-income tracts and in 14 of 21 moderate-income tracts. Fifth Third has an adequate distribution of loans among geographies and an adequate distribution of loans based on borrower's income levels. Its distribution of loans to businesses of different revenue sizes was poor when compared to the percentage of small businesses in the assessment area with annual revenues less than \$1 million. Fifth Third made four community development loans totaling \$33.4 million. Given its limited presence in the market, Fifth Third is considered a leader in community development lending in the assessment area.

Overall, the institution funded \$543,325 community development investments.

While retail services are unreasonably inaccessible, the bank is a leader in providing community development services.

STATE OF WEST VIRGINIA

CRA RATING for State of West Virginia: “Satisfactory”

The lending test is rated: “Low Satisfactory”

The investment test is rated: “High Satisfactory”

The service test is rated: “High Satisfactory”

The major factors supporting this rating include:

- An adequate responsiveness to the credit needs of the community;
- An adequate geographic distribution of loans throughout the assessment area;
- An adequate distribution among borrowers of different income levels and to businesses of different revenue sizes;
- A leader in making community development loans;
- A significant level of qualified community development investments and grants;
- Occasionally in a leadership position in providing community development investments and grants;
- Retail delivery systems are readily accessible to all geographies and individuals of different income levels and businesses of different revenue sizes;
- A record of opening and closing banking centers that generally has not adversely affected the accessibility of delivery systems;
- Banking services and hours that do not vary in a way that inconveniences any portions of the assessment areas; and,
- Provides an adequate level of community development services.

SCOPE OF EXAMINATION

A full-scope review was conducted for the Charleston MSA assessment area, which represents Fifth Third’s entire banking operations for West Virginia. The time period, products, and affiliates evaluated for this assessment area are consistent with the scope discussed in the institution section of this report.

DESCRIPTION OF INSTITUTION'S OPERATIONS IN THE CHARLESTON, WV MSA

The Charleston, WV MSA consists of Boone, Clay, Kanawha, Lincoln, and Putnam Counties. The assessment area includes Kanawha and Putnam Counties. The assessment area is comprised of 13 moderate-income, 34 middle-income, and 16 upper-income tracts.

As of June 30, 2013, Fifth Third ranked tenth of 16 institutions with 2.1% of the deposits in the assessment area. BB&T was the largest institution with 29.9% of the market share. United Bank and Huntington were the second and third largest institutions with 13.3% and 12.4% of the deposits, respectively. Deposits in the assessment area accounted for 0.1% of the institution's total deposits.

From January 2011 through December 2013, Fifth Third originated 1,341 HMDA loans and 95 CRA loans, which represented 0.5% of HMDA loans and 0.2% of CRA loans originated during the evaluation period. This was the 37th largest HMDA market and 11th (50th of 60 markets) smallest CRA market for loans originated during the evaluation period.

In 2012, Fifth Third Mortgage Company ranked fifth of 172 HMDA reporters in the assessment area while Fifth Third Bank ranked 16th. BB&T, City National Bank of West Virginia, and JPMorgan Chase were the top three HMDA reporters in the assessment area. Fifth Third ranked 21st of 45 CRA reporters in 2012. The top three CRA reporters were Capital One, American Express, and BB&T. Capital One and American Express are mostly issuers of credit cards and their CRA loans primarily consist of commercial credit card accounts.

Two community contacts were conducted to provide additional information about the assessment area. A contact, representing a housing agency, stated that the area's economic conditions continue to decline, as jobs are still leaving the area and take-home pay is decreasing. Many individuals are in need of affordable housing and there are a number of housing units that need to be either rehabilitated or replaced in order to address the need for adequate safe and affordable lower-income housing. The contact indicated that banks could be more involved in the community.

The second contact, representing county government, discussed the new business park that is sparking economic development activity in the county. A number of companies are bringing new jobs to the area. The contact indicated that no employers have left the county and the local economy is healthier than the national economy. The contact stated that the county has had difficulty attracting federal monies because of low unemployment and higher per capita income than the state average. Lastly, the contact stated that banks are excellent supporters of the community and provide credit when needed.

Population Characteristics

According to the 2010 U.S. Census data, the population in the assessment area was 248,549. The percentage of the population living in moderate-income tracts was 13.8%. In addition, 78.7% of the population was 18 years of age or older, the legal age to enter a contract.

As of 2010, the Charleston MSA was the 154th largest nationally in terms of population and the second largest in West Virginia.⁴⁹⁰ Based on 2012 estimates, Charleston is the largest city in West Virginia with 51,014 residents.⁴⁹¹

The following table shows the population of the assessment area for 2010 and 2012 with the percentage of population change. Overall, there was a nominal increase in the population. There was a slight decrease in the population in Kanawha County and a small increase in the population in Putnam County.⁴⁹²

County	2010 Population	2012 Population	Population Percent Change
Kanawha	193,063	192,179	-0.5%
Putnam	55,486	56,435	1.7%
Total	248,549	248,614	0.0%

Income Characteristics

Based on the 2010 U.S. Census data, the median family income of the assessment area was \$56,239, which was higher than the MSA’s median family income of \$53,382 and West Virginia’s median family income of \$48,896. The median family income in Kanawha County was \$54,203 and \$63,642 in Putnam County. As shown in the following table, the median family income for the MSA increased somewhat in 2011 and in 2012, with more substantial growth in 2013.

**Borrower Income Levels
WV, Charleston - MSA**

HUD Estimated Median Family Income		Low 0 - 49.99%		Moderate 50% - 79.99%		Middle 80% - 119.99%		Upper 120% - & above	
2011	\$54,200	0	- \$27,099	\$27,100	- \$43,359	\$43,360	- \$65,039	\$65,040	- & above
2012	\$54,900	0	- \$27,449	\$27,450	- \$43,919	\$43,920	- \$65,879	\$65,880	- & above
2013	\$57,900	0	- \$28,949	\$28,950	- \$46,319	\$46,320	- \$69,479	\$69,480	- & above

⁴⁹⁰ MSA population data is derived from the U.S. Census Data 2012 Statistical Abstract:
http://www.census.gov/compendia/statab/cats/population/estimates_and_projections--states_metropolitan_areas_cities.html

⁴⁹¹ City population data derived from U.S. Census Data:
<http://quickfacts.census.gov/qfd/states/54/5414600.html>

⁴⁹² Population Estimates derived from U.S. Census Data (April 1, 2010 – July 1, 2012):
<http://www.census.gov/popest/data/counties/totals/2012/CO-EST2012-01.html>

In 2010, the assessment area contained 103,476 households, of which 66,993 (64.7%) were families. Of the total families in the assessment area, 35.8% were low- and moderate-income families. Kanawha County had the highest percentage of low- and moderate-income families with 37.4% of the families being low- or moderate-income.

The following table shows the poverty rates for 1999⁴⁹³ and 2012.⁴⁹⁴

County	1999 Poverty Rate	2012 Poverty Rate	Change
Kanawha	14.4%	14.4%	0.0%
Putnam	9.3%	10.8%	16.1%
West Virginia	17.9%	18.0%	0.6%
United States	11.8%	15.0%	27.1%

The poverty rate remained unchanged in Kanawha County from 1999 to 2012⁴⁹⁵ and increased in Putnam County. The rate of increase was higher than that of West Virginia, but lower than that of the United States. Kanawha County had a higher poverty rate than the nation in 1999, but had a lower poverty rate than the state in 1999 and 2012. The poverty rate in Putnam County was lower than the state and national rates in 1999 and 2012.

Housing Characteristics

There were 116,288 housing units in the assessment area, as of the 2010 U.S. Census. The owner-occupancy rate was 66.1%. The owner occupancy rate in Kanawha County was 63.2% and 77.6% in Putnam County. From an income perspective, 16.0% of housing units and 11.3% of owner-occupied units were in moderate-income tracts. Multi-family dwellings comprised 8.4% of the housing units, with 38.7% of multi-family units in moderate-income tracts. These numbers indicate that the demand for housing would likely be concentrated in middle- and upper-income tracts.

The median age of the housing stock in the assessment area was 43 years old, with 24.5% of the stock built before 1950. The median age of the housing stock in Kanawha County was 47 years and 28 years in Putnam County. Since the median age of the housing stock over 25 years old, there may be significant demand for home improvement and rehabilitation loans.

The median housing value in the assessment area was \$106,044 as of the 2010 U.S. Census, with an affordability ratio of 41.9%. The affordability ratio is derived by dividing the median household income by the median housing value. The higher the affordability ratio, the more affordable a home is considered. The affordability ratio was 43.3% in Kanawha County and 38.9% in Putnam County.

⁴⁹³ 1999 National Poverty Rate: <http://www.census.gov/hhes/www/poverty/data/incpovhlth/1999/briefing.html>

⁴⁹⁴ 2012 National Poverty Rate: http://www.census.gov/newsroom/releases/archives/income_wealth/cb13-165.html

⁴⁹⁵ United States Department of Agriculture Economic Research Service Poverty Rates (for 1999 and 2012): http://www.ers.usda.gov/data-products/county-level-data-sets/poverty.aspx?reportPath=/State_Fact_Sheets/PovertyReport&fips_st=51

Based on the 2013 median family income for the MSA, about 14.9% of the homes valued up to \$102,985 would be considered affordable for low-income individuals and approximately 46.7% of the homes valued up to \$164,776 would be considered affordable for moderate-income individuals. These percentages were calculated assuming an average mortgage payment equal to 28.0% of gross income for a 4.25% fixed-rate, 30-year loan.

According to the National Association of Realtors,⁴⁹⁶ the median sales price in the MSA in 2012 was \$132,300, which was higher than the median sales price of \$129,800 in 2011 and the median sales price of \$129,100 in 2010.

The following table contains information about foreclosure filings and the number of properties in foreclosure⁴⁹⁷.

Geography Name	Ratio of Properties Receiving Foreclosure Filings in (February 2014)
Kanawha County	1:18,723
Putnam County	1:6,208
West Virginia	1:15,478
United States	1:1,170

Putnam County had a higher foreclosure rate than Kanawha County in February 2014. The ratio of foreclosures in Putnam County was much higher than the statewide figure, but much lower than the national ratio. Kanawha County had a lower foreclosure ratio than the state and national figure in February 2014.

Building permits in the Charleston MSA, West Virginia, and the United States are included in the following table for 2011, 2012, and 2013.⁴⁹⁸

Geography	2011	2012	Percent of Change 2011-2012	2013	Percent of Change 2012-2013
Charleston MSA	295	277	-6.1%	165	-40.4%
West Virginia	2,220	2,718	22.4%	2,335	-14.1%
United States	624,061	829,658	32.9%	976,369	17.7%

⁴⁹⁶ National Association of Realtors Median Sales Price of Existing Single-Family Homes for Metropolitan Areas: <http://www.realtor.org/sites/default/files/reports/2013/embargoed/hai-5-9-frgkltio/metro-home-prices-q1-2013-single-family-2013-05-09.pdf>

⁴⁹⁷ RealtyTrac: <http://www.realtytrac.com/statsandtrends/foreclosuretrends>

⁴⁹⁸ U.S. Census Bureau Building Permits Survey: <http://www.census.gov/construction/bps/>

Building permits in the MSA declined slightly from 2011 to 2012 and fell sharply from 2012 to 2013. The negative trends did not match the national growth in building permits during this time. In West Virginia, permits increased from 2011 to 2012, but decreased from 2012 to 2013, but not as much the reduction in the Charleston MSA. These numbers could indicate that demand for home purchase loans is falling.

Labor, Employment, and Economic Characteristics

According to Workforce West Virginia, the three largest employers in Kanawha County as of March 2013 were Charleston Area Medical Center, Inc., Kanawha County Board of Education, and Herbert J. Thomas Memorial Hospital Association. The three largest employers in Putnam County were Putnam County Board of Education, Toyota Motor Manufacturing, West Virginia, Inc., and Charleston Area Medical Center.⁴⁹⁹

The following table illustrates the average unemployment rates for 2011, 2012, and 2013 for the counties in the assessment area, the MSA overall, West Virginia, and the nation.⁵⁰⁰

Unemployment Rates Charleston, WV MSA (not seasonally adjusted)			
County	2011	2012	November 2013
Kanawha	7.0	6.4	4.7
Putnam	6.9	5.8	4.3
West Virginia	7.8	7.3	5.3
MSA	7.2	6.9	4.9
United States	8.5	7.9	7.0

Unemployment rates declined in the two counties in the assessment area from 2011 to 2012 and from 2012 to 2013. Kanawha County had the higher unemployment rate all three years. The two counties had lower unemployment rates than the entire MSA, the state, and the nation in 2011, 2012, and 2013.

⁴⁹⁹ Workforce West Virginia Economic and Labor Market Information – Top Employer by County: <http://workforcewv.org/lmi/EandWAnnual/TopTenEmployersByCounty.html>

⁵⁰⁰ National Unemployment Rates from the Bureau of Labor Statistics: <http://data.bls.gov/timeseries/LNS14000000>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN THE
CHARLESTON, WV MSA**

Lending Test

Fifth Third’s performance under the lending test in this assessment area is rated “Low Satisfactory.” It has demonstrated an adequate responsiveness to the credit needs of the community. Fifth Third has an adequate geographic distribution of loans in the area, an adequate distribution among borrowers of different income levels, and an adequate distribution of loans to businesses of different revenue sizes. Further, there were a moderate amount of lending gaps; however, the bank is a leader in making community development loans. This results in an adequate record of serving the credit needs of highly economically disadvantaged areas in its assessment area, low-income individuals, or businesses with gross annual revenues of \$1 million or less.

Greater weight was given to the evaluation of home refinance and home improvement lending based on the overall volume of lending, followed by small business lending. There were not enough small farm loans, home improvement, or multi-family loans to conduct meaningful analyses. Further, geographic distribution received less consideration than borrower distribution because there was only one low-income tract and no low-income tracts in the assessment area, according to the 2000 U.S. Census.

Details of the bank’s residential mortgage and small business lending and lending by peers can be found in Appendix E.

Lending Activity

Lending activity reflects an adequate responsiveness to the credit needs within the assessment area. Fifth Third originated 685 home refinance loans, 621 home purchase loans, 35 home improvement loans, 95 small business loans, and four community development loans during the evaluation period. The percentage of the bank’s total lending is comparable to the percentage of total deposits in this area, as both are less than 1.0%.

There was a moderate amount of lending gaps in this evaluation period. The bank did not originate loans in the one moderate-income tract and in four of the nine middle-income tracts in 2011. In 2012 and 2013, Fifth Third originated loans in all moderate-income tracts and in all but one middle-income and one upper-income tract.

Flexible lending programs often enable financial institutions to address the credit needs of low- and moderate-income borrowers. During the review period, Fifth Third originated the following number and dollar amount of loans through flexible loan programs:

	Number of Applications	Sum of Loan Amounts
Government Lending Programs	332	\$50,199
Down Payment Assistance Programs	2	\$265,302
Other Flexible Lending Programs	72	\$9,480,212

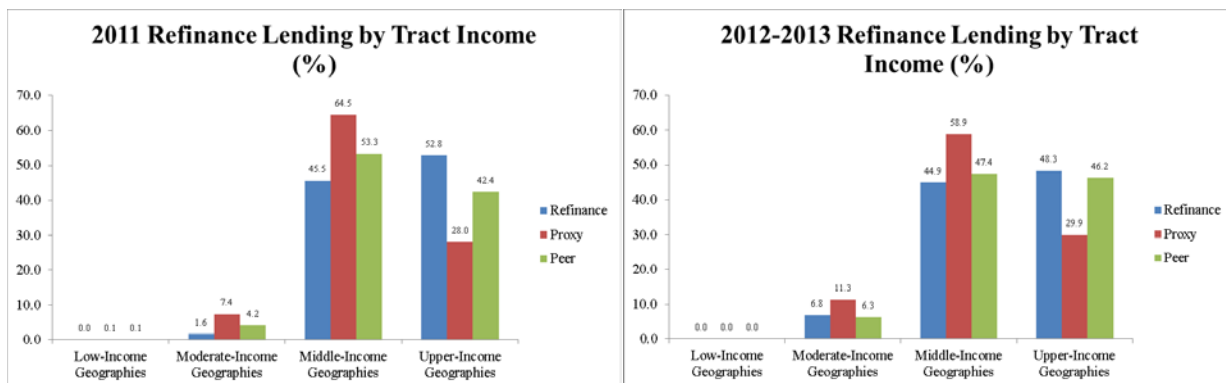
In addition to lending, Fifth Third modified existing loans to borrowers in order to make the loans more affordable and assist borrowers in avoiding foreclosure. The majority of the modifications were made in middle-income tracts.

Fifth Third faces competition from several large, well-established institutions in this area and is not among the largest mortgage or small business lenders in this market. Further, the top CRA lenders in this market were issuers of high volumes of commercial credit cards that offer small businesses a flexible form of financing, which may have negatively affected Fifth Third’s ability to originate small-dollar commercial loans.

Geographic Distribution

Fifth Third’s overall distribution of lending among geographies is adequate. Home refinance lending is adequate and home purchase lending is poor. Small business lending is adequate.

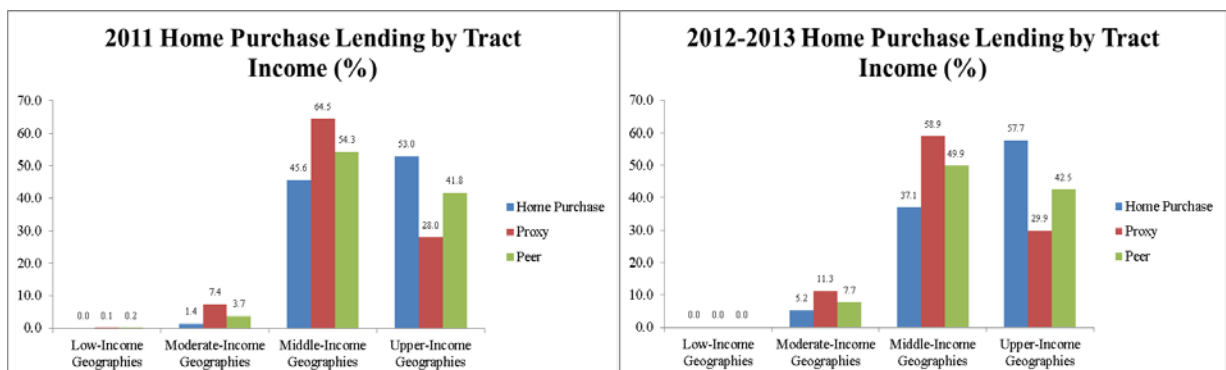
Refinance Loans



In 2011, refinance lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer. In 2012 and 2013, refinance lending in moderate-income tracts was also less than the percentage of owner-occupied units, but comparable to peer.

Overall, the geographic distribution of refinance loans is adequate.

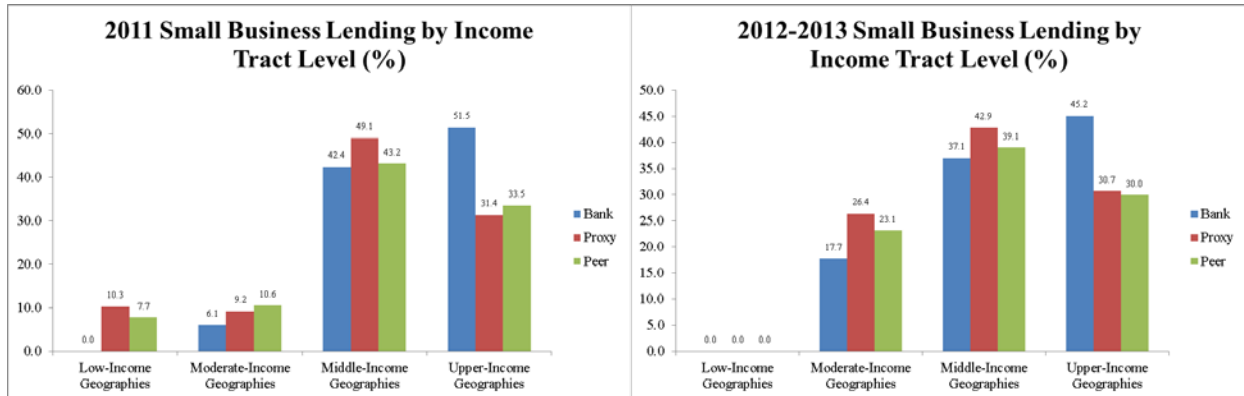
Home Purchase



Home purchase lending in moderate-income tracts was less than the percentage of owner-occupied units and less than peer.

Overall, the geographic distribution of home purchase loans is poor.

Small Business Lending



In 2011, Fifth Third did not originate any small business loans in the only low-income tract in the assessment area. Small business lending in moderate-income tracts was lower than the percentage of small businesses located in moderate-income tracts (proxy) and the aggregate performance of all lenders (peer).

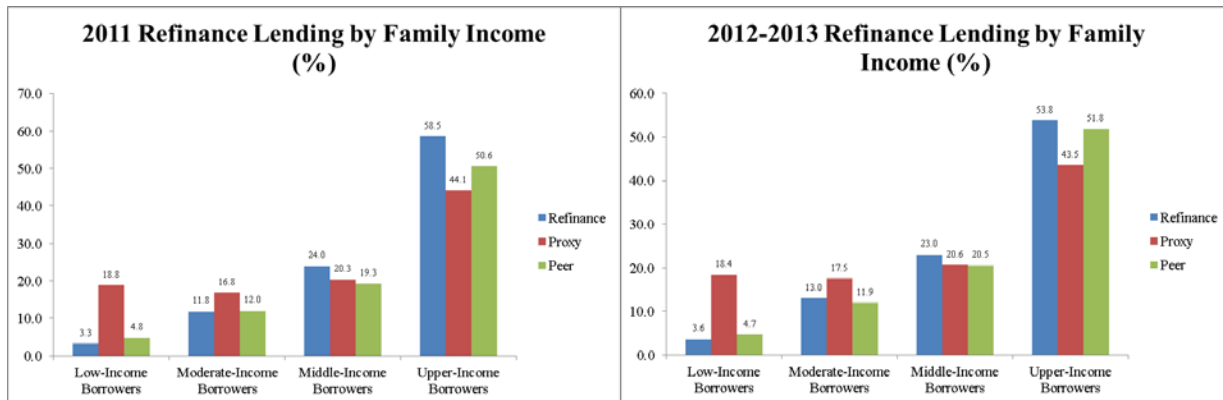
Overall, the geographic distribution of small business lending is adequate.

Distribution by Borrower Income and Revenue Size of the Business

Overall, the distribution of loans is adequate based on borrower income and for businesses of different revenue sizes. Most businesses within the bank’s assessment area have annualized revenues less than \$1 million.

It may be difficult for low-income individuals to qualify for loans, especially if income is below the poverty level. According to the 2010 U.S. Census, 58.5% of families living in low-income census tracts and 20.5% of families in moderate-income tracts were below the poverty level. Therefore, opportunities to lend to low- and moderate-income individuals may be reduced.

Refinance Loans

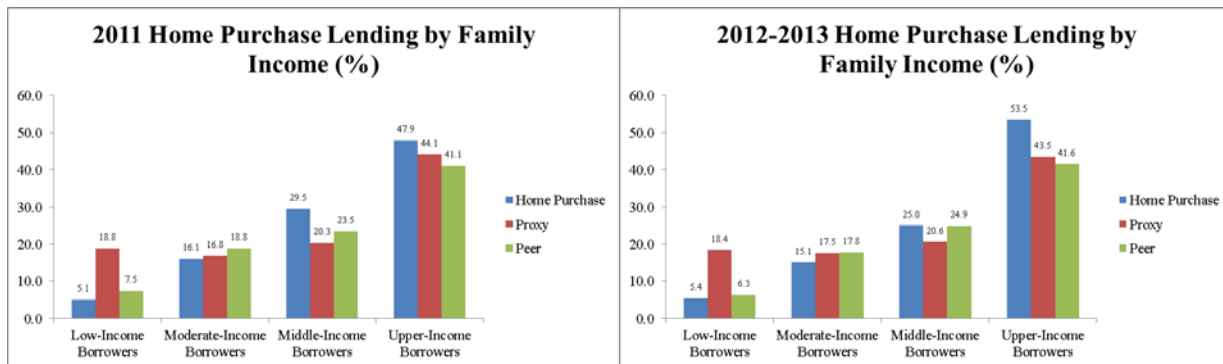


Refinance lending to low-income borrowers was less than the percentage of low-income families, but comparable to peer.

Refinance lending to moderate-income borrowers was less than the percentage of moderate-income families, but comparable to peer.

Overall, the distribution of refinance loans to borrowers of different income levels is adequate.

Home Purchase Loans

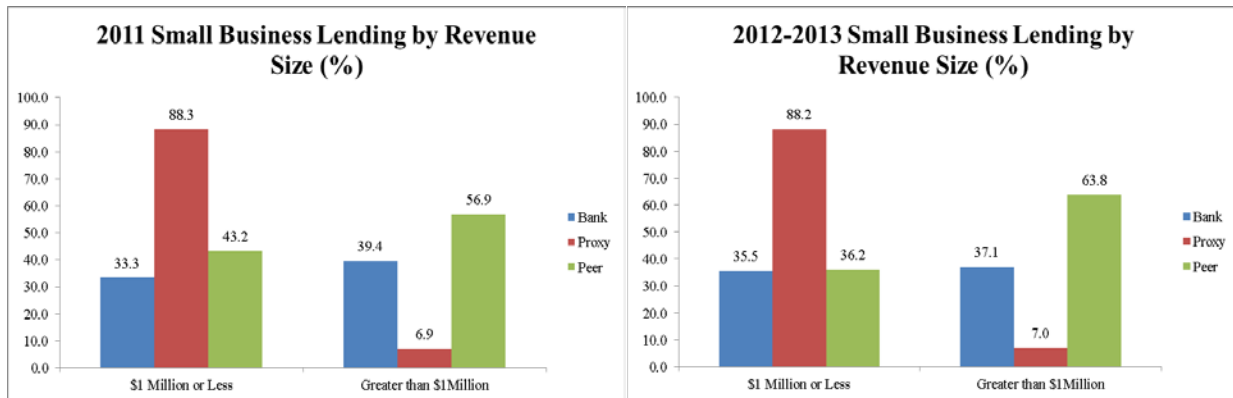


Home purchase lending to low-income borrowers was below the percentage of low-income families (proxy) and comparable to peer.

Home purchase lending to moderate-income borrowers was comparable to the percentage of moderate-income families and peer.

Overall, the distribution of home purchase loans to borrowers of different income levels is adequate.

Small Business Loans



Fifth Third originated approximately one third of small business loans to businesses with annual revenues less than \$1 million. While this was lower than the percentage of small businesses in the assessment area with annual revenues less than \$1 million (proxy), it was comparable to the aggregate of all lenders (peer).

Further analysis of small business lending shows 66.7% and 55.7% of Fifth Third’s small business loans in 2011 and 2012 - 2013, respectively, were for \$100,000 or less, which was less than the peer at 82.7% in 2011 and 86.9% in 2012 and 2013. The extent to which a bank is willing to extend loans in amounts of \$100,000 or less is considered, because smaller businesses often have a greater need for small-dollar loans. Given the competition from other financial institutions in the market, this demonstrates an adequate responsiveness to meeting the credit needs of small businesses in this area.

Overall, the distribution of loans based on the revenue size of businesses is adequate.

Community Development Loans

Fifth Third originated four community development loans totaling \$11.6 million for economic development. Community development lending in this assessment area represented less than 1.0% of the total dollar volume of community development loans originated by the bank during the evaluation period. Given Fifth Third’s limited presence in the assessment area and the presence of several established banks in the market, Fifth Third is considered a leader in community development lending.

Investment Test

Fifth Third’s performance under the investment test within the assessment area located in West Virginia is rated “High Satisfactory.” The institution funded 32 investments in this assessment area totaling \$1.3 million. Investments in the assessment area were as follows:

Purpose	Number	Amount
Affordable Housing	14	\$1,314,160
Community Services	17	\$33,800
Economic Development	1	\$1,500
Totals	32	\$1,349,460

The bank made 0.2% of its total community development investments in this assessment area, which is greater than the percentage of total deposits at 0.1% and less than the percentage of branch offices at 0.3%.

This is considered to be a significant level of qualified community development investments and grants and the bank is occasionally in a leadership position.

Service Test

Fifth Third's performance under the service test in this assessment area is rated "High Satisfactory." Retail services are readily accessible and the bank provided an adequate level of community development services.

Retail Services

Fifth Third's record of opening and closing offices has not adversely affected the accessibility of its delivery systems, particularly in low- and moderate-income geographies and to low- and moderate-income families. Delivery services are readily accessible.

Business hours and services provided do not vary in a way that inconveniences certain portions of the assessment area, including low- and moderate-income geographies or families, and are consistent with the services and hours discussed in the institution assessment.

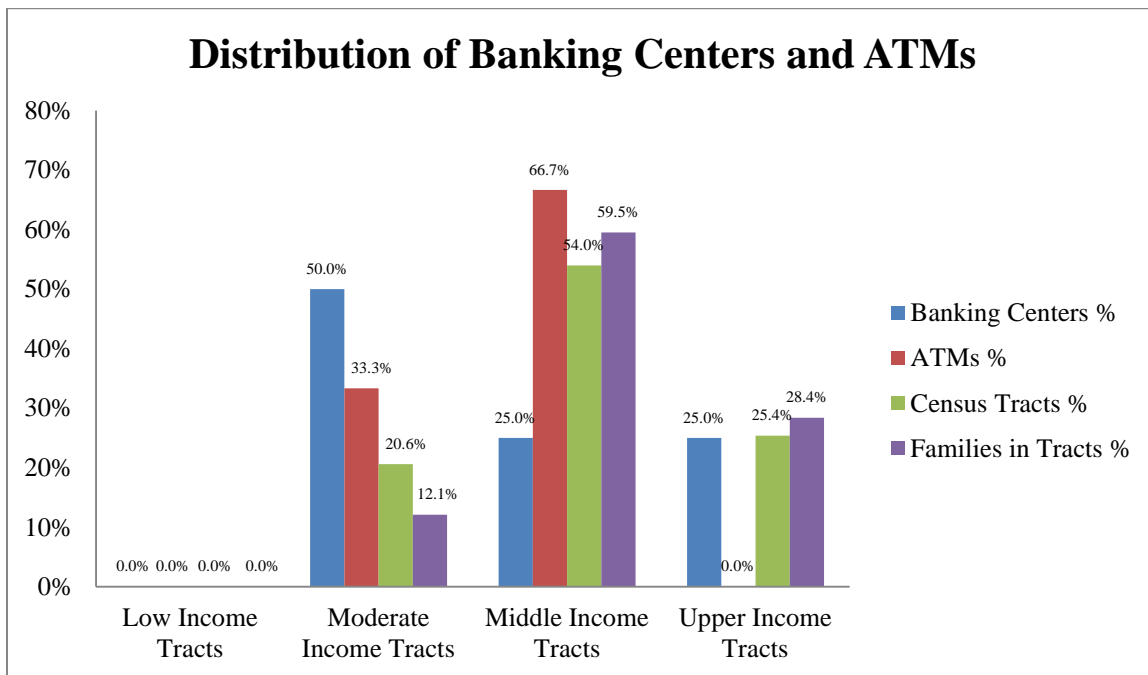
Fifth Third had four banking centers within this assessment area as of September 30, 2013, including two in moderate-income, one in middle-income, and one in upper-income census tracts. The banking centers in this assessment area represent 0.29% of all the institution's banking centers.

Fifth Third had three ATMs within this assessment area as of September 30, 2013, including one in a moderate- and two in middle-income census tracts. The ATMs in this assessment area represent 0.1% of all the institution's ATMs.

The following table illustrates the percentage of banking centers and ATMs in low-, moderate-, middle-, and upper-income census tracts in comparison to the percentage of tracts and the percentage of families living in those tracts.

Tract Income Category	Percentage of Banking Centers	Percentage of ATMs	Percentage of Tracts	Percentage of Families in Tracts
Low	NA	NA	NA	NA
Moderate	50.0%	33.3%	20.6%	12.1%
Middle	25.0%	66.7%	54.0%	59.5%
Upper	25.0%	0.0%	25.4%	28.4%

The data above reflects an excellent distribution within moderate-income tracts.



No banking centers were opened or closed since the previous examination and the bank operates no loan production offices in this assessment area.

Community Development Services

Fifth Third provided an adequate level of community development services.

Fifth Third staff provided 567 hours of community development services in this assessment area, which represents 0.7% of all community development services provided and equates to 0.3 annualized persons (ANP). Services included:

- 160 hours of financial expertise on boards and committees
- 281 hours of financial education
- 2 hours of technical assistance
- 124 hours of E-Bus operation

APPENDIX A
SCOPE OF EXAMINATION

LIST OF ASSESSMENT AREAS AND TYPE OF EXAMINATION	
ASSESSMENT AREA/TYPE OF EXAMINATION	BANKING CENTERS VISITED⁵⁰¹
<p><i>Multi-state – full-scope reviews</i></p> <ul style="list-style-type: none"> • Chicago-Naperville-Michigan City IL-IN-WI Multi-state CSA • Cincinnati-Middletown OH-KY-IN MSA • Evansville IN-KY MSA • Huntington-Ashland WV-KY-OH MSA • Louisville-Jefferson County KY-IN MSA • South Bend-Elkhart-Mishawaka IN-MI MSA 	None
<p><i>Florida – full-scope reviews</i></p> <ul style="list-style-type: none"> • Jacksonville FL MSA • Naples-Marco Island FL MSA • Orlando-Deltona-Daytona Beach FL CSA • Tampa-St. Petersburg-Clearwater FL MSA <p><i>Florida – limited-scope reviews</i></p> <ul style="list-style-type: none"> • Cape Coral-Fort Myers FL MSA • Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD • Lakeland-Winter Haven FL MSA • Sarasota-Bradenton-Punta Gorda FL CSA • West Palm Beach-Boca Raton-Boynton Beach FL MD 	None
<p><i>Georgia – full-scope review</i></p> <ul style="list-style-type: none"> • Augusta-Richmond County GA-SC MSA <p><i>Georgia – full-scope review</i></p> <ul style="list-style-type: none"> • Atlanta-Sandy Springs-Marietta GA MSA 	None
<p><i>Illinois – full-scope reviews</i></p> <ul style="list-style-type: none"> • Non-metropolitan Southern Illinois • Rockford IL MSA <p><i>Illinois – limited-scope review</i></p> <ul style="list-style-type: none"> • Non-metropolitan Northern Illinois 	None

⁵⁰¹There is a statutory requirement that the written evaluation of a multi-state institution’s performance must list the individual banking centers examined in each state. Before the Consumer Financial Protection Bureau assumed responsibility over supervision of the majority of the consumer compliance regulation impacting Fifth Third, the institution was supervised under the Federal Reserve’s continuous supervision process. Banking centers and/or the institution’s processes for monitoring banking center performance are periodically evaluated under this continuous supervision process so no additional review of banking centers was necessary as part of this CRA performance evaluation.

<p><i>Indiana – full-scope reviews</i></p> <ul style="list-style-type: none"> • Fort Wayne IN MSA • Indianapolis-Anderson-Columbus IN CSA • Non-metropolitan Southern Indiana • Terre Haute IN MSA <p><i>Indiana – limited-scope reviews</i></p> <ul style="list-style-type: none"> • Bloomington IN MSA • Lafayette IN MSA • Non-metropolitan Northern Indiana 	<p>None</p>
<p><i>Kentucky – full-scope reviews</i></p> <ul style="list-style-type: none"> • Non-metropolitan Eastern Kentucky • Non-metropolitan Western Kentucky • Owensboro KY MSA <p><i>Kentucky – limited-scope review</i></p> <ul style="list-style-type: none"> • Lexington-Fayette KY MSA 	<p>None</p>
<p><i>Michigan – full-scope reviews</i></p> <ul style="list-style-type: none"> • Detroit-Warren-Flint MI CSA • Grand Rapids-Muskegon-Holland MI CSA • Kalamazoo-Portage MI MSA • Niles-Benton Harbor MI MSA • Non-metropolitan Northern Michigan • Non-metropolitan Southern Michigan <p><i>Michigan – limited-scope reviews</i></p> <ul style="list-style-type: none"> • Battle Creek MI MSA • Jackson MI MSA • Lansing-East Lansing MI MSA • Saginaw-Bay City-Saginaw Township North MI CSA 	<p>None</p>
<p><i>Missouri – full-scope review</i> St. Louis MO-IL MSA</p>	<p>None</p>
<p><i>North Carolina – full-scope reviews</i></p> <ul style="list-style-type: none"> • Charlotte-Gastonia-Rock Hill NC-SC MSA • Non-metropolitan North Carolina • Raleigh-Cary NC MSA <p><i>North Carolina – limited-scope reviews</i></p> <ul style="list-style-type: none"> • Asheville NC MSA • Hickory-Lenoir-Morganton NC MSA 	<p>None</p>

<p><i>Ohio – full-scope reviews</i></p> <ul style="list-style-type: none"> • Cleveland-Akron-Elyria CSA • Columbus OH MSA • Dayton-Springfield-Greenville OH CSA • Lima OH MSA • Sandusky OH MSA • Toledo OH MSA <p><i>Ohio – limited-scope reviews</i></p> <ul style="list-style-type: none"> • Canton-Massillon OH MSA • Non-metropolitan Northwestern Ohio • Non-metropolitan Southwestern Ohio 	<p>None</p>
<p><i>Pennsylvania – full-scope review</i></p> <ul style="list-style-type: none"> • Pittsburgh PA MSA 	<p>None</p>
<p><i>Tennessee – full-scope review</i></p> <ul style="list-style-type: none"> • Nashville-Davidson-Murfreesboro-Franklin TN <p><i>Tennessee – limited-scope review</i></p> <ul style="list-style-type: none"> • Knoxville TN MSA 	<p>None</p>
<p><i>West Virginia – full-scope review</i></p> <ul style="list-style-type: none"> • Charleston WV MSA 	<p>None</p>

APPENDIX B

SUMMARY OF INSTITUTION, MULTI-STATE, AND STATE RATINGS

Institution Rating	Lending Test Rating	Investment Test Rating	Service Test Rating	Overall State Rating
Institution	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Multi-state MSA Ratings				
Chicago-Naperville-Michigan City IL-IN-WI	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Cincinnati-Middletown OH-KY-IN	Outstanding	Outstanding	High Satisfactory	Outstanding
Evansville IN-KY MSA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Huntington-Ashland WV-KY-OH	High Satisfactory	Outstanding	Outstanding	Outstanding
Louisville KY-IN	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
South Bend-Elkhart-Mishawaka IN-MI	High Satisfactory	Outstanding	Outstanding	Outstanding
State MSA Ratings				
State of Florida	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
State of Georgia	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of Illinois	High Satisfactory	Low Satisfactory	Outstanding	Satisfactory
State of Indiana	Outstanding	Outstanding	High Satisfactory	Outstanding
Commonwealth of Kentucky	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of Michigan	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of Missouri	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of North Carolina	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of Ohio	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
Commonwealth of Pennsylvania	Low Satisfactory	Outstanding	Outstanding	Satisfactory
State of Tennessee	Low Satisfactory	Outstanding	High Satisfactory	Satisfactory
State of West Virginia	Low Satisfactory	High Satisfactory	High Satisfactory	Satisfactory

APPENDIX C

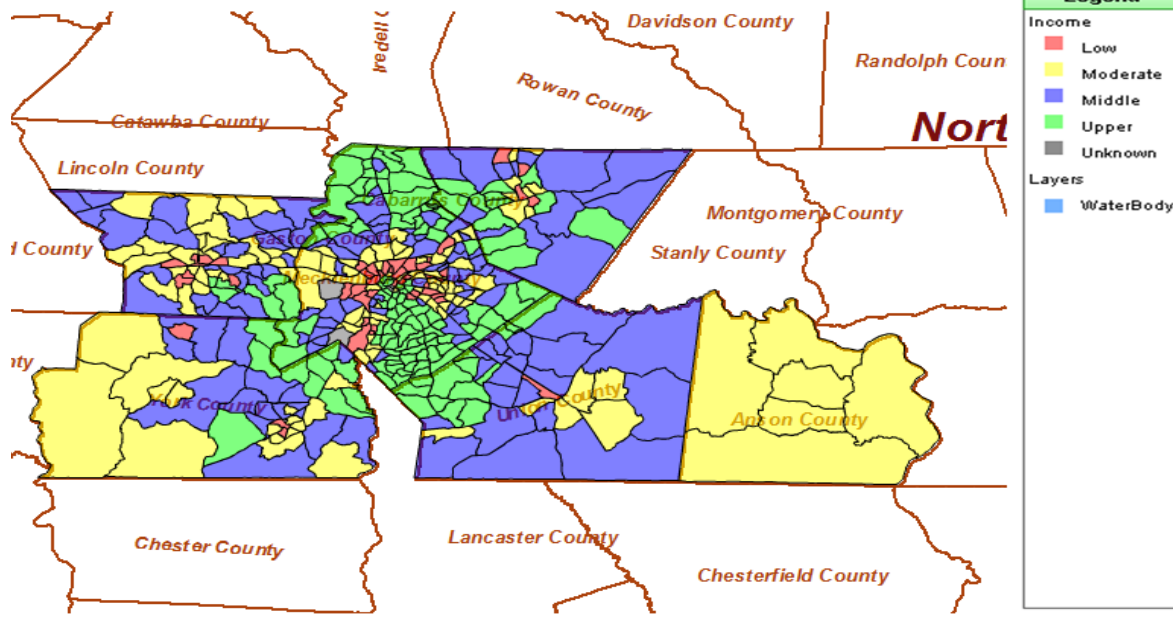
SUMMARY OF LIMITED-SCOPE REVIEWS

Assessment Area	Lending Test	Investment Test	Service Test
State of Florida			
Cape Coral-Fort Myers FL MSA	Below	Consistent	Above
Fort Lauderdale-Pompano Beach-Deerfield Beach FL MD	Below	Consistent	Below
Lakeland-Winter Haven FL MSA	Consistent	Above	Consistent
Sarasota-Bradenton-Punta Gorda FL CSA	Below	Below	Above
West Palm Beach-Boca Raton-Boynton Beach FL MD	Consistent	Below	Consistent
State of Georgia			
Atlanta-Sandy Springs-Marietta GA MSA	Consistent	Consistent	Consistent
State of Illinois			
Non-metropolitan Northern Illinois	Consistent	Above	Consistent
State of Indiana			
Bloomington IN MSA	Below	Below	Below
Lafayette IN MSA	Below	Below	Consistent
Non-metropolitan Northern Indiana	Below	Below	Below
Commonwealth of Kentucky			
Lexington-Fayette KY MSA	Consistent	Consistent	Consistent
State of Michigan			
Battle Creek MI MSA	Consistent	Consistent	Consistent
Jackson MI MSA	Consistent	Below	Above
Lansing-East Lansing MI MSA	Above	Consistent	Above
Saginaw-Bay City-Saginaw Township North MI CSA	Below	Consistent	Below
State of North Carolina			
Asheville NC MSA	Consistent	Consistent	Below
Hickory-Lenoir-Morganton MSA	Below	Consistent	Below
State of Ohio			
Canton-Massillon OH MSA	Consistent	Consistent	Below
Non-metropolitan Northwestern Ohio	Above	Below	Above
Non-metropolitan Southwestern Ohio	Above	Below	Above
State of Tennessee			
Knoxville TN MSA	Consistent	Below	Below

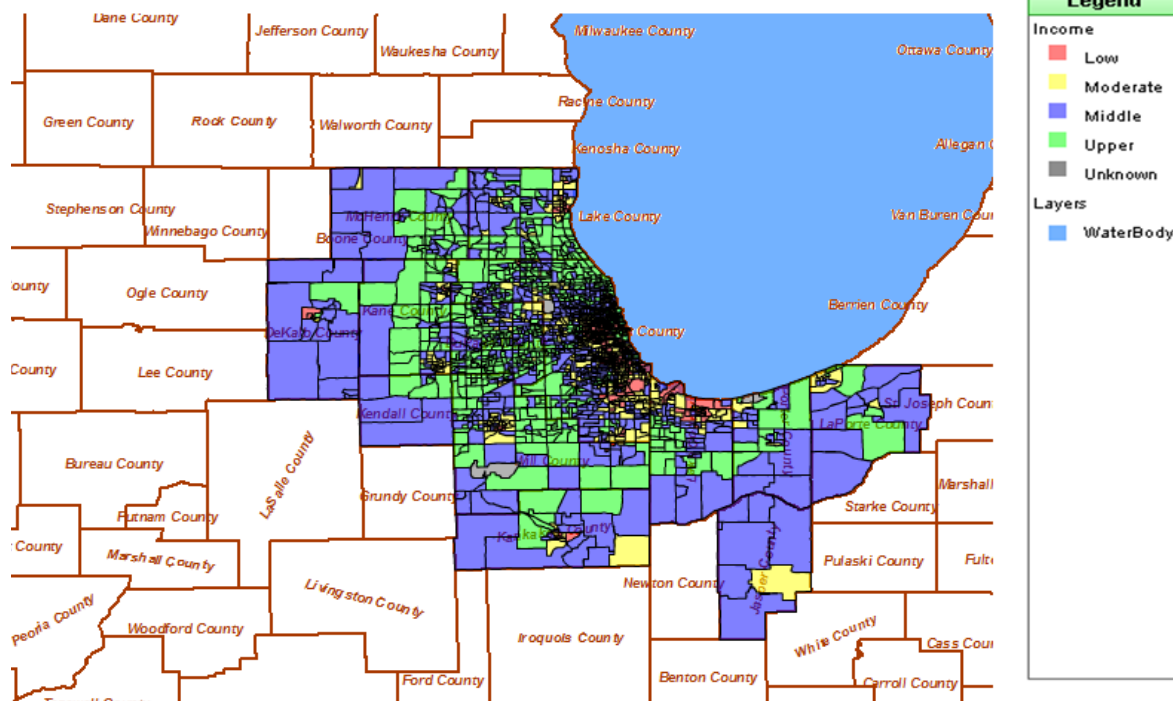
APPENDIX D

ASSESSMENT AREA MAPS

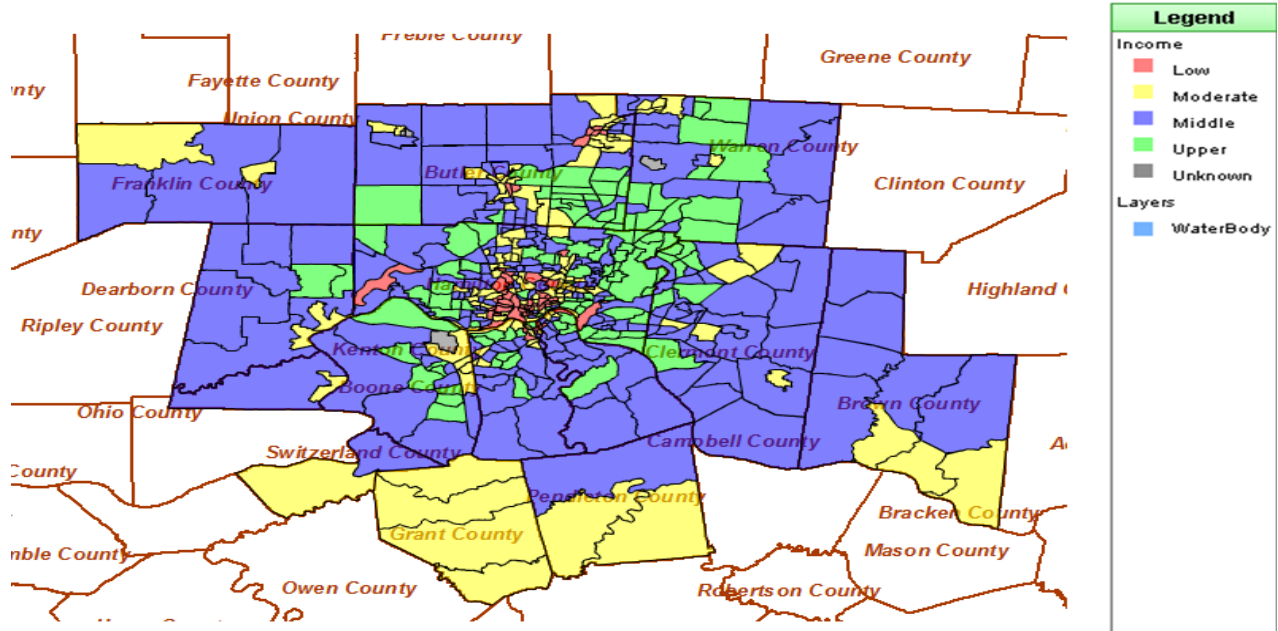
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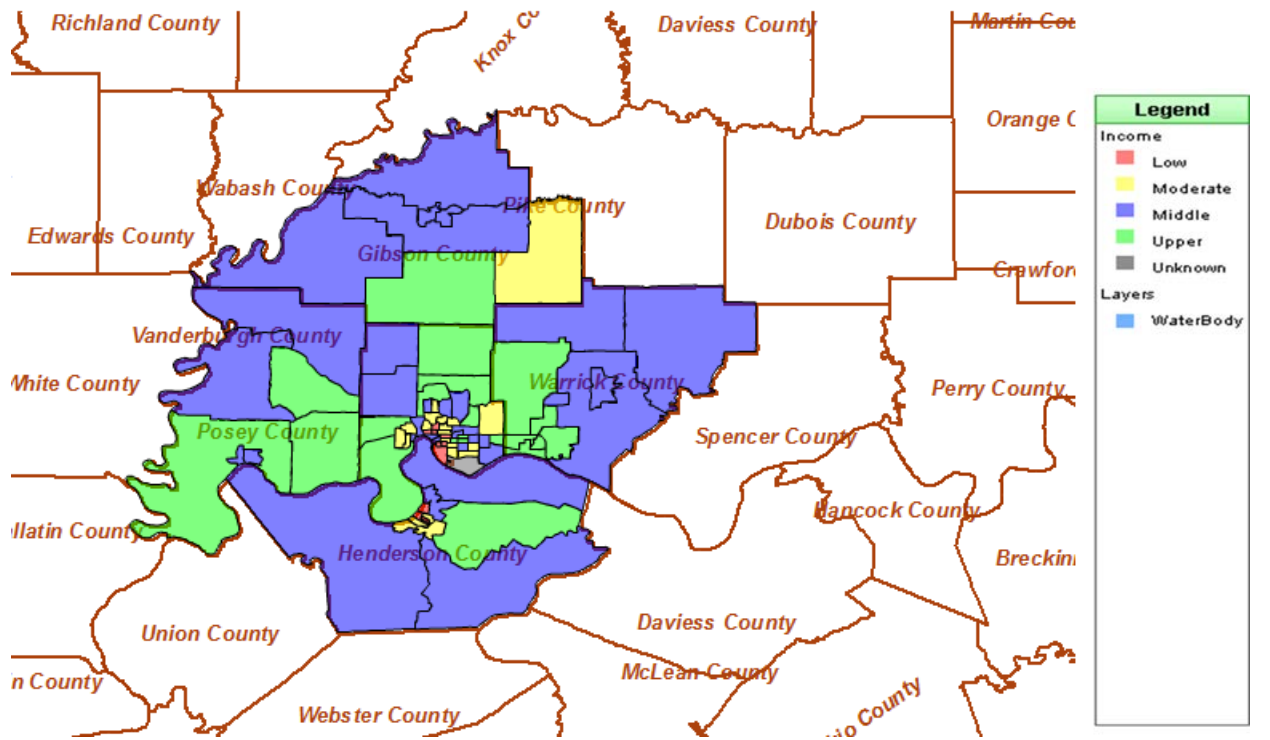
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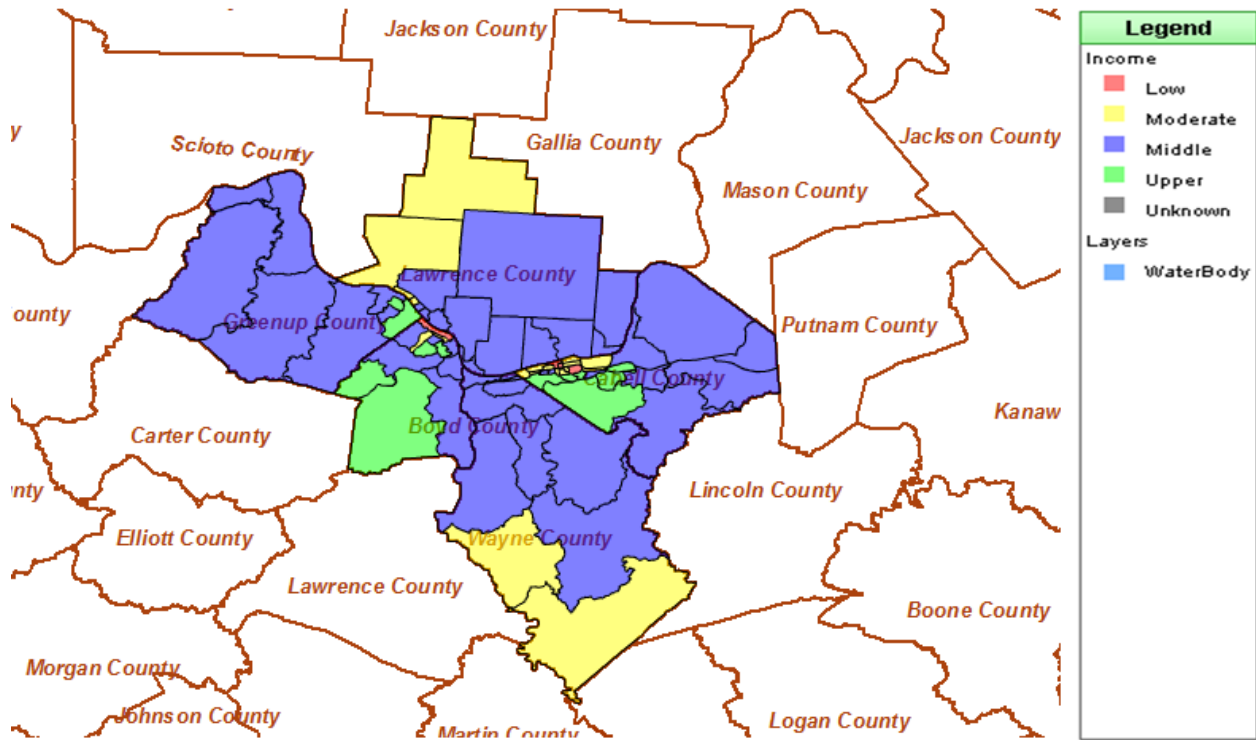
Multi Cincinnati-Middletown, OH KY IN MSA #17140



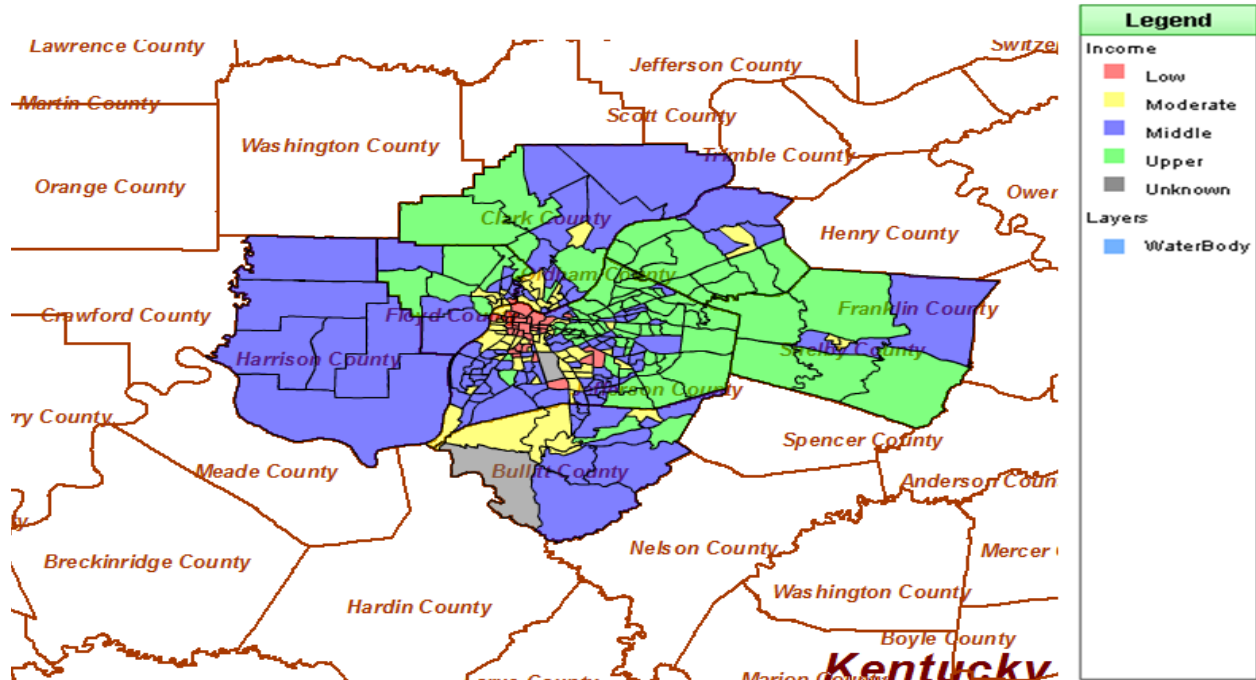
Multi Evansville, IN KY MSA #21780



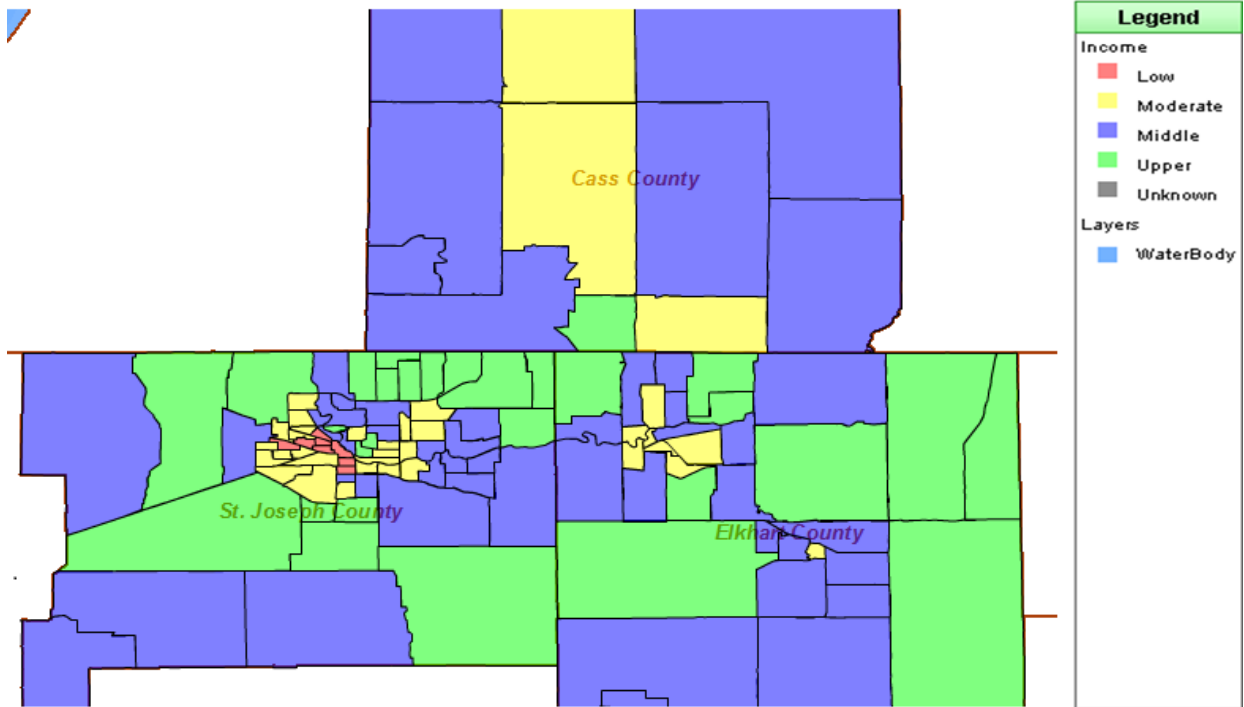
Multi Huntington-Ashland, WV KY OH MSA #26580



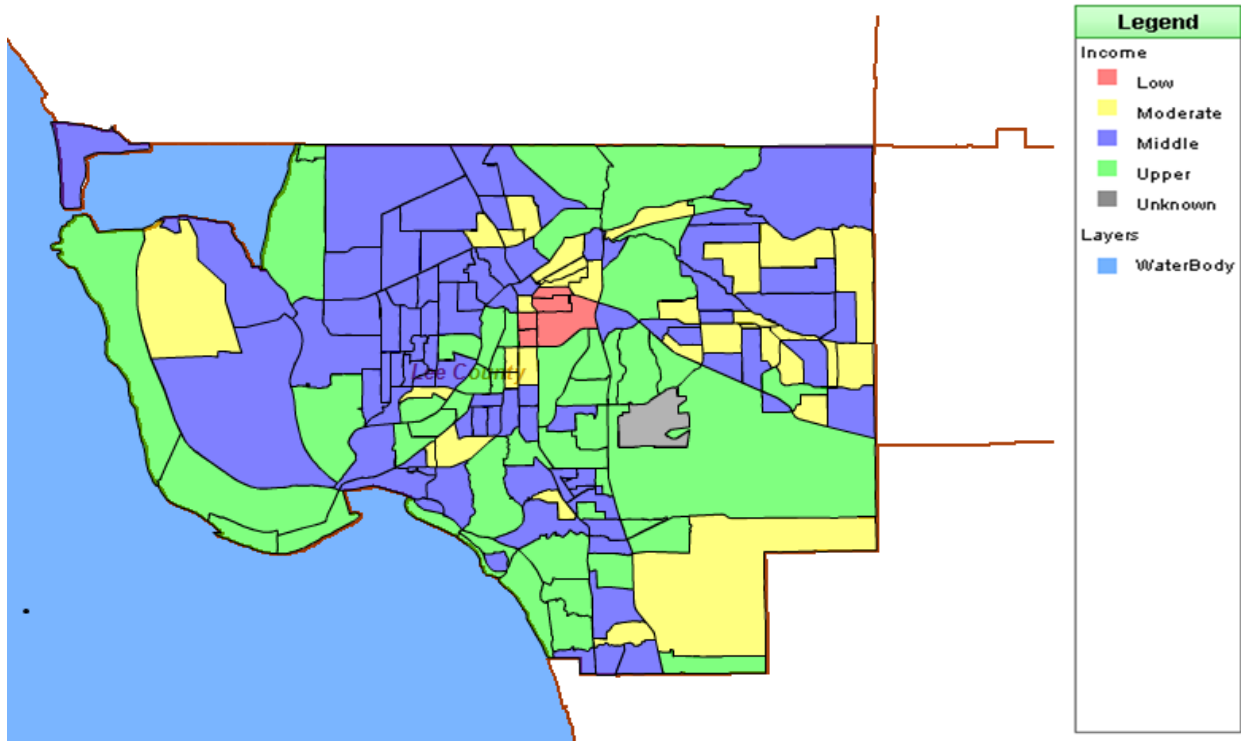
Multi Louisville-Jefferson County, KY IN MSA #31140



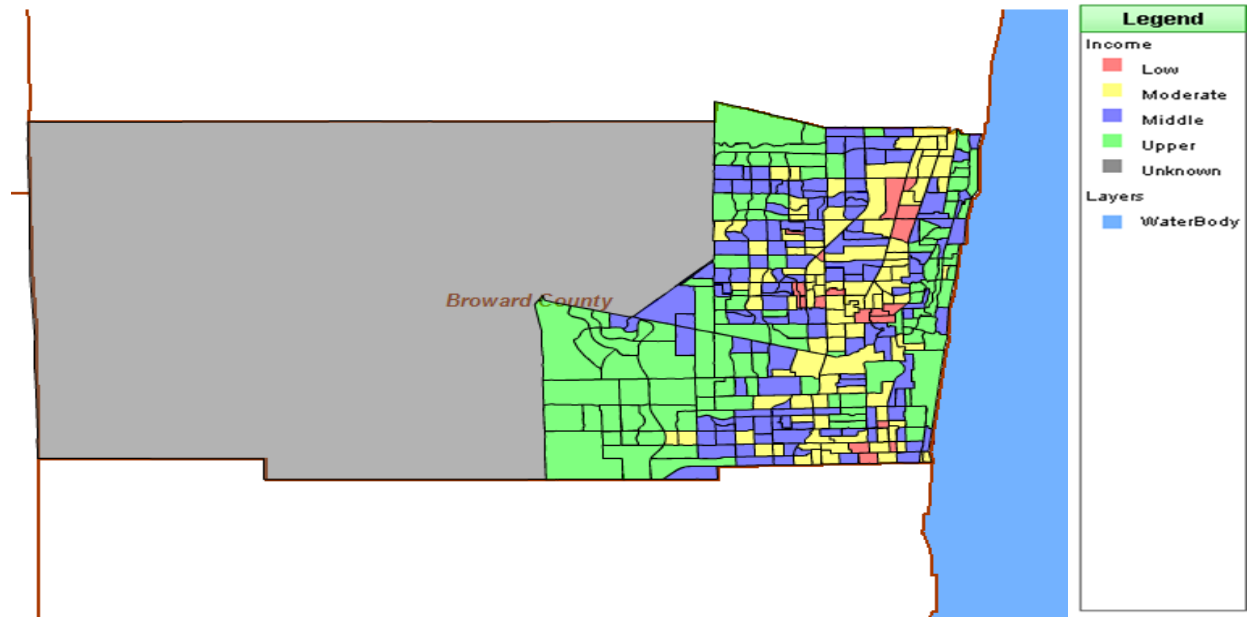
Multi South Bend-Elkhart-Mishawaka IN-MI CSA #515



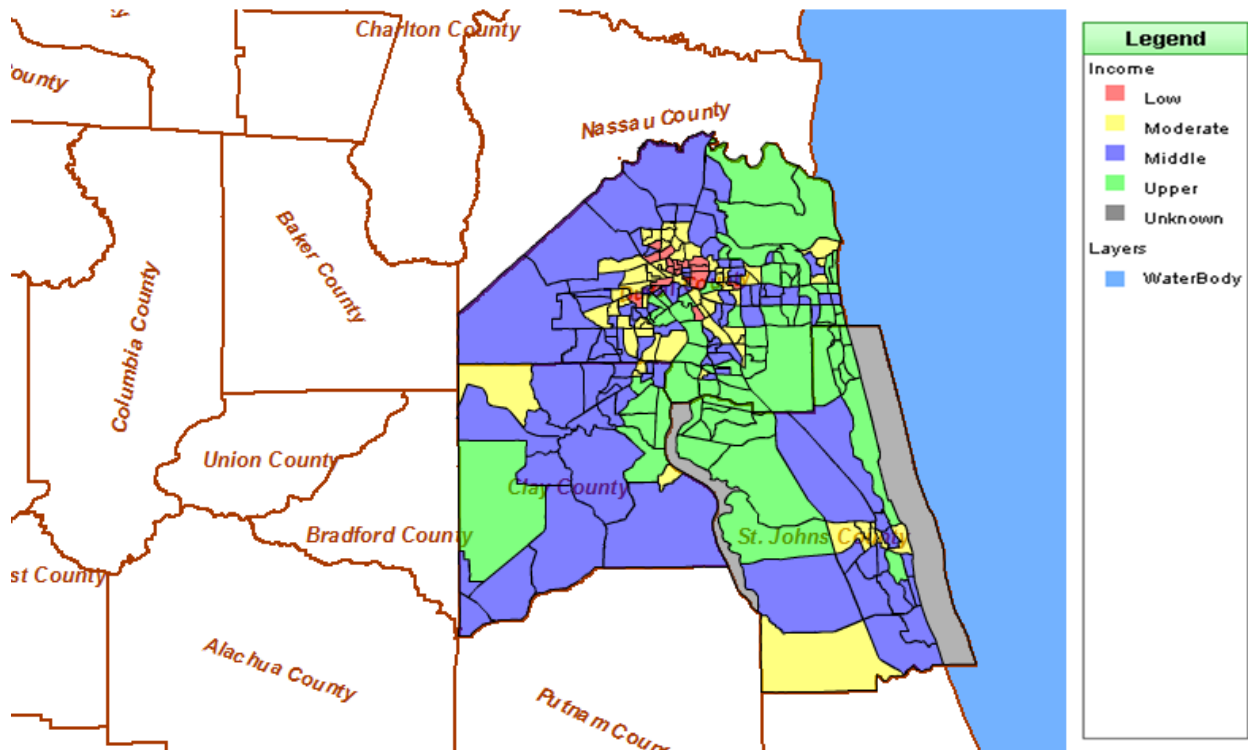
Cape Coral-Fort Myers FL MSA #15980



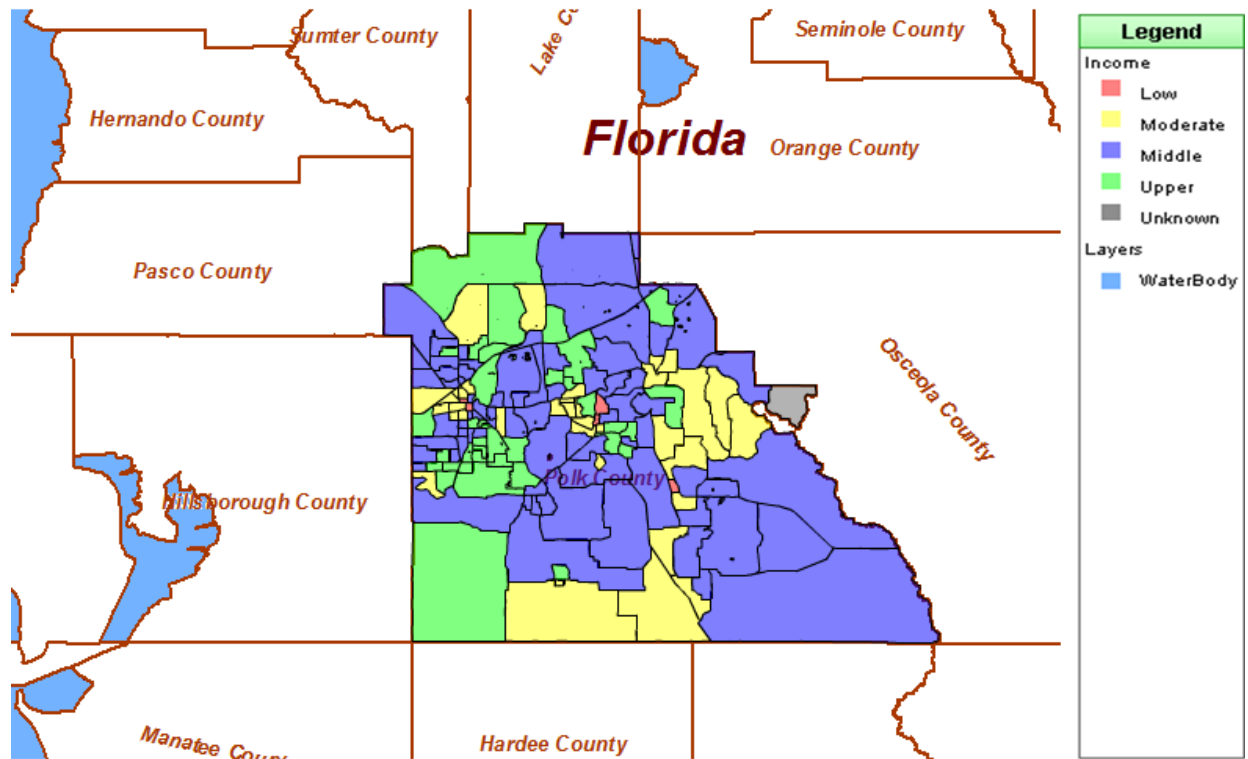
Ft. Lauderdale-Pompano-Deerfield Beach FL MSA #22744



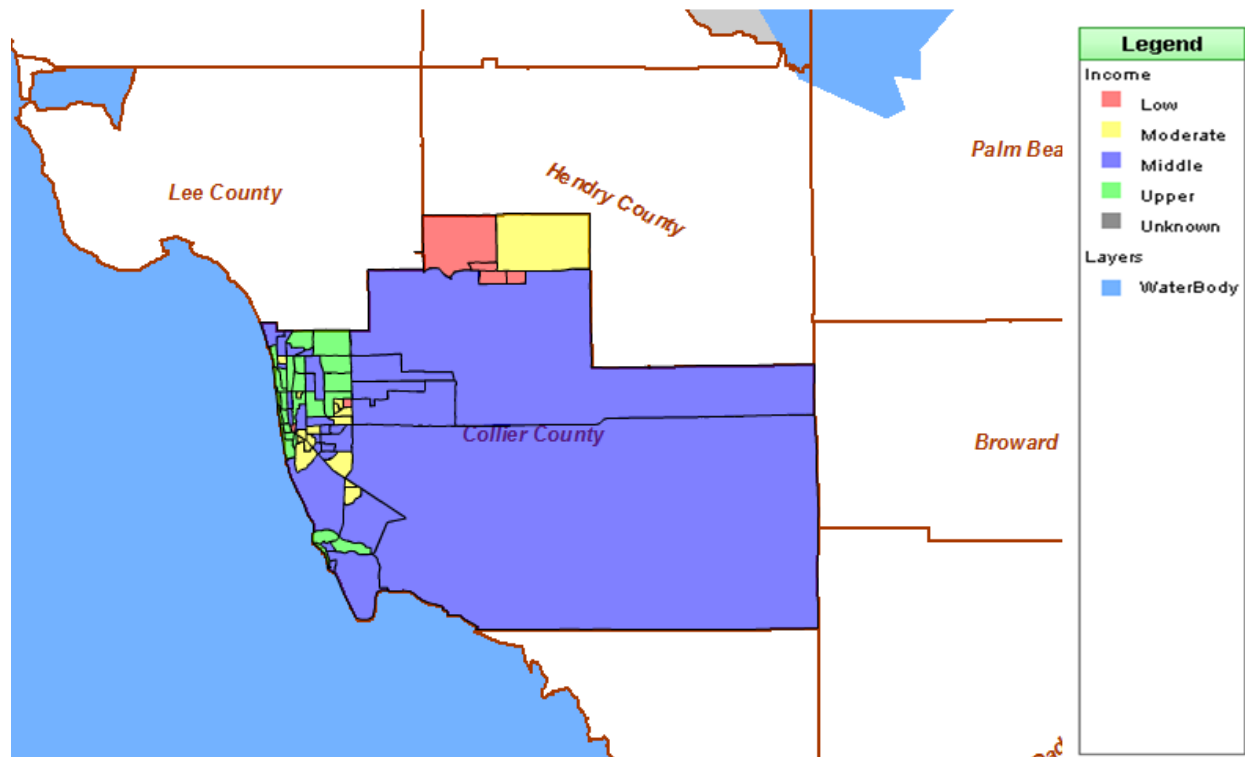
Jacksonville FL MSA #27260



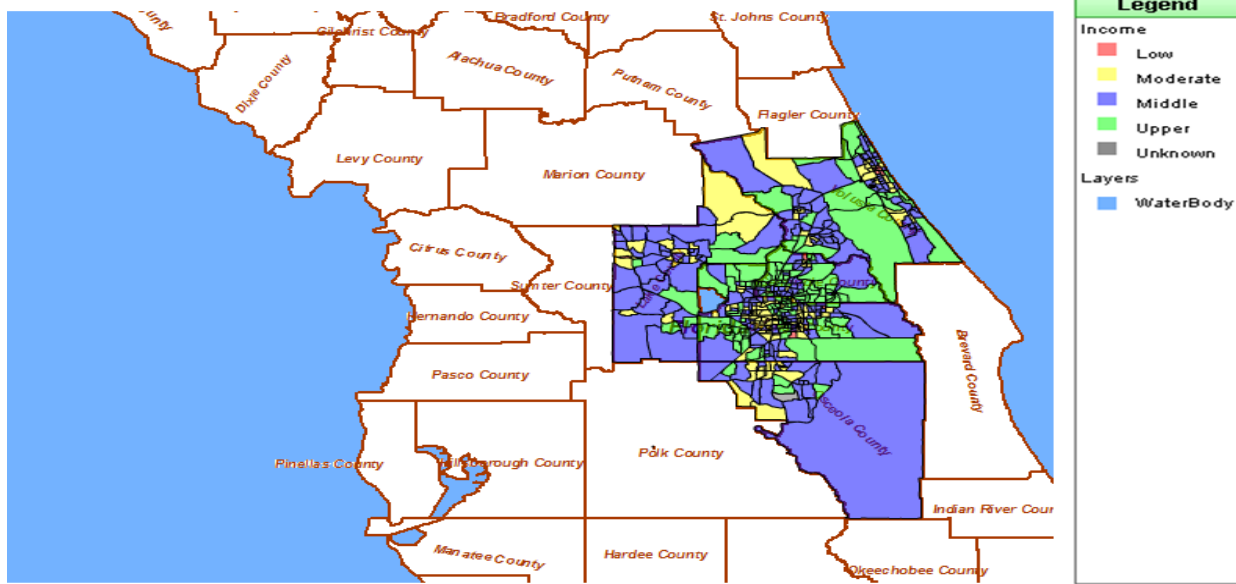
Lakeland-Winter Haven FL MSA #29460



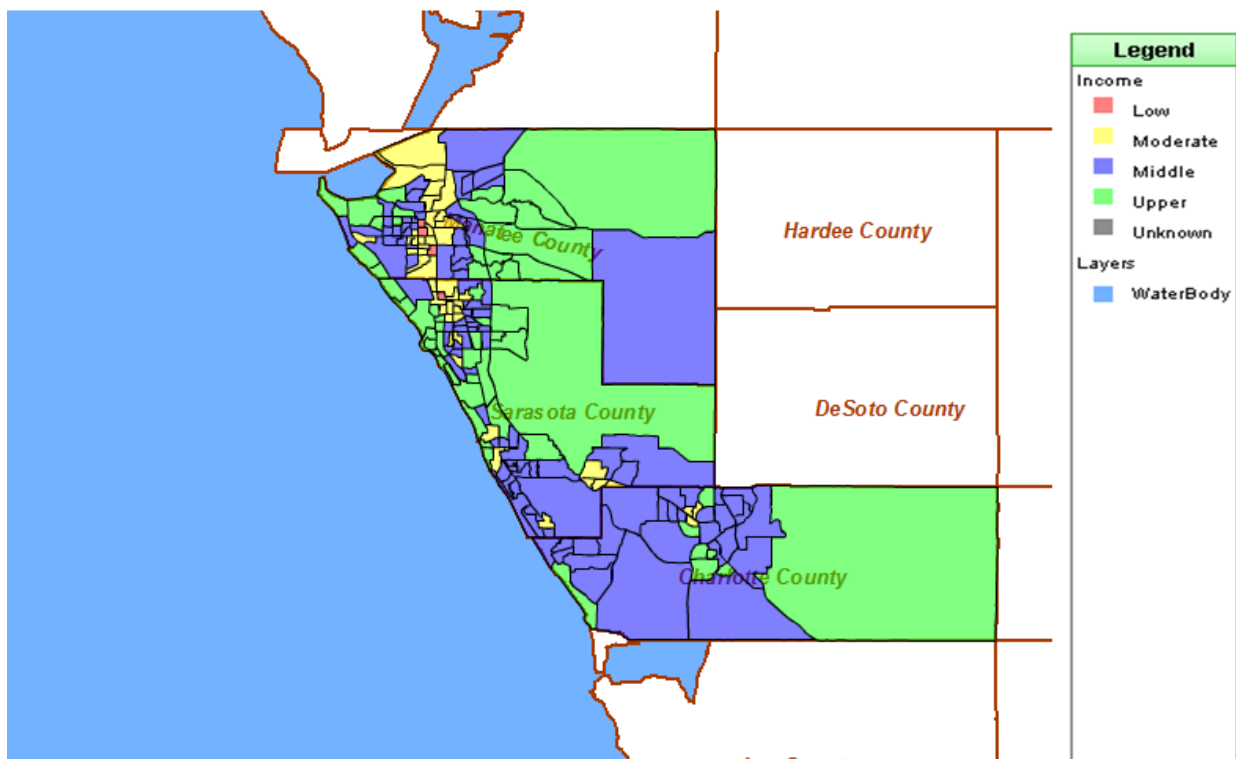
Naples-Marco Island FL MSA #34940



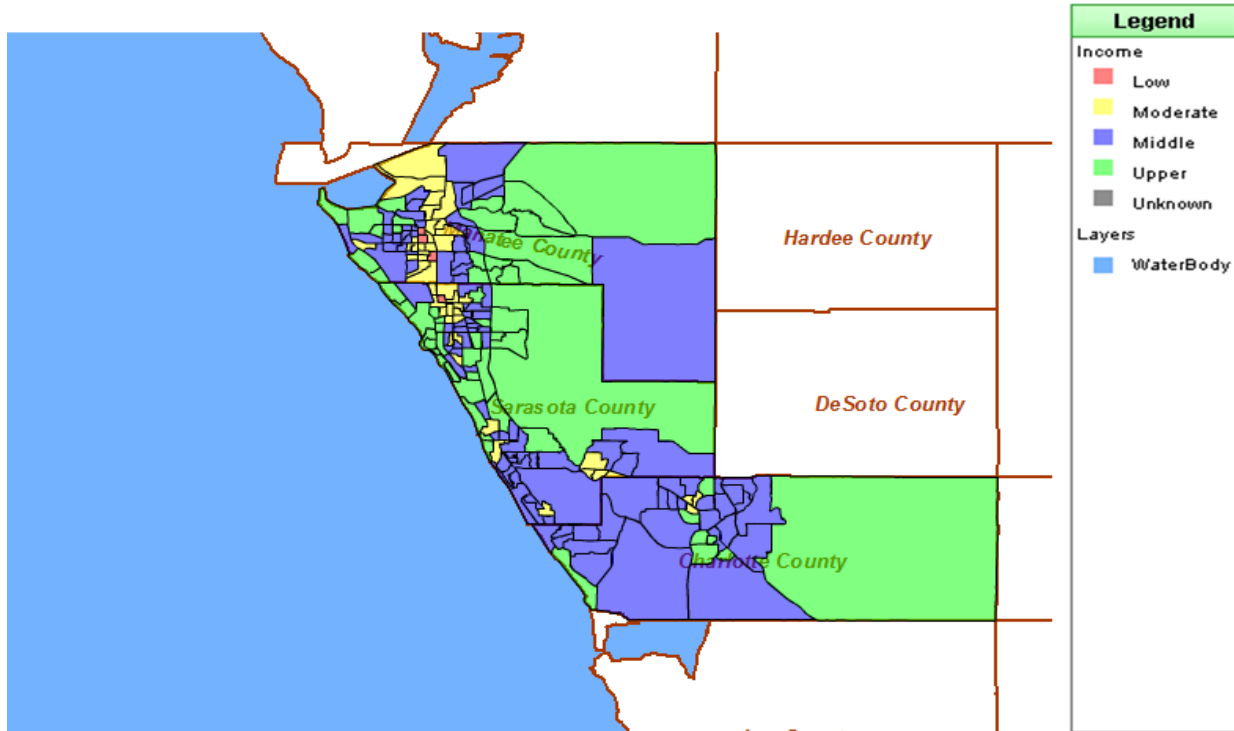
Orlando-Deltona-Daytona Beach FL CSA #422



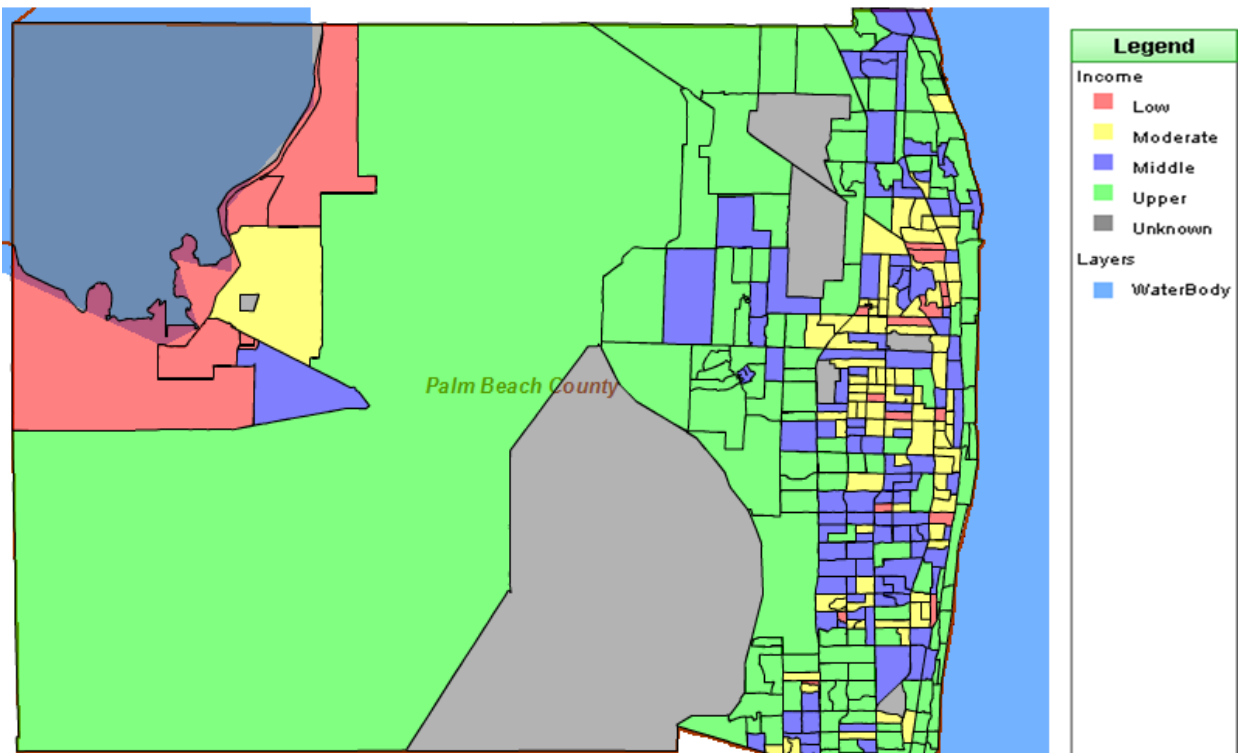
Sarasota-Bradenton-Punta Gorda FL CSA #494



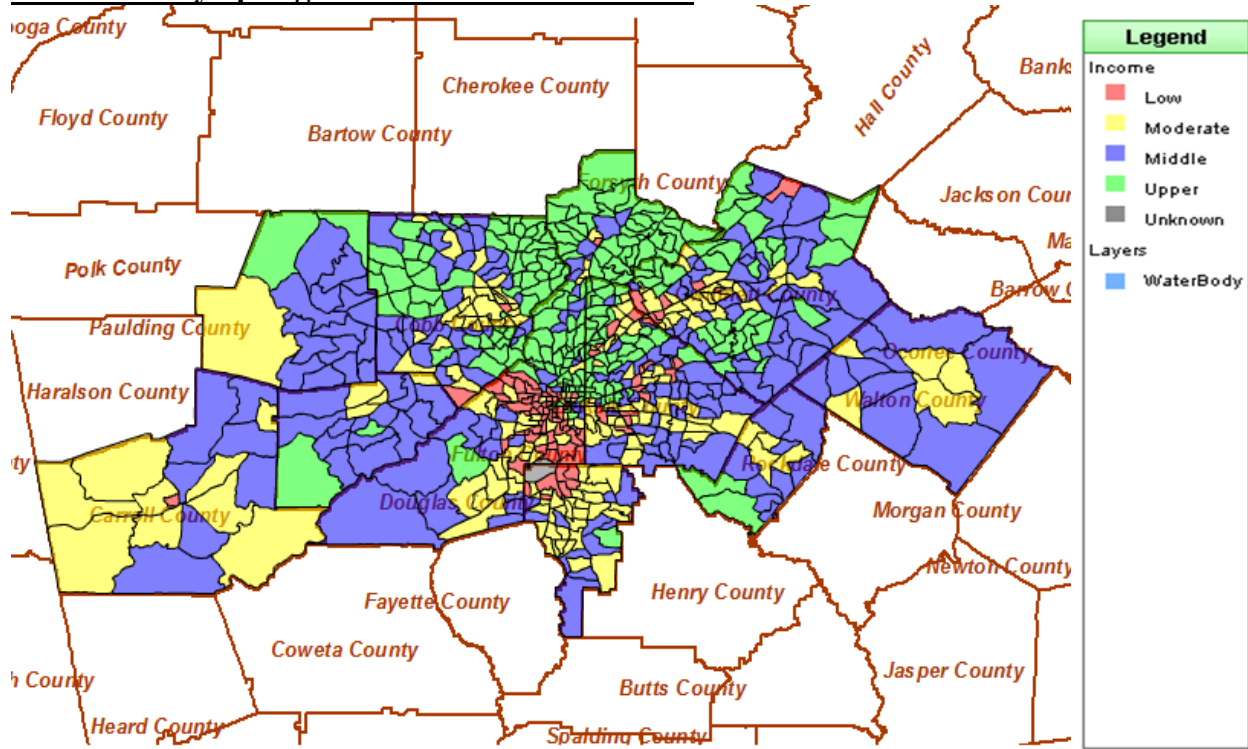
Tampa-St. Petersburg-Clearwater FL MSA #45300



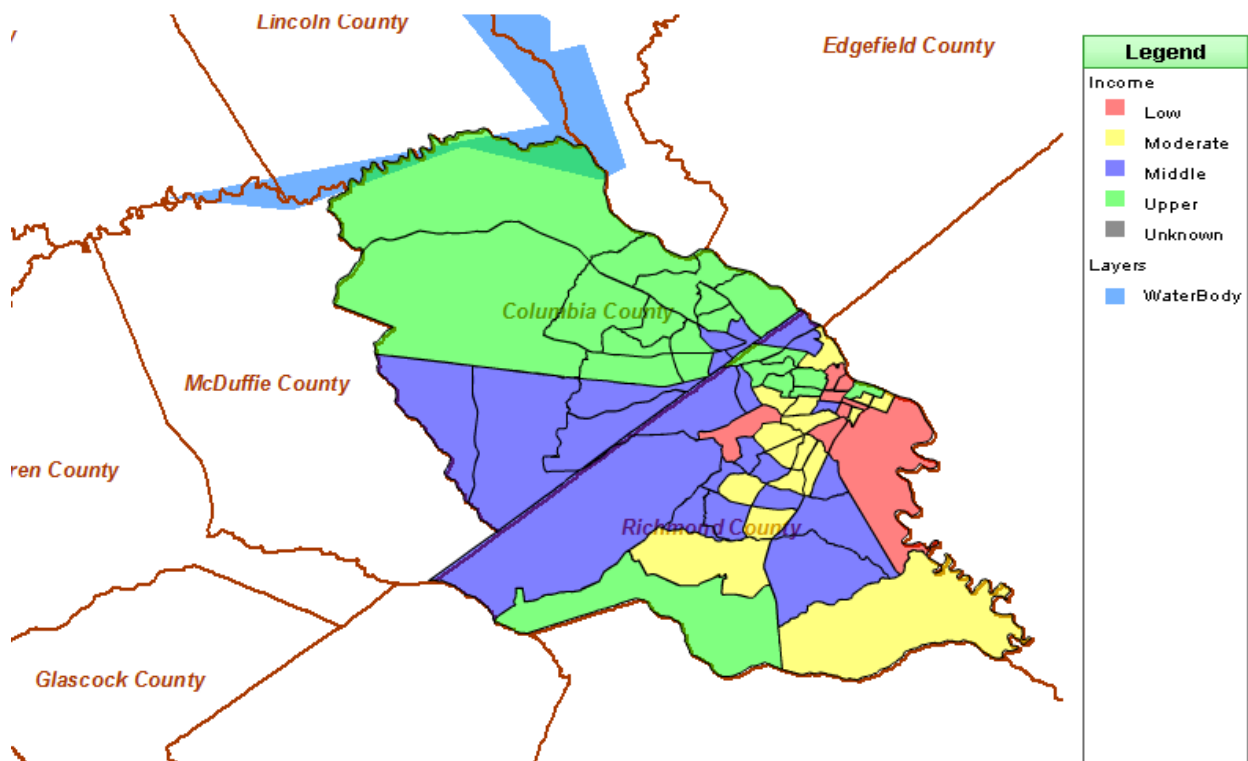
West Palm Beach-Boca Raton-Boynton Beach FL MD #48434



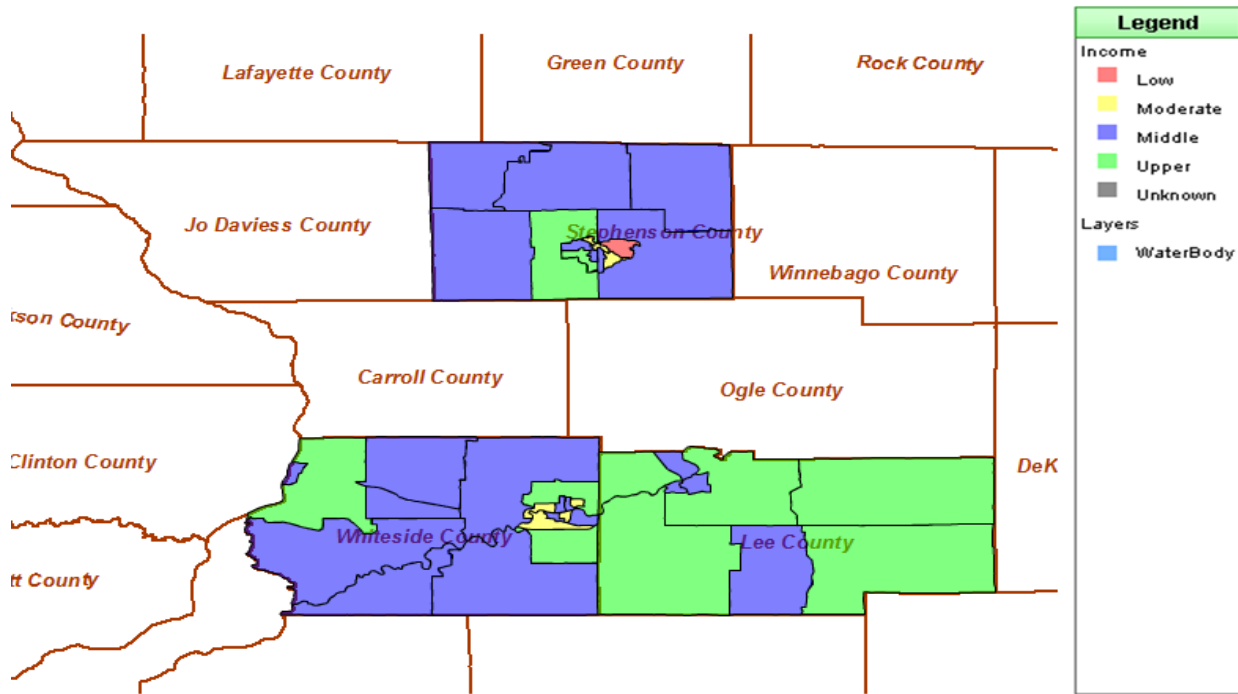
Atlanta-Sandy Springs-Marietta GA MSA #12060



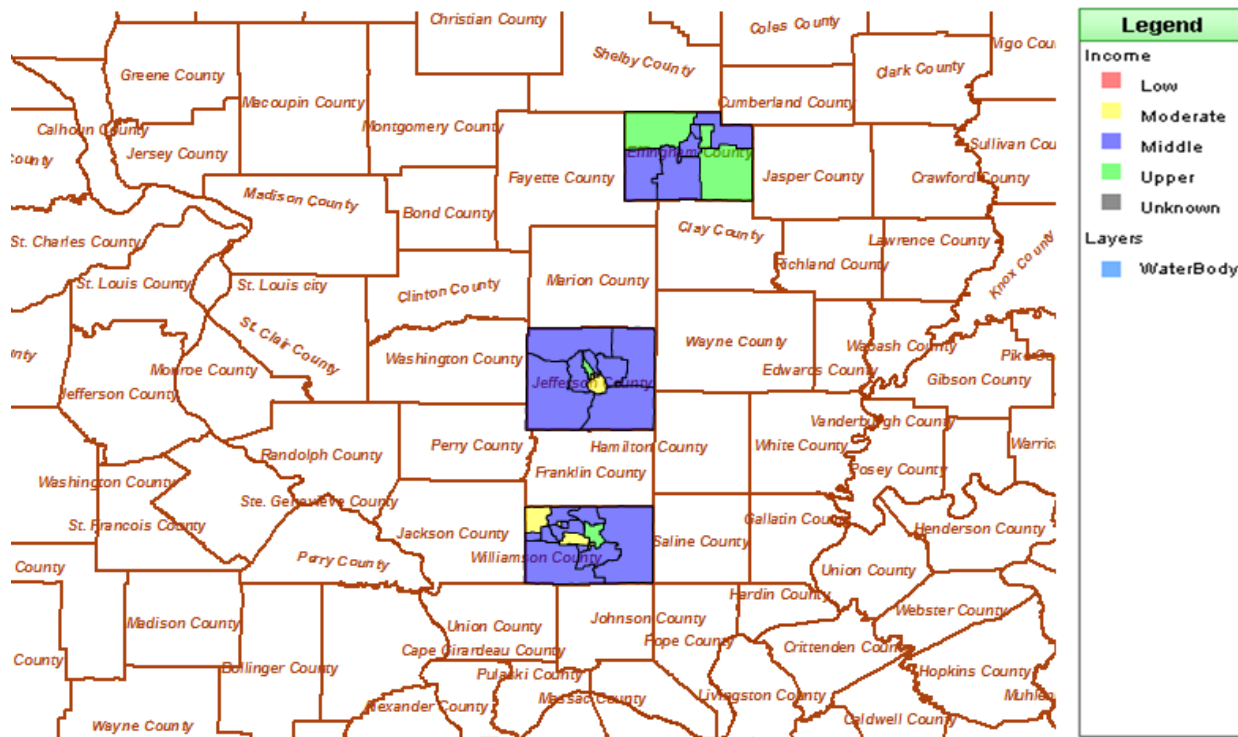
Augusta-Richmond County GA-SC MSA #12260



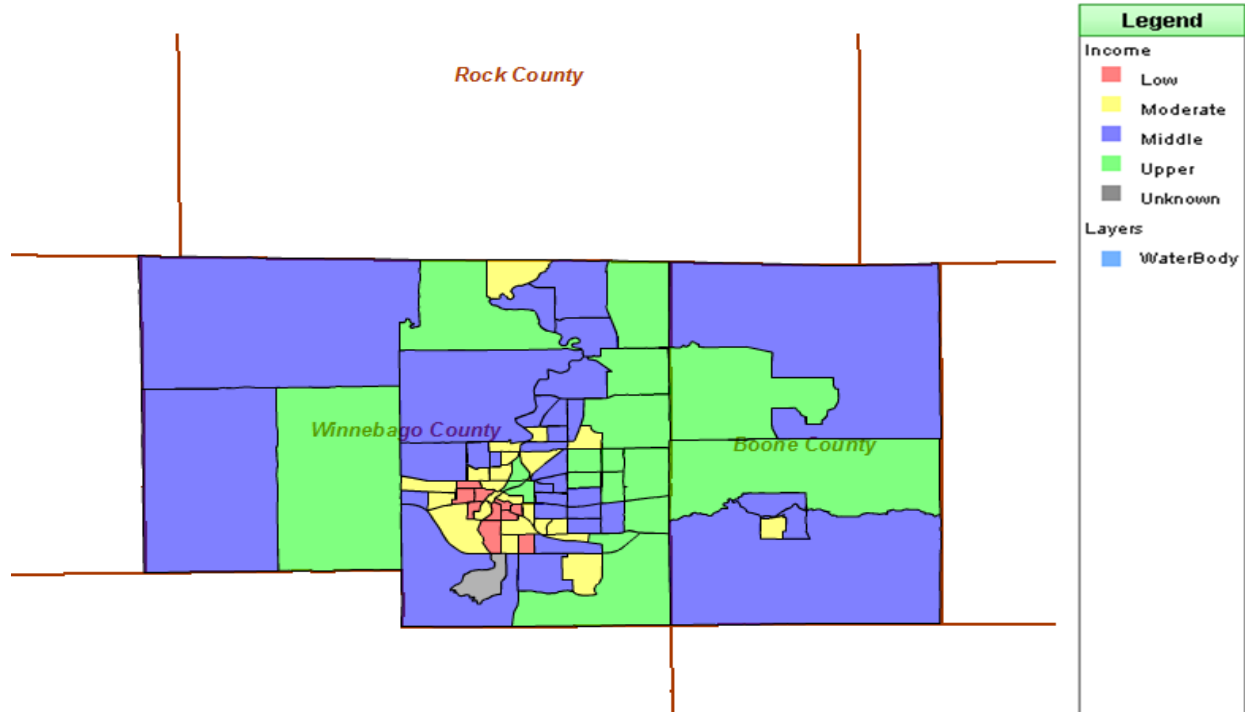
Non-metropolitan Northern Illinois



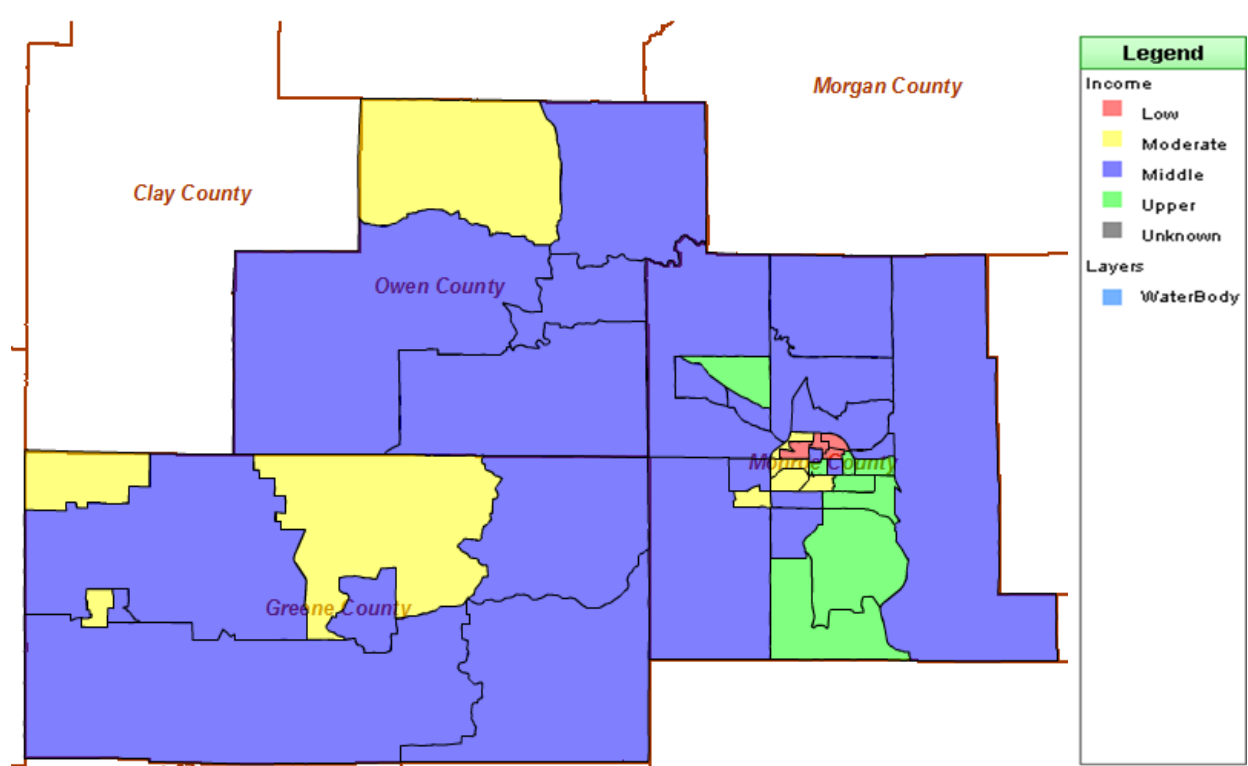
Non-metropolitan Southern Illinois



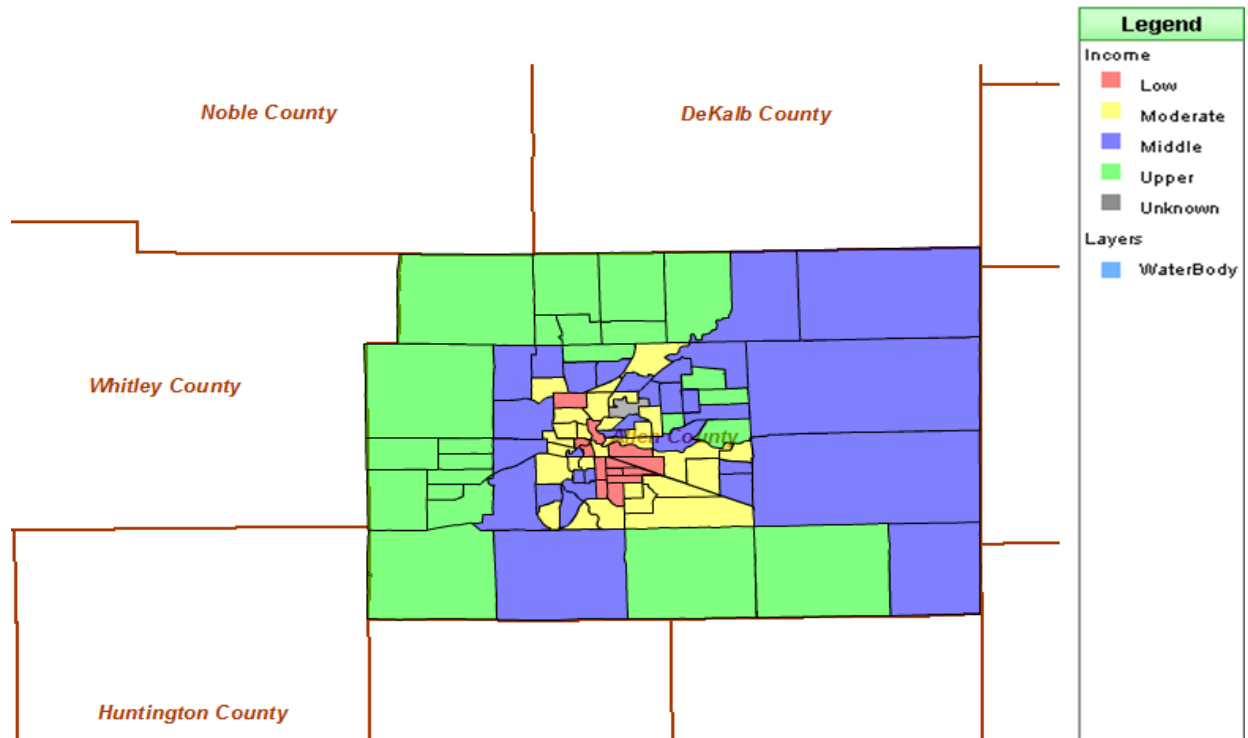
Rockford ILMSA #40420



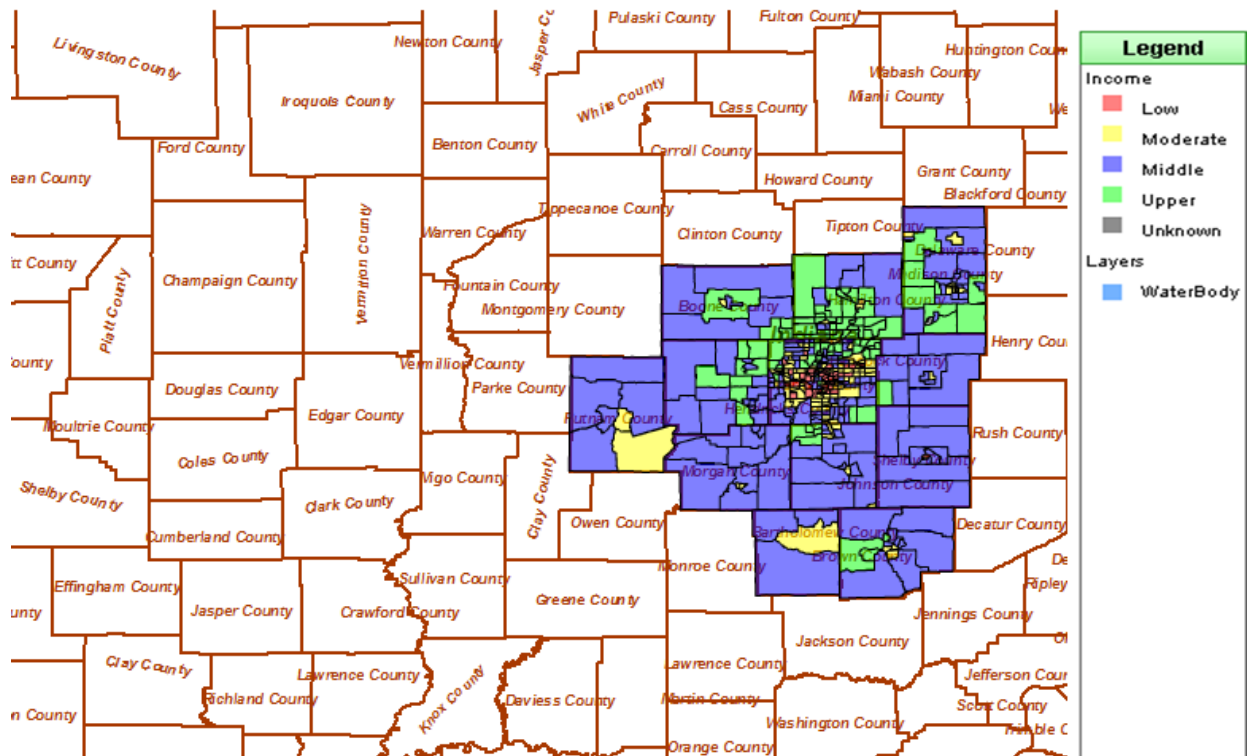
Bloomington IN MSA #14020



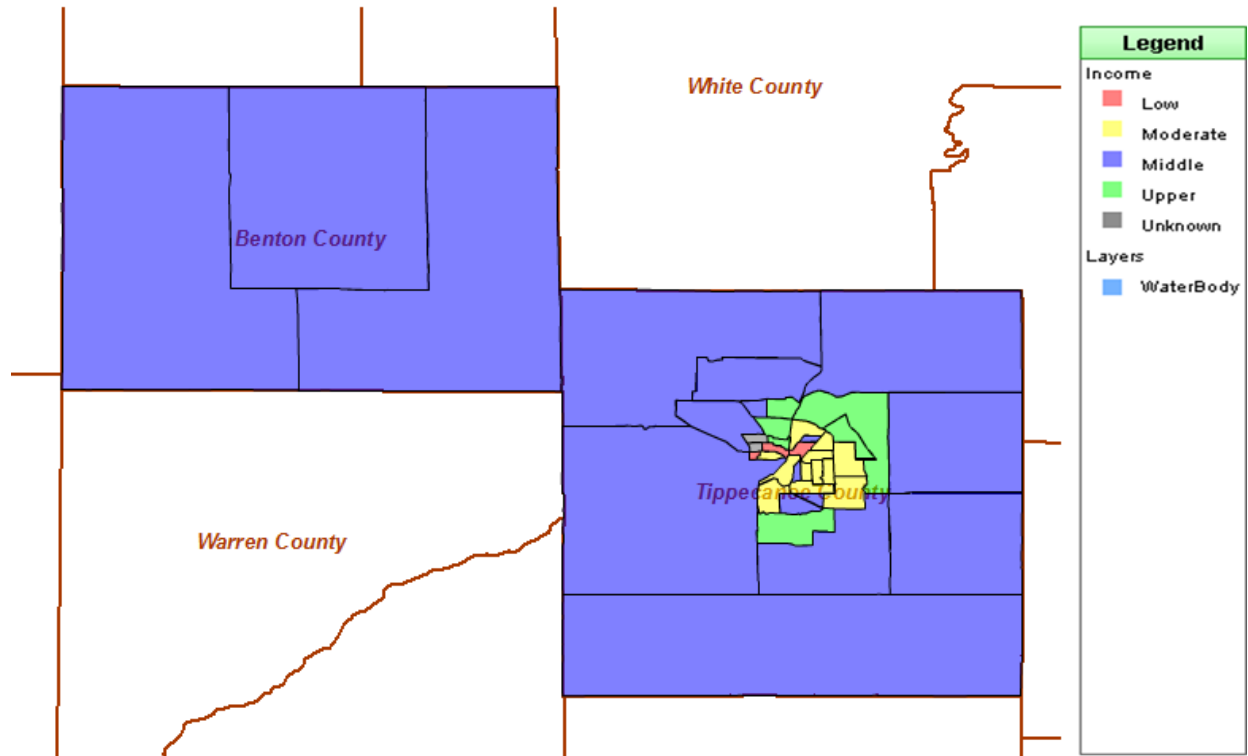
Fort Wayne IN MSA #23060



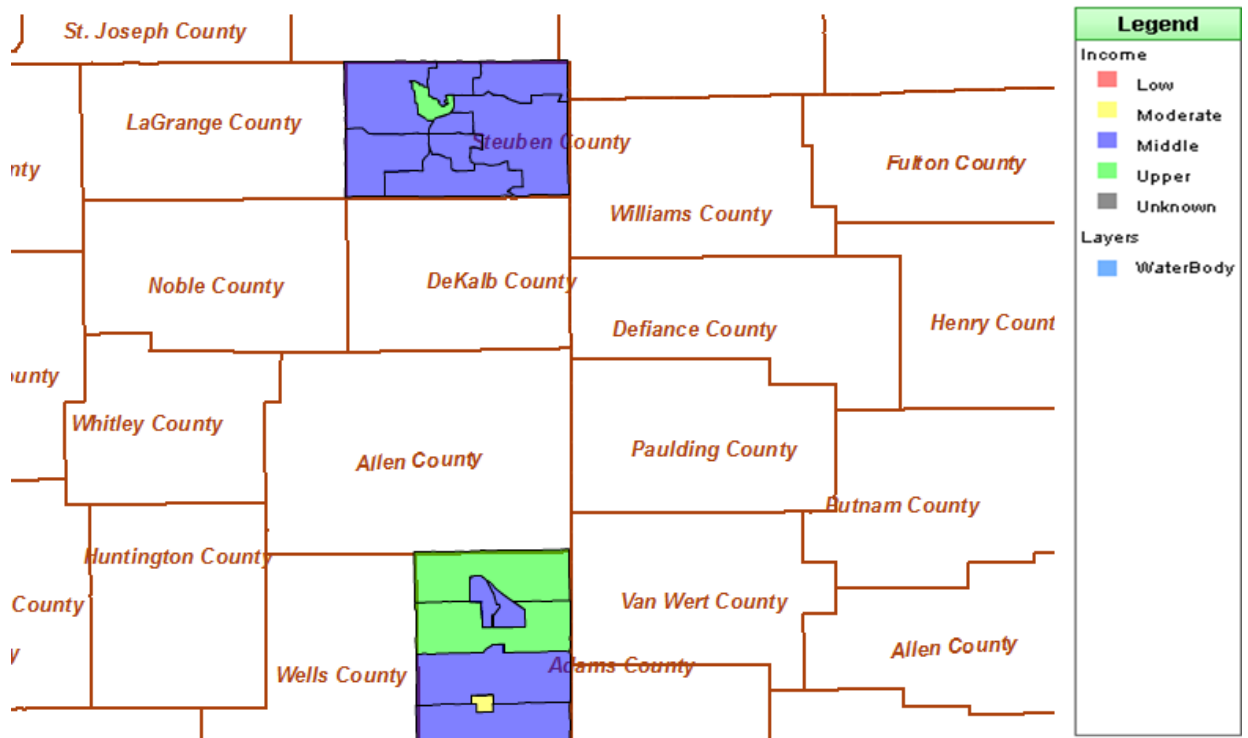
Indianapolis-Anderson-Columbus IN CSA #294



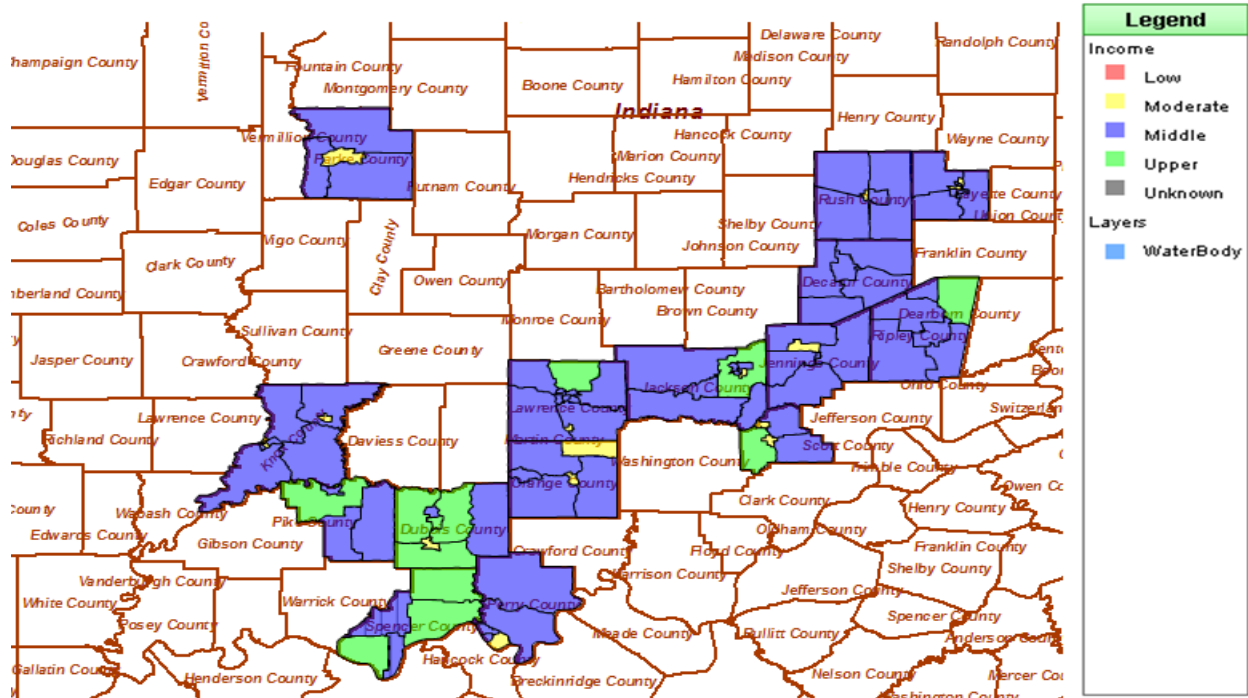
Lafayette IN MSA #29140



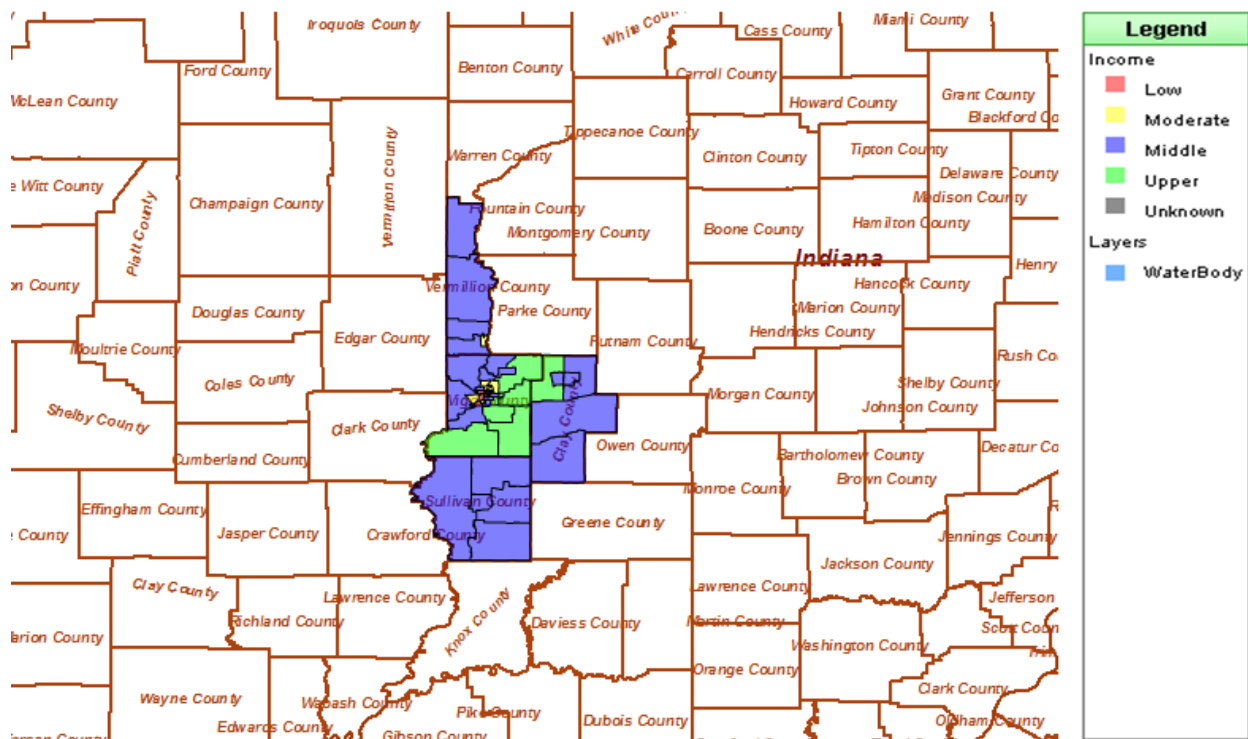
Non-metropolitan Northern Indiana



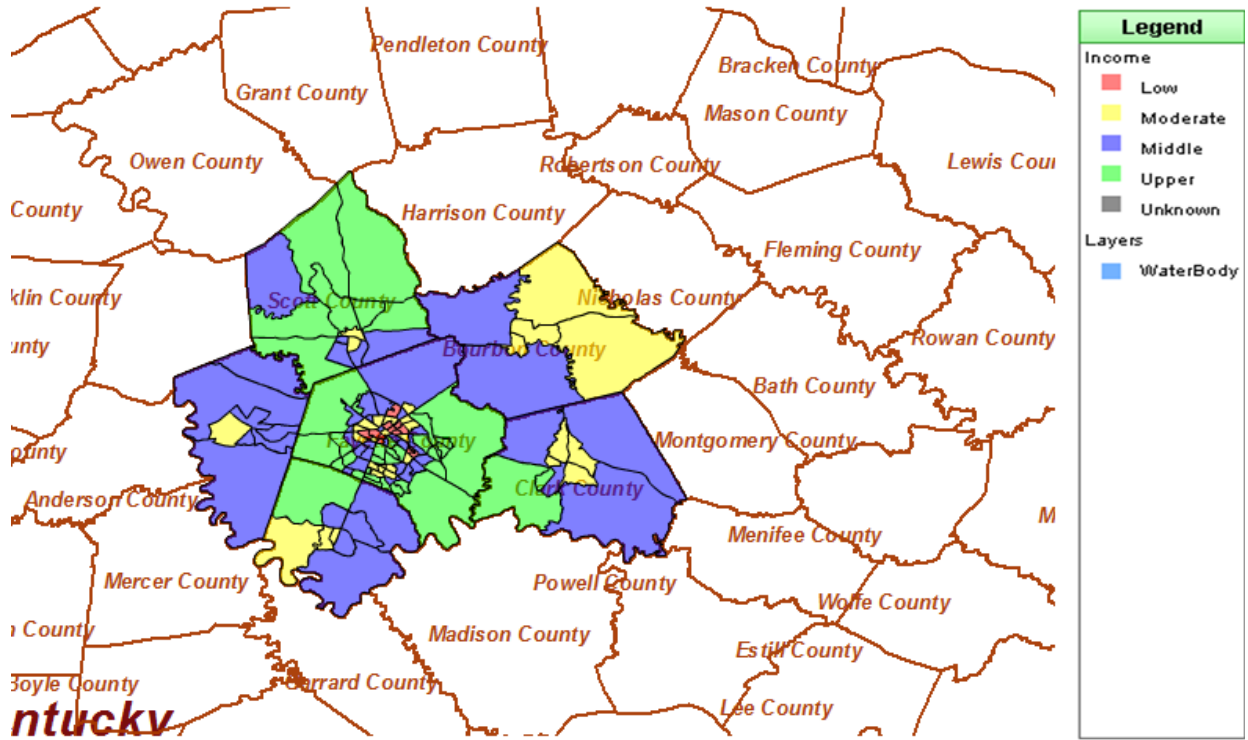
Non-metropolitan Southern Indiana



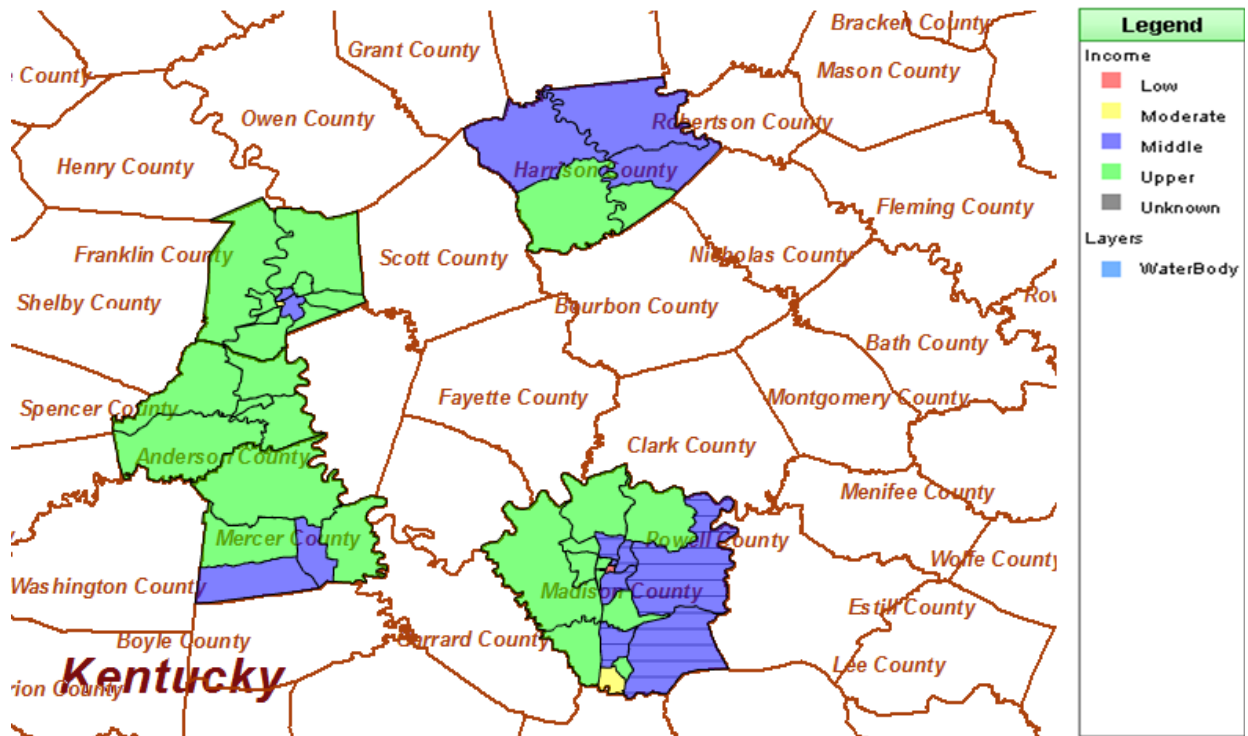
Terre Haute IN MSA #45460



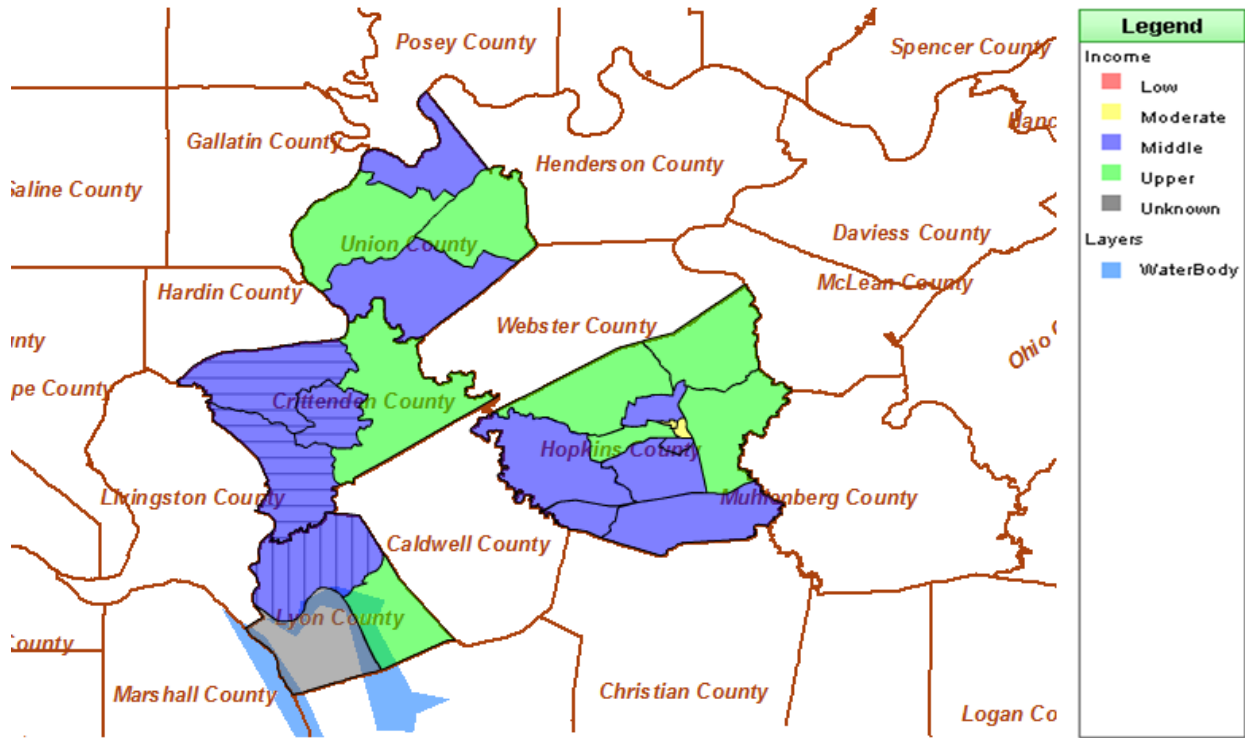
Lexington-Fayette KY MSA #30460



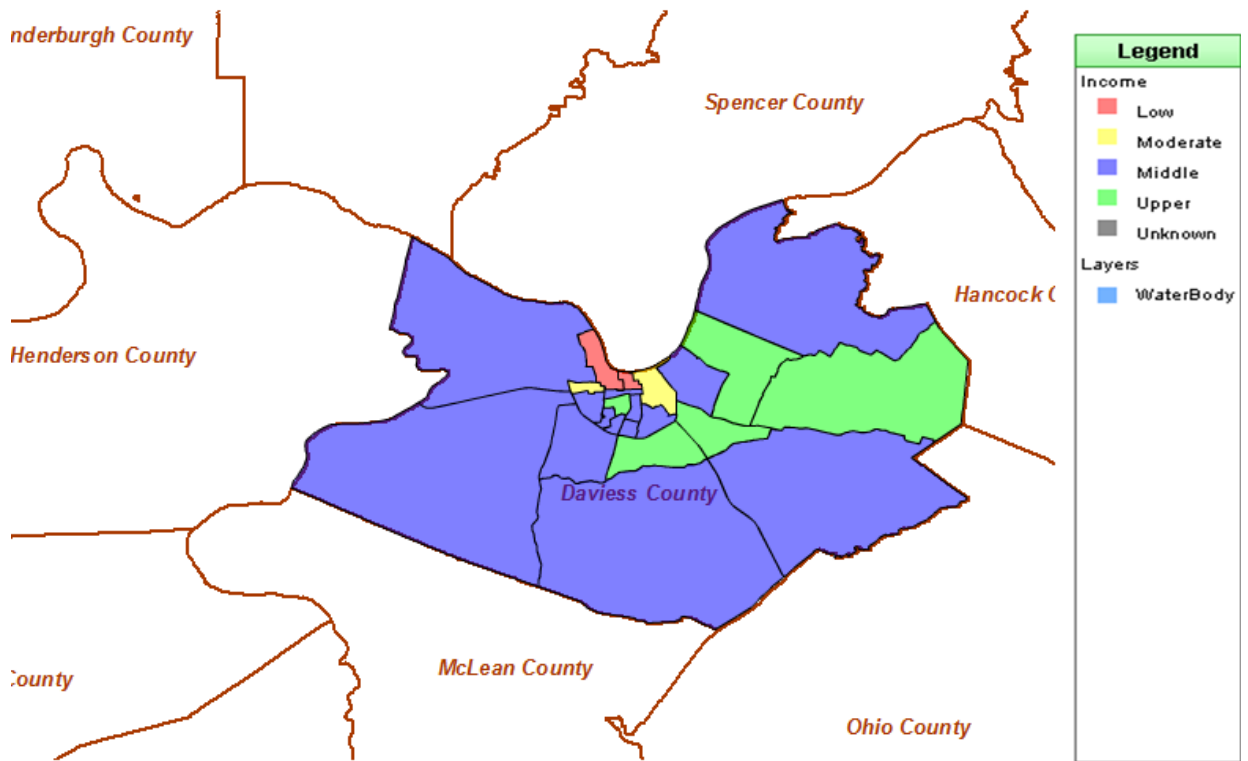
Non-metropolitan Eastern Kentucky



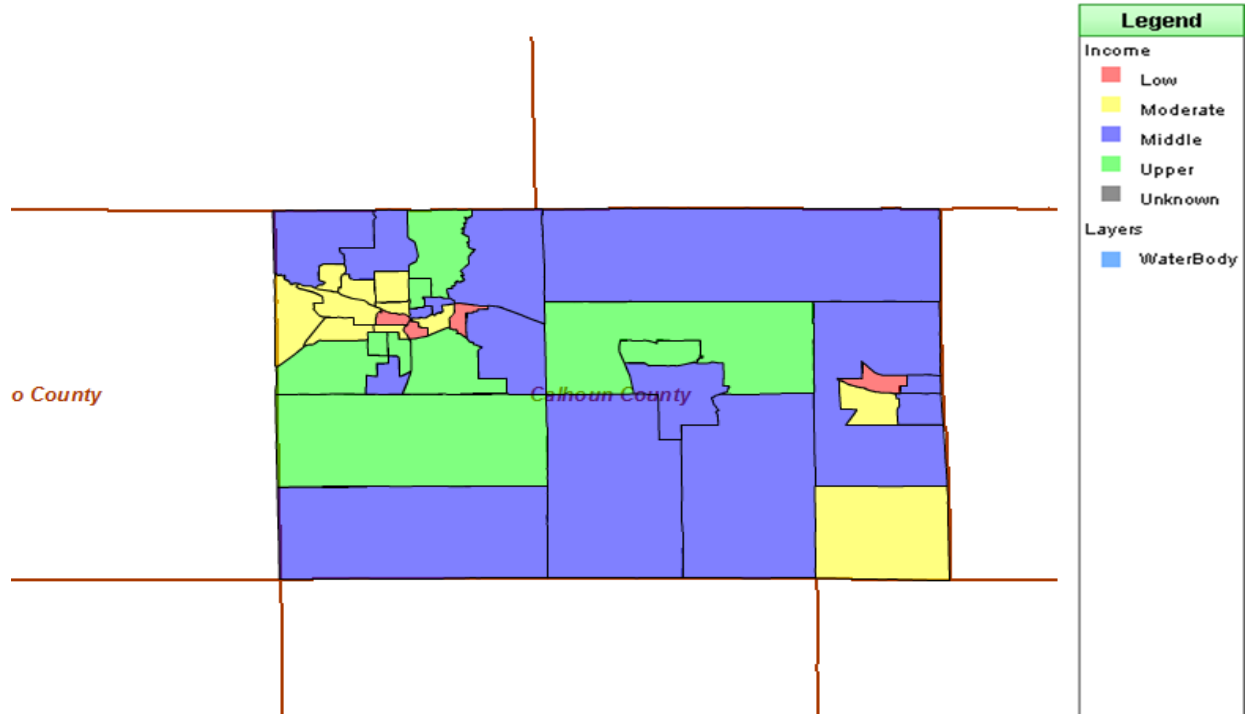
Non-metro Western Kentucky



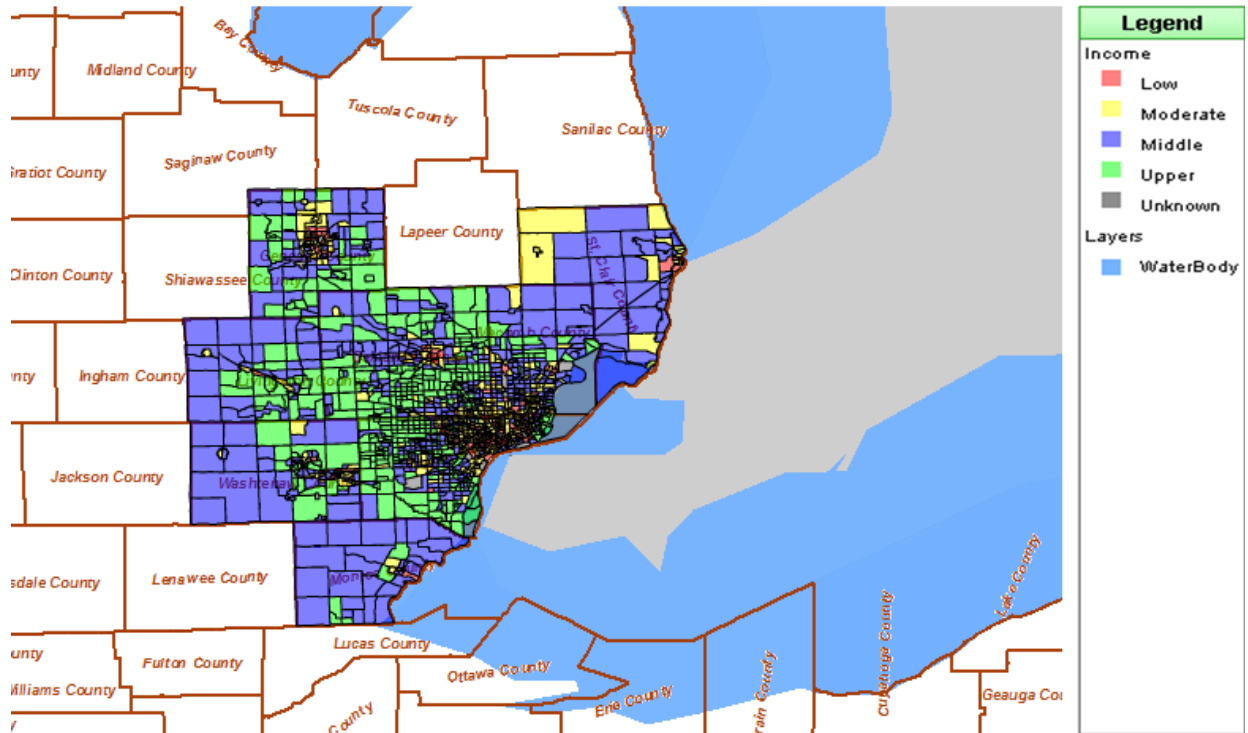
Owensboro KY MSA #36980



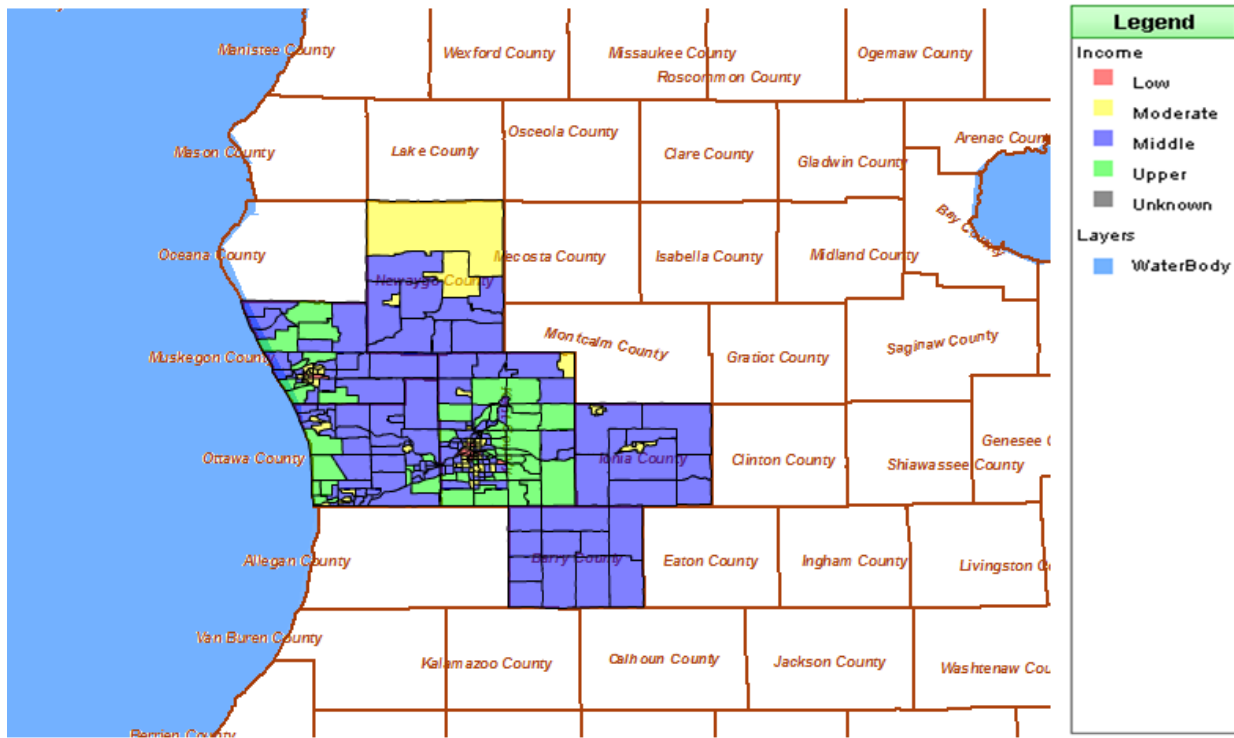
Battle Creek MI MSA #12980



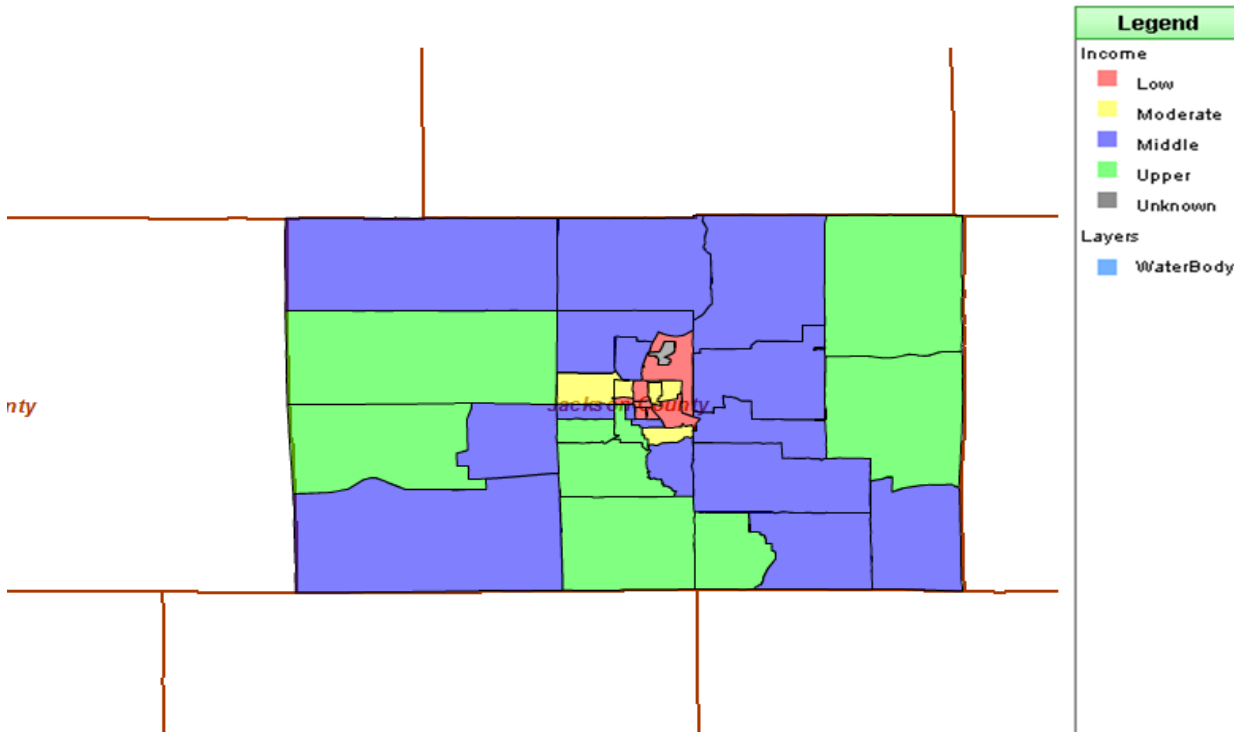
Detroit-Warren-Flint MI CSA #220



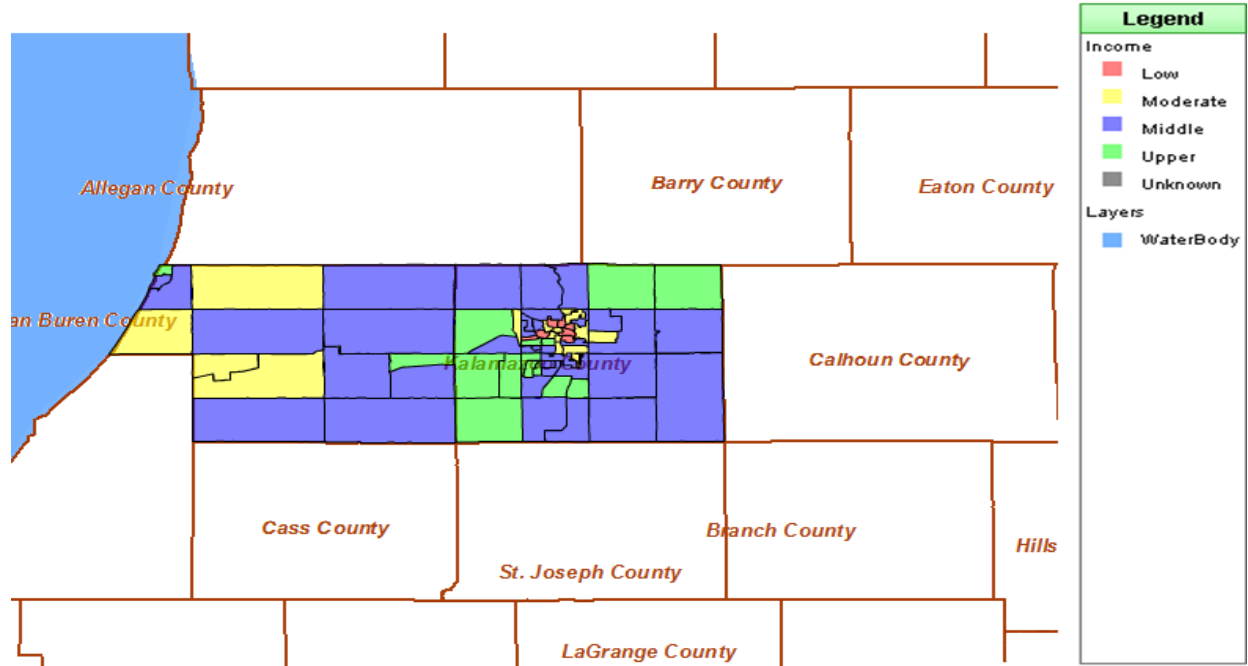
Grand Rapids-Muskegon-Holland MI CSA #266



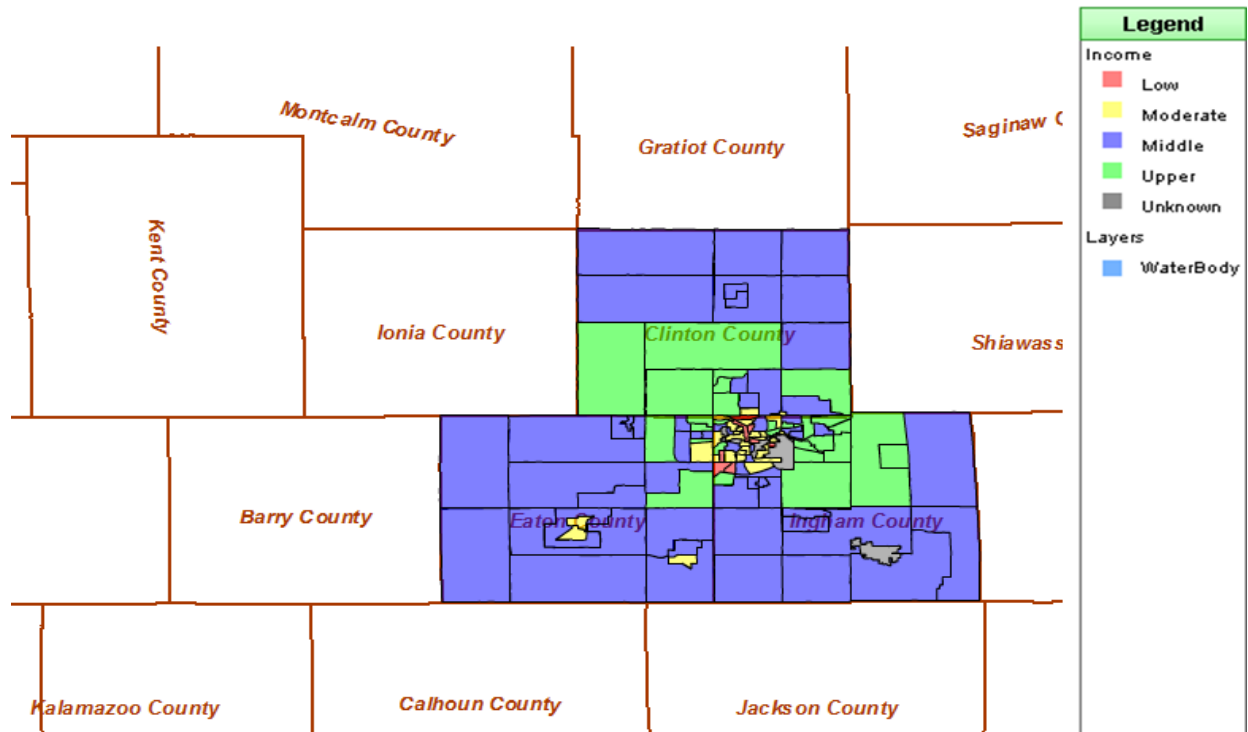
Jackson MI MSA #27100



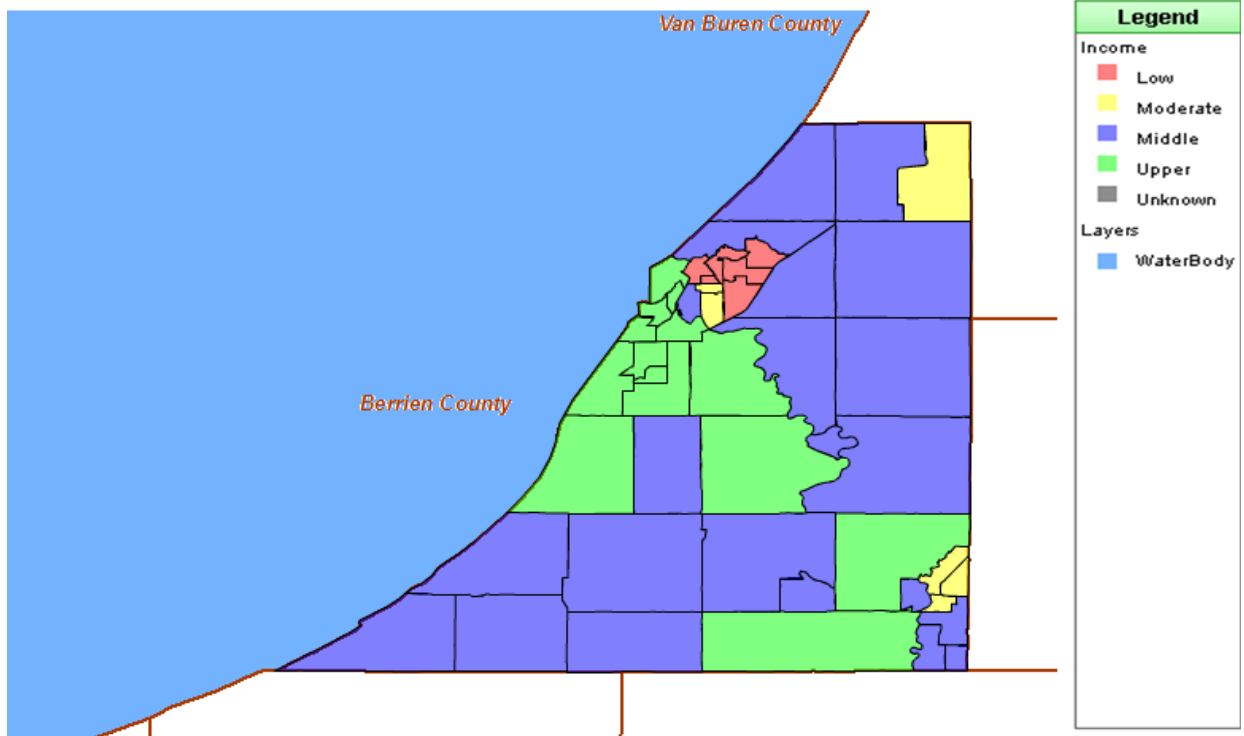
Kalamazoo-Portage MI MSA #28020



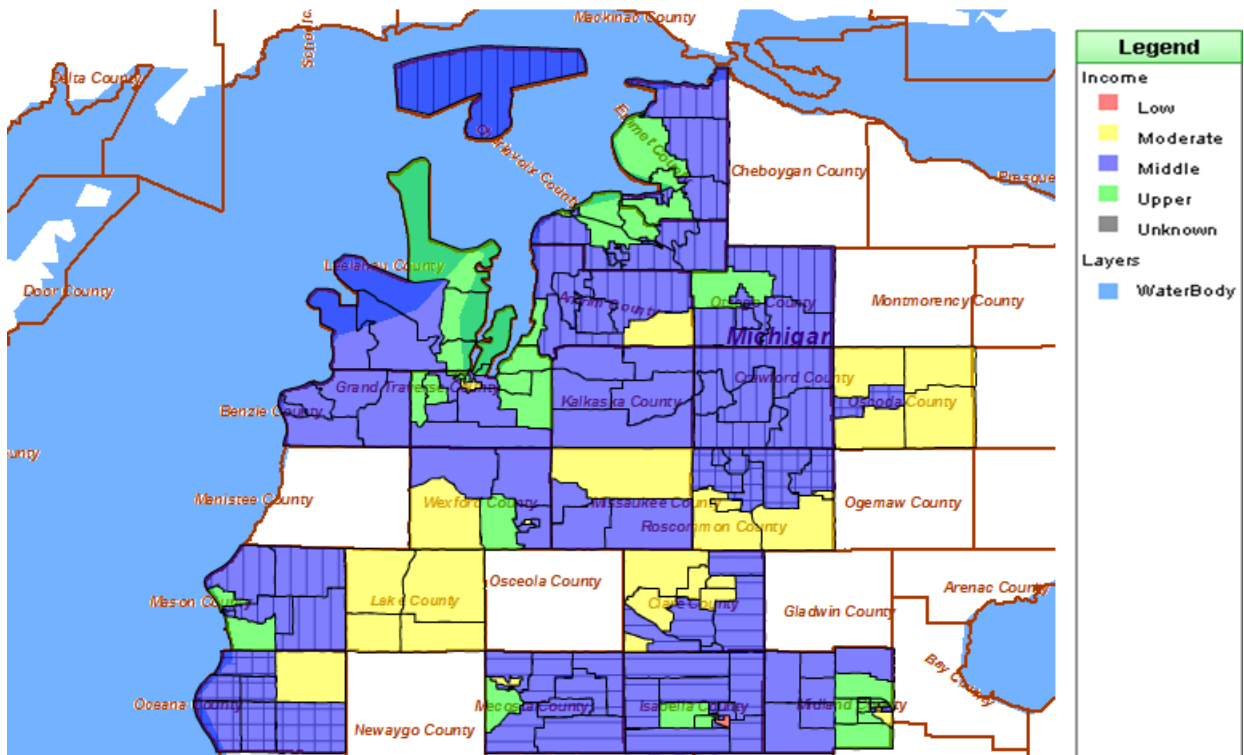
Lansing-East Lansing MI MSA #29620



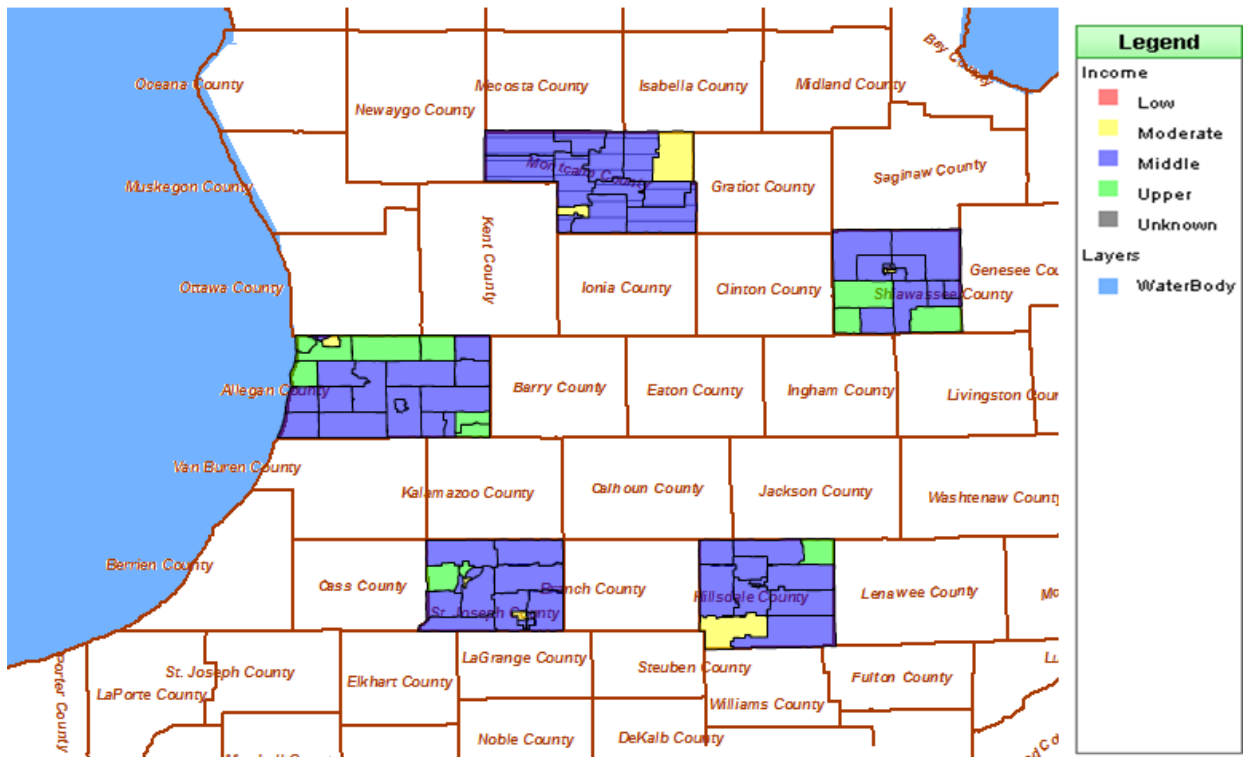
Niles-Benton Harbor MI MSA #35660



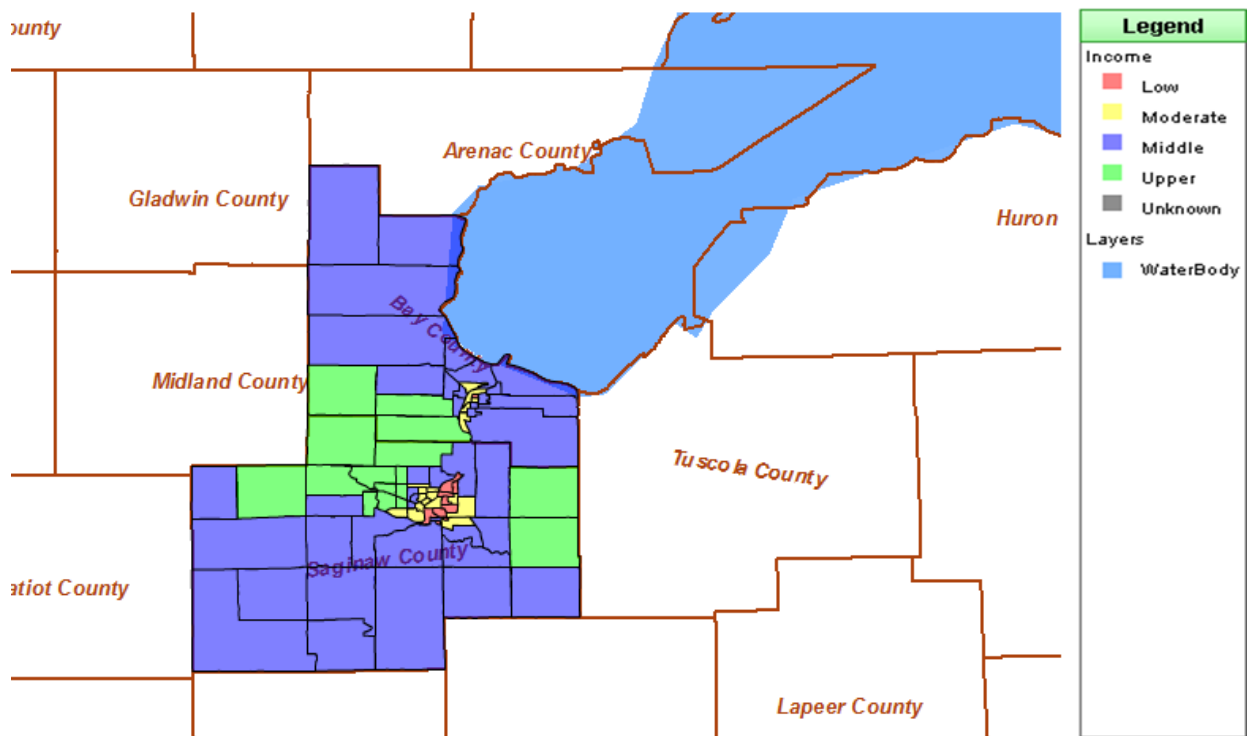
Non-metropolitan Northern Michigan



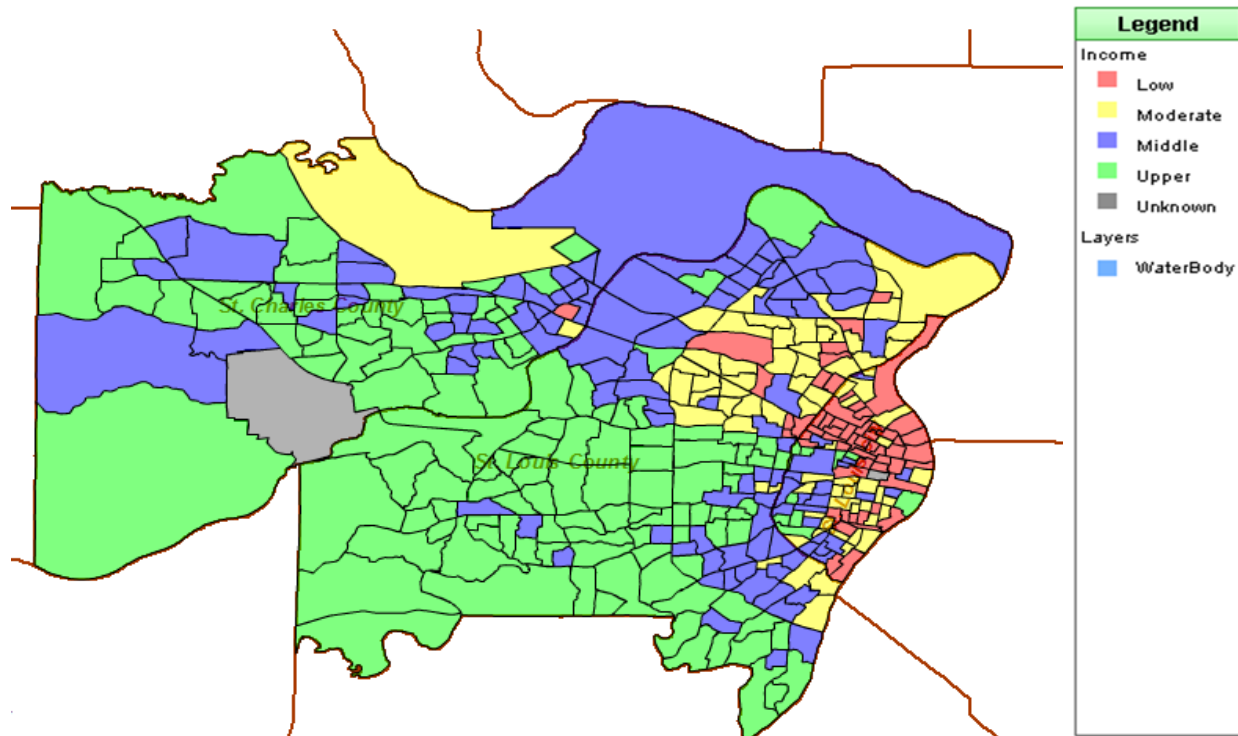
Non-metropolitan Southern Michigan



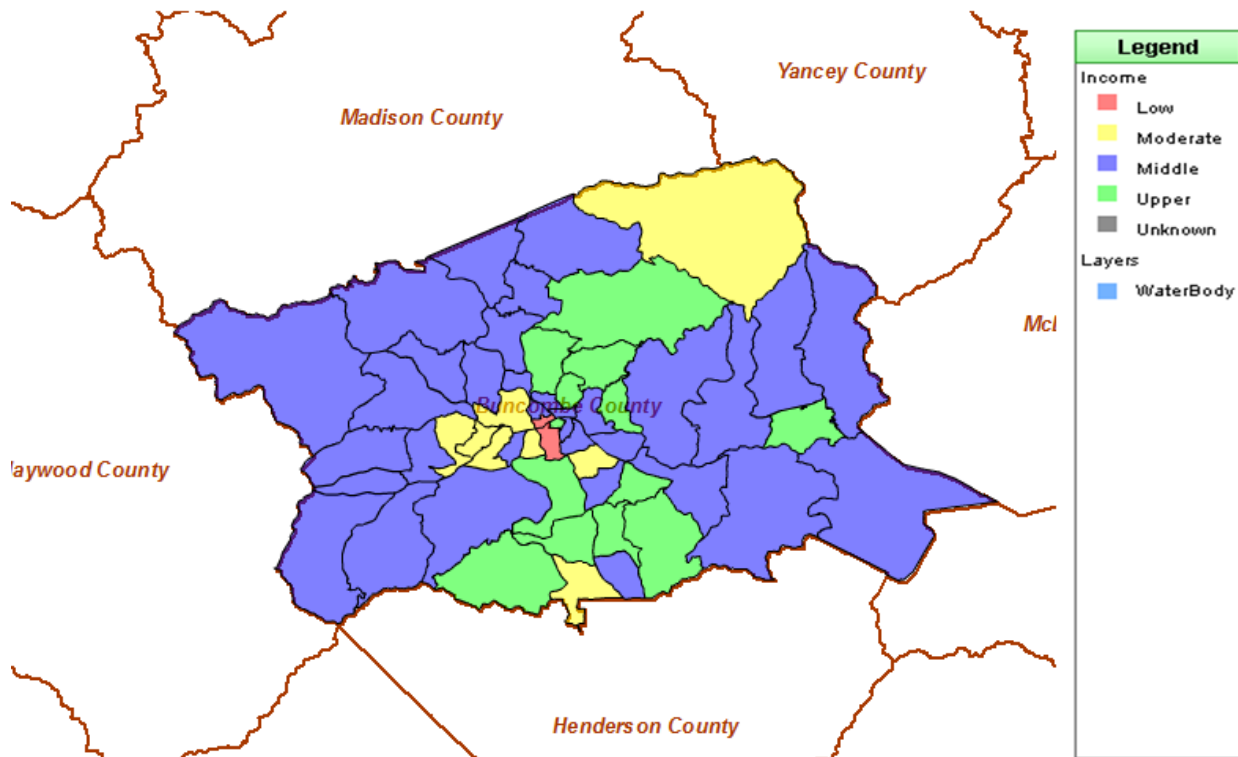
Saginaw-Bay City-Saginaw Township North MI CSA #474



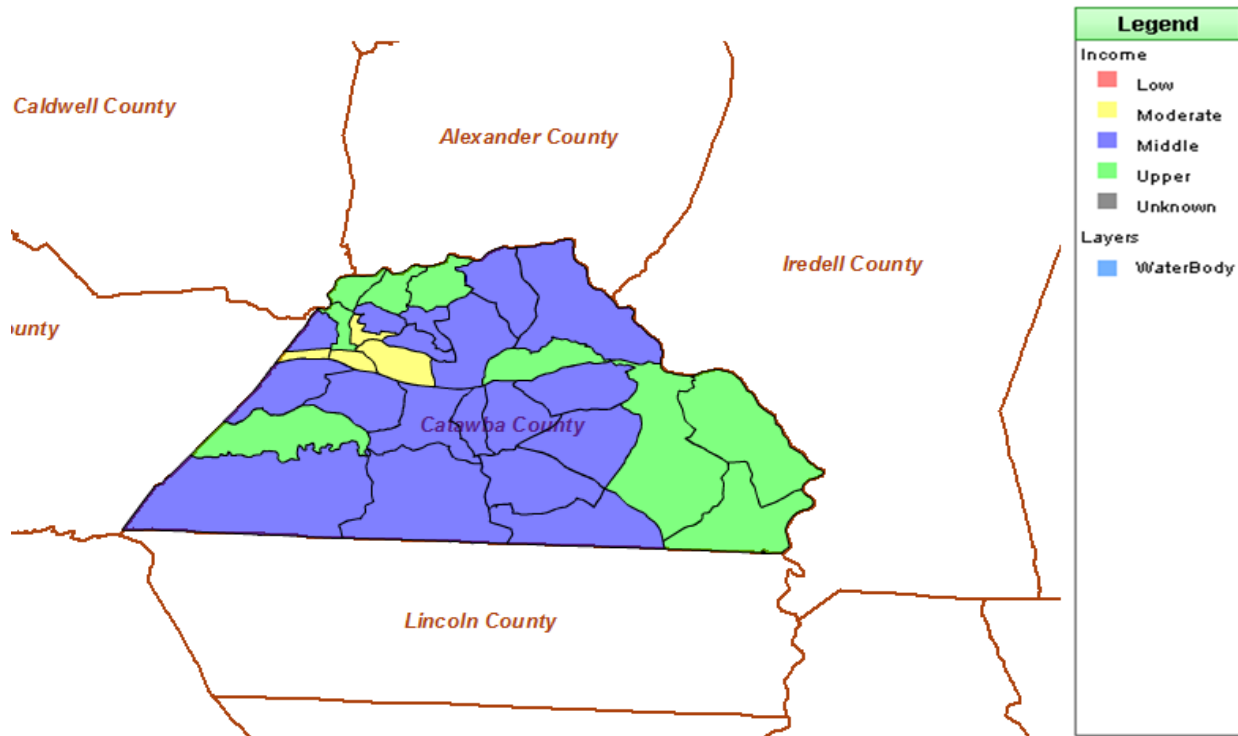
St. Louis MO MSA #41180



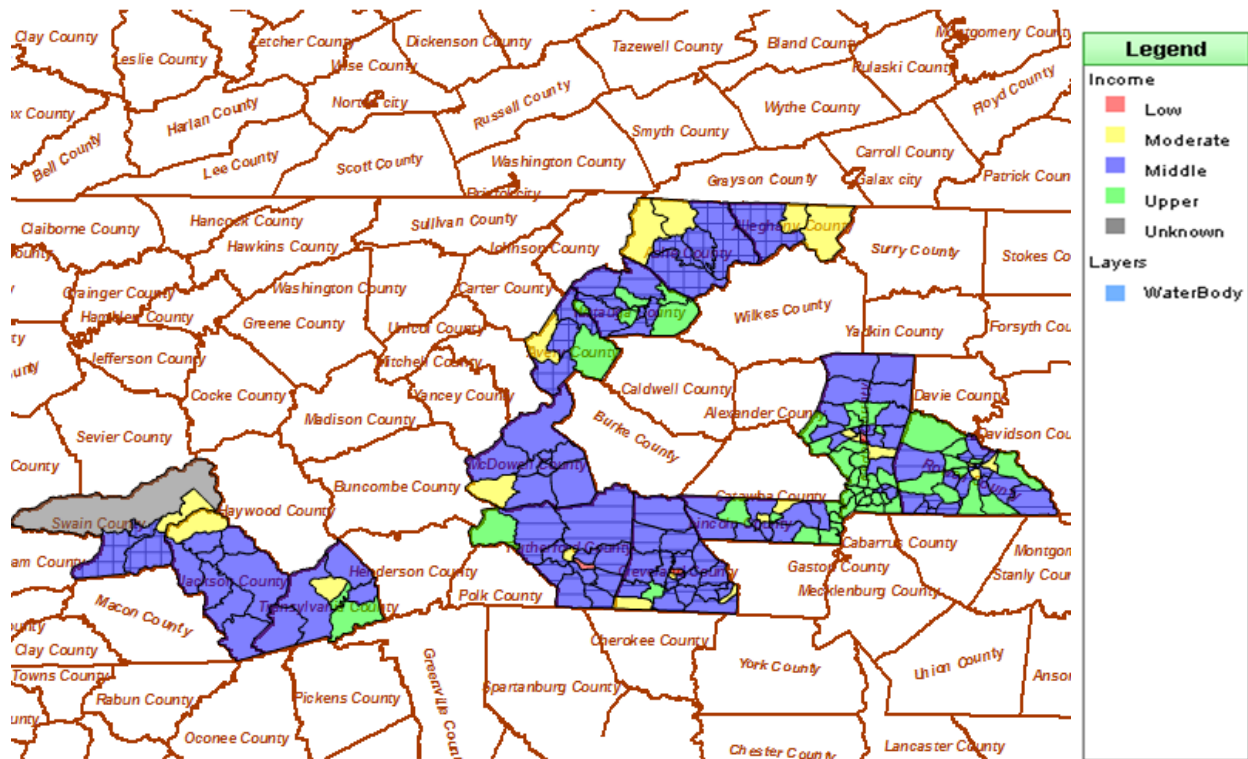
Asheville NC MSA #11700



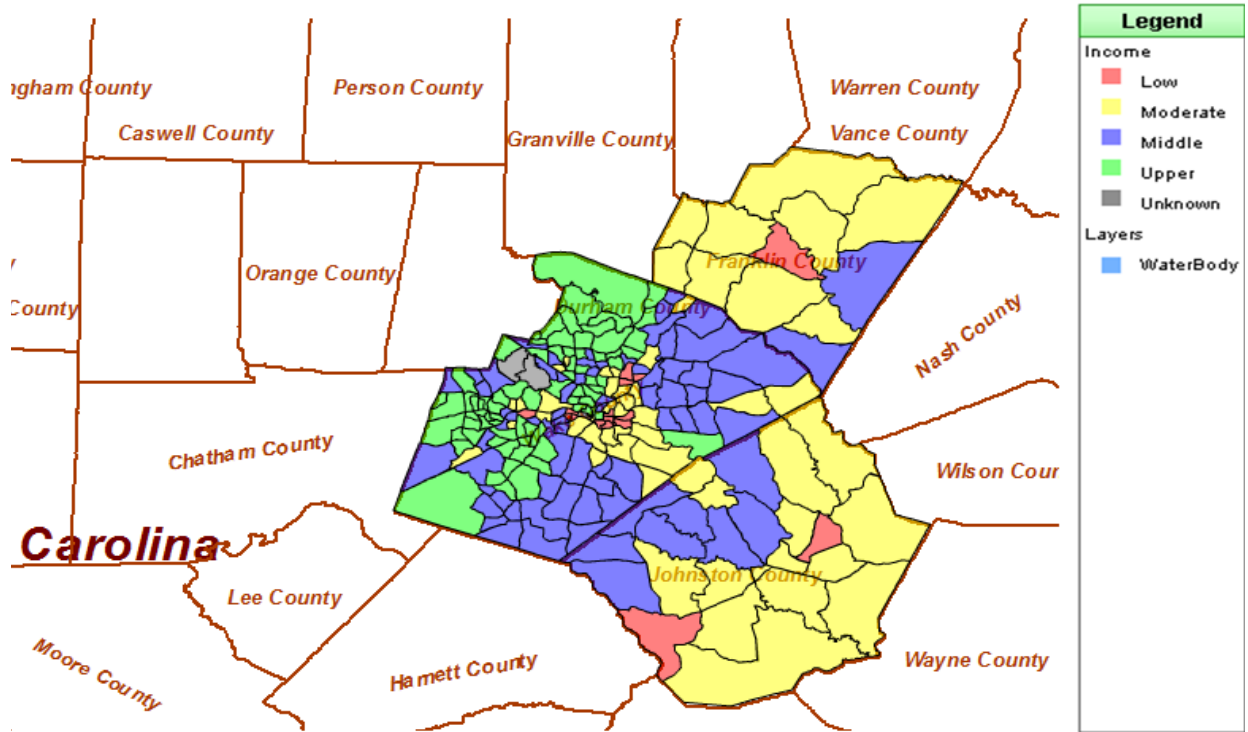
Hickory-Lenoir-Morganton NC MSA #25860



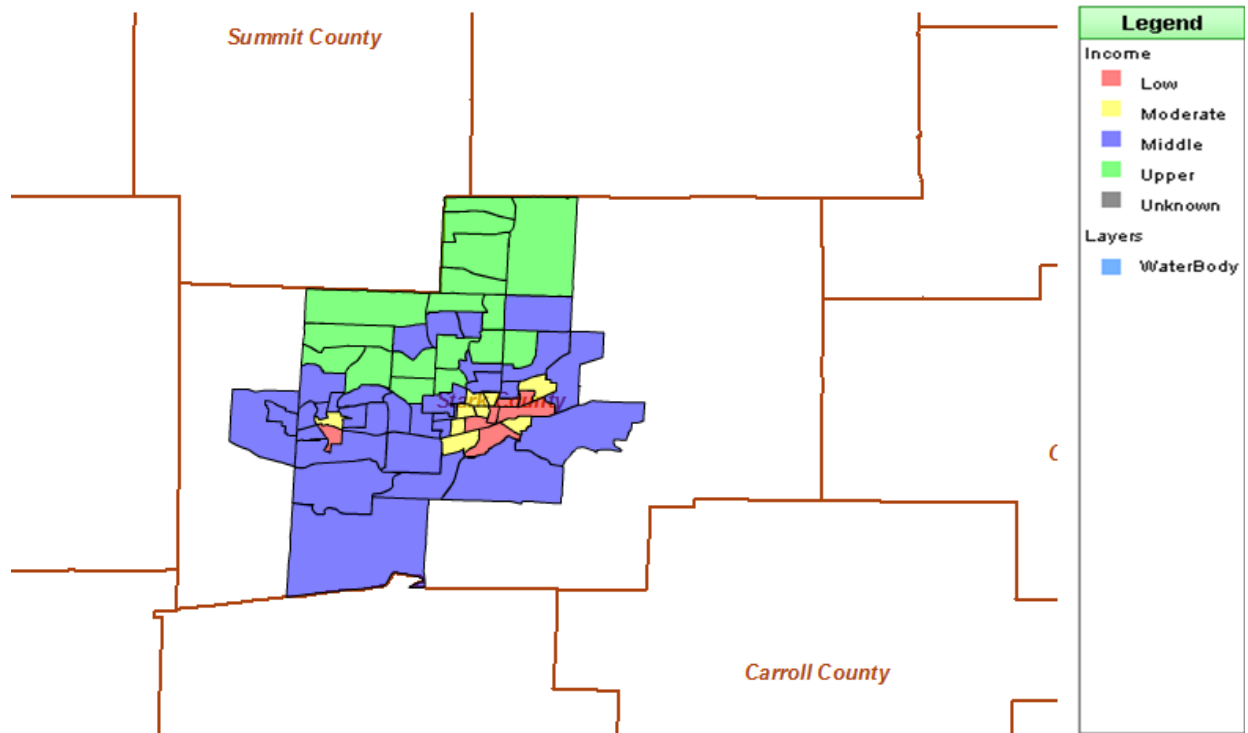
Non-metropolitan North Carolina



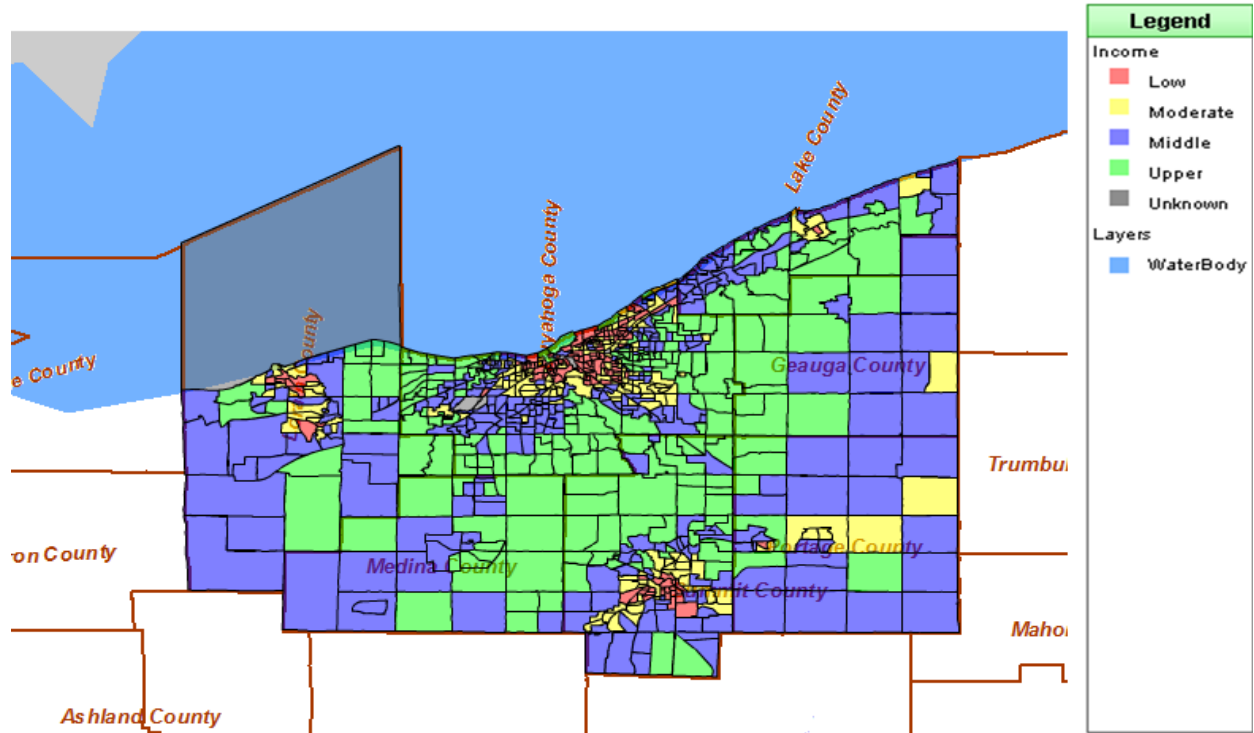
Raleigh-Cary NC MSA #39580



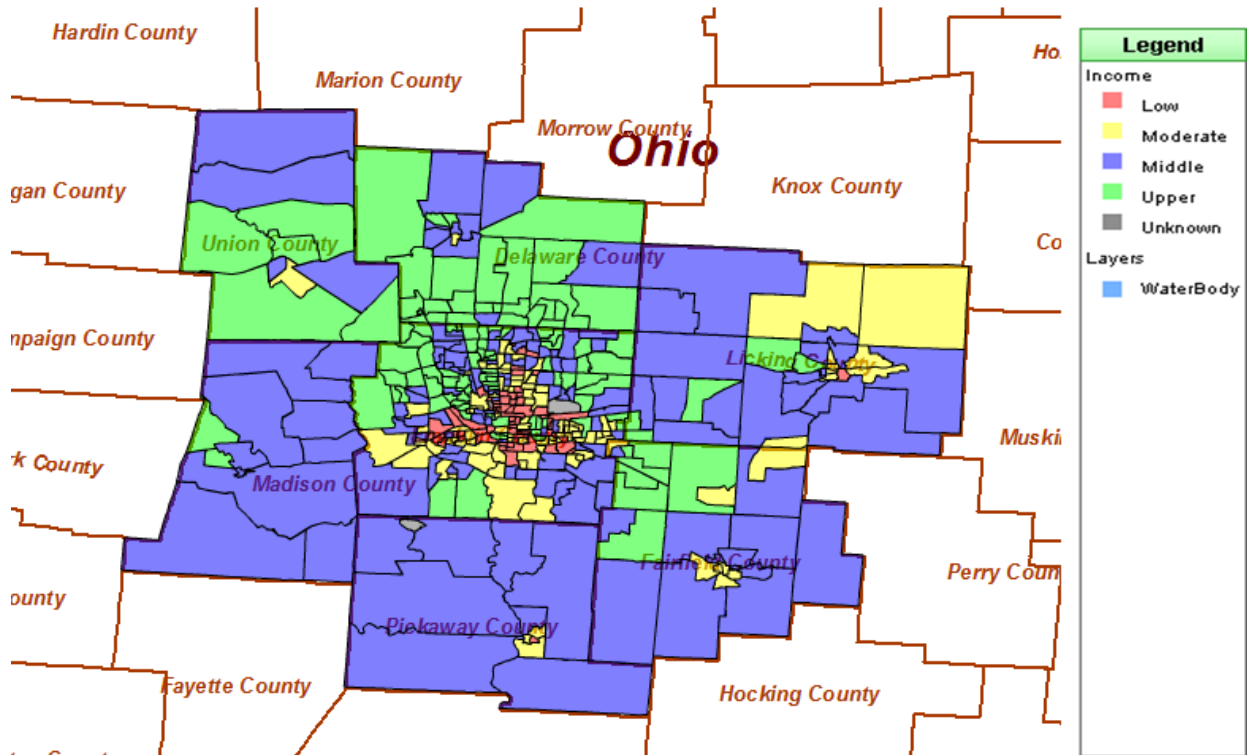
Canton-Massillon OH MSA #15940



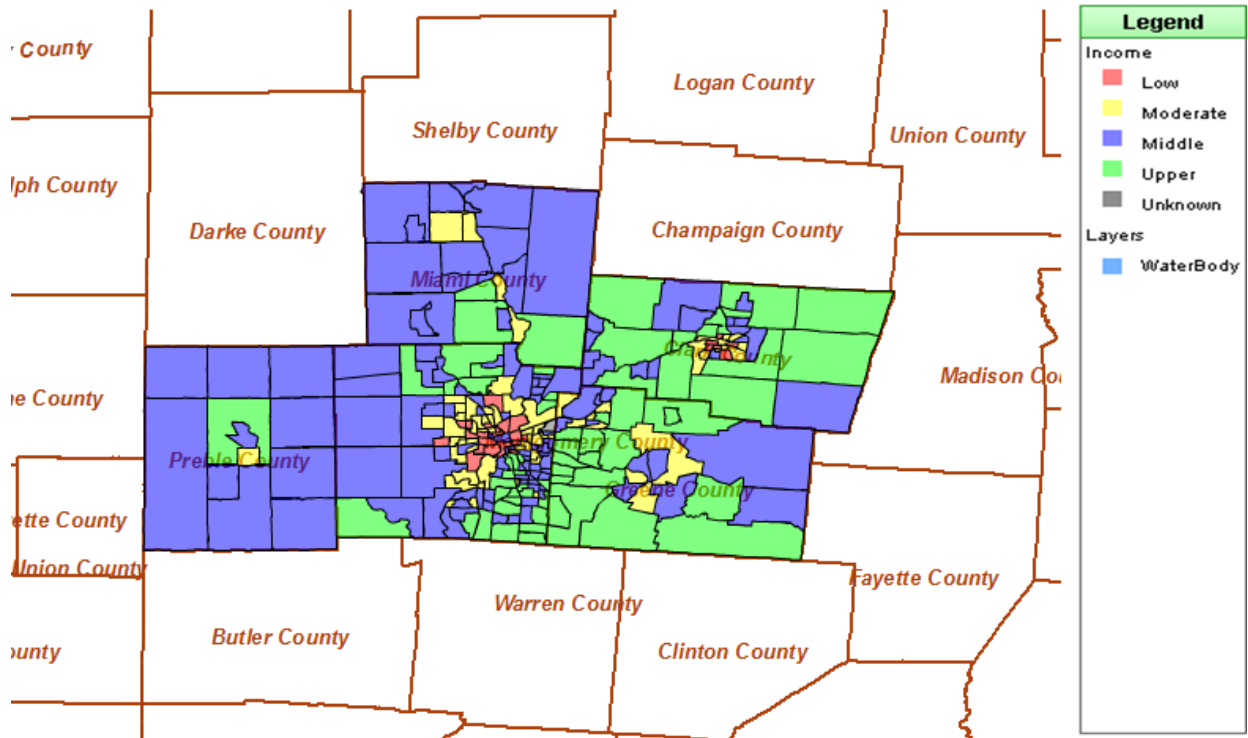
Cleveland-Akron-Elyria OH CSA #184



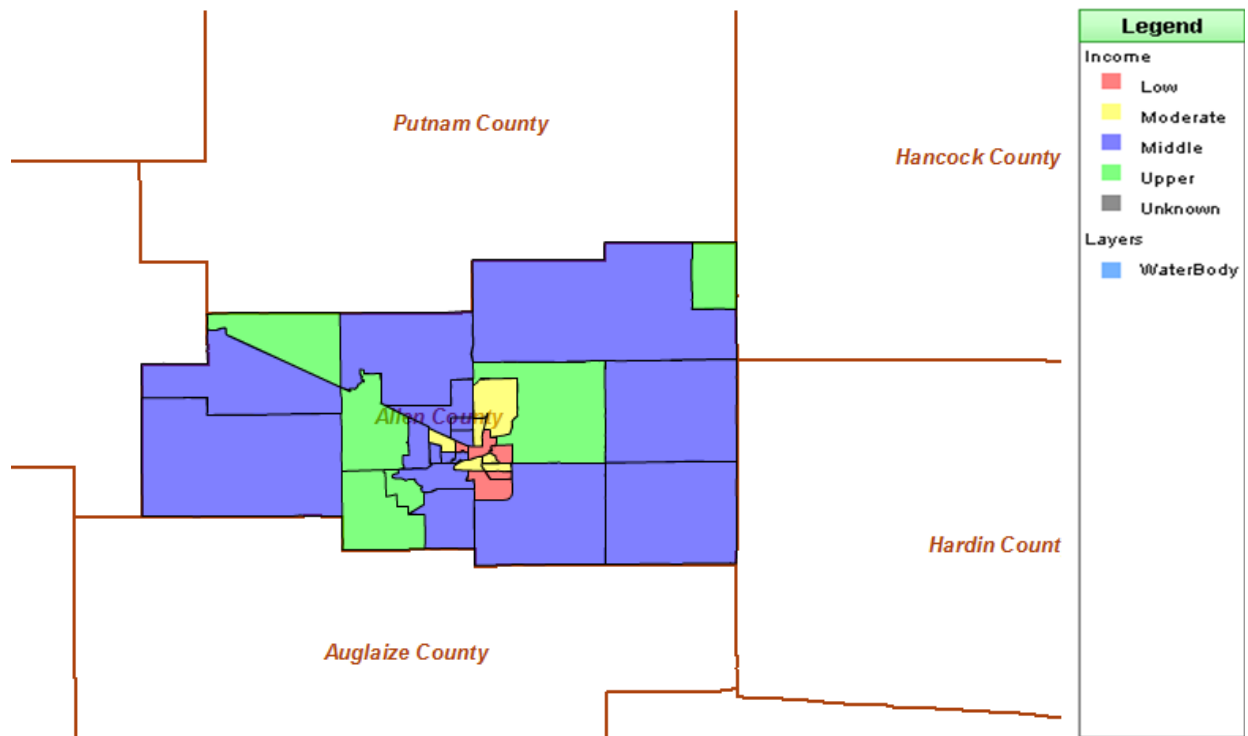
Columbus OH MSA #18140



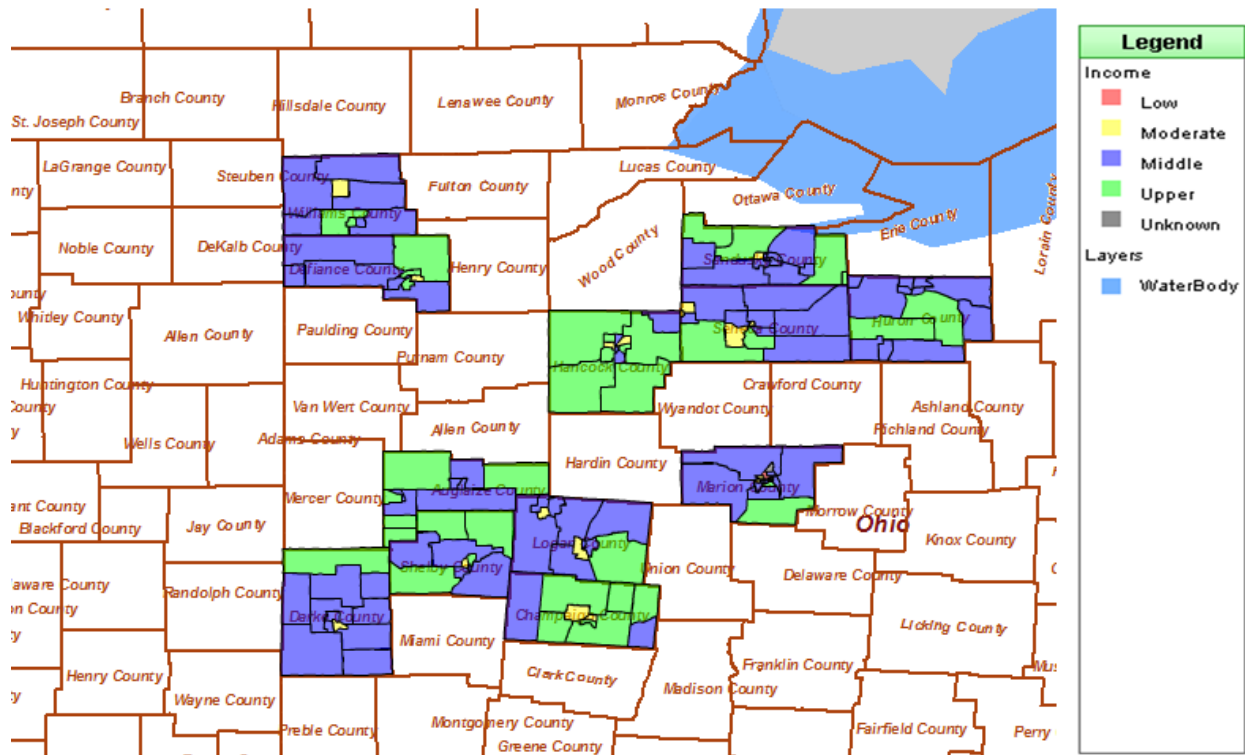
Dayton-Springfield-Greenville OH CSA #212



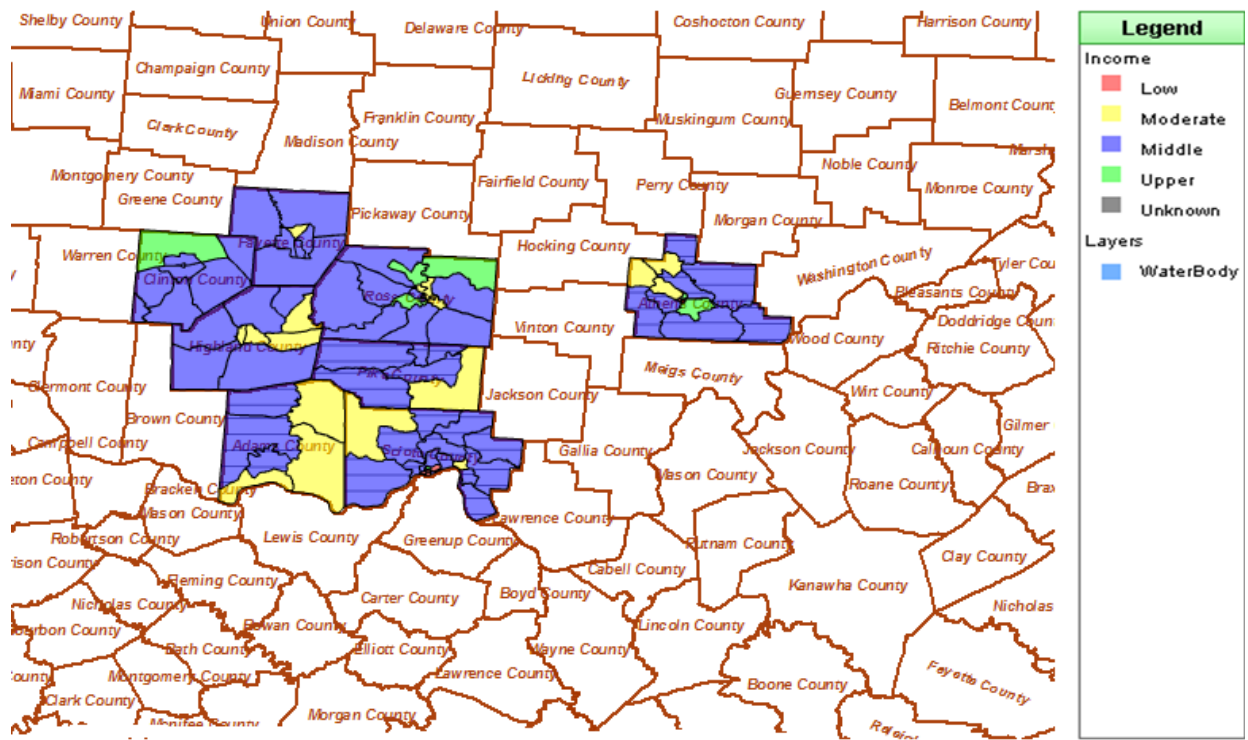
Lima OH MSA #30620



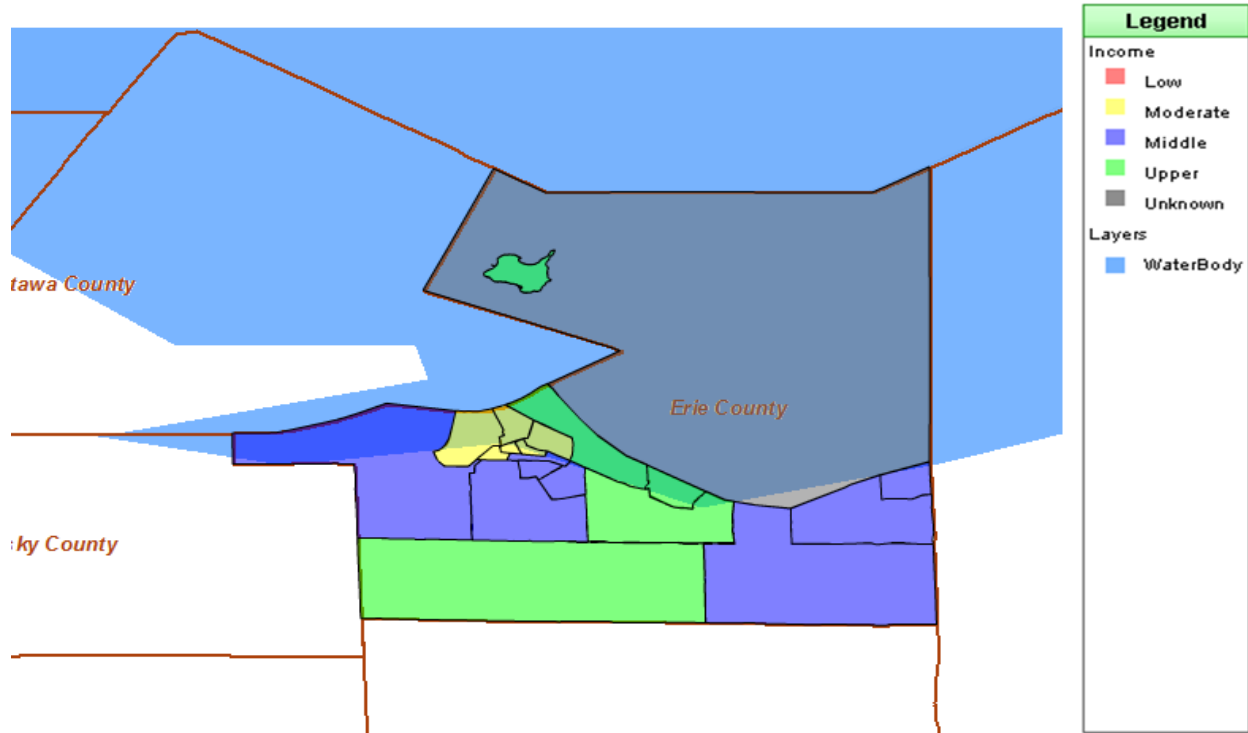
Non-metropolitan Northwestern Ohio



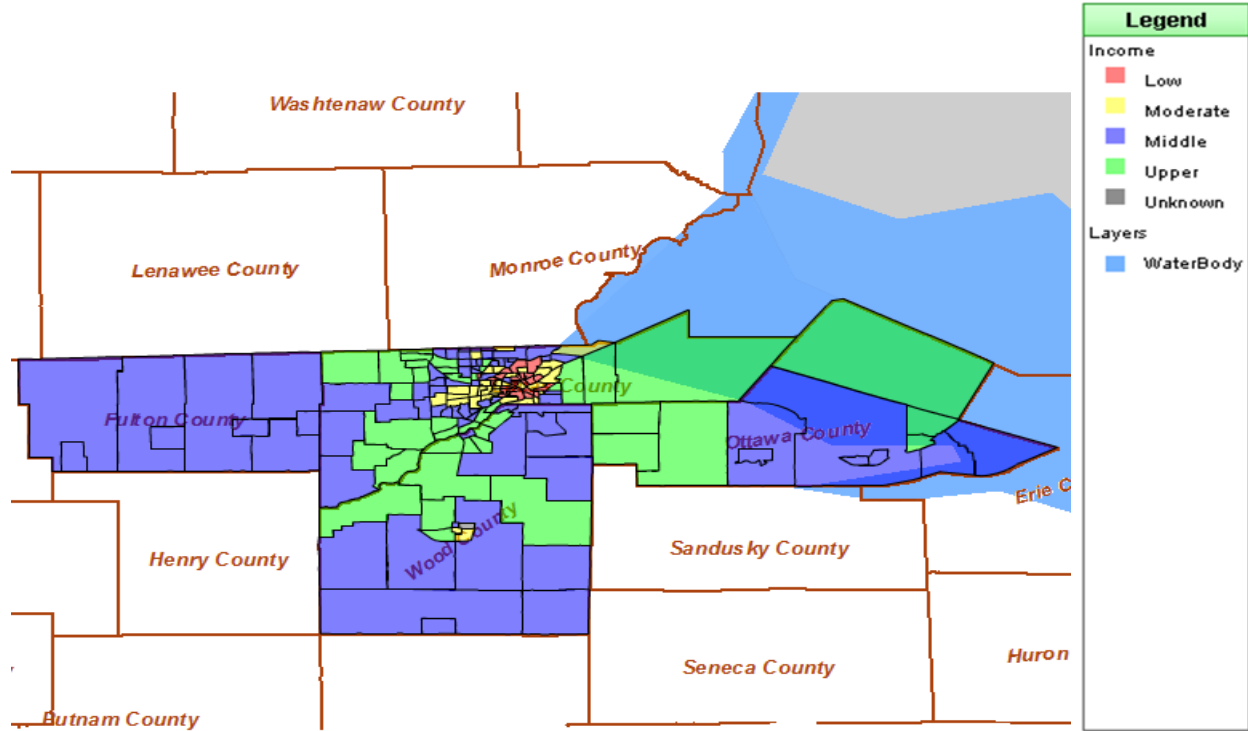
Non-metropolitan Southwestern Ohio



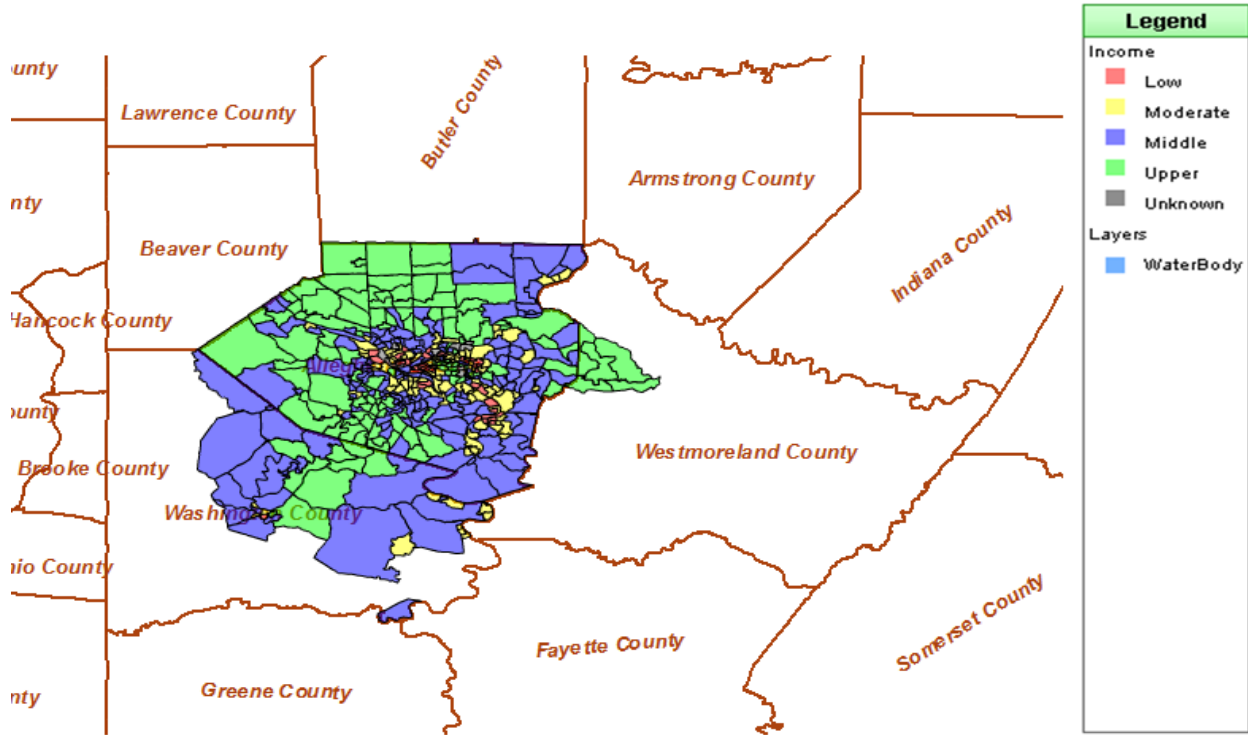
Sandusky OH MSA #41780



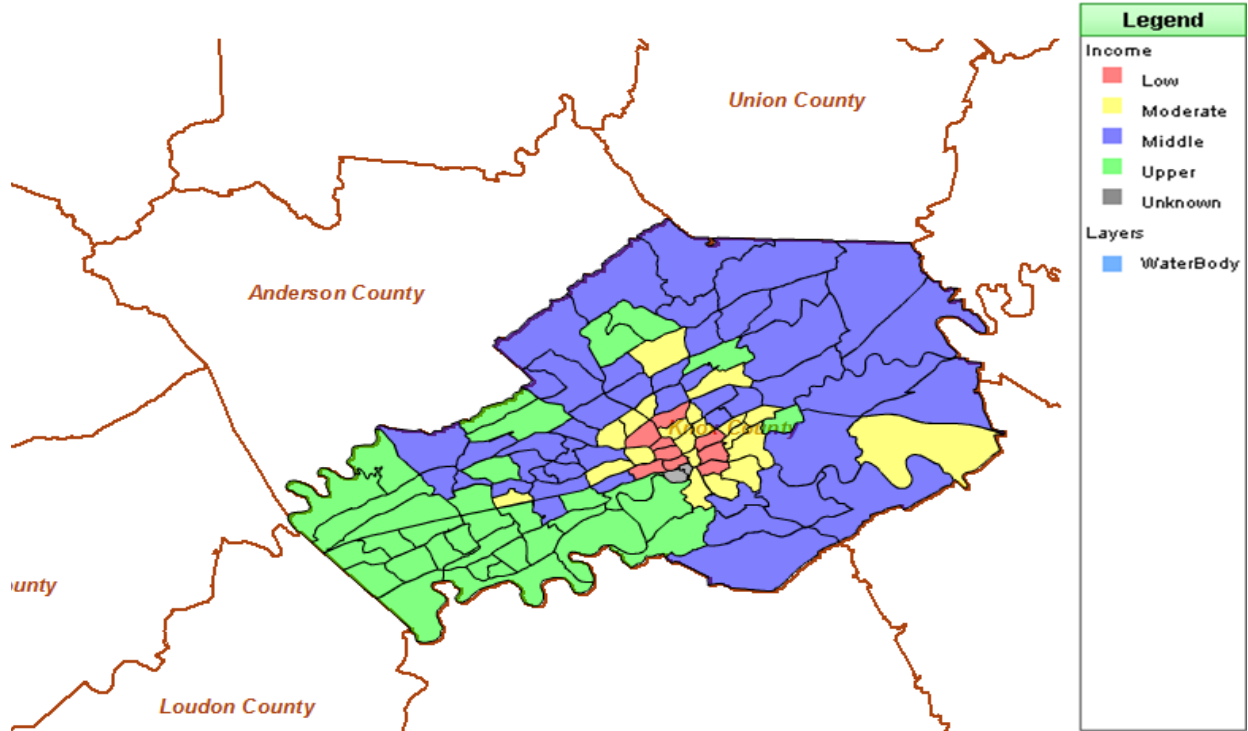
Toledo OH MSA #45780



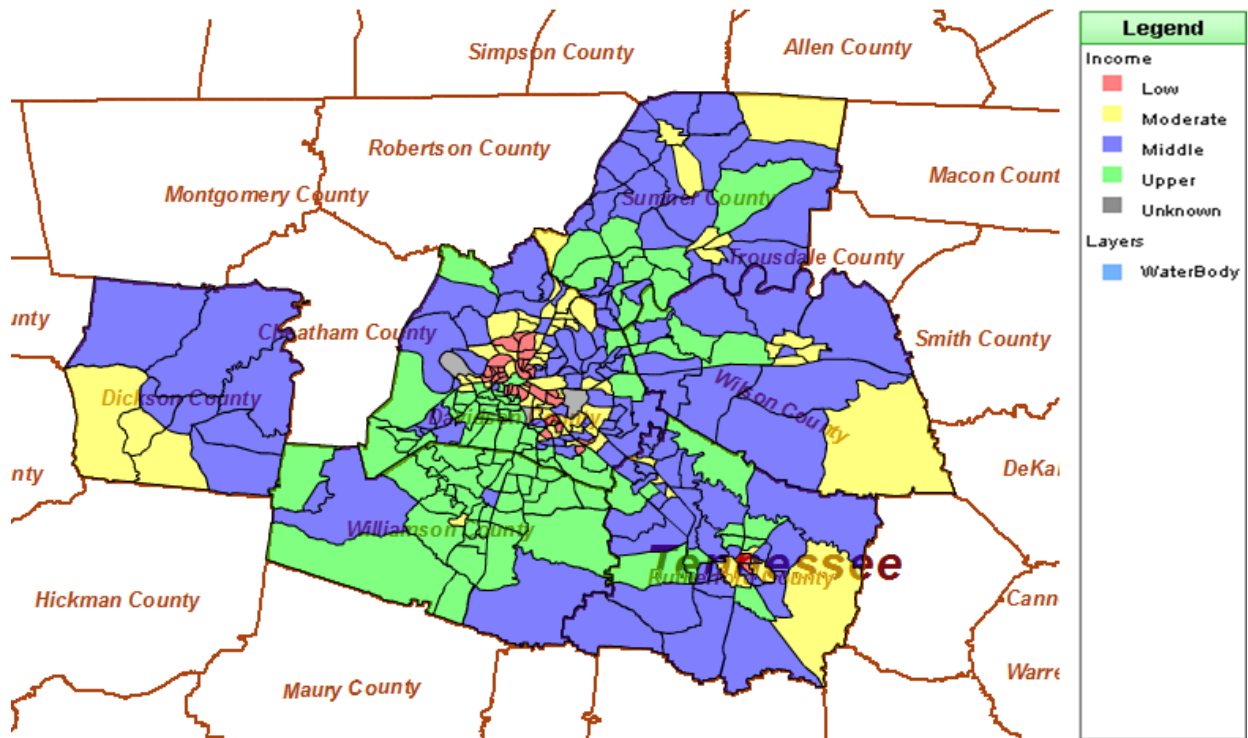
Pittsburgh PA MSA #38300



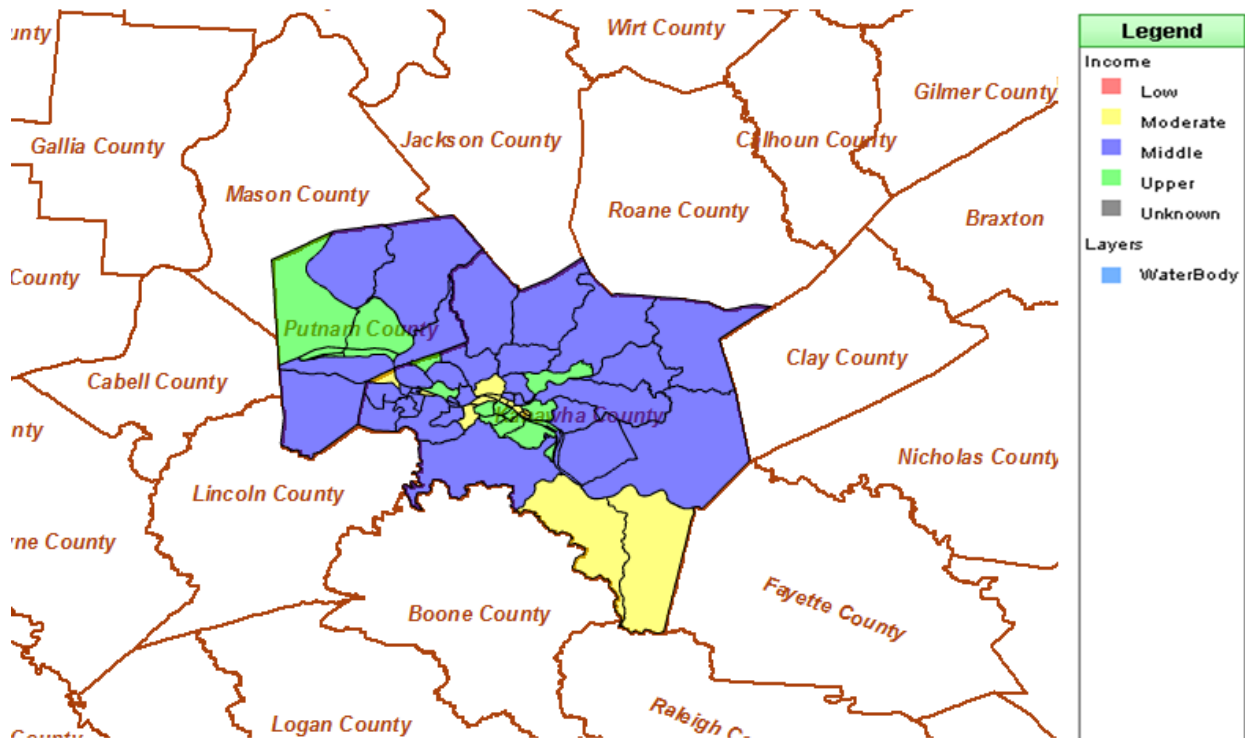
Knoxville TN MSA #28940



Nashville-Davidson-Murfreesboro-Franklin TN MSA #34980



Charleston WV MSA #16620



APPENDIX E
LENDING TABLES

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Chicago-Naperville-Michigan City IL-IN-WI Multi-state CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	44	2%	6,964	1%	2%	2%	2%	130	2%	18,954	1%	4%	2%	2%
	Moderate	270	10%	36,771	7%	15%	11%	9%	844	14%	112,953	8%	18%	12%	8%
	Middle	1,177	46%	173,865	34%	45%	43%	33%	2,237	36%	364,182	26%	39%	38%	29%
	Upper	1,083	42%	291,184	57%	37%	44%	56%	2,964	48%	915,979	65%	39%	47%	61%
	Unknown	2	0%	728	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	2,576		509,512						6,175		1,412,068			
REFINANCE	Low	51	1%	10,761	1%	2%	1%	1%	287	2%	49,339	1%	4%	2%	1%
	Moderate	478	6%	87,146	5%	15%	7%	6%	1,963	11%	286,916	7%	18%	9%	6%
	Middle	3,063	38%	497,529	28%	45%	35%	27%	6,707	37%	1,141,292	28%	39%	33%	26%
	Upper	4,464	55%	1,174,991	66%	37%	57%	65%	9,394	51%	2,547,041	63%	39%	57%	67%
	Unknown	1	0%	211	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	8,057		1,770,638						18,351		4,024,588			
HOME IMPROVEMENT	Low	1	1%	101	2%	2%	4%	2%	4	2%	78	0%	4%	4%	2%
	Moderate	12	12%	557	8%	15%	14%	7%	38	14%	1,440	7%	18%	16%	7%
	Middle	48	46%	3,391	52%	45%	41%	32%	122	46%	8,171	39%	39%	37%	26%
	Upper	43	41%	2,528	38%	37%	41%	60%	100	38%	11,126	53%	39%	43%	65%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	104		6,577						264		20,815			
HMDA TOTALS	Low	96	1%	17,826	1%	2%	2%	2%	421	2%	68,371	1%	4%	2%	2%
	Moderate	760	7%	124,474	5%	15%	9%	7%	2,845	11%	401,309	7%	18%	10%	7%
	Middle	4,288	40%	674,785	30%	45%	37%	29%	9,066	37%	1,513,645	28%	39%	34%	27%
	Upper	5,590	52%	1,468,703	64%	37%	53%	62%	12,458	50%	3,474,146	64%	39%	54%	65%
	Unknown	3	0%	939	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	10,737		2,286,727						24,790		5,457,471			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	32	2%	4,745	2%	3%	2%	2%	127	4%	25,587	5%	5%	3%	4%
	Moderate	237	12%	41,111	14%	14%	11%	12%	526	15%	89,784	16%	16%	14%	15%
	Middle	761	39%	121,892	41%	39%	36%	37%	1,288	36%	197,593	36%	35%	35%	35%
	Upper	897	46%	129,945	44%	44%	49%	48%	1,667	46%	242,534	44%	44%	45%	45%
Unknown	4	0%	0	0%	0%	2%	1%	4	0%	165	0%	0%	4%	1%	
Total	1,931		297,693						3,612		555,663				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	1%	1%	1%	0	0%	0	0%	1%	1%	1%
	Moderate	0	0%	0	0%	4%	2%	1%	0	0%	0	0%	6%	2%	1%
	Middle	7	78%	1,030	73%	65%	76%	79%	14	64%	2,042	67%	59%	71%	78%
	Upper	2	22%	385	27%	31%	21%	19%	8	36%	1,001	33%	34%	25%	20%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	0%	
Total	9		1,415						22		3,043				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	10	13%	2,846	12%	3%			18	11%	4,101	9%	5%		
	Moderate	14	18%	3,514	15%	14%			35	22%	8,127	18%	16%		
	Middle	25	31%	7,891	34%	39%			47	29%	9,211	20%	35%		
	Upper	31	39%	9,003	39%	44%			62	38%	24,156	53%	44%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	80		23,254						162		45,595				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Chicago-Naperville-Michigan City IL-IN-WI Multi-state CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	%	%	%	%	#	%	\$ (000s)	%	%	%	%			
HOME PURCHASE	Low	441	17%	39,521	8%	20%	10%	5%	794	13%	73,965	5%	22%	10%	5%	
	Moderate	674	26%	90,008	18%	18%	22%	14%	1,364	22%	182,638	13%	17%	21%	14%	
	Middle	576	22%	102,772	20%	22%	21%	19%	1,263	20%	230,100	16%	20%	21%	19%	
	Upper	830	32%	264,327	52%	40%	33%	50%	2,426	39%	847,822	60%	41%	35%	53%	
	Unknown	55	2%	12,884	3%	0%	14%	13%	328	5%	77,543	5%	0%	11%	10%	
	Total	2,576		509,512					6,175		1,412,068					
REFINANCE	Low	548	7%	47,853	3%	20%	5%	3%	1,187	6%	123,146	3%	22%	5%	3%	
	Moderate	1,271	16%	158,625	9%	18%	11%	7%	2,504	14%	324,852	8%	17%	12%	7%	
	Middle	1,887	23%	309,018	17%	22%	19%	15%	3,924	21%	645,820	16%	20%	20%	16%	
	Upper	3,990	50%	1,174,041	66%	40%	47%	59%	8,255	45%	2,374,249	59%	41%	49%	61%	
	Unknown	361	4%	81,101	5%	0%	19%	17%	2,481	14%	556,521	14%	0%	13%	13%	
	Total	8,057		1,770,638					18,351		4,024,588					
HOME IMPROVEMENT	Low	21	20%	919	14%	20%	12%	4%	28	11%	1,052	5%	22%	10%	3%	
	Moderate	34	33%	2,222	34%	18%	19%	11%	55	21%	2,945	14%	17%	17%	9%	
	Middle	21	20%	1,430	22%	22%	23%	19%	73	28%	4,888	23%	20%	23%	19%	
	Upper	27	26%	1,914	29%	40%	37%	53%	106	40%	11,838	57%	41%	40%	57%	
	Unknown	1	1%	92	1%	0%	9%	13%	2	1%	92	0%	0%	10%	11%	
	Total	104		6,577					264		20,815					
HMDA TOTALS	Low	1,010	9%	88,293	4%	20%	6%	3%	2,009	8%	198,163	4%	22%	7%	3%	
	Moderate	1,979	18%	250,855	11%	18%	14%	8%	3,923	16%	510,435	9%	17%	14%	9%	
	Middle	2,484	23%	413,220	18%	22%	19%	15%	5,260	21%	880,808	16%	20%	21%	16%	
	Upper	4,847	45%	1,440,282	63%	40%	43%	54%	10,787	44%	3,233,909	59%	41%	45%	58%	
	Unknown	417	4%	94,077	4%	0%	18%	19%	2,811	11%	634,156	12%	0%	13%	15%	
	Total	10,737		2,286,727					24,790		5,457,471					
SMALL BUSINESS REVENUE	Count	#		%		% of Total Businesses	Aggregate %	Aggregate %	Count		%		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
	Dollar	\$ (000s)		%					\$ (000s)		%					
	\$1 Million or Less	878	45%	54,959	18%	89%	35%	30%	1,594	44%	109,245	20%	89%	31%	30%	
	Over \$1 Million	719	37%	213,707	72%	7%			1,253	35%	392,257	71%	7%			
	Revenue Not Reported	334	17%	29,346	10%	4%			765	21%	54,161	10%	4%			
	Total	1,931		298,012					3,612		555,663					
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	1,262	65%	38,079	13%		91%	23%	2,381	66%	75,190	14%		92%	25%	
	\$100,001 - \$250,000	288	15%	53,016	18%		4%	15%	503	14%	91,406	16%		3%	15%	
	\$250,001 - \$1 Million	381	20%	206,917	69%		5%	62%	728	20%	389,067	70%		4%	60%	
	Total	1,931		298,012					3,612		555,663					
	SMALL FARM REVENUE	Count	#		%		% of Total Businesses	Aggregate %	Aggregate %	Count		%		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %
		Dollar	\$ (000s)		%					\$ (000s)		%				
\$1 Million or Less		6	67%	865	61%	98%	67%	66%	9	41%	1,293	42%	98%	49%	61%	
Over \$1 Million		1	11%	150	11%	2%			6	27%	1,090	36%	2%			
Revenue Not Reported		2	22%	400	28%	1%			7	32%	660	22%	0%			
Total		9		1,415					22		3,043					
SMALL FARM LOAN SIZE	\$100,000 or Less	4	44%	170	12%		58%	19%	10	45%	537	18%		69%	19%	
	\$100,001 - \$250,000	3	33%	535	38%		28%	40%	10	45%	1,775	58%		18%	33%	
	\$250,001 - \$500,000	2	22%	710	50%		14%	41%	2	9%	731	24%		13%	48%	
	Total	9		1,415					22		3,043					
	SMALL BUSINESS SECURED BY RE REVENUE	Count	#		%		% of Total Businesses	Aggregate %	Aggregate %	Count		%		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %
		Dollar	\$ (000s)		%					\$ (000s)		%				
\$1 Million or Less		47	59%	11,835	51%	89%			100	62%	29,529	65%	89%			
Over \$1 Million		20	25%	7,818	34%	7%			31	19%	9,932	22%	7%			
Revenue Not Reported		13	16%	3,601	15%	4%			31	19%	6,134	13%	4%			
Total		80		23,254					162		45,595					
SMALL BUSINESS SECURED BY RE LOAN SIZE	\$100,000 or Less	18	23%	1,250	5%				36	22%	2,201	5%				
	\$100,001 - \$250,000	25	31%	4,255	18%				59	36%	10,098	22%				
	\$250,001 - \$1 Million	37	46%	17,749	76%				67	41%	33,296	73%				
	Total	80		23,254					162		45,595					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Cincinnati-Middletown OH-KY-IN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	%	%	%	#		%	\$ (000s)	%	%	%	
HOME PURCHASE	Low	19	1%	1,910	1%	2%	1%	1%	65	2%	6,738	1%	3%	2%	1%
	Moderate	199	11%	19,571	6%	17%	12%	8%	533	13%	53,444	8%	18%	14%	9%
	Middle	859	46%	108,067	36%	52%	50%	43%	1,758	43%	224,300	34%	48%	46%	39%
	Upper	809	43%	174,383	57%	29%	37%	48%	1,706	42%	377,416	57%	32%	38%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,886		303,931						4,062		661,898			
REFINANCE	Low	43	1%	4,149	0%	2%	1%	0%	280	2%	23,603	1%	3%	1%	1%
	Moderate	586	8%	60,452	5%	17%	8%	6%	1,997	14%	183,205	9%	18%	10%	7%
	Middle	3,197	46%	404,876	36%	52%	45%	38%	6,256	44%	735,875	36%	48%	42%	35%
	Upper	3,156	45%	644,861	58%	29%	47%	56%	5,830	41%	1,104,920	54%	32%	47%	57%
	Unknown	1	0%	139	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6,983		1,114,477						14,363		2,047,603			
HOME IMPROVEMENT	Low	1	1%	90	1%	2%	1%	1%	9	3%	189	1%	3%	2%	1%
	Moderate	19	16%	601	9%	17%	14%	8%	51	15%	1,602	7%	18%	14%	6%
	Middle	62	51%	3,472	52%	52%	48%	42%	166	48%	10,204	43%	48%	44%	34%
	Upper	40	33%	2,555	38%	29%	36%	50%	121	35%	11,623	49%	32%	40%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	122		6,718						347		23,618			
HMDA TOTALS	Low	63	1%	6,149	0%	2%	1%	1%	354	2%	30,530	1%	3%	1%	1%
	Moderate	804	9%	80,624	6%	17%	9%	6%	2,581	14%	238,251	9%	18%	11%	8%
	Middle	4,118	46%	516,415	36%	52%	46%	40%	8,180	44%	970,379	36%	48%	43%	37%
	Upper	4,005	45%	821,799	58%	29%	43%	53%	7,657	41%	1,493,959	55%	32%	45%	55%
	Unknown	1	0%	139	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	8,991		1,425,126						18,772		2,733,119			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	91	5%	19,733	6%	4%	4%	5%	332	8%	66,235	10%	6%	5%	7%
	Moderate	360	18%	75,871	22%	17%	16%	19%	838	20%	169,195	24%	21%	20%	24%
	Middle	870	43%	148,751	43%	48%	44%	44%	1,507	36%	245,940	35%	42%	39%	37%
	Upper	669	33%	104,750	30%	31%	34%	30%	1,454	35%	211,536	31%	31%	33%	31%
Unknown	21	1%	0	0%	1%	2%	1%	0	0%	0	0%	0%	2%	0%	
Total	2,011		349,105						4,131		692,906				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	0	0%	0	0%	0%	0%	1%	0	0%	0	0%	0%	1%	0%
	Moderate	3	18%	168	11%	20%	37%	26%	0	0%	0	0%	16%	20%	14%
	Middle	14	82%	1,347	89%	65%	52%	63%	23	85%	931	88%	70%	68%	73%
	Upper	0	0%	0	0%	15%	9%	10%	4	15%	130	12%	15%	11%	13%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%	
Total	17		1,515						27		1,061				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	4	5%	644	3%	4%			8	6%	2,576	7%	6%		
	Moderate	17	20%	2,907	15%	17%			33	26%	7,978	22%	21%		
	Middle	41	49%	9,833	51%	48%			47	36%	11,568	31%	42%		
	Upper	21	25%	5,777	30%	31%			41	32%	14,925	40%	31%		
Unknown	0	0%	0	0%	1%			0	0%	0	0%	0%			
Total	83		19,161						129		37,047				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Cincinnati-Middletown OH-KY-IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	338	18%	26,881	9%	19%	14%	8%	653	16%	51,334	8%	21%	13%	7%	
	Moderate	421	22%	46,129	15%	18%	22%	16%	885	22%	101,941	15%	17%	22%	17%	
	Middle	355	19%	50,650	17%	23%	20%	19%	776	19%	111,416	17%	21%	19%	18%	
	Upper	569	30%	143,013	47%	40%	28%	42%	1,158	29%	280,318	42%	40%	28%	42%	
	Unknown	203	11%	37,258	12%	0%	17%	15%	590	15%	116,889	18%	0%	17%	16%	
	Total	1,886		303,931					4,062		661,898					
REFINANCE	Low	660	9%	50,083	4%	19%	6%	3%	1,637	11%	128,598	6%	21%	6%	3%	
	Moderate	1,269	18%	128,821	12%	18%	15%	10%	2,786	19%	266,567	13%	17%	15%	10%	
	Middle	1,530	22%	191,495	17%	23%	20%	17%	3,155	22%	370,115	18%	21%	20%	17%	
	Upper	2,826	40%	619,782	56%	40%	43%	55%	5,067	35%	1,007,009	49%	40%	44%	55%	
	Unknown	698	10%	124,296	11%	0%	16%	16%	1,718	12%	275,314	13%	0%	15%	16%	
	Total	6,983		1,114,477					14,363		2,047,603					
HOME IMPROVEMENT	Low	22	18%	422	6%	19%	12%	5%	66	19%	2,166	9%	21%	11%	5%	
	Moderate	37	30%	1,314	20%	18%	20%	13%	84	24%	4,388	19%	17%	20%	12%	
	Middle	27	22%	1,341	20%	23%	23%	19%	80	23%	4,644	20%	21%	24%	19%	
	Upper	31	25%	3,003	45%	40%	40%	56%	107	31%	11,304	48%	40%	41%	59%	
	Unknown	5	4%	638	9%	0%	5%	7%	10	3%	1,116	5%	0%	4%	6%	
	Total	122		6,718					347		23,618					
HMDA TOTALS	Low	1,020	11%	77,386	5%	19%	9%	5%	2,356	13%	182,098	7%	21%	8%	4%	
	Moderate	1,727	19%	176,264	12%	18%	17%	12%	3,755	20%	372,896	14%	17%	17%	11%	
	Middle	1,912	21%	243,486	17%	23%	20%	17%	4,011	21%	486,175	18%	21%	20%	17%	
	Upper	3,426	38%	765,798	54%	40%	38%	50%	6,332	34%	1,298,631	48%	40%	40%	51%	
	Unknown	906	10%	162,192	11%	0%	16%	16%	2,318	12%	393,319	14%	0%	16%	17%	
	Total	8,991		1,425,126					18,772		2,733,119					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	714	36%	60,819	17%	90%	44%	30%	1,529	37%	124,555	18%	90%	40%	32%
		Over \$1 Million	835	42%	254,242	72%	6%			1,515	37%	475,645	69%	7%		
	Revenue Not Reported	462	23%	39,719	11%	4%			1,087	26%	92,706	13%	4%			
	Total	2,011		354,780					4,131		692,906					
LOAN SIZE	\$100,000 or Less	1,184	59%	37,621	11%		88%	23%	2,575	62%	83,416	12%		90%	25%	
	\$100,001 - \$250,000	364	18%	66,498	19%		6%	17%	683	17%	125,404	18%		5%	17%	
	\$250,001 - \$1 Million	463	23%	250,661	71%		6%	60%	873	21%	484,086	70%		6%	59%	
	Total	2,011		354,780					4,131		692,906					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	6	35%	149	10%	99%	76%	72%	7	26%	231	22%	100%	47%	59%
		Over \$1 Million	1	6%	70	5%	0%			3	11%	100	9%	0%		
	Revenue Not Reported	10	59%	1,296	86%	1%			17	63%	730	69%	0%			
	Total	17		1,515					27		1,061					
LOAN SIZE	\$100,000 or Less	12	71%	437	29%		78%	32%	24	89%	651	61%		87%	38%	
	\$100,001 - \$250,000	4	24%	755	50%		15%	34%	3	11%	410	39%		9%	28%	
	\$250,001 - \$500,000	1	6%	323	21%		7%	34%	0	0%	0	0%		4%	34%	
	Total	17		1,515					27		1,061					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	33	40%	7,774	41%	90%			50	39%	13,486	36%	90%		
		Over \$1 Million	27	33%	8,186	43%	6%			42	33%	20,020	54%	7%		
	Revenue Not Reported	23	28%	3,201	17%	4%			37	29%	3,541	10%	4%			
	Total	83		19,161					129		37,047					
LOAN SIZE	\$100,000 or Less	24	29%	1,392	7%				34	26%	1,925	5%				
	\$100,001 - \$250,000	30	36%	5,223	27%				43	33%	7,118	19%				
	\$250,001 - \$1 Million	29	35%	12,546	65%				52	40%	28,004	76%				
	Total	83		19,161					129		37,047					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Evansville IN-KY MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	1	0%	37	0%	2%	0%	0%	13	2%	733	1%	4%	1%	14%
	Moderate	47	13%	4,057	9%	17%	13%	8%	106	14%	8,242	9%	17%	9%	25%
	Middle	162	43%	16,445	35%	54%	48%	42%	240	33%	28,397	31%	40%	30%	20%
	Upper	166	44%	25,830	56%	27%	39%	50%	373	51%	55,115	60%	39%	60%	24%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	376		46,369						732		92,487			
REFINANCE	Low	1	0%	31	0%	2%	0%	0%	33	2%	2,068	1%	4%	1%	8%
	Moderate	125	10%	8,063	6%	17%	9%	6%	267	13%	17,174	8%	17%	7%	18%
	Middle	646	49%	60,848	44%	54%	47%	42%	764	37%	67,645	33%	40%	30%	22%
	Upper	541	41%	68,299	50%	27%	43%	52%	987	48%	119,067	58%	39%	63%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	1,313		137,241						2,051		205,954			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	0%	0%	5	5%	162	3%	4%	1%	13%
	Moderate	9	16%	502	13%	17%	15%	9%	17	16%	472	8%	17%	9%	23%
	Middle	35	60%	2,168	55%	54%	52%	47%	45	42%	2,270	37%	40%	33%	27%
	Upper	14	24%	1,299	33%	27%	32%	43%	40	37%	3,165	52%	39%	57%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	4%
	Total	58		3,969						107		6,069			
HMDA TOTALS	Low	2	0%	68	0%	2%	0%	0%	51	2%	2,963	1%	4%	1%	10%
	Moderate	181	10%	12,622	7%	17%	11%	7%	390	13%	25,888	9%	17%	8%	21%
	Middle	843	48%	79,461	42%	54%	48%	42%	1,049	36%	98,312	32%	40%	30%	22%
	Upper	721	41%	95,428	51%	27%	41%	50%	1,400	48%	177,347	58%	39%	61%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	1,747		187,579						2,890		304,510			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	10	3%	1,073	3%	2%	2%	2%	44	8%	4,923	8%	7%	5%	7%
	Moderate	89	29%	12,870	34%	23%	27%	28%	98	18%	17,958	28%	20%	20%	24%
	Middle	140	45%	16,706	44%	48%	43%	43%	226	42%	24,470	38%	41%	38%	37%
	Upper	72	23%	6,956	18%	27%	27%	26%	168	31%	16,658	26%	33%	32%	32%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	5%	1%	
Total	311		37,605						536		64,009				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	1	17%	25	4%	6%	6%	6%	0	0%	0	0%	8%	5%	7%
	Middle	1	17%	100	15%	62%	65%	69%	12	67%	715	43%	55%	60%	52%
	Upper	4	67%	540	81%	33%	29%	26%	6	33%	945	57%	37%	34%	41%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	6		665						18		1,660				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	4%	165	4%	2%			7	16%	668	16%	7%		
	Moderate	6	22%	1,036	24%	23%			16	36%	618	15%	20%		
	Middle	11	41%	1,615	37%	48%			9	20%	654	16%	41%		
	Upper	9	33%	1,527	35%	27%			12	27%	2,172	53%	33%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	27		4,343						44		4,112				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Evansville IN-KY MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	78	21%	5,565	12%	19%	14%	9%	117	16%	8,331	9%	21%	14%	9%	
	Moderate	102	27%	10,389	22%	18%	22%	18%	201	27%	19,523	21%	17%	25%	21%	
	Middle	74	20%	9,389	20%	24%	20%	20%	170	23%	20,735	22%	22%	20%	20%	
	Upper	104	28%	18,345	40%	39%	23%	34%	225	31%	41,320	45%	40%	24%	35%	
	Unknown	18	5%	2,681	6%	0%	22%	19%	19	3%	2,578	3%	0%	17%	15%	
	Total	376		46,369						732		92,487				
REFINANCE	Low	155	12%	8,592	6%	19%	7%	4%	244	12%	13,565	7%	21%	8%	4%	
	Moderate	295	22%	22,319	16%	18%	17%	12%	455	22%	32,839	16%	17%	18%	12%	
	Middle	346	26%	32,643	24%	24%	21%	18%	526	26%	48,803	24%	22%	22%	19%	
	Upper	460	35%	65,712	48%	39%	34%	45%	750	37%	101,024	49%	40%	37%	48%	
	Unknown	57	4%	7,975	6%	0%	20%	21%	76	4%	9,723	5%	0%	15%	17%	
	Total	1,313		137,241						2,051		205,954				
HOME IMPROVEMENT	Low	9	16%	339	9%	19%	12%	6%	21	20%	538	9%	21%	13%	6%	
	Moderate	18	31%	981	25%	18%	18%	15%	28	26%	850	14%	17%	23%	15%	
	Middle	17	29%	1,354	34%	24%	23%	22%	28	26%	1,830	30%	22%	27%	23%	
	Upper	13	22%	1,255	32%	39%	28%	44%	30	28%	2,851	47%	40%	33%	50%	
	Unknown	1	2%	40	1%	0%	20%	12%	0	0%	0	0%	0%	4%	6%	
	Total	58		3,969						107		6,069				
HMDA TOTALS	Low	242	14%	14,496	8%	19%	10%	6%	382	13%	22,434	7%	21%	10%	5%	
	Moderate	415	24%	33,689	18%	18%	19%	14%	684	24%	53,212	17%	17%	21%	15%	
	Middle	437	25%	43,386	23%	24%	21%	19%	724	25%	71,368	23%	22%	22%	19%	
	Upper	577	33%	85,312	45%	39%	29%	40%	1,005	35%	145,195	48%	40%	33%	42%	
	Unknown	76	4%	10,696	6%	0%	21%	22%	95	3%	12,301	4%	0%	15%	20%	
	Total	1,747		187,579						2,890		304,510				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	145	47%	8,723	23%	89%	43%	33%	226	42%	12,858	20%	89%	30%	36%
		Over \$1 Million	103	33%	24,809	66%	7%			168	31%	42,196	66%	7%		
	Revenue Not Reported	63	20%	4,073	11%	4%			142	26%	8,955	14%	4%			
	Total	311		37,605					536		64,009					
LOAN SIZE	\$100,000 or Less	220	71%	6,391	17%		82%	20%	387	72%	11,073	17%		87%	20%	
	\$100,001 - \$250,000	48	15%	8,695	23%		9%	21%	72	13%	12,623	20%		6%	19%	
	\$250,001 - \$1 Million	43	14%	22,519	60%		9%	58%	77	14%	40,313	63%		6%	60%	
	Total	311		37,605					536		64,009					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	4	67%	590	89%	99%	83%	84%	8	44%	1,136	68%	100%	53%	72%
		Over \$1 Million	0	0%	0	0%	1%			1	6%	5	0%	1%		
	Revenue Not Reported	2	33%	75	11%	1%			9	50%	519	31%	0%			
	Total	6		665					18		1,660					
LOAN SIZE	\$100,000 or Less	4	67%	215	32%		61%	27%	12	67%	593	36%		67%	19%	
	\$100,001 - \$250,000	1	17%	150	23%		29%	45%	5	28%	767	46%		20%	0%	
	\$250,001 - \$500,000	1	17%	300	45%		9%	28%	1	6%	300	18%		12%	0%	
	Total	6		665					18		1,660					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	15	56%	2,517	58%	89%			17	39%	2,226	54%	89%		
		Over \$1 Million	4	15%	573	13%	7%			5	11%	750	18%	7%		
	Revenue Not Reported	8	30%	1,253	29%	4%			22	50%	1,136	28%	4%			
	Total	27		4,343					44		4,112					
LOAN SIZE	\$100,000 or Less	14	52%	740	17%				30	68%	1,266	31%				
	\$100,001 - \$250,000	10	37%	1,708	39%				11	25%	1,963	48%				
	\$250,001 - \$1 Million	3	11%	1,895	44%				3	7%	883	21%				
	Total	27		4,343					44		4,112					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Huntington-Ashland WV-KY-OH MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Count Aggregate 2011	Dollar Aggregate 2011	Bank				Count Aggregate 2012	Dollar Aggregate 2012		
		Count		Dollar				Owner Occupied Units	Count		Dollar				
		#	%	\$ (000s)	%	%	\$ %		#	%	\$ (000s)	%	%	%	
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	2	1%	160	0%	1%	0%	7%
	Moderate	10	6%	861	4%	12%	7%	4%	20	6%	2,144	5%	14%	7%	20%
	Middle	100	58%	12,332	56%	65%	63%	62%	200	63%	26,218	61%	66%	64%	24%
	Upper	62	36%	8,651	40%	23%	30%	34%	94	30%	14,583	34%	20%	28%	38%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	172		21,844						316		43,105			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	1	0%	54	0%	1%	0%	6%
	Moderate	16	4%	1,236	3%	12%	5%	4%	55	8%	4,785	6%	14%	6%	12%
	Middle	228	56%	25,471	54%	65%	64%	61%	438	61%	51,332	61%	66%	63%	21%
	Upper	162	40%	20,497	43%	23%	31%	35%	222	31%	27,380	33%	20%	30%	52%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	406		47,204						716		83,551			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	10%
	Moderate	0	0%	0	0%	12%	8%	6%	9	17%	357	11%	14%	9%	18%
	Middle	17	74%	909	69%	65%	66%	62%	24	45%	1,318	39%	66%	62%	24%
	Upper	6	26%	407	31%	23%	26%	32%	20	38%	1,668	50%	20%	27%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	23		1,316						53		3,343			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	1%	3	0%	214	0%	1%	1%	6%
	Moderate	26	4%	2,097	3%	12%	6%	5%	84	8%	7,286	6%	14%	7%	15%
	Middle	345	57%	38,712	55%	65%	64%	60%	662	61%	78,868	61%	66%	64%	22%
	Upper	230	38%	29,555	42%	23%	30%	35%	336	31%	43,631	34%	20%	29%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	601		70,364						1,085		129,999			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	4	11%	1,104	15%	6%	6%	8%	4	7%	1,846	18%	7%	7%	6%
	Moderate	5	14%	1,848	25%	12%	12%	15%	21	38%	2,722	27%	21%	18%	24%
	Middle	16	44%	3,160	43%	56%	50%	50%	22	40%	4,220	42%	53%	46%	49%
	Upper	11	31%	1,292	17%	26%	27%	26%	8	15%	1,301	13%	20%	16%	19%
Unknown	0	0%	0	0%	0%	6%	2%	0	0%	0	0%	0%	12%	2%	
Total	36		7,404						55		10,089				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	6%	0%	0%	0	0%	0	0%	9%	5%	9%
	Middle	0	0%	0	0%	81%	63%	86%	0	0%	0	0%	78%	65%	58%
	Upper	0	0%	0	0%	14%	13%	10%	0	0%	0	0%	13%	25%	33%
Unknown	0	0%	0	0%	0%	25%	4%	0	0%	0	0%	0%	5%	1%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	Low	0	0%	0	0%	6%			0	0%	0	0%	7%		
	Moderate	0	0%	0	0%	12%			0	0%	0	0%	21%		
	Middle	0	0%	0	0%	56%			4	80%	711	70%	53%		
	Upper	1	100%	400	100%	26%			1	20%	300	30%	20%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		400					5		1,011					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Huntington-Ashland WV-KY-OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)
HOME PURCHASE	Low	13	8%	843	4%	22%	6%	3%	24	8%	1,719	4%	22%	7%	4%	
	Moderate	34	20%	3,275	15%	17%	19%	14%	58	18%	5,153	12%	18%	20%	15%	
	Middle	50	29%	5,783	26%	21%	26%	23%	89	28%	10,845	25%	20%	24%	23%	
	Upper	74	43%	11,821	54%	40%	40%	53%	136	43%	24,103	56%	40%	38%	50%	
	Unknown	1	1%	122	1%	0%	9%	7%	9	3%	1,285	3%	0%	10%	9%	
	Total	172		21,844					316		43,105					
REFINANCE	Low	18	4%	886	2%	22%	5%	3%	49	7%	3,423	4%	22%	6%	3%	
	Moderate	55	14%	4,306	9%	17%	12%	7%	80	11%	6,255	7%	18%	12%	8%	
	Middle	95	23%	8,731	18%	21%	23%	18%	153	21%	12,845	15%	20%	21%	16%	
	Upper	227	56%	31,677	67%	40%	51%	62%	402	56%	56,550	68%	40%	52%	63%	
	Unknown	11	3%	1,604	3%	0%	9%	10%	32	4%	4,478	5%	0%	9%	11%	
	Total	406		47,204					716		83,551					
HOME IMPROVEMENT	Low	3	13%	90	7%	22%	11%	6%	2	4%	27	1%	22%	10%	5%	
	Moderate	2	9%	105	8%	17%	18%	11%	10	19%	302	9%	18%	18%	11%	
	Middle	4	17%	189	14%	21%	23%	21%	15	28%	980	29%	20%	24%	20%	
	Upper	14	61%	932	71%	40%	45%	57%	26	49%	2,034	61%	40%	45%	62%	
	Unknown	0	0%	0	0%	0%	3%	5%	0	0%	0	0%	0%	3%	2%	
	Total	23		1,316					53		3,343					
HMDA TOTALS	Low	34	6%	1,819	3%	22%	6%	3%	75	7%	5,169	4%	22%	6%	3%	
	Moderate	91	15%	7,686	11%	17%	15%	9%	148	14%	11,710	9%	18%	15%	10%	
	Middle	149	25%	14,703	21%	21%	24%	19%	257	24%	24,670	19%	20%	22%	18%	
	Upper	315	52%	44,430	63%	40%	46%	56%	564	52%	82,687	64%	40%	47%	57%	
	Unknown	12	2%	1,726	2%	0%	9%	12%	41	4%	5,763	4%	0%	9%	12%	
	Total	601		70,364					1,085		129,999					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	16	44%	1,692	23%	89%	47%	46%	21	38%	914	9%	89%	34%	42%
		Over \$1 Million	11	31%	4,575	62%	6%			18	33%	8,299	82%	6%		
	Revenue Not Reported	9	25%	1,137	15%	5%			16	29%	876	9%	5%			
	Total	36		7,404					55		10,089					
LOAN SIZE	\$100,000 or Less	21	58%	1,039	14%		89%	28%	36	65%	1,253	12%		92%	29%	
	\$100,001 - \$250,000	5	14%	950	13%		6%	22%	6	11%	926	9%		4%	18%	
	\$250,001 - \$1 Million	10	28%	5,415	73%		5%	50%	13	24%	7,910	78%		4%	53%	
	Total	36		7,404					55		10,089					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	25%	11%	0	0%	0	0%	100%	55%	79%
		Over \$1 Million	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		88%	20%	0	0%	0	0%		100%	100%	
	\$100,001 - \$250,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		13%	80%	0	0%	0	0%		0%	0%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	89%			2	40%	357	35%	89%		
		Over \$1 Million	1	100%	400	100%	6%			2	40%	432	43%	6%		
	Revenue Not Reported	0	0%	0	0%	5%			1	20%	222	22%	5%			
	Total	1		400					5		1,011					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				4	80%	711	70%				
	\$250,001 - \$1 Million	1	100%	400	100%				1	20%	300	30%				
	Total	1		400					5		1,011					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Louisville-Jefferson County KY-IN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	4	0%	409	0%	2%	1%	0%	26	1%	2,176	1%	5%	1%	13%
	Moderate	99	10%	8,354	5%	15%	10%	6%	280	13%	28,480	8%	14%	7%	26%
	Middle	477	46%	55,151	35%	49%	48%	39%	942	42%	114,793	33%	45%	34%	22%
	Upper	453	44%	93,951	60%	34%	42%	55%	969	44%	205,068	59%	37%	57%	30%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	1,033		157,865						2,217		350,517			
REFINANCE	Low	9	0%	458	0%	2%	0%	0%	109	2%	7,183	1%	5%	1%	6%
	Moderate	193	7%	16,996	4%	15%	7%	4%	495	10%	45,426	6%	14%	5%	16%
	Middle	1,121	40%	122,025	30%	49%	43%	33%	1,923	40%	216,163	31%	45%	30%	21%
	Upper	1,452	52%	268,216	66%	34%	50%	62%	2,288	48%	435,052	62%	37%	63%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	2,775		407,695						4,815		703,824			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	1%	2	2%	17	0%	5%	1%	12%
	Moderate	2	5%	110	4%	15%	12%	8%	20	16%	636	4%	14%	7%	22%
	Middle	22	55%	1,230	40%	49%	49%	38%	54	44%	3,050	31%	45%	30%	23%
	Upper	16	40%	1,713	56%	34%	37%	53%	48	39%	6,061	62%	37%	61%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	5%
	Total	40		3,053						124		9,764			
HMDA TOTALS	Low	13	0%	867	0%	2%	1%	0%	137	2%	9,376	1%	5%	1%	9%
	Moderate	294	8%	25,460	4%	15%	8%	5%	795	11%	74,542	7%	14%	7%	19%
	Middle	1,620	42%	178,406	31%	49%	44%	36%	2,919	41%	334,006	31%	45%	32%	21%
	Upper	1,921	50%	363,880	64%	34%	47%	59%	3,305	46%	646,181	61%	37%	60%	38%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	3,848		568,613						7,156		1,064,105			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	25	5%	4,784	6%	3%	3%	6%	129	15%	23,928	16%	9%	10%	14%
	Moderate	101	22%	20,965	28%	18%	18%	25%	136	16%	28,967	20%	15%	16%	19%
	Middle	145	31%	20,280	27%	39%	34%	31%	241	28%	41,698	28%	36%	32%	29%
	Upper	193	42%	27,783	38%	40%	43%	38%	347	41%	53,624	36%	40%	40%	37%
Unknown	0	0%	0	0%	0%	2%	0%	1	0%	5	0%	0%	3%	1%	
Total	464		73,812						854		148,222				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	1%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	2%	2%	3%	0	0%	0	0%	5%	4%	3%
	Middle	0	0%	0	0%	60%	57%	69%	0	0%	0	0%	47%	46%	60%
	Upper	2	100%	110	100%	37%	37%	24%	3	100%	220	100%	47%	50%	36%
Unknown	0	0%	0	0%	0%	3%	4%	0	0%	0	0%	0%	0%	0%	
Total	2		110						3		220				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	2	7%	768	9%	3%			0	0%	0	0%	9%		
	Moderate	11	38%	1,902	21%	18%			5	25%	866	22%	15%		
	Middle	6	21%	3,676	41%	39%			4	20%	380	10%	36%		
	Upper	10	34%	2,513	28%	40%			11	55%	2,605	68%	40%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	29		8,859						20		3,851				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Louisville-Jefferson County KY-IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	193	19%	15,708	10%	20%	14%	8%	354	16%	29,311	8%	21%	13%	7%	
	Moderate	273	26%	31,155	20%	18%	24%	18%	581	26%	65,702	19%	17%	26%	19%	
	Middle	224	22%	31,389	20%	23%	21%	20%	469	21%	69,572	20%	21%	22%	21%	
	Upper	320	31%	75,813	48%	40%	30%	43%	752	34%	172,612	49%	41%	30%	43%	
	Unknown	23	2%	3,800	2%	0%	12%	10%	61	3%	13,320	4%	0%	10%	9%	
	Total	1,033		157,865					2,217		350,517					
REFINANCE	Low	243	9%	17,239	4%	20%	7%	3%	398	8%	30,327	4%	21%	6%	3%	
	Moderate	578	21%	56,967	14%	18%	16%	11%	932	19%	88,149	13%	17%	16%	11%	
	Middle	686	25%	81,964	20%	23%	22%	18%	1,144	24%	136,993	19%	21%	21%	17%	
	Upper	1,106	40%	225,688	55%	40%	40%	52%	1,970	41%	384,819	55%	41%	41%	53%	
	Unknown	162	6%	25,837	6%	0%	16%	16%	371	8%	63,536	9%	0%	15%	16%	
	Total	2,775		407,695					4,815		708,824					
HOME IMPROVEMENT	Low	10	25%	468	15%	20%	14%	6%	20	16%	747	8%	21%	12%	5%	
	Moderate	7	18%	423	14%	18%	19%	14%	25	20%	1,152	12%	17%	22%	13%	
	Middle	8	20%	579	19%	23%	25%	25%	38	31%	2,114	22%	21%	23%	20%	
	Upper	15	38%	1,583	52%	40%	37%	50%	41	33%	5,751	59%	41%	39%	56%	
	Unknown	0	0%	0	0%	0%	5%	6%	0	0%	0	0%	0%	5%	6%	
	Total	40		3,053					124		9,764					
HMDA TOTALS	Low	446	12%	33,415	6%	20%	9%	5%	772	11%	60,385	6%	21%	9%	4%	
	Moderate	858	22%	88,545	16%	18%	19%	13%	1,538	21%	155,003	15%	17%	19%	13%	
	Middle	918	24%	113,932	20%	23%	21%	18%	1,651	23%	208,679	20%	21%	21%	18%	
	Upper	1,441	37%	303,084	53%	40%	36%	47%	2,763	39%	563,182	53%	41%	38%	49%	
	Unknown	185	5%	29,637	5%	0%	14%	17%	432	6%	76,856	7%	0%	13%	15%	
	Total	3,848		568,613					7,156		1,064,105					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	170	37%	9,299	13%	90%	42%	40%	290	34%	20,773	14%	90%	41%	46%
		Over \$1 Million	218	47%	58,560	79%	6%			354	41%	107,088	72%	6%		
	Revenue Not Reported	76	16%	5,953	8%	3%			210	25%	20,361	14%	4%			
	Total	464		73,812					854		148,222					
LOAN SIZE	\$100,000 or Less	289	62%	8,600	12%		89%	27%	508	59%	17,574	12%		91%	29%	
	\$100,001 - \$250,000	78	17%	15,039	20%		5%	17%	148	17%	26,128	18%		5%	17%	
	\$250,001 - \$1 Million	97	21%	50,173	68%		6%	56%	198	23%	104,520	71%		5%	54%	
	Total	464		73,812					854		148,222					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	50%	10	9%	99%	66%	66%	1	33%	20	9%	100%	33%	48%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	0%		
	Revenue Not Reported	1	50%	100	91%	1%			2	67%	200	91%	0%			
	Total	2		110					3		220					
LOAN SIZE	\$100,000 or Less	2	100%	110	100%		84%	32%	3	100%	220	100%		92%	49%	
	\$100,001 - \$250,000	0	0%	0	0%		9%	30%	0	0%	0	0%		6%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		7%	38%	0	0%	0	0%		2%	0%	
	Total	2		110					3		220					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	5	17%	1,191	13%	90%			6	30%	1,364	35%	90%		
		Over \$1 Million	13	45%	4,733	53%	6%			7	35%	1,111	29%	6%		
	Revenue Not Reported	11	38%	2,935	33%	3%			7	35%	1,376	36%	4%			
	Total	29		8,859					20		3,851					
LOAN SIZE	\$100,000 or Less	8	28%	521	6%				10	50%	506	13%				
	\$100,001 - \$250,000	8	28%	1,288	15%				6	30%	1,059	27%				
	\$250,001 - \$1 Million	13	45%	7,050	80%				4	20%	2,286	59%				
	Total	29		8,859					20		3,851					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
South Bend-Elkhart-Mishawaka IN-MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	1	1%	82	0%	1%	0%	13%
	Moderate	10	11%	678	6%	13%	7%	4%	39	29%	2,751	16%	19%	10%	26%
	Middle	54	61%	6,860	61%	69%	71%	68%	56	41%	6,871	39%	48%	43%	21%
	Upper	24	27%	3,652	33%	17%	22%	28%	40	29%	7,773	44%	32%	46%	25%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	88		11,190						136		17,477			
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	7%
	Moderate	18	7%	1,262	4%	13%	4%	3%	95	20%	7,902	14%	19%	8%	16%
	Middle	175	71%	20,497	70%	69%	70%	68%	263	54%	29,721	53%	48%	42%	22%
	Upper	54	22%	7,548	26%	17%	25%	29%	127	26%	18,413	33%	32%	50%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	247		29,307						485		56,036			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	12%
	Moderate	1	11%	4	1%	13%	10%	6%	3	14%	135	12%	19%	5%	18%
	Middle	7	78%	521	73%	69%	75%	78%	15	71%	777	67%	48%	43%	25%
	Upper	1	11%	189	26%	17%	15%	17%	3	14%	253	22%	32%	52%	38%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Total	9		714						21		1,165			
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	1	0%	82	0%	1%	0%	9%
	Moderate	29	8%	1,944	5%	13%	5%	4%	137	21%	10,788	14%	19%	11%	20%
	Middle	236	69%	27,878	68%	69%	71%	68%	334	52%	37,369	50%	48%	42%	22%
	Upper	79	23%	11,389	28%	17%	24%	28%	170	26%	26,439	35%	32%	47%	36%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	344		41,211						642		74,678			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	2%	2%	2%	3	2%	797	2%	4%	3%	3%
	Moderate	19	20%	4,658	22%	16%	14%	17%	37	24%	10,926	29%	22%	17%	19%
	Middle	53	57%	11,619	54%	67%	64%	64%	89	57%	18,451	49%	46%	46%	51%
	Upper	21	23%	5,098	24%	16%	16%	16%	26	17%	7,107	19%	29%	28%	25%
Unknown	0	0%	0	0%	0%	3%	1%	0	0%	0	0%	0%	6%	2%	
Total	93		21,375						155		37,281				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	2%	0%	1%	3	19%	926	44%	7%	5%	4%
	Middle	8	100%	1,478	100%	93%	94%	93%	13	81%	1,155	56%	53%	47%	47%
	Upper	0	0%	0	0%	5%	5%	6%	0	0%	0	0%	39%	48%	49%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	8		1,478						16		2,081				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	2%			0	0%	0	0%	4%		
	Moderate	1	25%	47	14%	16%			1	25%	164	19%	22%		
	Middle	3	75%	289	86%	67%			3	75%	692	81%	46%		
	Upper	0	0%	0	0%	16%			0	0%	0	0%	29%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	4		336						4		856				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
South Bend-Elkhart-Mishawaka IN-MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
HOME PURCHASE	Low	16	18%	1,017	9%	18%	13%	7%	24	18%	1,335	8%	20%	13%	8%	
	Moderate	22	25%	2,216	20%	19%	25%	19%	30	22%	2,575	15%	19%	26%	20%	
	Middle	24	27%	2,748	25%	25%	20%	20%	28	21%	3,027	17%	22%	21%	21%	
	Upper	25	28%	5,077	45%	38%	25%	38%	50	37%	10,029	57%	40%	25%	39%	
	Unknown	1	1%	132	1%	0%	17%	15%	4	3%	511	3%	0%	15%	12%	
	Total	88		11,190					136		17,477					
REFINANCE	Low	23	9%	1,398	5%	18%	6%	3%	45	9%	2,528	5%	20%	7%	4%	
	Moderate	60	24%	4,860	17%	19%	15%	10%	102	21%	7,884	14%	19%	16%	11%	
	Middle	60	24%	5,909	20%	25%	22%	18%	111	23%	10,936	20%	22%	22%	18%	
	Upper	97	39%	16,448	56%	38%	42%	54%	180	37%	27,928	50%	40%	41%	53%	
	Unknown	7	3%	692	2%	0%	14%	14%	47	10%	6,760	12%	0%	13%	13%	
	Total	247		29,307					485		56,036					
HOME IMPROVEMENT	Low	4	44%	102	14%	18%	12%	4%	4	19%	86	7%	20%	12%	4%	
	Moderate	2	22%	103	14%	19%	21%	11%	6	29%	326	28%	19%	18%	12%	
	Middle	1	11%	60	8%	25%	24%	20%	8	38%	552	47%	22%	25%	22%	
	Upper	2	22%	449	63%	38%	38%	57%	3	14%	201	17%	40%	38%	55%	
	Unknown	0	0%	0	0%	0%	5%	9%	0	0%	0	0%	0%	7%	7%	
	Total	9		714					21		1,165					
HMDA TOTALS	Low	43	13%	2,517	6%	18%	9%	5%	73	11%	3,949	5%	20%	9%	5%	
	Moderate	84	24%	7,179	17%	19%	19%	13%	138	21%	10,785	14%	19%	20%	14%	
	Middle	85	25%	8,717	21%	25%	21%	19%	147	23%	14,515	19%	22%	22%	18%	
	Upper	124	36%	21,974	53%	38%	35%	47%	233	36%	38,158	51%	40%	36%	47%	
	Unknown	8	2%	824	2%	0%	15%	16%	51	8%	7,271	10%	0%	13%	16%	
	Total	344		41,211					642		74,678					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	35	38%	2,701	13%	89%	40%	37%	55	35%	6,063	16%	89%	24%	33%
		Over \$1 Million	46	49%	16,549	77%	7%			71	46%	28,626	77%	8%		
	Revenue Not Reported	12	13%	2,125	10%	3%			29	19%	2,592	7%	4%			
	Total	93		21,375					155		37,281					
LOAN SIZE	\$100,000 or Less	48	52%	1,516	7%		85%	21%	81	52%	3,042	8%		90%	24%	
	\$100,001 - \$250,000	13	14%	2,381	11%		7%	19%	29	19%	5,163	14%		4%	16%	
	\$250,001 - \$1 Million	32	34%	17,478	82%		8%	60%	45	29%	29,076	78%		5%	60%	
	Total	93		21,375					155		37,281					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	7	88%	1,013	69%	99%	77%	72%	6	38%	1,166	56%	99%	63%	69%
		Over \$1 Million	0	0%	0	0%	1%			4	25%	219	11%	1%		
	Revenue Not Reported	1	13%	465	31%	1%			6	38%	696	33%	0%			
	Total	8		1,478					16		2,081					
LOAN SIZE	\$100,000 or Less	4	50%	100	7%		69%	25%	9	56%	314	15%		75%	26%	
	\$100,001 - \$250,000	2	25%	450	30%		22%	41%	5	31%	866	42%		18%	0%	
	\$250,001 - \$500,000	2	25%	928	63%		9%	34%	2	13%	901	43%		7%	0%	
	Total	8		1,478					16		2,081					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	3	75%	289	86%	89%			2	50%	601	70%	89%		
		Over \$1 Million	0	0%	0	0%	7%			0	0%	0	0%	8%		
	Revenue Not Reported	1	25%	47	14%	3%			2	50%	255	30%	4%			
	Total	4		336					4		856					
LOAN SIZE	\$100,000 or Less	3	75%	155	46%				1	25%	91	11%				
	\$100,001 - \$250,000	1	25%	181	54%				2	50%	326	38%				
	\$250,001 - \$1 Million	0	0%	0	0%				1	25%	439	51%				
	Total	4		336					4		856					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Cape Coral-Fort Myers FL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank		Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012				
		Count	Dollar				Count	Dollar							
		#	%	\$ (000s)	%	%	%	#	%	\$ (000s)	%	%	%		
HOME PURCHASE	Low	2	1%	69	0%	1%	0%	0%	1	0%	60	0%	1%	0%	0%
	Moderate	16	5%	1,501	4%	12%	4%	3%	76	13%	10,998	11%	14%	10%	7%
	Middle	224	70%	23,810	57%	64%	67%	54%	304	50%	40,000	39%	56%	53%	43%
	Upper	77	24%	16,733	40%	23%	29%	43%	224	37%	51,745	50%	29%	36%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	319		42,113					605		102,803				
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	2	0%	162	0%	1%	0%	0%
	Moderate	6	2%	962	2%	12%	3%	2%	120	10%	18,871	8%	14%	8%	7%
	Middle	130	53%	21,077	44%	64%	53%	40%	643	52%	99,656	45%	56%	50%	43%
	Upper	109	44%	25,879	54%	23%	44%	57%	465	38%	104,138	47%	29%	41%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	245		47,918					1,230		222,827				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	2%	0%	0	0%	0	0%	1%	1%	1%
	Moderate	1	13%	5	1%	12%	15%	7%	1	3%	10	1%	14%	12%	4%
	Middle	5	63%	60	15%	64%	62%	49%	21	70%	782	41%	56%	58%	49%
	Upper	2	25%	333	84%	23%	22%	44%	8	27%	1,131	59%	29%	29%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	8		398					30		1,923				
HMDA TOTALS	Low	2	0%	69	0%	1%	0%	0%	3	0%	222	0%	1%	0%	1%
	Moderate	23	4%	2,468	3%	12%	4%	3%	197	11%	29,879	9%	14%	9%	7%
	Middle	359	63%	44,947	50%	64%	62%	48%	968	52%	140,438	43%	56%	51%	43%
	Upper	188	33%	42,945	47%	23%	34%	49%	697	37%	157,014	48%	29%	39%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	572		90,429					1,865		327,553				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	1	1%	87	0%	1%	1%	1%	18	6%	3,868	7%	3%	4%	7%
	Moderate	18	10%	4,653	16%	11%	9%	13%	33	10%	7,953	15%	15%	12%	17%
	Middle	109	60%	16,804	58%	63%	58%	53%	161	50%	25,506	48%	53%	47%	44%
	Upper	53	29%	7,263	25%	26%	30%	33%	111	34%	15,273	29%	30%	34%	32%
Unknown	0	0%	0	0%	0%	2%	1%	0	0%	0	0%	0%	3%	1%	
	Total	181		28,807					323		52,600				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	1	100%	350	100%	10%	4%	29%	0	0%	0	0%	13%	11%	7%
	Middle	0	0%	0	0%	65%	71%	37%	0	0%	0	0%	46%	40%	33%
	Upper	0	0%	0	0%	25%	25%	34%	0	0%	0	0%	40%	46%	54%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	3%	6%	
	Total	1		350					0		0				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	1%			0	0%	0	0%	3%		
	Moderate	2	40%	316	19%	11%			1	5%	427	8%	15%		
	Middle	1	20%	214	13%	63%			8	42%	1,498	27%	53%		
	Upper	2	40%	1,105	68%	26%			10	53%	3,533	65%	30%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	5		1,635					19		5,458				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Cape Coral-Fort Myers FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable												
		Bank				Count			Dollar			Bank				Count			Dollar		
		Count		Dollar		Families by Family Income	Aggregate	Aggregate	Aggregate	Count		Dollar		Families by Family Income	Aggregate 2012	Aggregate 2012	Aggregate 2012				
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	%	\$ %	\$ %						
HOME PURCHASE	Low	62	19%	3,938	9%	17%	9%	4%	68	11%	4,591	4%	19%	7%	3%						
	Moderate	60	19%	5,275	13%	20%	15%	9%	92	15%	9,249	9%	19%	15%	9%						
	Middle	67	21%	7,801	19%	23%	16%	12%	112	19%	14,282	14%	21%	17%	13%						
	Upper	123	39%	23,760	56%	40%	46%	61%	282	47%	63,366	62%	41%	50%	65%						
	Unknown	7	2%	1,339	3%	0%	15%	13%	51	8%	11,315	11%	0%	12%	10%						
	Total	319		42,113					605		102,803										
REFINANCE	Low	5	2%	613	1%	17%	4%	2%	76	6%	8,488	4%	19%	6%	4%						
	Moderate	35	14%	3,644	8%	20%	8%	4%	176	14%	20,301	9%	19%	11%	7%						
	Middle	54	22%	7,170	15%	23%	15%	9%	247	20%	32,515	15%	21%	18%	13%						
	Upper	145	59%	35,142	73%	40%	54%	67%	637	52%	142,475	64%	41%	54%	64%						
	Unknown	6	2%	1,349	3%	0%	20%	18%	94	8%	19,048	9%	0%	11%	12%						
	Total	245		47,918					1,230		222,827										
HOME IMPROVEMENT	Low	1	13%	10	3%	17%	10%	2%	3	10%	54	3%	19%	10%	3%						
	Moderate	1	13%	3	1%	20%	24%	12%	4	13%	304	16%	19%	22%	14%						
	Middle	3	38%	71	18%	23%	24%	17%	9	30%	499	26%	21%	24%	18%						
	Upper	3	38%	314	79%	40%	37%	63%	14	47%	1,066	55%	41%	39%	55%						
	Unknown	0	0%	0	0%	0%	5%	7%	0	0%	0	0%	0%	5%	11%						
	Total	8		398					30		1,923										
HMDA TOTALS	Low	68	12%	4,561	5%	17%	7%	3%	147	8%	13,133	4%	19%	6%	3%						
	Moderate	96	17%	8,922	10%	20%	13%	7%	272	15%	29,854	9%	19%	13%	8%						
	Middle	124	22%	15,042	17%	23%	15%	11%	368	20%	47,296	14%	21%	17%	13%						
	Upper	271	47%	59,216	65%	40%	48%	63%	933	50%	206,907	63%	41%	52%	63%						
	Unknown	13	2%	2,688	3%	0%	17%	16%	145	8%	30,363	9%	0%	11%	13%						
	Total	572		90,429					1,865		327,553										
SMALL BUSINESS REVENUE		Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012						
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %						
	\$1 Million or Less	97	54%	10,192	35%	93%	44%	38%	154	48%	16,886	32%	93%	39%	36%						
	Over \$1 Million	56	31%	16,075	56%	4%			98	30%	29,966	57%	4%								
	Revenue Not Reported	28	15%	2,540	9%	3%			71	22%	5,748	11%	3%								
	Total	181		28,807					323		52,600										
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	117	65%	3,731	13%		95%	38%	212	66%	6,261	12%		96%	39%						
	\$100,001 - \$250,000	24	13%	4,364	15%		2%	13%	37	11%	6,898	13%		2%	14%						
	\$250,001 - \$1 Million	40	22%	20,712	72%		3%	49%	74	23%	39,441	75%		2%	47%						
	Total	181		28,807					323		52,600										
	SMALL FARM REVENUE		Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012					
			#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %					
\$1 Million or Less		1	100%	350	100%	97%	54%	57%	0	0%	0	0%	97%	43%	42%						
Over \$1 Million		0	0%	0	0%	3%			0	0%	0	0%	3%								
Revenue Not Reported		0	0%	0	0%	0%			0	0%	0	0%	0%								
Total		1		350					0		0										
SMALL FARM LOAN SIZE	\$100,000 or Less	0	0%	0	0%		83%	20%	0	0%	0	0%		91%	51%						
	\$100,001 - \$250,000	0	0%	0	0%		8%	25%	0	0%	0	0%		6%	27%						
	\$250,001 - \$500,000	1	100%	350	100%		8%	55%	0	0%	0	0%		3%	22%						
	Total	1		350					0		0										
	SMALL BUSINESS SECURED BY REVENUE		Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses							
			#	%	\$ (000s)	\$ %	%			#	%	\$ (000s)	\$ %	%							
\$1 Million or Less		2	40%	313	19%	93%			15	79%	2,546	47%	93%								
Over \$1 Million		1	20%	1,000	61%	4%			3	16%	2,405	44%	4%								
Revenue Not Reported		2	40%	322	20%	3%			1	5%	507	9%	3%								
Total		5		1,635					19		5,458										
SMALL BUSINESS SECURED BY REVENUE LOAN SIZE	\$100,000 or Less	1	20%	99	6%				5	26%	420	8%									
	\$100,001 - \$250,000	3	60%	536	33%				6	32%	874	16%									
	\$250,001 - \$1 Million	1	20%	1,000	61%				8	42%	4,164	76%									
	Total	5		1,635					19		5,458										

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Fort Lauderdale-Pompano Beach-Deerfield Beach FL MSA**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	2	2%	488	3%	1%	1%	1%	0	0%	0	0%	2%	1%	1%
	Moderate	28	31%	2,869	17%	24%	15%	10%	34	19%	5,820	10%	27%	18%	12%
	Middle	31	35%	4,839	29%	46%	44%	35%	43	24%	10,024	17%	37%	38%	31%
	Upper	28	31%	8,369	51%	29%	40%	54%	104	57%	42,535	73%	34%	43%	57%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	89		16,565					181		58,379				
HOME REFINANCE	Low	0	0%	0	0%	1%	1%	1%	8	2%	891	1%	2%	1%	0%
	Moderate	12	17%	1,998	12%	24%	8%	5%	68	18%	9,292	10%	27%	14%	10%
	Middle	28	39%	6,285	37%	46%	34%	27%	131	34%	28,371	30%	37%	34%	28%
	Upper	32	44%	8,543	51%	29%	57%	67%	179	46%	57,274	60%	34%	51%	61%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	72		16,826					386		95,828				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	0%	0	0%	0	0%	2%	1%	0%
	Moderate	0	0%	0	0%	24%	14%	7%	0	0%	0	0%	27%	18%	7%
	Middle	0	0%	0	0%	46%	35%	25%	0	0%	0	0%	37%	35%	25%
	Upper	0	0%	0	0%	29%	50%	68%	2	100%	100	100%	34%	46%	67%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	0		0					2		100				
HMDA TOTALS	Low	2	1%	488	1%	1%	1%	1%	8	1%	891	1%	2%	1%	0%
	Moderate	40	25%	4,867	15%	24%	12%	9%	102	18%	15,112	10%	27%	16%	12%
	Middle	59	37%	11,124	33%	46%	39%	33%	174	31%	38,395	25%	37%	35%	29%
	Upper	60	37%	16,912	51%	29%	47%	57%	285	50%	99,909	65%	34%	48%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	161		33,391					569		154,307				
SMALL BUSINESS		Count	Dollar	% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count	Dollar	% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012				
		#	%	\$ (000s)	\$ %	%	%	#	%	\$ (000s)	\$ %	%	%	%	%
	Low	8	16%	2,465	21%	4%	4%	6%	1	1%	75	0%	4%	4%	6%
	Moderate	11	22%	1,681	14%	21%	18%	21%	32	35%	7,180	34%	25%	23%	26%
	Middle	18	35%	3,652	31%	42%	40%	42%	20	22%	4,292	20%	34%	31%	30%
Upper	14	27%	4,054	34%	34%	38%	32%	38	42%	9,430	45%	37%	42%	37%	
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	2%	1%	
	Total	51		11,852					91		20,977				
SMALL FARM		Count	Dollar	% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count	Dollar	% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012				
		#	%	\$ (000s)	\$ %	%	%	#	%	\$ (000s)	\$ %	%	%	%	%
	Low	0	0%	0	0%	3%	7%	15%	0	0%	0	0%	3%	2%	3%
	Moderate	0	0%	0	0%	13%	10%	1%	0	0%	0	0%	18%	9%	12%
	Middle	0	0%	0	0%	36%	14%	11%	0	0%	0	0%	25%	27%	14%
Upper	0	0%	0	0%	49%	69%	73%	0	0%	0	0%	53%	59%	70%	
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	2%	1%	
	Total	0		0					0		0				
SMALL BUSINESS SECURED BY RE		Count	Dollar	% of Small Businesses within the Tract			Count	Dollar	% of Small Businesses within the Tract						
		#	%	\$ (000s)	\$ %		#	%	\$ (000s)	\$ %					
	Low	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Moderate	0	0%	0	0%	21%			1	33%	507	59%	25%		
	Middle	0	0%	0	0%	42%			1	33%	99	12%	34%		
Upper	1	100%	30	100%	34%			1	33%	250	29%	37%			
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	1		30			3		856						

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Fort Lauderdale-Pompano Beach-Deerfield Beach FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income	Count Aggregate	Dollar Aggregate	Bank				Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%	
HOME PURCHASE	Low	10	11%	705	4%	21%	6%	2%	5	3%	433	1%	22%	6%	3%	
	Moderate	32	36%	4,004	24%	18%	19%	11%	17	9%	2,197	4%	17%	18%	11%	
	Middle	17	19%	2,529	15%	21%	20%	17%	18	10%	2,948	5%	20%	20%	17%	
	Upper	29	33%	9,200	56%	41%	42%	57%	96	53%	37,391	64%	41%	44%	60%	
	Unknown	1	1%	127	1%	0%	13%	13%	45	25%	15,410	26%	0%	11%	10%	
	Total	89		16,565					181		58,379					
REFINANCE	Low	2	3%	198	1%	21%	3%	2%	28	7%	2,846	3%	22%	6%	3%	
	Moderate	10	14%	1,322	8%	18%	8%	4%	23	6%	2,451	3%	17%	11%	7%	
	Middle	12	17%	2,167	13%	21%	13%	10%	52	13%	7,590	8%	20%	17%	13%	
	Upper	45	63%	12,117	72%	41%	49%	60%	172	45%	53,674	56%	41%	53%	63%	
	Unknown	3	4%	1,022	6%	0%	27%	24%	111	29%	29,267	31%	0%	13%	14%	
	Total	72		16,826					386		95,828					
HOME IMPROVEMENT	Low	0	0%	0	0%	21%	8%	1%	1	50%	60	60%	22%	9%	2%	
	Moderate	0	0%	0	0%	18%	18%	5%	0	0%	0	0%	17%	17%	7%	
	Middle	0	0%	0	0%	21%	23%	14%	1	50%	40	40%	20%	21%	13%	
	Upper	0	0%	0	0%	41%	45%	58%	0	0%	0	0%	41%	50%	71%	
	Unknown	0	0%	0	0%	0%	6%	22%	0	0%	0	0%	0%	4%	6%	
	Total	0		0					2		100					
HMDA TOTALS	Low	12	7%	903	3%	21%	5%	2%	34	6%	3,339	2%	22%	6%	3%	
	Moderate	42	26%	5,326	16%	18%	15%	8%	40	7%	4,648	3%	17%	14%	8%	
	Middle	29	18%	4,696	14%	21%	17%	13%	71	12%	10,578	7%	20%	18%	14%	
	Upper	74	46%	21,317	64%	41%	45%	54%	268	47%	91,065	59%	41%	49%	60%	
	Unknown	4	2%	1,149	3%	0%	19%	23%	156	27%	44,677	29%	0%	12%	15%	
	Total	161		33,391					569		154,307					
SMALL BUSINESS REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	\$1 Million or Less	13	25%	2,808	24%	92%	44%	29%	28	31%	4,787	23%	92%	43%	31%	
	Over \$1 Million	26	51%	8,153	69%	5%			41	45%	15,030	72%	5%			
	Revenue Not Reported	12	24%	891	8%	3%			22	24%	1,160	6%	3%			
	Total	51		11,852					91		20,977					
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	25	49%	1,302	11%		96%	45%	51	56%	1,896	9%		96%	45%	
	\$100,001 - \$250,000	9	18%	1,945	16%		2%	15%	8	9%	1,555	7%		2%	12%	
	\$250,001 - \$1 Million	17	33%	8,605	73%		2%	40%	32	35%	17,526	84%		2%	43%	
	Total	51		11,852					91		20,977					
	SMALL FARM REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
			#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
\$1 Million or Less		0	0%	0	0%	97%	55%	48%	0	0%	0	0%	98%	41%	66%	
Over \$1 Million		0	0%	0	0%	3%			0	0%	0	0%	2%			
Revenue Not Reported		0	0%	0	0%	0%			0	0%	0	0%	0%			
Total		0		0					0		0					
SMALL FARM LOAN SIZE	\$100,000 or Less	0	0%	0	0%		90%	37%	0	0%	0	0%		98%	62%	
	\$100,001 - \$250,000	0	0%	0	0%		3%	14%	0	0%	0	0%		0%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		7%	49%	0	0%	0	0%		2%	38%	
	Total	0		0					0		0					
	SMALL BUSINESS SECURED BY REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
			#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
\$1 Million or Less		0	0%	0	0%	92%			2	67%	349	41%	92%			
Over \$1 Million		1	100%	30	100%	5%			1	33%	507	59%	5%			
Revenue Not Reported		0	0%	0	0%	3%			0	0%	0	0%	3%			
Total		1		30					3		856					
SMALL BUSINESS SECURED BY REVENUE LOAN SIZE	\$100,000 or Less	1	100%	30	100%				1	33%	99	12%				
	\$100,001 - \$250,000	0	0%	0	0%				1	33%	250	29%				
	\$250,001 - \$1 Million	0	0%	0	0%				1	33%	507	59%				
	Total	1		30					3		856					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Jacksonville FL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	0	0%	0	0%	2%	0%	0%	7	2%	447	1%	3%	1%	0%
	Moderate	36	18%	3,782	12%	17%	12%	8%	50	13%	4,574	6%	17%	9%	5%
	Middle	102	50%	12,386	39%	53%	55%	50%	159	40%	25,210	33%	46%	47%	41%
	Upper	65	32%	15,588	49%	28%	33%	42%	180	45%	45,463	60%	35%	42%	54%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	203		31,756					396		75,694				
HOME REFINANCE	Low	0	0%	0	0%	2%	0%	0%	3	0%	391	0%	3%	1%	0%
	Moderate	22	11%	3,506	9%	17%	8%	6%	87	9%	11,478	6%	17%	9%	6%
	Middle	73	37%	14,639	37%	53%	48%	43%	422	45%	75,479	40%	46%	42%	37%
	Upper	102	52%	21,345	54%	28%	43%	51%	416	45%	101,324	54%	35%	49%	57%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	197		39,490					928		188,672				
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	0%	0	0%	0	0%	3%	3%	1%
	Moderate	0	0%	0	0%	17%	13%	8%	1	9%	120	12%	17%	17%	9%
	Middle	1	50%	76	94%	53%	52%	45%	8	73%	854	84%	46%	49%	38%
	Upper	1	50%	5	6%	28%	34%	47%	2	18%	48	5%	35%	31%	52%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	2		81					11		1,022				
HMDA TOTALS	Low	0	0%	0	0%	2%	0%	0%	10	1%	838	0%	3%	1%	0%
	Moderate	58	14%	7,288	10%	17%	10%	7%	138	10%	16,172	6%	17%	9%	6%
	Middle	176	44%	27,101	38%	53%	52%	46%	589	44%	101,543	38%	46%	44%	39%
	Upper	168	42%	36,938	52%	28%	37%	46%	598	45%	146,835	55%	35%	46%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	402		71,327					1,335		265,388				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	1%	200	1%	3%	3%	5%	10	4%	1,768	6%	4%	4%	5%
	Moderate	28	25%	5,764	31%	20%	21%	26%	46	19%	8,700	28%	21%	20%	25%
	Middle	44	40%	9,782	52%	49%	44%	43%	82	33%	12,197	39%	42%	37%	34%
	Upper	38	34%	2,998	16%	28%	31%	26%	107	44%	8,229	27%	33%	37%	36%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	3%	1%	
	Total	111		18,744					245		30,894				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	7%	2%	0	0%	0	0%	0%	2%	1%
	Moderate	0	0%	0	0%	12%	9%	2%	0	0%	0	0%	12%	15%	4%
	Middle	0	0%	0	0%	66%	59%	70%	0	0%	0	0%	54%	42%	47%
	Upper	0	0%	0	0%	21%	20%	27%	0	0%	0	0%	34%	42%	49%
Unknown	0	0%	0	0%	0%	5%	0%	0	0%	0	0%	0%	0%	0%	
	Total	0		0					0		0				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	33%	75	17%	3%			2	50%	875	59%	4%		
	Moderate	0	0%	0	0%	20%			2	50%	600	41%	21%		
	Middle	1	33%	245	57%	49%			0	0%	0	0%	42%		
	Upper	1	33%	112	26%	28%			0	0%	0	0%	33%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	3		432					4		1,475				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Jacksonville FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count	Dollar	Count	Dollar	Bank		Families by Family Income	Count	Dollar		
		Count	Dollar						Count	Dollar					
#	%	\$ (000s)	%	%	%	%	#	%	\$ (000s)	%	%	%	%		
HOME PURCHASE	Low	46	23%	3,385	11%	19%	10%	5%	60	15%	3,871	5%	21%	9%	4%
	Moderate	81	40%	8,624	27%	19%	23%	17%	115	29%	13,000	17%	18%	22%	15%
	Middle	24	12%	3,820	12%	23%	20%	19%	62	16%	9,723	13%	22%	22%	21%
	Upper	52	26%	15,927	50%	39%	30%	45%	139	35%	42,801	57%	40%	34%	49%
	Unknown	0	0%	0	0%	0%	17%	15%	20	5%	6,299	8%	0%	14%	11%
	Total	203		31,756					396		75,694				
HOME REFINANCE	Low	16	8%	1,471	4%	19%	6%	3%	39	4%	4,053	2%	21%	6%	3%
	Moderate	44	22%	5,453	14%	19%	12%	8%	81	9%	10,337	5%	18%	13%	9%
	Middle	38	19%	6,724	17%	23%	16%	13%	121	13%	18,848	10%	22%	18%	15%
	Upper	72	37%	19,996	51%	39%	38%	49%	295	32%	73,632	39%	40%	41%	50%
	Unknown	27	14%	5,846	15%	0%	28%	27%	392	42%	81,802	43%	0%	22%	22%
	Total	197		39,490					928		188,672				
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	10%	6%	2	18%	90	9%	21%	15%	6%
	Moderate	0	0%	0	0%	19%	22%	13%	5	45%	284	28%	18%	21%	12%
	Middle	2	100%	81	100%	23%	24%	19%	1	9%	90	9%	22%	25%	18%
	Upper	0	0%	0	0%	39%	39%	54%	2	18%	160	16%	40%	35%	57%
	Unknown	0	0%	0	0%	0%	5%	8%	1	9%	398	39%	0%	4%	6%
	Total	2		81					11		1,022				
HMDA TOTALS	Low	62	15%	4,856	7%	19%	8%	4%	101	8%	8,014	3%	21%	8%	4%
	Moderate	125	31%	14,077	20%	19%	18%	12%	201	15%	23,621	9%	18%	16%	11%
	Middle	64	16%	10,625	15%	23%	18%	15%	184	14%	28,661	11%	22%	20%	17%
	Upper	124	31%	35,923	50%	39%	34%	45%	436	33%	116,593	44%	40%	38%	48%
	Unknown	27	7%	5,846	8%	0%	22%	24%	413	31%	88,499	33%	0%	18%	21%
	Total	402		71,327					1,335		265,388				
SMALL BUSINESS REVENUE		Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	\$1 Million or Less	46	41%	2,611	14%	92%	42%	31%	103	42%	7,754	25%	92%	41%	34%
	Over \$1 Million	47	42%	14,649	78%	5%			82	33%	16,748	54%	5%		
	Revenue Not Reported	18	16%	1,484	8%	4%			60	24%	6,392	21%	4%		
	Total	111		18,744					245		30,894				
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	66	59%	2,161	12%		94%	40%	157	64%	5,467	18%		95%	39%
	\$100,001 - \$250,000	25	23%	4,431	24%		3%	14%	55	22%	9,006	29%		2%	14%
	\$250,001 - \$1 Million	20	18%	12,152	65%		3%	46%	33	13%	16,421	53%		3%	47%
	Total	111		18,744					245		30,894				
SMALL FARM REVENUE		Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	\$1 Million or Less	0	0%	0	0%	96%	45%	51%	0	0%	0	0%	97%	40%	26%
	Over \$1 Million	0	0%	0	0%	4%			0	0%	0	0%	3%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%		
	Total	0		0					0		0				
SMALL FARM LOAN SIZE	\$100,000 or Less	0	0%	0	0%		86%	46%	0	0%	0	0%		83%	26%
	\$100,001 - \$250,000	0	0%	0	0%		11%	40%	0	0%	0	0%		9%	26%
	\$250,001 - \$500,000	0	0%	0	0%		2%	14%	0	0%	0	0%		8%	49%
	Total	0		0					0		0				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				#	%	\$ (000s)	%			
	\$1 Million or Less	0	0%	0	0%	92%			0	0%	0	0%	92%		
	Over \$1 Million	2	67%	320	74%	5%			3	75%	1,400	95%	5%		
	Revenue Not Reported	1	33%	112	26%	4%			1	25%	75	5%	4%		
	Total	3		432					4		1,475				
SMALL BUSINESS SECURED BY RE	\$100,000 or Less	1	33%	75	17%				1	25%	75	5%			
	\$100,001 - \$250,000	2	67%	357	83%				0	0%	0	0%			
	\$250,001 - \$1 Million	0	0%	0	0%				3	75%	1,400	95%			
	Total	3		432					4		1,475				

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Lakeland-Winterhaven FL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	8%	2	1%	100	0%	1%	0%	0%	0%
	Moderate	9	8%	902	7%	15%	7%	24%	33	16%	2,604	10%	19%	13%	10%	10%
	Middle	67	59%	7,460	54%	61%	60%	20%	112	56%	12,094	49%	55%	52%	50%	50%
	Upper	38	33%	5,467	40%	24%	33%	29%	54	27%	10,092	41%	25%	34%	39%	39%
	Unknown	0	0%	0	0%	0%	0%	18%	0	0%	0	0%	0%	0%	0%	0%
	Total	114		13,829					201		24,890					
REFINANCE	Low	0	0%	0	0%	0%	0%	4%	3	1%	222	1%	1%	0%	0%	0%
	Moderate	3	5%	432	4%	15%	5%	12%	32	12%	4,552	10%	19%	10%	9%	9%
	Middle	26	44%	4,504	47%	61%	53%	17%	128	46%	19,968	45%	55%	52%	52%	52%
	Upper	30	51%	4,680	49%	24%	43%	41%	113	41%	19,196	44%	25%	37%	39%	39%
	Unknown	0	0%	0	0%	0%	0%	26%	0	0%	0	0%	0%	0%	0%	0%
	Total	59		9,616					276		43,938					
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	14%	0	0%	0	0%	1%	1%	0%	0%
	Moderate	0	0%	0	0%	15%	7%	32%	1	11%	119	17%	19%	20%	12%	12%
	Middle	0	0%	0	0%	61%	59%	19%	4	44%	175	25%	55%	48%	46%	46%
	Upper	0	0%	0	0%	24%	34%	31%	4	44%	398	58%	25%	31%	42%	42%
	Unknown	0	0%	0	0%	0%	0%	4%	0	0%	0	0%	0%	0%	0%	0%
	Total	0		0					9		692					
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	7%	5	1%	322	0%	1%	0%	0%	0%
	Moderate	12	7%	1,334	6%	15%	6%	21%	66	14%	7,275	10%	19%	12%	10%	10%
	Middle	93	54%	11,964	51%	61%	57%	19%	244	50%	32,237	46%	55%	52%	51%	51%
	Upper	68	39%	10,147	43%	24%	37%	33%	171	35%	29,686	43%	25%	36%	39%	39%
	Unknown	0	0%	0	0%	0%	0%	20%	0	0%	0	0%	0%	0%	0%	0%
	Total	173		23,445					486		69,520					
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%	0%	0%	1	1%	15	0%	4%	4%	6%	
	Moderate	6	21%	831	35%	18%	18%	25%	21	25%	2,071	24%	20%	20%	22%	
	Middle	15	52%	1,137	48%	58%	54%	55%	36	43%	5,184	60%	50%	46%	46%	
	Upper	8	28%	392	17%	24%	24%	18%	26	31%	1,442	17%	26%	24%	22%	
Unknown	0	0%	0	0%	0%	3%	1%	0	0%	0	0%	0%	6%	3%		
	Total	29		2,360					84		8,712					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	2%	3%	
	Moderate	0	0%	0	0%	15%	24%	23%	0	0%	0	0%	23%	28%	51%	
	Middle	0	0%	0	0%	68%	49%	53%	0	0%	0	0%	52%	49%	16%	
	Upper	0	0%	0	0%	17%	22%	24%	1	100%	3	100%	24%	19%	28%	
Unknown	0	0%	0	0%	0%	5%	0%	0	0%	0	0%	0%	2%	1%		
	Total	0		0					1		3					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%			0	0%	0	0%	4%			
	Moderate	0	0%	0	0%	18%			0	0%	0	0%	20%			
	Middle	1	100%	205	100%	58%			1	100%	540	100%	50%			
	Upper	0	0%	0	0%	24%			0	0%	0	0%	26%			
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%				
	Total	1		205					1		540					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Lakeland-Winterhaven FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income %	Count	Dollar		Count	Bank		Families by Family Income %	Count	Dollar			
		#	%		\$ (000s)	\$ %	Aggregate		Aggregate	#		%	\$ (000s)	\$ %	Aggregate 2012	Aggregate 2012
HOME PURCHASE	Low	23	20%	1,424	10%	18%	5%	0%	28	14%	1,546	6%	20%	8%	5%	
	Moderate	30	26%	2,542	18%	20%	20%	0%	49	24%	4,005	16%	19%	23%	19%	
	Middle	20	18%	2,182	16%	23%	20%	0%	50	25%	5,236	21%	21%	22%	22%	
	Upper	39	34%	7,308	53%	40%	37%	0%	64	32%	12,003	48%	40%	30%	38%	
	Unknown	2	2%	373	3%	0%	18%	0%	10	5%	2,100	8%	0%	17%	16%	
	Total	114		13,829						201		24,890				
REFINANCE	Low	2	3%	80	1%	18%	2%	0%	14	5%	952	2%	20%	6%	4%	
	Moderate	15	25%	1,277	13%	20%	8%	0%	35	13%	3,434	8%	19%	12%	8%	
	Middle	10	17%	1,534	16%	23%	14%	0%	47	17%	6,671	15%	21%	20%	16%	
	Upper	29	49%	6,195	64%	40%	50%	0%	125	45%	23,446	53%	40%	45%	49%	
	Unknown	3	5%	530	6%	0%	26%	0%	55	20%	9,435	21%	0%	17%	23%	
	Total	59		9,616					276		43,938					
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	5%	0%	2	22%	50	7%	20%	14%	4%	
	Moderate	0	0%	0	0%	20%	16%	0%	2	22%	92	13%	19%	19%	14%	
	Middle	0	0%	0	0%	23%	16%	0%	0	0%	0	0%	21%	21%	16%	
	Upper	0	0%	0	0%	40%	53%	0%	5	56%	550	79%	40%	37%	56%	
	Unknown	0	0%	0	0%	0%	11%	0%	0	0%	0	0%	0%	5%	10%	
	Total	0		0					9		602					
HMDA TOTALS	Low	25	14%	1,504	6%	18%	4%	0%	44	9%	2,548	4%	20%	7%	4%	
	Moderate	45	26%	3,819	16%	20%	15%	0%	86	18%	7,531	11%	19%	17%	12%	
	Middle	30	17%	3,716	16%	23%	18%	0%	97	20%	11,907	17%	21%	21%	18%	
	Upper	68	39%	13,503	58%	40%	42%	0%	194	40%	35,999	52%	40%	38%	45%	
	Unknown	5	3%	903	4%	0%	21%	0%	65	13%	11,535	17%	0%	17%	21%	
	Total	173		23,445					486		69,520					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	14	48%	514	22%	92%	40%	31%	51	61%	4,414	51%	93%	35%	31%
		Over \$1 Million	12	41%	1,755	74%	4%			17	20%	3,200	37%	4%		
	Revenue Not Reported	3	10%	91	4%	3%			16	19%	1,098	13%	3%			
	Total	29		2,360					84		8,712					
LOAN SIZE	\$100,000 or Less	23	79%	508	22%		96%	47%	66	79%	2,078	24%		96%	41%	
	\$100,001 - \$250,000	2	7%	305	13%		2%	14%	8	10%	1,254	14%		2%	13%	
	\$250,001 - \$1 Million	4	14%	1,547	66%		2%	39%	10	12%	5,380	62%		2%	46%	
Total	29		2,360					84		8,712						
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%	62%	60%	0	0%	0	0%	93%	51%	54%
		Over \$1 Million	0	0%	0	0%	8%			1	100%	3	100%	7%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					1		3					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		73%	20%	1	100%	3	100%		67%	17%	
	\$100,001 - \$250,000	0	0%	0	0%		16%	33%	0	0%	0	0%		21%	39%	
	\$250,001 - \$500,000	0	0%	0	0%		11%	46%	0	0%	0	0%		12%	44%	
Total	0		0					1		3						
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses			
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	100%	205	100%	92%			0	0%	0	0%	93%		
		Over \$1 Million	0	0%	0	0%	4%			1	100%	540	100%	4%		
	Revenue Not Reported	0	0%	0	0%	3%			0	0%	0	0%	3%			
	Total	1		205					1		540					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	1	100%	205	100%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				1	100%	540	100%				
Total	1		205					1		540						

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Naples-Marco Island FL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	%	%	%	#		%	\$ (000s)	%	%	%	
HOME PURCHASE	Low	0	0%	0	0%	2%	0%	0%	14	2%	1,813	1%	2%	3%	1%
	Moderate	67	27%	9,182	19%	13%	14%	9%	97	17%	13,739	9%	16%	14%	9%
	Middle	117	47%	18,368	39%	48%	52%	40%	286	50%	53,385	36%	46%	50%	40%
	Upper	66	26%	19,766	42%	37%	34%	51%	170	30%	77,976	53%	35%	34%	51%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	250		47,316						567		146,913			
REFINANCE	Low	1	0%	193	0%	2%	0%	0%	12	1%	1,269	1%	2%	1%	0%
	Moderate	23	8%	4,223	7%	13%	7%	5%	153	17%	25,686	12%	16%	11%	8%
	Middle	128	46%	23,984	37%	48%	43%	32%	469	51%	91,446	44%	46%	48%	38%
	Upper	127	46%	36,093	56%	37%	49%	63%	284	31%	87,929	43%	35%	40%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	279		64,493						918		206,330			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	0%	0	0%	0	0%	2%	3%	0%
	Moderate	0	0%	0	0%	13%	14%	5%	4	20%	122	4%	16%	12%	7%
	Middle	1	50%	10	17%	48%	51%	55%	9	45%	457	14%	46%	51%	35%
	Upper	1	50%	50	83%	37%	34%	40%	7	35%	2,668	82%	35%	34%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	2		60						20		3,247			
HMDA TOTALS	Low	1	0%	193	0%	2%	0%	0%	26	2%	3,082	1%	2%	2%	1%
	Moderate	90	17%	13,405	12%	13%	11%	7%	254	17%	39,547	11%	16%	12%	9%
	Middle	246	46%	42,362	38%	48%	48%	37%	764	51%	145,288	41%	46%	49%	39%
	Upper	194	37%	55,909	50%	37%	41%	56%	461	31%	168,573	47%	35%	37%	52%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	531		111,869						1,505		356,490			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	1	1%	30	0%	2%	1%	2%	2	1%	14	0%	3%	2%	3%
	Moderate	6	4%	554	3%	11%	8%	7%	48	12%	2,855	8%	14%	10%	8%
	Middle	71	47%	8,722	47%	46%	43%	41%	161	40%	12,612	37%	44%	40%	36%
	Upper	73	48%	9,448	50%	42%	47%	51%	188	47%	18,501	54%	40%	45%	52%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	2%	1%
Total	151		18,754						399		33,982				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	9%	18%	54%	0	0%	0	0%	9%	12%	10%
	Moderate	0	0%	0	0%	20%	29%	6%	0	0%	0	0%	16%	12%	1%
	Middle	0	0%	0	0%	46%	24%	31%	2	100%	233	100%	49%	47%	45%
	Upper	0	0%	0	0%	25%	29%	9%	0	0%	0	0%	26%	29%	44%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0						2		233				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	2%			0	0%	0	0%	3%		
	Moderate	0	0%	0	0%	11%			1	14%	375	14%	14%		
	Middle	1	17%	156	7%	46%			3	43%	775	30%	44%		
	Upper	5	83%	2,070	93%	42%			3	43%	1,448	56%	40%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	6		2,226						7		2,598				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Naples-Marco Island FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income	Count Aggregate	Dollar Aggregate	Bank				Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	76	30%	7,869	17%	19%	12%	5%	79	14%	8,028	5%	21%	8%	3%	
	Moderate	48	19%	6,178	13%	19%	15%	8%	105	19%	13,957	10%	18%	13%	7%	
	Middle	34	14%	4,937	10%	21%	13%	9%	84	15%	13,529	9%	19%	14%	9%	
	Upper	87	35%	27,320	58%	41%	49%	67%	255	45%	99,719	68%	42%	53%	72%	
	Unknown	5	2%	1,012	2%	0%	11%	10%	44	8%	11,680	8%	0%	12%	8%	
	Total	250		47,316					567		146,913					
REFINANCE	Low	20	7%	2,153	3%	19%	5%	2%	82	9%	9,934	5%	21%	6%	3%	
	Moderate	58	21%	7,316	11%	19%	10%	5%	150	16%	21,872	11%	18%	12%	7%	
	Middle	56	20%	9,541	15%	21%	16%	10%	187	20%	32,528	16%	19%	17%	12%	
	Upper	135	48%	41,607	65%	41%	54%	70%	447	49%	128,325	62%	42%	56%	68%	
	Unknown	10	4%	3,876	6%	0%	15%	14%	52	6%	13,671	7%	0%	9%	10%	
	Total	279		64,493					918		206,330					
HOME IMPROVEMENT	Low	1	50%	50	83%	19%	8%	1%	1	5%	3	0%	21%	13%	1%	
	Moderate	1	50%	10	17%	19%	18%	6%	2	10%	154	5%	18%	18%	8%	
	Middle	0	0%	0	0%	21%	24%	12%	7	35%	487	15%	19%	23%	18%	
	Upper	0	0%	0	0%	41%	42%	61%	10	50%	2,603	80%	42%	44%	72%	
	Unknown	0	0%	0	0%	0%	8%	19%	0	0%	0	0%	0%	2%	1%	
	Total	2		60					20		3,247					
HMDA TOTALS	Low	97	18%	10,072	9%	19%	9%	3%	162	11%	17,965	5%	21%	7%	3%	
	Moderate	107	20%	13,504	12%	19%	13%	6%	257	17%	35,983	10%	18%	13%	7%	
	Middle	90	17%	14,478	13%	21%	14%	9%	278	18%	46,544	13%	19%	16%	11%	
	Upper	222	42%	68,927	62%	41%	51%	67%	712	47%	230,647	65%	42%	54%	69%	
	Unknown	15	3%	4,888	4%	0%	13%	14%	96	6%	25,351	7%	0%	10%	11%	
	Total	531		111,869					1,505		356,490					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	82	54%	8,065	43%	93%	39%	39%	229	57%	12,769	38%	93%	37%	37%
		Over \$1 Million	30	20%	6,713	36%	4%			70	18%	15,482	46%	4%		
	Revenue Not Reported	39	26%	3,976	21%	3%			100	25%	5,731	17%	3%			
	Total	151		18,754					399		33,982					
	LOAN SIZE	\$100,000 or Less	107	71%	3,175	17%		95%	40%	326	82%	8,284	24%		95%	37%
		\$100,001 - \$250,000	21	14%	4,309	23%		2%	14%	35	9%	6,559	19%		2%	14%
		\$250,001 - \$1 Million	23	15%	11,270	60%		3%	45%	38	10%	19,139	56%		3%	49%
		Total	151		18,754					399		33,982				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%	59%	32%	2	100%	233	100%	93%	47%	43%
		Over \$1 Million	0	0%	0	0%	7%			0	0%	0	0%	7%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					2		233					
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%		88%	26%	1	50%	20	9%		76%	21%
		\$100,001 - \$250,000	0	0%	0	0%		6%	22%	1	50%	213	91%		18%	41%
		\$250,001 - \$500,000	0	0%	0	0%		6%	52%	0	0%	0	0%		6%	39%
		Total	0		0					2		233				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	3	50%	618	28%	93%			3	43%	1,210	47%	93%		
		Over \$1 Million	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Revenue Not Reported	3	50%	1,608	72%	3%			4	57%	1,388	53%	3%			
	Total	6		2,226					7		2,598					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	4	67%	806	36%				2	29%	337	13%				
	\$250,001 - \$1 Million	2	33%	1,420	64%				5	71%	2,261	87%				
	Total	6		2,226					7		2,598					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Orlando-Deltona-Daytona Beach FL CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count		Bank				Owner Occupied Units	Count	
		Count		Dollar			Aggregate 2011	Dollar 2011	Count		Dollar			Aggregate 2012	Dollar 2012
		#	%	\$ (000s)	%	%	%	\$ %	#	%	\$ (000s)	%	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	6	1%	477	0%	1%	0%	0%
	Moderate	47	11%	4,006	7%	16%	11%	8%	171	21%	21,353	14%	19%	13%	9%
	Middle	238	57%	27,950	47%	56%	54%	47%	332	40%	49,508	33%	46%	45%	38%
	Upper	136	32%	27,791	47%	28%	35%	45%	315	38%	76,823	52%	34%	42%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	421		59,747					824		148,161				
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	6	0%	1,216	0%	1%	0%	0%
	Moderate	18	6%	2,985	5%	16%	7%	5%	210	12%	27,053	8%	19%	11%	8%
	Middle	148	46%	23,117	38%	56%	46%	40%	765	42%	129,619	38%	46%	41%	36%
	Upper	155	48%	34,008	57%	28%	46%	55%	834	46%	186,080	54%	34%	47%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	321		60,110					1,815		343,968				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	1%	0%
	Moderate	2	20%	55	12%	16%	20%	7%	7	18%	255	10%	19%	18%	7%
	Middle	4	40%	135	30%	56%	50%	43%	21	54%	1,426	54%	46%	46%	31%
	Upper	4	40%	258	58%	28%	29%	49%	11	28%	944	36%	34%	35%	61%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	10		448					39		2,625				
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	12	0%	1,693	0%	1%	0%	0%
	Moderate	67	9%	7,046	6%	16%	10%	8%	388	14%	48,661	10%	19%	12%	10%
	Middle	390	52%	51,202	43%	56%	51%	44%	1,118	42%	180,553	36%	46%	43%	37%
	Upper	295	39%	62,057	52%	28%	39%	48%	1,160	43%	263,847	53%	34%	45%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	752		120,305					2,678		494,754				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%		%	%	#	%	\$ (000s)	%		%	%
	Low	6	1%	1,313	3%	1%	1%	2%	7	1%	215	0%	1%	1%	2%
	Moderate	97	21%	16,038	32%	18%	16%	21%	188	24%	32,559	31%	23%	21%	25%
	Middle	225	48%	22,604	45%	51%	47%	46%	305	39%	44,123	42%	41%	37%	37%
	Upper	141	30%	10,474	21%	30%	35%	31%	276	36%	28,098	27%	35%	38%	35%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	3%	1%	
	Total	469		50,429					776		104,995				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%		%	%	#	%	\$ (000s)	%		%	%
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	14%	7%	5%	0	0%	0	0%	16%	7%	7%
	Middle	1	100%	8	100%	63%	66%	76%	0	0%	0	0%	48%	46%	65%
	Upper	0	0%	0	0%	23%	24%	18%	0	0%	0	0%	36%	44%	25%
Unknown	0	0%	0	0%	0%	3%	0%	0	0%	0	0%	0%	3%	3%	
	Total	1		8					0		0				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	%				#	%	\$ (000s)	%		%	
	Low	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Moderate	1	10%	242	13%	18%			7	28%	1,765	35%	23%		
	Middle	9	90%	1,623	87%	51%			9	36%	1,452	29%	41%		
	Upper	0	0%	0	0%	30%			9	36%	1,771	36%	35%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	10		1,865				25		4,988					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Orlando-Deltona-Daytona Beach FL CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank		Families by Family Income	Count		Dollar		Bank		Families by Family Income	Count		Dollar	
		Count			Aggregate	Aggregate	Count		Dollar			Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)			\$ %	%	%	#	%		\$ (000s)	\$ %	%
HOME PURCHASE	Low	85	20%	5,698	10%	18%	8%	4%	95	12%	7,048	5%	20%	8%	4%
	Moderate	113	27%	11,365	19%	19%	21%	14%	173	21%	18,862	13%	19%	19%	13%
	Middle	80	19%	11,025	18%	23%	20%	18%	164	20%	25,088	17%	21%	21%	18%
	Upper	129	31%	28,383	48%	40%	37%	49%	323	39%	82,348	56%	40%	40%	54%
	Unknown	14	3%	3,276	5%	0%	14%	14%	69	8%	14,815	10%	0%	12%	11%
	Total	421		59,747						824		148,161			
REFINANCE	Low	19	6%	1,077	2%	18%	5%	2%	89	5%	8,852	3%	20%	6%	4%
	Moderate	46	14%	4,136	7%	19%	10%	6%	219	12%	25,410	7%	19%	12%	8%
	Middle	60	19%	8,402	14%	23%	15%	11%	315	17%	48,301	14%	21%	18%	15%
	Upper	164	51%	39,520	66%	40%	44%	55%	778	43%	175,059	51%	40%	50%	58%
	Unknown	32	10%	6,975	12%	0%	27%	25%	414	23%	86,346	25%	0%	14%	15%
	Total	321		60,110						1,815		343,968			
HOME IMPROVEMENT	Low	2	20%	29	6%	18%	15%	4%	5	13%	148	6%	20%	15%	4%
	Moderate	4	40%	233	52%	19%	23%	12%	10	26%	323	12%	19%	23%	11%
	Middle	3	30%	126	28%	23%	22%	16%	7	18%	488	19%	21%	22%	19%
	Upper	1	10%	60	13%	40%	35%	54%	17	44%	1,666	63%	40%	36%	60%
	Unknown	0	0%	0	0%	0%	5%	14%	0	0%	0	0%	0%	4%	6%
	Total	10		448						39		2,625			
HMDA TOTALS	Low	106	14%	6,804	6%	18%	7%	3%	189	7%	16,048	3%	20%	7%	4%
	Moderate	163	22%	15,734	13%	19%	17%	11%	402	15%	44,595	9%	19%	15%	10%
	Middle	143	19%	19,553	16%	23%	18%	15%	486	18%	73,877	15%	21%	19%	15%
	Upper	294	39%	67,963	56%	40%	39%	50%	1,118	42%	259,073	52%	40%	46%	54%
	Unknown	46	6%	10,251	9%	0%	19%	22%	483	18%	101,161	20%	0%	13%	17%
	Total	752		120,305						2,678		494,754			
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	246	52%	9,081	18%	93%	42%	32%	368	47%	19,802	19%	93%	39%
	Over \$1 Million	135	29%	34,170	68%	4%			236	30%	75,153	72%	4%		
	Revenue Not Reported	88	19%	7,178	14%	3%			172	22%	10,040	10%	3%		
	Total	469		50,429					776		104,995				
LOAN SIZE	\$100,000 or Less	361	77%	7,406	15%		96%	42%	572	74%	15,259	15%		96%	41%
	\$100,001 - \$250,000	52	11%	8,910	18%		2%	14%	65	8%	12,334	12%		2%	14%
	\$250,001 - \$1 Million	56	12%	34,113	68%		2%	45%	139	18%	77,402	74%		2%	46%
	Total	469		50,429					776		104,995				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	94%	58%	41%	0	0%	0	0%	95%	49%
	Over \$1 Million	0	0%	0	0%	5%			0	0%	0	0%	5%		
	Revenue Not Reported	1	100%	8	100%	0%			0	0%	0	0%	0%		
	Total	1		8					0		0				
LOAN SIZE	\$100,000 or Less	1	100%	8	100%		93%	45%	0	0%	0	0%		91%	43%
	\$100,001 - \$250,000	0	0%	0	0%		3%	15%	0	0%	0	0%		5%	21%
	\$250,001 - \$500,000	0	0%	0	0%		3%	40%	0	0%	0	0%		3%	36%
	Total	1		8					0		0				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	7	70%	1,095	59%	93%			9	36%	794	16%	93%	
	Over \$1 Million	2	20%	686	37%	4%			10	40%	3,784	76%	4%		
	Revenue Not Reported	1	10%	84	5%	3%			6	24%	410	8%	3%		
	Total	10		1,865					25		4,988				
LOAN SIZE	\$100,000 or Less	3	30%	196	11%				11	44%	559	11%			
	\$100,001 - \$250,000	6	60%	1,119	60%				8	32%	1,189	24%			
	\$250,001 - \$1 Million	1	10%	550	29%				6	24%	3,240	65%			
	Total	10		1,865					25		4,988				

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Sarasota-Bradenton-Punta Gorda FL CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Count		Dollar		Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Count		Dollar		Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	3	1%	175	0%	1%	0%	0%
	Moderate	30	13%	1,927	6%	17%	8%	5%	81	15%	7,683	9%	17%	9%	6%
	Middle	147	62%	19,460	56%	61%	62%	50%	325	62%	45,981	52%	55%	54%	41%
	Upper	61	26%	13,433	39%	22%	30%	44%	115	22%	34,358	39%	27%	37%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	238		34,820						524		88,197			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	4	0%	314	0%	1%	0%	0%
	Moderate	6	4%	849	2%	17%	5%	4%	76	9%	11,115	6%	17%	9%	6%
	Middle	96	61%	15,833	46%	61%	55%	46%	490	57%	80,636	47%	55%	54%	45%
	Upper	56	35%	17,755	52%	22%	39%	50%	290	34%	79,189	46%	27%	37%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	158		34,437						860		171,254			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	0%
	Moderate	2	25%	14	3%	17%	15%	8%	3	15%	100	6%	17%	17%	6%
	Middle	5	63%	344	75%	61%	63%	49%	11	55%	738	42%	55%	55%	37%
	Upper	1	13%	100	22%	22%	22%	43%	6	30%	922	52%	27%	28%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	8		458						20		1,760			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	7	0%	489	0%	1%	0%	0%
	Moderate	38	9%	2,790	4%	17%	7%	5%	160	11%	18,898	7%	17%	9%	7%
	Middle	248	61%	35,637	51%	61%	59%	48%	826	59%	127,355	49%	55%	54%	43%
	Upper	118	29%	31,288	45%	22%	34%	47%	411	29%	114,469	44%	27%	37%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	404		69,715						1,404		261,211			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	6	2%	1,732	4%	1%	0%	0%
	Moderate	21	14%	3,823	16%	15%	13%	15%	47	16%	5,635	14%	17%	0%	0%
	Middle	72	47%	13,614	56%	59%	56%	54%	107	37%	14,325	36%	51%	0%	0%
	Upper	61	40%	6,990	29%	26%	30%	31%	130	45%	17,969	45%	30%	0%	0%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	154		24,427						290		39,661				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	8%	16%	22%	0	0%	0	0%	11%	0%	0%
	Middle	0	0%	0	0%	61%	39%	47%	2	100%	25	100%	44%	0%	0%
	Upper	0	0%	0	0%	31%	39%	29%	0	0%	0	0%	45%	0%	0%
Unknown	0	0%	0	0%	0%	5%	3%	0	0%	0	0%	0%	0%	0%	
Total	0		0						2		25				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			1	6%	962	13%	1%		
	Moderate	0	0%	0	0%	15%			2	13%	1,412	20%	17%		
	Middle	2	50%	576	43%	59%			6	38%	2,067	29%	51%		
	Upper	2	50%	758	57%	26%			7	44%	2,768	38%	30%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	4		1,334						16		7,209				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Sarasota-Bradenton-Punta Gorda FL CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	63	26%	4,421	13%	17%	7%	3%	101	19%	7,503	9%	19%	6%	3%	
	Moderate	52	22%	4,796	14%	20%	16%	10%	127	24%	13,109	15%	19%	16%	9%	
	Middle	31	13%	3,862	11%	24%	18%	14%	86	16%	10,664	12%	22%	18%	14%	
	Upper	88	37%	20,660	59%	39%	47%	61%	192	37%	54,215	61%	40%	50%	65%	
	Unknown	4	2%	1,081	3%	0%	13%	12%	18	3%	2,706	3%	0%	10%	9%	
	Total	238		34,820						524		88,197				
REFINANCE	Low	4	3%	343	1%	17%	4%	2%	43	5%	4,570	3%	19%	6%	4%	
	Moderate	19	12%	2,749	8%	20%	11%	7%	102	12%	12,110	7%	19%	13%	8%	
	Middle	36	23%	4,446	13%	24%	16%	11%	184	21%	26,413	15%	22%	20%	15%	
	Upper	90	57%	24,334	71%	39%	47%	61%	424	49%	104,304	61%	40%	50%	61%	
	Unknown	9	6%	2,565	7%	0%	21%	19%	107	12%	23,857	14%	0%	11%	11%	
	Total	158		34,437						860		171,254				
HOME IMPROVEMENT	Low	1	13%	8	2%	17%	16%	4%	3	15%	95	5%	19%	12%	2%	
	Moderate	4	50%	236	52%	20%	25%	12%	1	5%	40	2%	19%	25%	9%	
	Middle	1	13%	70	15%	24%	20%	15%	9	45%	808	46%	22%	23%	16%	
	Upper	2	25%	144	31%	39%	35%	62%	7	35%	817	46%	40%	37%	65%	
	Unknown	0	0%	0	0%	0%	4%	6%	0	0%	0	0%	0%	4%	7%	
	Total	8		458						20		1,760				
HMDA TOTALS	Low	68	17%	4,772	7%	17%	6%	2%	147	10%	12,168	5%	19%	6%	3%	
	Moderate	75	19%	7,781	11%	20%	14%	8%	230	16%	25,259	10%	19%	14%	9%	
	Middle	68	17%	8,378	12%	24%	17%	13%	279	20%	37,885	15%	22%	19%	15%	
	Upper	180	45%	45,138	65%	39%	47%	60%	623	44%	159,336	61%	40%	50%	61%	
	Unknown	13	3%	3,646	5%	0%	16%	16%	125	9%	26,563	10%	0%	11%	13%	
	Total	404		69,715						1,404		261,211				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	80	52%	5,441	22%	93%	44%	36%	130	45%	7,555	19%	93%	0%	0%
		Over \$1 Million	49	32%	17,434	71%	4%			90	31%	28,365	72%	4%		
	Revenue Not Reported	25	16%	1,552	6%	3%			70	24%	3,741	9%	3%			
	Total	154		24,427					290		39,661					
	LOAN SIZE	\$100,000 or Less	102	66%	2,839	12%		95%	39%	202	70%	5,431	14%		0%	0%
		\$100,001 - \$250,000	24	16%	4,363	18%		3%	16%	39	13%	7,313	18%		0%	0%
		\$250,001 - \$1 Million	28	18%	17,225	71%		2%	45%	49	17%	26,917	68%		0%	0%
		Total	154		24,427					290		39,661				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	94%	45%	61%	2	100%	25	100%	95%	0%	0%
		Over \$1 Million	0	0%	0	0%	5%			0	0%	0	0%	5%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					2		25					
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%		92%	50%	2	100%	25	100%		0%	0%
		\$100,001 - \$250,000	0	0%	0	0%		5%	22%	0	0%	0	0%		0%	0%
		\$250,001 - \$500,000	0	0%	0	0%		3%	28%	0	0%	0	0%		0%	0%
		Total	0		0					2		25				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	3	75%	1,309	98%	93%			10	63%	3,334	46%	93%		
		Over \$1 Million	0	0%	0	0%	4%			4	25%	3,350	46%	4%		
	Revenue Not Reported	1	25%	25	2%	3%			2	13%	525	7%	3%			
	Total	4		1,334					16		7,209					
	LOAN SIZE	\$100,000 or Less	1	25%	25	2%				1	6%	96	1%			
		\$100,001 - \$250,000	0	0%	0	0%				3	19%	645	9%			
\$250,001 - \$1 Million		3	75%	1,309	98%				12	75%	6,468	90%				
Total		4		1,334					16		7,209					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Tampa-St Petersburg-Clearwater FL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Count	Dollar	Bank				Count	Dollar		
		Count		Dollar		Owner Occupied Units	Aggregate 2011	Aggregate 2011	Count		Dollar		Owner Occupied Units	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	1	0%	107	0%	1%	0%	0%	21	2%	1,331	1%	2%	1%	0%
	Moderate	99	18%	12,634	13%	20%	13%	10%	155	14%	16,351	8%	21%	12%	8%
	Middle	213	39%	25,051	26%	48%	42%	35%	451	39%	61,707	28%	42%	39%	31%
	Upper	240	43%	58,856	61%	31%	45%	56%	521	45%	137,701	63%	35%	48%	60%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	553		96,648						1,148		217,090			
REFINANCE	Low	1	0%	161	0%	1%	0%	0%	29	1%	3,374	1%	2%	1%	1%
	Moderate	32	7%	4,165	4%	20%	8%	6%	293	13%	38,750	9%	21%	11%	8%
	Middle	152	33%	21,118	22%	48%	37%	31%	839	37%	135,978	31%	42%	37%	32%
	Upper	271	59%	69,404	73%	31%	54%	63%	1,098	49%	259,599	59%	35%	51%	60%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	456		94,848						2,259		437,701			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	0%	0	0%	0	0%	2%	2%	1%
	Moderate	0	0%	0	0%	20%	18%	10%	12	24%	439	12%	21%	21%	7%
	Middle	13	72%	751	59%	48%	46%	34%	17	33%	988	26%	42%	40%	29%
	Upper	5	28%	513	41%	31%	35%	57%	22	43%	2,305	62%	35%	38%	62%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	18		1,264						51		3,732			
HMDA TOTALS	Low	2	0%	268	0%	1%	0%	0%	50	1%	4,705	1%	2%	1%	1%
	Moderate	131	13%	16,799	9%	20%	11%	9%	460	13%	55,540	8%	21%	12%	8%
	Middle	378	37%	46,920	24%	48%	40%	33%	1,307	38%	198,673	30%	42%	38%	32%
	Upper	516	50%	128,773	67%	31%	48%	58%	1,641	47%	399,605	61%	35%	49%	59%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,027		192,760						3,458		658,523			
		Count	Dollar	% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count	Dollar	% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012				
		#	%	\$ (000s)	\$ %	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %	
SMALL BUSINESS	Low	11	3%	1,638	3%	2%	1%	2%	44	4%	9,547	9%	3%	3%	5%
	Moderate	108	27%	18,243	39%	21%	20%	24%	228	22%	26,340	26%	21%	19%	21%
	Middle	152	38%	16,699	35%	43%	40%	42%	397	38%	37,545	37%	39%	37%	41%
	Upper	128	32%	10,530	22%	35%	37%	31%	377	36%	28,319	28%	37%	38%	33%
	Unknown	0	0%	0	0%	0%	1%	0%	2	0%	333	0%	0%	2%	1%
	Total	399		47,110						1,048		102,084			
		Count	Dollar	% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count	Dollar	% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012				
		#	%	\$ (000s)	\$ %	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %	
SMALL FARM	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	2%	2%	0%
	Moderate	1	100%	100	100%	19%	8%	21%	3	50%	718	87%	20%	16%	26%
	Middle	0	0%	0	0%	52%	47%	44%	1	17%	5	1%	42%	38%	39%
	Upper	0	0%	0	0%	30%	42%	34%	2	33%	100	12%	36%	38%	31%
	Unknown	0	0%	0	0%	0%	3%	0%	0	0%	0	0%	0%	5%	4%
	Total	1		100						6		823			
		Count	Dollar	% of Small Businesses within the Tract			Count	Dollar	% of Small Businesses within the Tract						
		#	%	\$ (000s)	\$ %		#	%	\$ (000s)	\$ %	%				
SMALL BUSINESS SECURED BY RE	Low	0	0%	0	0%	2%			2	10%	248	5%	3%		
	Moderate	0	0%	0	0%	21%			5	25%	1,505	30%	21%		
	Middle	2	67%	467	84%	43%			8	40%	1,614	32%	39%		
	Upper	1	33%	90	16%	35%			5	25%	1,630	33%	37%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Total	3		557					20		4,997				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Tampa-St Petersburg-Clearwater FL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	59	11%	3,896	4%	19%	6%	2%	103	9%	6,610	3%	21%	6%	3%	
	Moderate	149	27%	14,076	15%	19%	18%	11%	222	19%	22,777	10%	18%	17%	11%	
	Middle	105	19%	13,752	14%	22%	20%	16%	239	21%	31,991	15%	20%	20%	16%	
	Upper	227	41%	61,749	64%	41%	43%	57%	520	45%	142,321	66%	42%	46%	61%	
	Unknown	13	2%	3,175	3%	0%	13%	12%	64	6%	13,391	6%	0%	11%	10%	
	Total	553		96,648					1,148		217,090					
REFINANCE	Low	21	5%	1,528	2%	19%	3%	2%	117	5%	10,991	3%	21%	5%	3%	
	Moderate	57	13%	5,572	6%	19%	9%	5%	236	10%	25,704	6%	18%	10%	6%	
	Middle	93	20%	12,779	13%	22%	14%	10%	340	15%	44,797	10%	20%	16%	12%	
	Upper	248	54%	67,335	71%	41%	48%	60%	1,031	46%	241,362	55%	42%	52%	61%	
	Unknown	37	8%	7,634	8%	0%	25%	24%	535	24%	114,847	26%	0%	17%	18%	
	Total	456		94,848					2,259		437,701					
HOME IMPROVEMENT	Low	1	6%	3	0%	19%	13%	3%	4	8%	147	4%	21%	13%	3%	
	Moderate	5	28%	400	32%	19%	20%	10%	8	16%	380	10%	18%	21%	8%	
	Middle	4	22%	360	28%	22%	23%	18%	23	45%	1,523	41%	20%	21%	15%	
	Upper	8	44%	501	40%	41%	38%	58%	16	31%	1,682	45%	42%	43%	67%	
	Unknown	0	0%	0	0%	0%	5%	11%	0	0%	0	0%	0%	3%	6%	
	Total	18		1,264					51		3,732					
HMDA TOTALS	Low	81	8%	5,427	3%	19%	5%	2%	224	6%	17,748	3%	21%	5%	3%	
	Moderate	211	21%	20,048	10%	19%	14%	8%	466	13%	48,861	7%	18%	13%	8%	
	Middle	202	20%	26,891	14%	22%	18%	13%	602	17%	78,311	12%	20%	18%	13%	
	Upper	483	47%	129,585	67%	41%	45%	56%	1,567	45%	385,365	59%	42%	50%	59%	
	Unknown	50	5%	10,809	6%	0%	18%	21%	599	17%	128,238	19%	0%	14%	17%	
	Total	1,027		192,760					3,458		658,523					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	206	52%	14,713	31%	92%	42%	32%	517	49%	25,201	25%	92%	41%	32%
		Over \$1 Million	120	30%	26,100	55%	5%			279	27%	60,981	60%	5%		
	Revenue Not Reported	73	18%	6,297	13%	4%			252	24%	15,902	16%	3%			
	Total	399		47,110					1,048		102,084					
LOAN SIZE	\$100,000 or Less	307	77%	8,712	18%		95%	43%	832	79%	23,820	23%		95%	40%	
	\$100,001 - \$250,000	39	10%	7,105	15%		2%	15%	105	10%	19,189	19%		2%	13%	
	\$250,001 - \$1 Million	53	13%	31,293	66%		2%	42%	111	11%	59,075	58%		3%	47%	
	Total	399		47,110					1,048		102,084					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	95%	54%	52%	4	67%	703	85%	96%	50%	61%
		Over \$1 Million	1	100%	100	100%	4%			1	17%	70	9%	4%		
	Revenue Not Reported	0	0%	0	0%	1%			1	17%	50	6%	0%			
	Total	1		100					6		823					
LOAN SIZE	\$100,000 or Less	1	100%	100	100%		92%	58%	4	67%	175	21%		88%	32%	
	\$100,001 - \$250,000	0	0%	0	0%		7%	33%	0	0%	0	0%		6%	25%	
	\$250,001 - \$500,000	0	0%	0	0%		1%	9%	2	33%	648	79%		6%	43%	
	Total	1		100					6		823					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	33%	117	21%	92%			11	55%	2,543	51%	92%		
		Over \$1 Million	1	33%	350	63%	5%			4	20%	769	15%	5%		
	Revenue Not Reported	1	33%	90	16%	4%			5	25%	1,685	34%	3%			
	Total	3		557					20		4,997					
LOAN SIZE	\$100,000 or Less	1	33%	90	16%				6	30%	461	9%				
	\$100,001 - \$250,000	1	33%	117	21%				8	40%	1,398	28%				
	\$250,001 - \$1 Million	1	33%	350	63%				6	30%	3,138	63%				
	Total	3		557					20		4,997					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
West Palm Beach-Boca Raton-Boynton Beach FL MD

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	3	2%	223	1%	2%	1%	1%	4	2%	529	1%	3%	1%	1%
	Moderate	29	23%	3,051	12%	25%	15%	9%	33	13%	4,266	6%	22%	13%	7%
	Middle	45	36%	7,161	29%	36%	37%	29%	82	32%	15,961	22%	36%	36%	29%
	Upper	49	39%	14,391	58%	38%	48%	61%	137	54%	53,266	72%	39%	49%	63%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	126		24,826					256		74,022				
REFINANCE	Low	1	1%	52	0%	2%	1%	0%	3	1%	277	0%	3%	1%	1%
	Moderate	11	10%	1,552	6%	25%	8%	5%	60	14%	8,489	7%	22%	11%	7%
	Middle	33	30%	5,888	21%	36%	30%	23%	151	36%	33,214	29%	36%	34%	28%
	Upper	65	59%	20,597	73%	38%	62%	71%	211	50%	71,757	63%	39%	55%	65%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	110		28,089					425		113,737				
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	3%	1%	0	0%	0	0%	3%	2%	0%
	Moderate	0	0%	0	0%	25%	15%	4%	0	0%	0	0%	22%	17%	6%
	Middle	0	0%	0	0%	36%	28%	21%	0	0%	0	0%	36%	32%	21%
	Upper	0	0%	0	0%	38%	54%	74%	3	100%	536	100%	39%	49%	72%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	0		0					3		536				
HMDA TOTALS	Low	4	2%	275	1%	2%	1%	1%	7	1%	806	0%	3%	1%	1%
	Moderate	40	17%	4,603	9%	25%	11%	7%	93	14%	12,755	7%	22%	12%	7%
	Middle	78	33%	13,049	25%	36%	33%	26%	233	34%	49,175	26%	36%	35%	28%
	Upper	114	48%	34,988	66%	38%	54%	66%	351	51%	125,559	67%	39%	52%	64%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	236		52,915					684		188,295				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	2	3%	1,329	8%	3%	3%	4%	4	3%	2,512	8%	4%	4%	5%
	Moderate	19	30%	6,247	40%	20%	17%	20%	37	30%	11,547	39%	19%	17%	20%
	Middle	19	30%	3,611	23%	34%	33%	33%	32	26%	5,849	20%	32%	30%	32%
	Upper	23	37%	4,566	29%	42%	47%	43%	49	40%	9,733	33%	46%	48%	42%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	2%	1%	
Total	63		15,753					122		29,641					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	4%	5%	6%	0	0%	0	0%	4%	1%	0%
	Moderate	0	0%	0	0%	14%	5%	1%	0	0%	0	0%	11%	6%	16%
	Middle	0	0%	0	0%	31%	35%	18%	0	0%	0	0%	24%	25%	6%
	Upper	0	0%	0	0%	51%	55%	75%	0	0%	0	0%	61%	64%	75%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	3%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	3%			0	0%	0	0%	4%		
	Moderate	0	0%	0	0%	20%			0	0%	0	0%	19%		
	Middle	0	0%	0	0%	34%			1	100%	207	100%	32%		
	Upper	0	0%	0	0%	42%			0	0%	0	0%	46%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	0		0					1		207					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

**Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
West Palm Beach-Boca Raton-Boynton Beach FL MD**

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate \$ %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	14	11%	1,018	4%	20%	7%	3%	15	6%	1,203	2%	22%	7%	3%	
	Moderate	46	37%	5,164	21%	19%	17%	10%	31	12%	3,354	5%	18%	16%	9%	
	Middle	16	13%	2,464	10%	21%	19%	14%	34	13%	5,598	8%	19%	19%	14%	
	Upper	46	37%	15,168	61%	41%	45%	62%	144	56%	53,503	72%	42%	48%	65%	
	Unknown	4	3%	1,012	4%	0%	12%	12%	32	13%	10,364	14%	0%	10%	9%	
	Total	126		24,826					256		74,022					
REFINANCE	Low	6	5%	512	2%	20%	4%	2%	17	4%	1,466	1%	22%	6%	4%	
	Moderate	13	12%	1,736	6%	19%	9%	5%	39	9%	4,949	4%	18%	11%	6%	
	Middle	14	13%	2,026	7%	21%	14%	9%	67	16%	12,235	11%	19%	17%	12%	
	Upper	72	65%	22,476	80%	41%	49%	64%	221	52%	75,205	66%	42%	55%	66%	
	Unknown	5	5%	1,339	5%	0%	24%	20%	81	19%	19,882	17%	0%	12%	12%	
	Total	110		28,089					425		113,737					
HOME IMPROVEMENT	Low	0	0%	0	0%	20%	9%	2%	0	0%	0	0%	22%	9%	1%	
	Moderate	0	0%	0	0%	19%	19%	6%	0	0%	0	0%	18%	16%	5%	
	Middle	0	0%	0	0%	21%	22%	11%	0	0%	0	0%	19%	23%	13%	
	Upper	0	0%	0	0%	41%	46%	74%	3	100%	536	100%	42%	49%	79%	
	Unknown	0	0%	0	0%	0%	5%	7%	0	0%	0	0%	0%	3%	3%	
	Total	0		0					3		536					
HMDA TOTALS	Low	20	8%	1,530	3%	20%	5%	2%	32	5%	2,669	1%	22%	7%	3%	
	Moderate	59	25%	6,900	13%	19%	14%	7%	70	10%	8,303	4%	18%	13%	7%	
	Middle	30	13%	4,490	8%	21%	16%	11%	101	15%	17,833	9%	19%	17%	12%	
	Upper	118	50%	37,644	71%	41%	47%	61%	368	54%	129,244	69%	42%	52%	64%	
	Unknown	9	4%	2,351	4%	0%	17%	18%	113	17%	30,246	16%	0%	11%	14%	
	Total	236		52,915					684		188,295					
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	20	32%	3,052	19%	92%	43%	31%	39	32%	5,356	18%	93%	42%	31%
		Over \$1 Million	30	48%	11,794	75%	4%			54	44%	21,989	74%	4%		
	Revenue Not Reported	13	21%	907	6%	3%			29	24%	2,296	8%	3%			
	Total	63		15,753					122		29,641					
LOAN SIZE	\$100,000 or Less	29	46%	1,266	8%		96%	43%	60	49%	2,426	8%		96%	43%	
	\$100,001 - \$250,000	13	21%	2,562	16%		2%	15%	21	17%	4,093	14%		2%	14%	
	\$250,001 - \$1 Million	21	33%	11,925	76%		2%	42%	41	34%	23,122	78%		2%	43%	
	Total	63		15,753					122		29,641					
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	0	0%	0	0%	94%	70%	52%	0	0%	0	0%	95%	51%	40%
		Over \$1 Million	0	0%	0	0%	6%			0	0%	0	0%	5%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		94%	50%	0	0%	0	0%		92%	36%	
	\$100,001 - \$250,000	0	0%	0	0%		2%	5%	0	0%	0	0%		4%	14%	
	\$250,001 - \$500,000	0	0%	0	0%		5%	45%	0	0%	0	0%		4%	50%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses				
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	0	0%	0	0%	92%			1	100%	207	100%	93%		
		Over \$1 Million	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Revenue Not Reported	0	0%	0	0%	3%			0	0%	0	0%	3%			
	Total	0		0					1		207					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				1	100%	207	100%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					1		207					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Atlanta-Sandy Springs-Marietta GA MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 2013, where applicable						
		Count		Bank Dollar		Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Count		Bank Dollar		Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	25	5%	3,481	3%	3%	3%	2%	18	2%	2,066	1%	4%	2%	1%
	Moderate	102	21%	11,832	12%	18%	13%	9%	96	12%	13,391	7%	20%	15%	9%
	Middle	149	30%	20,956	21%	41%	43%	33%	205	26%	34,543	18%	39%	39%	29%
	Upper	217	44%	63,895	64%	39%	41%	56%	459	59%	144,572	74%	38%	44%	61%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	493		100,164					778		194,572				
REFINANCE	Low	21	2%	4,006	1%	3%	1%	1%	56	2%	7,794	1%	4%	2%	1%
	Moderate	100	9%	17,733	6%	18%	9%	6%	433	12%	64,343	7%	20%	13%	9%
	Middle	285	26%	54,630	20%	41%	33%	26%	1,111	30%	207,785	24%	39%	33%	26%
	Upper	704	63%	197,986	72%	39%	56%	67%	2,109	57%	581,009	67%	38%	52%	64%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,110		274,355					3,709		860,931				
HOME IMPROVEMENT	Low	0	0%	0	0%	3%	2%	1%	1	5%	10	0%	4%	4%	1%
	Moderate	0	0%	0	0%	18%	16%	7%	2	10%	360	17%	20%	17%	5%
	Middle	1	17%	27	4%	41%	36%	22%	6	30%	309	14%	39%	33%	17%
	Upper	5	83%	612	96%	39%	46%	69%	11	55%	1,469	68%	38%	46%	76%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6		639					20		2,148				
HMDA TOTALS	Low	46	3%	7,487	2%	3%	2%	2%	75	2%	9,870	1%	4%	2%	1%
	Moderate	202	13%	29,565	8%	18%	11%	8%	531	12%	78,094	7%	20%	14%	10%
	Middle	435	27%	75,613	20%	41%	37%	29%	1,322	29%	242,637	23%	39%	35%	27%
	Upper	926	58%	262,493	70%	39%	49%	62%	2,579	57%	727,050	69%	38%	49%	62%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,609		375,158					4,507		1,057,651				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	7	5%	780	3%	5%	4%	4%	21	6%	3,953	7%	6%	5%	6%
	Moderate	32	21%	5,576	25%	18%	14%	17%	66	20%	13,291	24%	23%	19%	22%
	Middle	47	31%	9,000	40%	38%	33%	33%	88	27%	13,788	25%	34%	28%	27%
	Upper	68	44%	7,062	32%	39%	48%	46%	154	47%	25,052	45%	37%	45%	43%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	3%	1%	
Total	154		22,418					329		56,084					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	0	0%	0	0%	2%	1%	1%	0	0%	0	0%	3%	5%	5%
	Moderate	0	0%	0	0%	20%	23%	23%	0	0%	0	0%	21%	26%	40%
	Middle	0	0%	0	0%	40%	43%	40%	0	0%	0	0%	39%	32%	31%
	Upper	0	0%	0	0%	38%	33%	37%	1	100%	100	100%	38%	36%	24%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					1		100					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	5%			1	9%	246	8%	6%		
	Moderate	3	38%	855	57%	18%			2	18%	166	5%	23%		
	Middle	2	25%	400	27%	38%			6	55%	1,717	53%	34%		
	Upper	3	38%	235	16%	39%			2	18%	1,140	35%	37%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	8		1,490					11		3,269					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Atlanta-Sandy Springs-Marietta GA MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Families by Family Income	Count	Dollar	Bank				Families by Family Income	Count	Dollar
		Count		Dollar		%	Aggregate	Aggregate	Count		Dollar		%	Aggregate 2012	Dollar
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	100	20%	8,381	8%	20%	15%	7%	93	12%	8,278	4%	23%	14%	6%
	Moderate	124	25%	15,090	15%	18%	21%	15%	118	15%	15,235	8%	17%	21%	14%
	Middle	83	17%	13,938	14%	22%	17%	16%	118	15%	21,347	11%	19%	18%	16%
	Upper	177	36%	60,644	61%	41%	32%	50%	357	46%	125,144	64%	41%	34%	53%
	Unknown	9	2%	2,111	2%	0%	14%	12%	92	12%	24,568	13%	0%	13%	11%
	Total	493		100,164					778		194,572				
REFINANCE	Low	40	4%	3,643	1%	20%	4%	2%	119	3%	12,567	1%	23%	6%	3%
	Moderate	116	10%	17,462	6%	18%	9%	6%	289	8%	39,629	5%	17%	11%	7%
	Middle	187	17%	33,781	12%	22%	14%	11%	494	13%	86,183	10%	19%	17%	13%
	Upper	679	61%	201,337	73%	41%	48%	61%	1,740	47%	492,198	57%	41%	48%	60%
	Unknown	88	8%	18,132	7%	0%	24%	20%	1,067	29%	230,354	27%	0%	19%	17%
	Total	1,110		274,355					3,709		860,931				
HOME IMPROVEMENT	Low	1	17%	27	4%	20%	12%	4%	1	5%	72	3%	23%	11%	2%
	Moderate	2	33%	150	23%	18%	17%	7%	2	10%	158	7%	17%	21%	8%
	Middle	0	0%	0	0%	22%	19%	14%	6	30%	185	9%	19%	21%	14%
	Upper	3	50%	462	72%	41%	43%	65%	11	55%	1,733	81%	41%	43%	71%
	Unknown	0	0%	0	0%	0%	8%	11%	0	0%	0	0%	0%	5%	5%
	Total	6		639					20		2,148				
HMDA TOTALS	Low	141	9%	12,051	3%	20%	9%	4%	213	5%	20,917	2%	23%	8%	4%
	Moderate	242	15%	32,702	9%	18%	15%	9%	409	9%	55,022	5%	17%	15%	9%
	Middle	270	17%	47,719	13%	22%	16%	12%	618	14%	107,715	10%	19%	17%	14%
	Upper	859	53%	262,443	70%	41%	41%	55%	2,108	47%	619,075	59%	41%	43%	55%
	Unknown	97	6%	20,243	5%	0%	19%	20%	1,159	26%	254,922	24%	0%	17%	18%
	Total	1,609		373,158					4,307		1,057,651				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	41	27%	3,861	17%	92%	47%	40%	136	41%	10,588	19%	91%	45%
	Over \$1 Million	72	47%	15,977	71%	5%			151	46%	43,051	77%	5%		
	Revenue Not Reported	41	27%	2,580	12%	3%			42	13%	2,445	4%	4%		
	Total	154		22,418					329		56,084				
LOAN SIZE	\$100,000 or Less	105	68%	3,509	16%		93%	30%	207	63%	6,282	11%		94%	32%
	\$100,001 - \$250,000	22	14%	3,925	18%		3%	15%	39	12%	7,367	13%		3%	15%
	\$250,001 - \$1 Million	27	18%	14,984	67%		4%	55%	83	25%	42,435	76%		3%	53%
	Total	154		22,418					329		56,084				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	98%	57%	53%	0	0%	0	0%	98%	51%
	Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	2%		
	Revenue Not Reported	0	0%	0	0%	1%			1	100%	100	100%	0%		
	Total	0		0					1		100				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		77%	23%	1	100%	100	100%		87%	40%
	\$100,001 - \$250,000	0	0%	0	0%		11%	25%	0	0%	0	0%		8%	27%
	\$250,001 - \$500,000	0	0%	0	0%		11%	52%	0	0%	0	0%		5%	33%
	Total	0		0					1		100				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	3	38%	788	53%	92%			6	55%	1,343	41%	91%	
	Over \$1 Million	4	50%	655	44%	5%			4	36%	1,824	56%	5%		
	Revenue Not Reported	1	13%	47	3%	3%			1	9%	102	3%	4%		
	Total	8		1,490					11		3,269				
LOAN SIZE	\$100,000 or Less	4	50%	335	22%				2	18%	166	5%			
	\$100,001 - \$250,000	3	38%	555	37%				5	45%	806	25%			
	\$250,001 - \$1 Million	1	13%	600	40%				4	36%	2,297	70%			
	Total	8		1,490					11		3,269				

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Augusta-Richmond County GA-SC MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	#		%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	6%	1%	1%	3	8%	137	3%	5%	1%	1%
	Moderate	1	9%	144	8%	12%	4%	3%	5	14%	495	11%	18%	9%	5%
	Middle	5	45%	772	42%	49%	52%	47%	16	44%	1,925	43%	34%	37%	33%
	Upper	5	45%	940	51%	34%	42%	49%	12	33%	1,903	43%	42%	53%	62%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	11		1,856						36		4,460			
REFINANCE	Low	1	2%	118	1%	6%	1%	1%	2	1%	187	0%	5%	2%	1%
	Moderate	8	15%	671	8%	12%	5%	2%	44	17%	3,608	8%	18%	9%	5%
	Middle	24	44%	2,606	29%	49%	42%	36%	102	39%	15,744	36%	34%	31%	25%
	Upper	21	39%	5,446	62%	34%	52%	61%	111	43%	23,720	55%	42%	58%	69%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	54		8,841						259		43,259			
HOME IMPROVEMENT	Low	1	33%	26	34%	6%	3%	2%	0	0%	0	0%	5%	4%	4%
	Moderate	1	33%	45	58%	12%	5%	3%	3	50%	165	34%	18%	16%	8%
	Middle	1	33%	6	8%	49%	53%	31%	1	17%	60	12%	34%	35%	22%
	Upper	0	0%	0	0%	34%	39%	64%	2	33%	257	53%	42%	44%	66%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	3		77						6		482			
HMDA TOTALS	Low	2	3%	144	1%	6%	1%	1%	5	2%	324	1%	5%	1%	1%
	Moderate	10	15%	860	8%	12%	5%	2%	52	17%	4,268	9%	18%	9%	5%
	Middle	30	44%	3,384	31%	49%	48%	43%	119	40%	17,729	37%	34%	34%	29%
	Upper	26	38%	6,386	59%	34%	47%	53%	125	42%	25,880	54%	42%	56%	65%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	68		10,774						301		48,201			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	9%	9%	11%	1	9%	5	0%	8%	8%	11%
	Moderate	1	25%	22	7%	12%	11%	12%	1	9%	44	3%	18%	12%	8%
	Middle	2	50%	105	32%	43%	33%	33%	6	55%	1,000	68%	32%	30%	35%
	Upper	1	25%	200	61%	37%	46%	44%	3	27%	425	29%	42%	45%	45%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	1%	
Total	4		327						11		1,474				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	5%	4%	5%	0	0%	0	0%	8%	0%	0%
	Moderate	0	0%	0	0%	8%	0%	0%	0	0%	0	0%	16%	0%	0%
	Middle	0	0%	0	0%	66%	75%	85%	0	0%	0	0%	29%	12%	13%
	Upper	0	0%	0	0%	22%	21%	11%	0	0%	0	0%	47%	88%	87%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	9%			0	0%	0	0%	8%		
	Moderate	0	0%	0	0%	12%			0	0%	0	0%	18%		
	Middle	0	0%	0	0%	43%			0	0%	0	0%	32%		
	Upper	0	0%	0	0%	37%			1	100%	32	100%	42%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	0		0					1		32					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Augusta-Richmond County GA-SC MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income %	Count	Dollar		Bank		Families by Family Income %	Count	Dollar				
		Count	Dollar		Aggregate	Aggregate	Count	Dollar	Aggregate 2012		Aggregate 2012					
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	1	9%	144	8%	21%	6%	3%	8	22%	567	13%	23%	5%	2%	
	Moderate	4	36%	495	27%	16%	17%	12%	9	25%	1,071	24%	16%	17%	12%	
	Middle	4	36%	669	36%	21%	22%	21%	12	33%	1,541	35%	19%	21%	20%	
	Upper	2	18%	548	30%	41%	34%	44%	7	19%	1,281	29%	43%	36%	47%	
	Unknown	0	0%	0	0%	0%	22%	20%	0	0%	0	0%	0%	21%	18%	
	Total	11		1,856						36		4,460				
REFINANCE	Low	5	9%	223	3%	21%	4%	2%	8	3%	591	1%	23%	3%	2%	
	Moderate	10	19%	801	9%	16%	9%	5%	19	7%	1,235	3%	16%	8%	5%	
	Middle	10	19%	798	9%	21%	14%	11%	24	9%	2,024	5%	19%	13%	10%	
	Upper	19	35%	4,729	53%	41%	38%	45%	39	15%	6,966	16%	43%	37%	43%	
	Unknown	10	19%	2,290	26%	0%	36%	37%	169	65%	32,443	75%	0%	38%	40%	
	Total	54		8,841						259		43,259				
HOME IMPROVEMENT	Low	1	33%	26	34%	21%	8%	2%	2	33%	52	11%	23%	10%	3%	
	Moderate	1	33%	6	8%	16%	17%	8%	1	17%	40	8%	16%	20%	14%	
	Middle	1	33%	45	58%	21%	23%	20%	1	17%	60	12%	19%	26%	24%	
	Upper	0	0%	0	0%	41%	46%	60%	2	33%	330	68%	43%	39%	51%	
	Unknown	0	0%	0	0%	0%	6%	10%	0	0%	0	0%	0%	5%	8%	
	Total	3		77						6		482				
HMDA TOTALS	Low	7	10%	393	4%	21%	5%	2%	18	6%	1,210	3%	23%	4%	2%	
	Moderate	15	22%	1,302	12%	16%	13%	9%	29	10%	2,346	5%	16%	12%	8%	
	Middle	15	22%	1,512	14%	21%	18%	16%	37	12%	3,625	8%	19%	17%	14%	
	Upper	21	31%	5,277	49%	41%	36%	43%	48	16%	8,577	18%	43%	37%	44%	
	Unknown	10	15%	2,290	21%	0%	28%	30%	169	56%	32,443	67%	0%	30%	32%	
	Total	68		10,774						301		48,201				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%	49%	51%	2	18%	30	2%	91%	40%	51%
		Over \$1 Million	0	0%	0	0%	5%			2	18%	984	67%	5%		
		Revenue Not Reported	4	100%	327	100%	4%			7	64%	460	31%	4%		
	Total	4		327					11		1,474					
	LOAN SIZE	\$100,000 or Less	3	75%	127	39%		88%	27%	8	73%	290	20%		89%	25%
		\$100,001 - \$250,000	1	25%	200	61%		7%	23%	2	18%	400	27%		6%	22%
		\$250,001 - \$1 Million	0	0%	0	0%		5%	50%	1	9%	784	53%		5%	53%
		Total	4		327					11		1,474				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	100%	83%	62%	0	0%	0	0%	100%	58%	75%
		Over \$1 Million	0	0%	0	0%	0%			0	0%	0	0%	0%		
		Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Total	0		0					0		0					
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%		83%	46%	0	0%	0	0%		69%	15%
		\$100,001 - \$250,000	0	0%	0	0%		8%	17%	0	0%	0	0%		23%	48%
		\$250,001 - \$500,000	0	0%	0	0%		8%	37%	0	0%	0	0%		8%	37%
		Total	0		0					0		0				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%			0	0%	0	0%	91%		
		Over \$1 Million	0	0%	0	0%	5%			0	0%	0	0%	5%		
	Revenue Not Reported	0	0%	0	0%	4%			1	100%	32	100%	4%			
	Total	0		0					1		32					
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%				1	100%	32	100%			
\$100,001 - \$250,000		0	0%	0	0%				0	0%	0	0%				
\$250,001 - \$1 Million		0	0%	0	0%				0	0%	0	0%				
Total		0		0					1		32					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Northern IL

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	2	3%	122	2%	1%	0%	0%
	Moderate	2	5%	116	3%	7%	4%	2%	6	8%	319	4%	12%	10%	7%
	Middle	22	58%	1,943	50%	61%	61%	55%	46	59%	3,775	53%	61%	66%	64%
	Upper	14	37%	1,798	47%	31%	35%	43%	24	31%	2,883	41%	26%	23%	29%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	38		3,857						78		7,099			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	1	0%	47	0%	1%	0%	0%
	Moderate	5	3%	252	2%	7%	2%	2%	22	11%	1,287	8%	12%	6%	4%
	Middle	102	64%	8,382	57%	61%	57%	52%	108	53%	8,791	51%	61%	63%	63%
	Upper	53	33%	6,063	41%	31%	40%	46%	74	36%	6,973	41%	26%	30%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	160		14,697						205		17,098			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	1%
	Moderate	1	25%	5	7%	7%	6%	3%	3	23%	72	12%	12%	9%	6%
	Middle	1	25%	58	85%	61%	66%	61%	8	62%	451	78%	61%	62%	54%
	Upper	2	50%	5	7%	31%	28%	36%	2	15%	56	10%	26%	28%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	4		68						13		579			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	3	1%	169	1%	1%	0%	0%
	Moderate	8	4%	373	2%	7%	3%	2%	31	10%	1,678	7%	12%	8%	5%
	Middle	125	62%	10,383	56%	61%	59%	53%	162	55%	13,017	53%	61%	64%	61%
	Upper	69	34%	7,866	42%	31%	38%	45%	100	34%	9,912	40%	26%	28%	34%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	202		18,622						296		24,776			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	1	5%	269	20%	1%	2%	3%
	Moderate	0	0%	0	0%	10%	8%	11%	2	10%	68	5%	15%	13%	23%
	Middle	4	44%	36	5%	61%	54%	54%	11	52%	552	41%	60%	53%	44%
	Upper	5	56%	722	95%	29%	35%	35%	7	33%	465	34%	25%	24%	26%
	Unknown	0	0%	0	0%	0%	4%	0%	0	0%	0	0%	0%	7%	4%
Total	9		758						21		1,354				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	0%
	Middle	1	100%	60	100%	61%	60%	61%	0	0%	0	0%	64%	59%	55%
	Upper	0	0%	0	0%	38%	38%	39%	0	0%	0	0%	35%	40%	45%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	0%
Total	1		60					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%			2	40%	207	38%	1%		
	Moderate	0	0%	0	0%	10%			0	0%	0	0%	15%		
	Middle	1	100%	135	100%	61%			3	60%	342	62%	60%		
	Upper	0	0%	0	0%	29%			0	0%	0	0%	25%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	1		135					5		549					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Non-metropolitan Northern IL

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate \$ %	Bank		Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %					
		Count # %	Dollar \$ (000s) %				Count # %	Dollar \$ (000s) %								
HOME PURCHASE	Low	8	21%	371	10%	14%	13%	8%	17	22%	944	13%	19%	14%	9%	
	Moderate	12	32%	1,186	31%	17%	26%	22%	17	22%	1,326	19%	19%	23%	19%	
	Middle	8	21%	880	23%	24%	27%	29%	22	28%	2,047	29%	22%	23%	23%	
	Upper	8	21%	1,199	31%	44%	22%	30%	20	26%	2,627	37%	41%	29%	39%	
	Unknown	2	5%	221	6%	0%	12%	11%	2	3%	155	2%	0%	12%	11%	
	Total	38		3,857						78		7,099				
REFINANCE	Low	19	12%	1,168	8%	14%	7%	4%	20	10%	1,069	6%	19%	6%	4%	
	Moderate	29	18%	2,142	15%	17%	17%	12%	34	17%	2,306	13%	19%	16%	12%	
	Middle	55	34%	5,027	34%	24%	23%	21%	60	29%	4,698	27%	22%	27%	24%	
	Upper	53	33%	5,874	40%	44%	43%	53%	70	34%	6,835	40%	41%	42%	50%	
	Unknown	4	3%	486	3%	0%	10%	12%	21	10%	2,190	13%	0%	9%	11%	
	Total	160		14,697						205		17,098				
HOME IMPROVEMENT	Low	0	0%	0	0%	14%	11%	7%	3	23%	70	12%	19%	10%	4%	
	Moderate	0	0%	0	0%	17%	23%	24%	3	23%	132	23%	19%	18%	14%	
	Middle	2	50%	61	90%	24%	27%	23%	2	15%	20	3%	22%	25%	22%	
	Upper	2	50%	7	10%	44%	38%	40%	5	38%	357	62%	41%	44%	55%	
	Unknown	0	0%	0	0%	0%	3%	5%	0	0%	0	0%	0%	3%	5%	
	Total	4		68						13		579				
HMDA TOTALS	Low	27	13%	1,539	8%	14%	9%	5%	40	14%	2,083	8%	19%	8%	5%	
	Moderate	41	20%	3,328	18%	17%	20%	15%	54	18%	3,764	15%	19%	18%	13%	
	Middle	65	32%	5,968	32%	24%	24%	23%	84	28%	6,765	27%	22%	26%	23%	
	Upper	63	31%	7,080	38%	44%	37%	45%	95	32%	9,819	40%	41%	38%	46%	
	Unknown	6	3%	707	4%	0%	10%	12%	23	8%	2,345	9%	0%	10%	12%	
	Total	202		18,622						296		24,776				
SMALL BUSINESS	REVENUE	Count # %	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate \$ %	Count # %	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %			
		\$1 Million or Less	5	56%	201	27%	91%	41%	37%	12	57%	550	41%	91%	22%	25%
		Over \$1 Million	1	11%	6	1%	5%			3	14%	513	38%	5%		
		Revenue Not Reported	3	33%	551	73%	4%			6	29%	291	21%	4%		
	Total	9		758					21		1,354					
	LOAN SIZE	\$100,000 or Less	7	78%	108	14%		95%	35%	16	76%	478	35%		98%	53%
\$100,001 - \$250,000		1	11%	150	20%		2%	12%	4	19%	607	45%		1%	11%	
\$250,001 - \$1 Million		1	11%	500	66%		3%	53%	1	5%	269	20%		1%	37%	
Total		9		758					21		1,354					
SMALL FARM	REVENUE	Count # %	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate \$ %	Count # %	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %			
		\$1 Million or Less	0	0%	0	0%	99%	62%	64%	0	0%	0	0%	99%	39%	58%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
		Revenue Not Reported	1	100%	60	100%	1%			0	0%	0	0%	0%		
	Total	1		60					0		0					
	LOAN SIZE	\$100,000 or Less	1	100%	60	100%		62%	20%	0	0%	0	0%		76%	18%
\$100,001 - \$250,000		0	0%	0	0%		23%	33%	0	0%	0	0%		16%	40%	
\$250,001 - \$500,000		0	0%	0	0%		15%	47%	0	0%	0	0%		8%	41%	
Total		1		60					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count # %	Dollar \$ (000s) %		% of Total Businesses			Count # %	Dollar \$ (000s) %		% of Total Businesses					
		\$1 Million or Less	1	100%	135	100%	91%	2	40%	207	38%	91%				
		Over \$1 Million	0	0%	0	0%	5%	0	0%	0	0%	5%				
		Revenue Not Reported	0	0%	0	0%	4%	3	60%	342	62%	4%				
	Total	1		135				5		549						
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%				2	40%	167	30%			
\$100,001 - \$250,000		1	100%	135	100%				3	60%	382	70%				
\$250,001 - \$1 Million		0	0%	0	0%				0	0%	0	0%				
Total		1		135				5		549						

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Southern IL

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Count		Dollar		Owner Occupied Units %	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		Owner Occupied Units %	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	5	10%	541	10%	20%	13%	11%	2	2%	141	1%	13%	9%	7%
	Middle	43	86%	5,004	88%	75%	80%	83%	62	70%	6,823	65%	69%	73%	73%
	Upper	2	4%	114	2%	6%	6%	6%	24	27%	3,584	34%	18%	18%	20%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	50		5,659						88		10,548			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	15	8%	1,323	7%	20%	10%	8%	19	6%	927	4%	13%	7%	5%
	Middle	160	83%	16,250	85%	75%	84%	87%	205	69%	17,787	70%	69%	72%	69%
	Upper	17	9%	1,435	8%	6%	6%	6%	72	24%	6,602	26%	18%	21%	25%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	192		19,008						296		25,316			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	1	13%	2	0%	20%	21%	13%	2	7%	11	1%	13%	9%	5%
	Middle	7	88%	545	100%	75%	73%	80%	17	63%	899	59%	69%	77%	79%
	Upper	0	0%	0	0%	6%	6%	7%	8	30%	609	40%	18%	14%	16%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	8		547						27		1,519			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	21	8%	1,866	7%	20%	12%	10%	23	6%	1,079	3%	13%	8%	7%
	Middle	210	84%	21,799	86%	75%	82%	85%	284	69%	25,509	68%	69%	73%	70%
	Upper	19	8%	1,549	6%	6%	6%	6%	104	25%	10,795	29%	18%	19%	23%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	250		25,214						411		37,383			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	2	2%	200	2%	3%	2%	3%
	Moderate	7	11%	1,036	8%	26%	24%	28%	10	10%	97	1%	19%	17%	20%
	Middle	49	74%	9,757	80%	69%	66%	65%	69	71%	10,698	90%	61%	58%	61%
	Upper	10	15%	1,475	12%	5%	5%	6%	16	16%	870	7%	16%	14%	14%
Unknown	0	0%	0	0%	0%	4%	1%	0	0%	0	0%	0%	8%	2%	
Total	66		12,268						97		11,865				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	3%	4%	6%	0	0%	0	0%	2%	2%	1%
	Middle	15	100%	1,499	100%	86%	95%	93%	14	61%	2,043	80%	73%	81%	84%
	Upper	0	0%	0	0%	11%	0%	1%	9	39%	520	20%	26%	17%	15%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	15		1,499						23		2,563				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			1	10%	12	3%	3%		
	Moderate	7	78%	214	63%	26%			4	40%	71	15%	19%		
	Middle	2	22%	127	37%	69%			4	40%	233	50%	61%		
	Upper	0	0%	0	0%	5%			1	10%	147	32%	16%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	9		341						10		463				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Non-metropolitan Southern IL

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	6	12%	355	6%	20%	10%	5%	7	8%	431	4%	21%	11%	6%	
	Moderate	10	20%	732	13%	19%	19%	14%	18	20%	1,478	14%	18%	22%	16%	
	Middle	13	26%	1,527	27%	25%	26%	25%	26	30%	2,803	27%	22%	25%	25%	
	Upper	21	42%	3,045	54%	37%	29%	42%	36	41%	5,737	54%	39%	33%	44%	
	Unknown	0	0%	0	0%	0%	16%	13%	1	1%	99	1%	0%	9%	9%	
	Total	50		5,659					88		10,548					
REFINANCE	Low	13	7%	653	3%	20%	5%	3%	26	9%	1,206	5%	21%	5%	2%	
	Moderate	36	19%	2,284	12%	19%	13%	8%	52	18%	3,355	13%	18%	14%	9%	
	Middle	57	30%	4,431	23%	25%	22%	19%	81	27%	6,212	25%	22%	22%	17%	
	Upper	82	43%	11,030	58%	37%	42%	53%	125	42%	13,221	52%	39%	45%	54%	
	Unknown	4	2%	610	3%	0%	18%	17%	12	4%	1,322	5%	0%	15%	18%	
	Total	192		19,008					296		25,316					
HOME IMPROVEMENT	Low	1	13%	2	0%	20%	11%	5%	1	4%	29	2%	21%	7%	3%	
	Moderate	2	25%	50	9%	19%	13%	8%	7	26%	256	17%	18%	17%	14%	
	Middle	1	13%	90	16%	25%	15%	16%	9	33%	482	32%	22%	28%	29%	
	Upper	4	50%	405	74%	37%	38%	62%	10	37%	752	50%	39%	39%	50%	
	Unknown	0	0%	0	0%	0%	23%	8%	0	0%	0	0%	0%	9%	4%	
	Total	8		547					27		1,519					
HMDA TOTALS	Low	20	8%	1,010	4%	20%	7%	4%	34	8%	1,666	4%	21%	7%	3%	
	Moderate	48	19%	3,066	12%	19%	15%	10%	77	19%	5,089	14%	18%	17%	11%	
	Middle	71	28%	6,048	24%	25%	23%	20%	116	28%	9,497	25%	22%	24%	20%	
	Upper	107	43%	14,480	57%	37%	37%	48%	171	42%	19,710	53%	39%	40%	50%	
	Unknown	4	2%	610	2%	0%	18%	18%	13	3%	1,421	4%	0%	13%	16%	
	Total	250		25,214					411		37,383					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	22	33%	1,349	11%	90%	42%	41%	24	25%	1,256	11%	90%	27%	37%
		Over \$1 Million	31	47%	10,492	86%	6%			47	48%	9,576	81%	7%		
		Revenue Not Reported	13	20%	427	3%	4%			26	27%	1,033	9%	4%		
	Total	66		12,268					97		11,865					
	LOAN SIZE	\$100,000 or Less	41	62%	1,405	11%		89%	26%	66	68%	2,039	17%		94%	37%
		\$100,001 - \$250,000	9	14%	1,750	14%		5%	16%	18	19%	3,449	29%		3%	16%
		\$250,001 - \$1 Million	16	24%	9,113	74%		6%	58%	13	13%	6,377	54%		3%	47%
		Total	66		12,268					97		11,865				
Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012			
#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)	\$ %	
\$1 Million or Less	6	40%	770	51%	99%	72%	66%	6	26%	1,385	54%	99%	68%	71%		
Over \$1 Million	2	13%	200	13%	1%			5	22%	505	20%	0%				
Revenue Not Reported	7	47%	529	35%	0%			12	52%	673	26%	0%				
Total	15		1,499					23		2,563						
LOAN SIZE	\$100,000 or Less	10	67%	549	37%		79%	41%	15	65%	573	22%		77%	34%	
	\$100,001 - \$250,000	4	27%	675	45%		16%	35%	4	17%	750	29%		18%	38%	
	\$250,001 - \$500,000	1	7%	275	18%		5%	25%	4	17%	1,240	48%		6%	27%	
	Total	15		1,499					23		2,563					
	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
#	%	\$ (000s)	\$ %	%				\$ %	#	%	\$ (000s)				\$ %	
\$1 Million or Less	0	0%	0	0%	90%			4	40%	371	80%	90%				
Over \$1 Million	0	0%	0	0%	6%			0	0%	0	0%	7%				
Revenue Not Reported	9	100%	341	100%	4%			6	60%	92	20%	4%				
Total	9		341					10		463						
LOAN SIZE	\$100,000 or Less	9	100%	341	100%				8	80%	203	44%				
	\$100,001 - \$250,000	0	0%	0	0%				2	20%	260	56%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	9		341					10		463					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Rockford IL MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Count		Dollar		Owner Occupied Units %	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		Owner Occupied Units %	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	2	3%	40	1%	4%	2%	1%
	Moderate	8	15%	455	10%	15%	8%	5%	6	10%	615	8%	19%	16%	10%
	Middle	39	71%	3,379	74%	60%	63%	59%	30	51%	3,308	43%	46%	48%	45%
	Upper	8	15%	744	16%	24%	28%	36%	21	36%	3,744	49%	31%	34%	43%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	55		4,578						59		7,707			
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	3	1%	189	1%	4%	1%	1%
	Moderate	4	4%	292	3%	15%	5%	3%	45	18%	3,928	13%	19%	11%	7%
	Middle	53	60%	5,312	51%	60%	56%	51%	103	42%	12,087	41%	46%	46%	41%
	Upper	32	36%	4,796	46%	24%	39%	46%	94	38%	13,364	45%	31%	42%	51%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	89		10,400						245		29,568			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	4%	3%	2%
	Moderate	0	0%	0	0%	15%	11%	8%	1	14%	20	10%	19%	17%	12%
	Middle	0	0%	0	0%	60%	59%	55%	5	71%	141	68%	46%	54%	49%
	Upper	0	0%	0	0%	24%	30%	36%	1	14%	46	22%	31%	26%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	0		0						7		207			
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	5	2%	229	1%	4%	2%	1%
	Moderate	12	8%	747	5%	15%	6%	7%	52	17%	4,563	12%	19%	13%	9%
	Middle	92	64%	8,691	58%	60%	58%	52%	138	44%	15,536	41%	46%	47%	42%
	Upper	40	28%	5,540	37%	24%	35%	41%	116	37%	17,154	46%	31%	39%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	144		14,978						311		37,482			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	4%	400	6%	4%	3%	4%	2	4%	464	5%	7%	6%	7%
	Moderate	1	4%	20	0%	14%	11%	13%	9	19%	835	10%	19%	18%	23%
	Middle	9	36%	2,230	35%	56%	56%	62%	25	53%	3,797	44%	45%	46%	46%
	Upper	14	56%	3,704	58%	26%	29%	21%	11	23%	3,479	41%	28%	26%	21%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	5%	3%
Total	25		6,354						47		8,575				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	2%	2%	0%	0	0%	0	0%	3%	3%	1%
	Middle	0	0%	0	0%	62%	64%	68%	0	0%	0	0%	61%	57%	58%
	Upper	0	0%	0	0%	36%	34%	32%	0	0%	0	0%	36%	40%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	0		0						0		0				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%			0	0%	0	0%	7%		
	Moderate	0	0%	0	0%	14%			0	0%	0	0%	19%		
	Middle	1	100%	919	100%	56%			0	0%	0	0%	45%		
	Upper	0	0%	0	0%	26%			0	0%	0	0%	28%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	1		919						0		0				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Rockford IL MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank		Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %					
		Count #	Dollar \$ (000s) %				Count #	Dollar \$ (000s) %								
HOME PURCHASE	Low	21	38%	1,395	30%	18%	16%	10%	5	8%	248	3%	22%	15%	10%	
	Moderate	27	49%	2,468	54%	19%	25%	21%	11	19%	987	13%	18%	23%	19%	
	Middle	3	5%	381	8%	24%	22%	23%	21	36%	2,301	30%	22%	20%	20%	
	Upper	3	5%	254	6%	39%	21%	31%	19	32%	3,946	51%	39%	23%	34%	
	Unknown	1	2%	80	2%	0%	16%	15%	3	5%	225	3%	0%	19%	17%	
	Total	55		4,578						59		7,707				
REFINANCE	Low	14	16%	1,046	10%	18%	7%	4%	30	12%	2,258	8%	22%	8%	5%	
	Moderate	33	37%	2,891	28%	19%	18%	13%	37	15%	3,742	13%	18%	17%	13%	
	Middle	13	15%	1,381	13%	24%	24%	21%	55	22%	5,904	20%	22%	24%	21%	
	Upper	27	30%	4,768	46%	39%	37%	47%	67	27%	9,954	34%	39%	38%	48%	
	Unknown	2	2%	314	3%	0%	14%	15%	56	23%	7,710	26%	0%	12%	14%	
	Total	89		10,400						245		29,568				
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	12%	8%	2	29%	74	36%	22%	15%	9%	
	Moderate	0	0%	0	0%	19%	21%	18%	2	29%	75	36%	18%	16%	9%	
	Middle	0	0%	0	0%	24%	30%	26%	1	14%	25	12%	22%	28%	24%	
	Upper	0	0%	0	0%	39%	33%	43%	2	29%	33	16%	39%	31%	43%	
	Unknown	0	0%	0	0%	0%	4%	5%	0	0%	0	0%	0%	10%	14%	
	Total	0		0						7		207				
HMDA TOTALS	Low	35	24%	2,441	16%	18%	10%	5%	37	12%	2,580	7%	22%	10%	6%	
	Moderate	60	42%	5,359	36%	19%	20%	14%	50	16%	4,804	13%	18%	19%	14%	
	Middle	16	11%	1,762	12%	24%	24%	20%	77	25%	8,230	22%	22%	23%	21%	
	Upper	30	21%	5,022	34%	39%	32%	40%	88	28%	13,933	37%	39%	34%	44%	
	Unknown	3	2%	394	3%	0%	14%	19%	59	19%	7,935	21%	0%	14%	16%	
	Total	144		14,978						311		37,482				
SMALL BUSINESS	REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate %	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %			
		\$1 Million or Less	8	32%	555	9%	90%	37%	34%	16	34%	962	11%	89%	24%	29%
		Over \$1 Million	15	60%	5,772	91%	7%			22	47%	6,642	77%	7%		
		Revenue Not Reported	2	8%	27	0%	3%			9	19%	971	11%	4%		
		Total	25		6,354					47		8,575				
	LOAN SIZE	\$100,000 or Less	10	40%	236	4%		92%	26%	28	60%	870	10%		95%	38%
\$100,001 - \$250,000		4	16%	904	14%		3%	13%	5	11%	1,038	12%		2%	15%	
\$250,001 - \$1 Million		11	44%	5,214	82%		5%	60%	14	30%	6,667	78%		2%	48%	
Total		25		6,354					47		8,575					
SMALL FARM		REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate %	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %		
	\$1 Million or Less		0	0%	0	0%	99%	56%	50%	0	0%	0	0%	99%	46%	59%
	Over \$1 Million		0	0%	0	0%	0%			0	0%	0	0%	1%		
	Revenue Not Reported		0	0%	0	0%	1%			0	0%	0	0%	0%		
	Total		0		0					0		0				
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%		60%	18%	0	0%	0	0%		68%	15%
\$100,001 - \$250,000		0	0%	0	0%		24%	34%	0	0%	0	0%		20%	38%	
\$250,001 - \$500,000		0	0%	0	0%		16%	48%	0	0%	0	0%		11%	48%	
Total		0		0					0		0					
SMALL BUSINESS SECURED BY RE		REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses			Count #	Dollar \$ (000s) %		% of Total Businesses				
	\$1 Million or Less		1	100%	919	100%	90%			0	0%	0	0%	89%		
	Over \$1 Million		0	0%	0	0%	7%			0	0%	0	0%	7%		
	Revenue Not Reported		0	0%	0	0%	3%			0	0%	0	0%	4%		
	Total		1		919					0		0				
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%			
\$100,001 - \$250,000		0	0%	0	0%				0	0%	0	0%				
\$250,001 - \$1 Million		1	100%	919	100%				0	0%	0	0%				
Total		1		919					0		0					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Bloomington IN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
#	%	\$ (000s)	%	%	%	%	#	%	\$ (000s)	%	%	%	%		
HOME PURCHASE	Low	2	2%	192	1%	1%	1%	1%	2	1%	198	1%	2%	2%	2%
	Moderate	15	12%	1,484	9%	11%	11%	8%	32	13%	3,789	11%	17%	14%	11%
	Middle	71	58%	9,244	56%	67%	59%	55%	120	50%	16,268	47%	60%	51%	49%
	Upper	34	28%	5,611	34%	22%	29%	37%	84	35%	14,190	41%	21%	33%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	122		16,531					238		34,445				
REFINANCE	Low	3	1%	453	1%	1%	1%	1%	9	2%	819	1%	2%	2%	1%
	Moderate	17	7%	1,772	5%	11%	7%	5%	66	15%	5,997	11%	17%	11%	8%
	Middle	116	49%	14,972	44%	67%	56%	50%	237	53%	27,974	51%	60%	54%	51%
	Upper	101	43%	16,626	49%	22%	36%	44%	137	31%	19,984	36%	21%	33%	40%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	237		33,823					449		54,774				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	0%	0	0%	0	0%	2%	1%	1%
	Moderate	1	17%	4	3%	11%	6%	3%	3	18%	79	5%	17%	12%	10%
	Middle	3	50%	72	45%	67%	72%	59%	10	59%	744	52%	60%	64%	59%
	Upper	2	33%	83	52%	22%	22%	39%	4	24%	616	43%	21%	22%	30%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6		159					17		1,439				
HMDA TOTALS	Low	5	1%	645	1%	1%	1%	2%	11	2%	1,017	1%	2%	2%	2%
	Moderate	33	9%	3,260	6%	11%	8%	6%	101	14%	9,865	11%	17%	12%	10%
	Middle	190	52%	24,288	48%	67%	58%	51%	367	52%	44,986	50%	60%	54%	50%
	Upper	137	38%	22,320	44%	22%	33%	41%	225	32%	34,790	38%	21%	32%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	365		50,513					704		90,658				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	2	6%	175	3%	9%	10%	11%	2	4%	50	1%	5%	5%	5%
	Moderate	1	3%	75	1%	13%	13%	17%	4	7%	543	10%	15%	14%	21%
	Middle	16	48%	2,585	43%	55%	45%	44%	31	57%	2,752	50%	59%	50%	43%
	Upper	14	42%	3,158	53%	22%	26%	28%	17	31%	2,203	40%	21%	21%	28%
Unknown	0	0%	0	0%	0%	5%	1%	0	0%	0	0%	0%	11%	3%	
Total	33		5,993					54		5,548					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	1%	4%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	7%	3%	1%	0	0%	0	0%	11%	23%	19%
	Middle	2	100%	150	100%	81%	90%	91%	1	100%	136	100%	82%	72%	76%
	Upper	0	0%	0	0%	12%	3%	3%	0	0%	0	0%	6%	5%	5%
Unknown	0	0%	0	0%	0%	3%	0%	0	0%	0	0%	0%	0%	0%	
Total	2		150					1		136					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	9%			0	0%	0	0%	5%		
	Moderate	1	50%	707	59%	13%			0	0%	0	0%	15%		
	Middle	1	50%	500	41%	55%			0	0%	0	0%	59%		
	Upper	0	0%	0	0%	22%			6	100%	1,553	100%	21%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	2		1,207					6		1,553					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Bloomington IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %					
		Count #	Dollar \$ (000s)				Count #	Dollar \$ (000s)								
HOME PURCHASE	Low	13	11%	1,233	7%	19%	8%	4%	17	7%	1,344	4%	21%	9%	5%	
	Moderate	36	30%	3,699	22%	19%	22%	16%	53	22%	5,734	17%	18%	21%	16%	
	Middle	27	22%	3,531	21%	22%	20%	19%	80	34%	10,911	32%	21%	22%	20%	
	Upper	46	38%	8,068	49%	40%	35%	46%	83	35%	15,549	45%	40%	36%	47%	
	Unknown	0	0%	0	0%	0%	16%	16%	5	2%	907	3%	0%	11%	12%	
	Total	122		16,531					238		34,445					
REFINANCE	Low	29	12%	2,056	6%	19%	4%	2%	47	10%	3,382	6%	21%	4%	2%	
	Moderate	47	20%	5,046	15%	19%	13%	8%	95	21%	8,746	16%	18%	15%	9%	
	Middle	44	19%	5,678	17%	22%	19%	15%	98	22%	10,209	19%	21%	21%	17%	
	Upper	113	48%	20,222	60%	40%	43%	52%	172	38%	27,692	51%	40%	46%	57%	
	Unknown	4	2%	821	2%	0%	21%	23%	37	8%	4,745	9%	0%	14%	14%	
	Total	237		33,823					449		54,774					
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	10%	3%	2	12%	75	5%	21%	9%	4%	
	Moderate	2	33%	140	88%	19%	20%	11%	4	24%	413	29%	18%	22%	14%	
	Middle	1	17%	3	2%	22%	25%	21%	5	29%	263	18%	21%	22%	21%	
	Upper	3	50%	16	10%	40%	36%	47%	6	35%	688	48%	40%	42%	55%	
	Unknown	0	0%	0	0%	0%	8%	17%	0	0%	0	0%	0%	5%	6%	
	Total	6		159					17		1,439					
HMDA TOTALS	Low	42	12%	3,289	7%	19%	6%	3%	66	9%	4,801	5%	21%	6%	3%	
	Moderate	85	23%	8,885	18%	19%	16%	10%	152	22%	14,893	16%	18%	17%	11%	
	Middle	72	20%	9,212	18%	22%	20%	16%	183	26%	21,383	24%	21%	21%	17%	
	Upper	162	44%	28,306	56%	40%	40%	49%	261	37%	43,929	48%	40%	43%	50%	
	Unknown	4	1%	821	2%	0%	19%	22%	42	6%	5,652	6%	0%	13%	19%	
	Total	365		50,513					704		90,658					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	16	48%	2,340	39%	91%	39%	42%	22	41%	766	14%	91%	27%	41%
		Over \$1 Million	12	36%	3,378	56%	5%			12	22%	3,448	62%	5%		
	Revenue Not Reported	5	15%	275	5%	3%			20	37%	1,334	24%	4%			
	Total	33		5,993					54		5,548					
LOAN SIZE	\$100,000 or Less	20	61%	1,055	18%		88%	22%	42	78%	1,590	29%		91%	26%	
	\$100,001 - \$250,000	3	9%	623	10%		6%	18%	6	11%	1,221	22%		5%	20%	
	\$250,001 - \$1 Million	10	30%	4,315	72%		7%	60%	6	11%	2,737	49%		4%	54%	
	Total	33		5,993					54		5,548					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	70%	70%	1	100%	136	100%	99%	79%	79%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	2	100%	150	100%	1%			0	0%	0	0%	0%			
	Total	2		150					1		136					
LOAN SIZE	\$100,000 or Less	1	50%	45	30%		70%	31%	0	0%	0	0%		67%	24%	
	\$100,001 - \$250,000	1	50%	105	70%		24%	42%	1	100%	136	100%		23%	39%	
	\$250,001 - \$500,000	0	0%	0	0%		7%	27%	0	0%	0	0%		10%	36%	
	Total	2		150					1		136					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	50%	707	59%	91%			1	17%	91	6%	91%		
		Over \$1 Million	1	50%	500	41%	5%			2	33%	1,000	64%	5%		
	Revenue Not Reported	0	0%	0	0%	3%			3	50%	462	30%	4%			
	Total	2		1,207					6		1,553					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				2	33%	141	9%				
	\$100,001 - \$250,000	0	0%	0	0%				1	17%	117	8%				
	\$250,001 - \$1 Million	2	100%	1,207	100%				3	50%	1,295	83%				
	Total	2		1,207					6		1,553					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Fort Wayne IN MSA**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	%	%	%	#		%	\$ (000s)	%	%	%	
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	10	2%	305	1%	6%	2%	1%
	Moderate	30	13%	1,929	8%	21%	8%	4%	93	20%	6,039	11%	22%	15%	9%
	Middle	120	52%	10,638	43%	51%	47%	37%	159	34%	14,072	26%	37%	35%	27%
	Upper	79	34%	12,236	49%	27%	44%	59%	205	44%	33,084	62%	35%	49%	63%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	229		24,803					467		53,500				
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	17	1%	585	0%	6%	1%	0%
	Moderate	20	4%	1,193	2%	21%	5%	3%	185	16%	12,027	10%	22%	11%	6%
	Middle	267	51%	22,209	39%	51%	42%	32%	434	37%	37,674	31%	37%	33%	26%
	Upper	237	45%	33,147	59%	27%	53%	65%	541	46%	71,309	59%	35%	55%	67%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	524		56,549					1,177		121,595				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	2%	0%	1	4%	18	1%	6%	3%	1%
	Moderate	0	0%	0	0%	21%	12%	6%	4	17%	164	10%	22%	21%	10%
	Middle	1	25%	64	24%	51%	54%	41%	8	33%	423	25%	37%	39%	28%
	Upper	3	75%	203	76%	27%	32%	53%	11	46%	1,117	65%	35%	38%	61%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	4		267					24		1,722				
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	28	2%	908	1%	6%	1%	0%
	Moderate	50	7%	3,122	4%	21%	7%	4%	282	17%	18,230	10%	22%	12%	7%
	Middle	388	51%	32,911	40%	51%	44%	34%	601	36%	52,169	30%	37%	34%	27%
	Upper	319	42%	45,586	56%	27%	49%	62%	757	45%	105,510	60%	35%	53%	65%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	757		81,619					1,668		176,817				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	1%	1%	1%	18	16%	2,471	14%	10%	0%	12%
	Moderate	17	26%	1,827	26%	22%	22%	25%	26	23%	3,656	21%	24%	0%	22%
	Middle	34	52%	3,886	55%	47%	43%	42%	28	25%	3,819	22%	33%	0%	32%
	Upper	15	23%	1,309	19%	30%	32%	31%	41	36%	7,765	44%	33%	0%	32%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	0%	1%	
Total	66		7,022					113		17,711					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	0%
	Moderate	0	0%	0	0%	3%	0%	0%	0	0%	0	0%	5%	1%	0%
	Middle	0	0%	0	0%	79%	93%	93%	0	0%	0	0%	50%	59%	0%
	Upper	0	0%	0	0%	18%	7%	7%	0	0%	0	0%	45%	38%	0%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	1%			0	0%	0	0%	10%		
	Moderate	0	0%	0	0%	22%			2	33%	1,085	69%	24%		
	Middle	0	0%	0	0%	47%			3	50%	439	28%	33%		
	Upper	1	100%	52	100%	30%			1	17%	50	3%	33%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		52					6		1,574					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Fort Wayne IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar				
		Count	Dollar				Count	Dollar							
#	%	\$ (000s)	%	%	%	%	#	%	\$ (000s)	%	%	%	%		
HOME PURCHASE	Low	77	34%	5,605	23%	18%	18%	11%	135	29%	8,088	15%	20%	18%	10%
	Moderate	61	27%	5,542	22%	19%	24%	19%	122	26%	11,821	22%	19%	24%	20%
	Middle	53	23%	6,506	26%	24%	18%	19%	93	20%	10,970	21%	23%	19%	20%
	Upper	36	16%	6,804	27%	39%	20%	31%	110	24%	21,572	40%	39%	23%	36%
	Unknown	2	1%	346	1%	0%	20%	20%	7	1%	1,049	2%	0%	16%	14%
	Total	229		24,803					467		53,500				
REFINANCE	Low	66	13%	3,933	7%	18%	8%	4%	149	13%	8,891	7%	20%	8%	5%
	Moderate	143	27%	12,486	22%	19%	17%	12%	265	23%	20,431	17%	19%	18%	13%
	Middle	126	24%	12,584	22%	24%	20%	17%	260	22%	26,046	21%	23%	22%	20%
	Upper	169	32%	25,522	45%	39%	32%	43%	341	29%	47,412	39%	39%	34%	45%
	Unknown	20	4%	2,024	4%	0%	23%	25%	162	14%	18,815	15%	0%	17%	18%
	Total	524		56,549					1,177		121,595				
HOME IMPROVEMENT	Low	1	25%	54	20%	18%	16%	7%	6	25%	311	18%	20%	15%	7%
	Moderate	1	25%	74	28%	19%	25%	15%	4	17%	270	16%	19%	26%	16%
	Middle	1	25%	75	28%	24%	29%	21%	5	21%	488	28%	23%	23%	20%
	Upper	1	25%	64	24%	39%	23%	37%	9	38%	653	38%	39%	33%	50%
	Unknown	0	0%	0	0%	0%	8%	20%	0	0%	0	0%	0%	3%	7%
	Total	4		267					24		1,722				
HMDA TOTALS	Low	144	19%	9,592	12%	18%	12%	7%	290	17%	17,290	10%	20%	12%	6%
	Moderate	205	27%	18,102	22%	19%	20%	15%	391	23%	32,522	18%	19%	21%	15%
	Middle	180	24%	19,165	23%	24%	19%	17%	358	21%	37,504	21%	23%	21%	19%
	Upper	206	27%	32,390	40%	39%	27%	38%	460	28%	69,637	39%	39%	30%	40%
	Unknown	22	3%	2,370	3%	0%	21%	24%	169	10%	19,864	11%	0%	17%	20%
	Total	757		81,619					1,668		176,817				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	38	58%	1,514	22%	89%	43%	41%	45	40%	2,216	13%	89%	0%
	Over \$1 Million	18	27%	4,825	69%	7%			44	39%	14,435	82%	8%		
	Revenue Not Reported	10	15%	683	10%	3%			24	21%	1,060	6%	3%		
	Total	66		7,022					113		17,711				
LOAN SIZE	\$100,000 or Less	52	79%	1,541	22%		89%	28%	81	72%	2,314	13%		0%	28%
	\$100,001 - \$250,000	7	11%	1,301	19%		5%	16%	12	11%	2,049	12%		0%	15%
	\$250,001 - \$1 Million	7	11%	4,180	60%		6%	55%	20	18%	13,348	75%		0%	57%
Total	66		7,022					113		17,711					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	99%	77%	71%	0	0%	0	0%	100%	62%
	Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	0%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Total	0		0					0		0				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		66%	25%	0	0%	0	0%		70%	0%
	\$100,001 - \$250,000	0	0%	0	0%		23%	35%	0	0%	0	0%		18%	0%
	\$250,001 - \$500,000	0	0%	0	0%		11%	40%	0	0%	0	0%		12%	0%
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	89%			0	0%	0	0%	89%	
	Over \$1 Million	0	0%	0	0%	7%			3	50%	1,285	82%	8%		
	Revenue Not Reported	1	100%	52	100%	3%			3	50%	289	18%	3%		
	Total	1		52					6		1,574				
LOAN SIZE	\$100,000 or Less	1	100%	52	100%				3	50%	174	11%			
	\$100,001 - \$250,000	0	0%	0	0%				2	33%	400	25%			
	\$250,001 - \$1 Million	0	0%	0	0%				1	17%	1,000	64%			
Total	1		52					6		1,574					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Indianapolis-Anderson-Columbus IN CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	10	1%	1,470	1%	3%	1%	1%	39	2%	2,635	1%	5%	1%	1%
	Moderate	103	8%	7,971	4%	18%	7%	4%	260	11%	21,566	6%	17%	12%	7%
	Middle	725	53%	85,379	44%	52%	52%	44%	1,078	48%	138,352	38%	46%	45%	38%
	Upper	534	39%	100,726	52%	28%	40%	51%	892	39%	199,537	55%	32%	42%	54%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,372		195,546					2,269		362,090				
REFINANCE	Low	11	0%	1,263	0%	3%	1%	0%	133	2%	9,887	1%	5%	1%	1%
	Moderate	184	6%	14,670	3%	18%	5%	3%	792	12%	66,337	7%	17%	8%	5%
	Middle	1,310	44%	159,460	35%	52%	45%	37%	2,833	44%	339,749	37%	46%	40%	32%
	Upper	1,470	49%	282,243	62%	28%	49%	59%	2,617	41%	508,885	55%	32%	51%	62%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	2,975		457,636					6,375		924,858				
HOME IMPROVEMENT	Low	0	0%	0	0%	3%	1%	1%	9	7%	242	3%	5%	2%	1%
	Moderate	3	10%	65	4%	18%	9%	5%	29	23%	1,311	17%	17%	10%	5%
	Middle	17	57%	710	43%	52%	54%	42%	51	41%	2,986	38%	46%	47%	37%
	Upper	10	33%	878	53%	28%	36%	52%	36	29%	3,240	42%	32%	40%	57%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	30		1,653					125		7,779				
HMDA TOTALS	Low	21	0%	2,733	0%	3%	1%	1%	181	2%	12,764	1%	5%	1%	1%
	Moderate	290	7%	22,706	3%	18%	6%	4%	1,081	12%	89,214	7%	17%	9%	7%
	Middle	2,052	47%	245,549	37%	52%	48%	41%	3,962	45%	481,087	37%	46%	42%	35%
	Upper	2,014	46%	383,847	59%	28%	45%	55%	3,545	40%	711,662	55%	32%	48%	57%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	4,377		654,835					8,769		1,294,727				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	14	2%	3,045	2%	2%	2%	2%	65	6%	18,824	8%	5%	5%	7%
	Moderate	86	13%	19,610	15%	15%	12%	15%	212	18%	42,871	19%	18%	17%	19%
	Middle	291	45%	59,732	46%	50%	46%	48%	492	42%	99,362	45%	43%	42%	42%
	Upper	261	40%	46,468	36%	33%	38%	34%	411	35%	61,478	28%	33%	33%	32%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	1%
Total	652		128,855					1,180		222,535					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	1	6%	168	10%	1%	0%	0%
	Moderate	0	0%	0	0%	6%	2%	1%	0	0%	0	0%	6%	3%	2%
	Middle	6	100%	256	100%	74%	85%	86%	12	71%	594	34%	72%	80%	81%
	Upper	0	0%	0	0%	20%	13%	13%	4	24%	961	56%	21%	16%	16%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	1%
Total	6		256					17		1,723					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	1	3%	284	3%	2%			9	16%	999	10%	5%		
	Moderate	7	21%	3,226	34%	15%			19	33%	3,092	31%	18%		
	Middle	12	36%	3,315	35%	50%			18	32%	3,095	31%	43%		
	Upper	13	39%	2,749	29%	33%			11	19%	2,788	28%	33%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	33		9,574					57		9,974					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Indianapolis-Anderson-Columbus IN CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	274	20%	23,121	12%	19%	13%	7%	381	17%	28,597	8%	21%	13%	7%	
	Moderate	395	29%	42,581	22%	19%	22%	17%	612	27%	66,561	18%	18%	23%	18%	
	Middle	313	23%	44,225	23%	23%	20%	19%	466	21%	65,484	18%	21%	20%	20%	
	Upper	363	26%	80,542	41%	39%	29%	44%	722	32%	184,847	51%	40%	29%	44%	
	Unknown	27	2%	5,077	3%	0%	15%	13%	88	4%	16,601	5%	0%	14%	11%	
	Total	1,372		195,546					2,269		362,090					
REFINANCE	Low	304	10%	23,878	5%	19%	6%	3%	598	9%	45,366	5%	21%	6%	3%	
	Moderate	570	19%	55,130	12%	19%	13%	9%	1,071	17%	100,715	11%	18%	14%	9%	
	Middle	627	21%	77,239	17%	23%	20%	16%	1,349	21%	154,687	17%	21%	20%	16%	
	Upper	1,251	42%	264,761	58%	39%	42%	54%	2,360	37%	474,868	51%	40%	44%	56%	
	Unknown	223	7%	36,628	8%	0%	19%	19%	997	16%	149,222	16%	0%	17%	16%	
	Total	2,975		457,636					6,375		924,858					
HOME IMPROVEMENT	Low	8	27%	383	23%	19%	11%	5%	31	25%	1,166	15%	21%	10%	5%	
	Moderate	11	37%	553	33%	19%	20%	12%	31	25%	1,494	19%	18%	20%	12%	
	Middle	7	23%	408	25%	23%	24%	20%	31	25%	1,992	26%	21%	25%	20%	
	Upper	4	13%	309	19%	39%	39%	52%	31	25%	3,102	40%	40%	42%	60%	
	Unknown	0	0%	0	0%	0%	6%	11%	1	1%	25	0%	0%	3%	3%	
	Total	30		1,653					125		7,779					
HMDA TOTALS	Low	586	13%	47,382	7%	19%	8%	4%	1,010	12%	75,129	6%	21%	8%	4%	
	Moderate	976	22%	98,264	15%	19%	17%	11%	1,714	20%	168,770	13%	18%	17%	11%	
	Middle	947	22%	121,872	19%	23%	20%	16%	1,846	21%	222,163	17%	21%	20%	16%	
	Upper	1,618	37%	345,612	53%	39%	37%	48%	3,113	36%	662,817	51%	40%	39%	50%	
	Unknown	250	6%	41,705	6%	0%	17%	20%	1,086	12%	165,848	13%	0%	16%	18%	
	Total	4,377		654,835					8,769		1,294,727					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	249	38%	27,401	21%	90%	37%	33%	453	38%	42,598	19%	90%	29%	32%
		Over \$1 Million	280	43%	91,738	71%	6%			491	42%	163,085	73%	6%		
	Revenue Not Reported	123	19%	9,716	8%	4%			236	20%	16,852	8%	4%			
	Total	652		128,855					1,180		222,535					
LOAN SIZE	\$100,000 or Less	377	58%	13,077	10%		89%	25%	697	59%	25,417	11%		91%	26%	
	\$100,001 - \$250,000	104	16%	18,875	15%		5%	16%	206	17%	38,201	17%		4%	15%	
	\$250,001 - \$1 Million	171	26%	96,903	75%		6%	59%	277	23%	158,917	71%		5%	59%	
	Total	652		128,855					1,180		222,535					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	3	50%	16	6%	99%	65%	66%	9	53%	1,161	67%	99%	56%	70%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	3	50%	240	94%	1%			8	47%	562	33%	0%			
	Total	6		256					17		1,723					
LOAN SIZE	\$100,000 or Less	5	83%	116	45%		68%	23%	12	71%	464	27%		75%	25%	
	\$100,001 - \$250,000	1	17%	140	55%		19%	32%	3	18%	486	28%		16%	33%	
	\$250,001 - \$500,000	0	0%	0	0%		13%	46%	2	12%	773	45%		10%	42%	
	Total	6		256					17		1,723					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	13	39%	3,773	39%	90%	65%	66%	35	61%	6,469	65%	90%		
		Over \$1 Million	14	42%	4,834	50%	6%			8	14%	1,925	19%	6%		
	Revenue Not Reported	6	18%	967	10%	4%			14	25%	1,580	16%	4%			
	Total	33		9,574					57		9,974					
LOAN SIZE	\$100,000 or Less	11	33%	543	6%				26	46%	1,528	15%				
	\$100,001 - \$250,000	11	33%	1,907	20%				19	33%	3,225	32%				
	\$250,001 - \$1 Million	11	33%	7,124	74%				12	21%	5,221	52%				
	Total	33		9,574					57		9,974					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Lafayette IN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 2013, where applicable						
		Count		Bank Dollar		Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Count		Bank Dollar		Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	1%
	Moderate	2	4%	156	3%	11%	6%	4%	5	10%	450	6%	22%	18%	11%
	Middle	25	51%	2,258	42%	56%	46%	41%	31	63%	4,564	63%	55%	56%	60%
	Upper	22	45%	2,987	55%	33%	48%	55%	13	27%	2,267	31%	23%	25%	28%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	49		5,401						49		7,281			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	2	1%	175	0%	1%	1%	1%
	Moderate	4	4%	256	2%	11%	5%	3%	60	18%	4,157	11%	22%	14%	9%
	Middle	66	62%	6,778	57%	56%	48%	45%	194	58%	22,462	62%	55%	57%	60%
	Upper	36	34%	4,819	41%	33%	47%	52%	77	23%	9,452	26%	23%	28%	30%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	106		11,853						333		36,246			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	11%	12%	8%	1	9%	5	1%	22%	19%	9%
	Middle	1	100%	35	100%	56%	55%	47%	9	82%	637	87%	55%	62%	75%
	Upper	0	0%	0	0%	33%	33%	45%	1	9%	87	12%	23%	19%	16%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1		35						11		729			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	3%	2	1%	175	0%	1%	1%	2%
	Moderate	6	4%	412	2%	11%	6%	4%	66	17%	4,612	10%	22%	16%	13%
	Middle	92	59%	9,071	52%	56%	47%	42%	234	60%	27,663	63%	55%	56%	58%
	Upper	58	37%	7,806	45%	33%	47%	50%	91	23%	11,806	27%	23%	27%	27%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	156		17,289						393		44,256			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	2	12%	501	21%	4%	3%	5%	2	5%	175	4%	6%	0%	4%
	Moderate	2	12%	322	13%	22%	27%	32%	19	46%	1,951	43%	33%	0%	48%
	Middle	9	53%	1,344	55%	44%	36%	35%	11	27%	2,161	47%	42%	0%	23%
	Upper	4	24%	275	11%	31%	31%	27%	9	22%	292	6%	19%	0%	24%
	Unknown	0	0%	0	0%	0%	3%	1%	0	0%	0	0%	1%	0%	1%
Total	17		2,442						41		4,579				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	12%	2%	1%	0	0%	0	0%	3%	3%	0%
	Middle	2	100%	370	100%	65%	80%	79%	2	100%	370	100%	89%	93%	0%
	Upper	0	0%	0	0%	23%	16%	20%	0	0%	0	0%	8%	3%	0%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	0%	0%
Total	2		370						2		370				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%			0	0%	0	0%	6%		
	Moderate	0	0%	0	0%	22%			3	100%	200	100%	33%		
	Middle	0	0%	0	0%	44%			0	0%	0	0%	42%		
	Upper	0	0%	0	0%	31%			0	0%	0	0%	19%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	1%		
Total	0		0					3		200					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Lafayette IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	18	37%	1,474	27%	18%	14%	9%	4	8%	366	5%	22%	14%	8%	
	Moderate	9	18%	893	17%	19%	19%	16%	13	27%	1,530	21%	18%	22%	18%	
	Middle	12	24%	1,419	26%	24%	21%	21%	12	24%	1,531	21%	21%	21%	21%	
	Upper	10	20%	1,615	30%	39%	27%	37%	15	31%	3,215	44%	40%	28%	39%	
	Unknown	0	0%	0	0%	0%	18%	18%	5	10%	639	9%	0%	15%	14%	
	Total	49		5,401						49		7,281				
REFINANCE	Low	13	12%	877	7%	18%	7%	4%	35	11%	2,348	6%	22%	6%	4%	
	Moderate	24	23%	2,252	19%	19%	14%	10%	62	19%	4,749	13%	18%	15%	10%	
	Middle	29	27%	3,001	25%	24%	21%	18%	81	24%	7,124	20%	21%	20%	17%	
	Upper	34	32%	4,721	40%	39%	37%	46%	108	32%	15,550	43%	40%	41%	52%	
	Unknown	6	6%	1,002	8%	0%	21%	22%	47	14%	6,475	18%	0%	17%	18%	
	Total	106		11,853						333		36,246				
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	10%	2%	0	0%	0	0%	22%	8%	1%	
	Moderate	1	100%	35	100%	19%	17%	6%	3	27%	214	29%	18%	20%	7%	
	Middle	0	0%	0	0%	24%	31%	21%	6	55%	307	42%	21%	25%	14%	
	Upper	0	0%	0	0%	39%	37%	64%	2	18%	208	29%	40%	39%	71%	
	Unknown	0	0%	0	0%	0%	5%	7%	0	0%	0	0%	0%	7%	7%	
	Total	1		35						11		729				
HMDA TOTALS	Low	31	20%	2,351	14%	18%	10%	6%	39	10%	2,714	6%	22%	9%	5%	
	Moderate	34	22%	3,180	18%	19%	16%	11%	78	20%	6,493	15%	18%	18%	12%	
	Middle	41	26%	4,420	26%	24%	21%	18%	99	25%	8,962	20%	21%	20%	17%	
	Upper	44	28%	6,336	37%	39%	32%	40%	125	32%	18,973	43%	40%	36%	44%	
	Unknown	6	4%	1,002	6%	0%	20%	25%	52	13%	7,114	16%	0%	17%	22%	
	Total	156		17,289						393		44,256				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	8	47%	613	25%	90%	35%	36%	19	46%	436	10%	90%	0%	38%
		Over \$1 Million	5	29%	1,231	50%	6%			18	44%	3,693	81%	6%		
	Revenue Not Reported	4	24%	598	24%	4%			4	10%	450	10%	5%			
	Total	17		2,442					41		4,579					
LOAN SIZE	\$100,000 or Less	8	47%	185	8%		89%	26%	26	63%	693	15%		0%	27%	
	\$100,001 - \$250,000	7	41%	1,304	53%		5%	18%	13	32%	2,499	55%		0%	17%	
	\$250,001 - \$1 Million	2	12%	953	39%		6%	57%	2	5%	1,387	30%		0%	56%	
	Total	17		2,442					41		4,579					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	50%	220	59%	99%	56%	72%	0	0%	0	0%	99%	42%	0%
		Over \$1 Million	1	50%	150	41%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	0%			2	100%	370	100%	0%			
	Total	2		370					2		370					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		56%	12%	0	0%	0	0%		69%	0%	
	\$100,001 - \$250,000	2	100%	370	100%		24%	33%	2	100%	370	100%		20%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		20%	55%	0	0%	0	0%		11%	0%	
	Total	2		370					2		370					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	90%			0	0%	0	0%	90%		
		Over \$1 Million	0	0%	0	0%	6%			2	67%	150	75%	6%		
	Revenue Not Reported	0	0%	0	0%	4%			1	33%	50	25%	5%			
	Total	0		0					3		200					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				3	100%	200	100%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					3		200					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Northern IN

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	0%
	Moderate	0	0%	0	0%	0%	0%	0%	1	1%	87	1%	4%	4%	2%	
	Middle	26	87%	2,489	78%	89%	88%	81%	53	77%	6,279	75%	78%	73%	69%	
	Upper	4	13%	692	22%	11%	12%	19%	15	22%	2,001	24%	18%	23%	29%	
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Total	30		3,181					69		8,367					
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Moderate	0	0%	0	0%	0%	0%	0%	2	1%	150	1%	4%	3%	1%	
	Middle	67	83%	7,544	70%	89%	78%	68%	165	67%	16,893	62%	78%	70%	69%	
	Upper	14	17%	3,288	30%	11%	22%	32%	78	32%	10,332	38%	18%	27%	30%	
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Total	81		10,832					245		27,375					
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Moderate	0	0%	0	0%	0%	0%	0%	1	11%	3	0%	4%	6%	4%	
	Middle	2	100%	11	100%	89%	89%	78%	6	67%	809	86%	78%	72%	70%	
	Upper	0	0%	0	0%	11%	11%	22%	2	22%	134	14%	18%	22%	26%	
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Total	2		11					9		946					
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Moderate	0	0%	0	0%	0%	0%	0%	4	1%	240	1%	4%	3%	2%	
	Middle	95	84%	10,044	72%	89%	82%	72%	224	69%	23,981	65%	78%	71%	69%	
	Upper	18	16%	3,980	28%	11%	18%	28%	95	29%	12,467	34%	18%	25%	29%	
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Total	113		14,024					323		36,688					
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	6%	3%	5%	
	Middle	13	93%	1,227	96%	90%	85%	88%	11	85%	420	67%	79%	71%	79%	
	Upper	1	7%	50	4%	10%	12%	11%	2	15%	207	33%	16%	15%	13%	
	Unknown	0	0%	0	0%	0%	3%	2%	0	0%	0	0%	0%	10%	3%	
Total	14		1,277					13		627						
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	1%	0%	
	Middle	0	0%	0	0%	98%	99%	99%	0	0%	0	0%	71%	58%	62%	
	Upper	0	0%	0	0%	2%	1%	1%	0	0%	0	0%	28%	41%	38%	
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%		
Total	0		0					0		0						
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Moderate	0	0%	0	0%	0%			0	0%	0	0%	6%			
	Middle	0	0%	0	0%	90%			2	100%	163	100%	79%			
	Upper	0	0%	0	0%	10%			0	0%	0	0%	16%			
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	0		0					2		163						

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Non-metropolitan Northern IN

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count	Dollar	Bank	Count	Dollar	Families by Family Income	Count	Dollar				
		Count	Dollar										Count	Dollar		
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	4	13%	232	7%	13%	14%	9%	10	14%	625	7%	17%	15%	8%	
	Moderate	14	47%	1,281	40%	18%	29%	23%	16	23%	1,113	13%	19%	21%	15%	
	Middle	5	17%	629	20%	27%	18%	17%	15	22%	1,526	18%	24%	21%	19%	
	Upper	6	20%	925	29%	42%	26%	37%	26	38%	4,969	59%	41%	32%	48%	
	Unknown	1	3%	114	4%	0%	13%	14%	2	3%	134	2%	0%	11%	9%	
	Total	30		3,181						69		8,367				
REFINANCE	Low	8	10%	450	4%	13%	5%	2%	14	6%	931	3%	17%	5%	3%	
	Moderate	9	11%	576	5%	18%	13%	8%	49	20%	3,980	15%	19%	15%	9%	
	Middle	21	26%	2,000	18%	27%	19%	14%	64	26%	7,139	26%	24%	18%	15%	
	Upper	36	44%	7,063	65%	42%	45%	59%	102	42%	12,911	47%	41%	46%	59%	
	Unknown	7	9%	743	7%	0%	18%	17%	16	7%	2,414	9%	0%	16%	15%	
	Total	81		10,832						245		27,375				
HOME IMPROVEMENT	Low	0	0%	0	0%	13%	14%	7%	1	11%	10	1%	17%	9%	5%	
	Moderate	0	0%	0	0%	18%	33%	17%	2	22%	123	13%	19%	30%	21%	
	Middle	2	100%	11	100%	27%	16%	16%	3	33%	104	11%	24%	24%	21%	
	Upper	0	0%	0	0%	42%	34%	51%	3	33%	709	75%	41%	33%	46%	
	Unknown	0	0%	0	0%	0%	4%	9%	0	0%	0	0%	0%	4%	7%	
	Total	2		11						9		946				
HMDA TOTALS	Low	12	11%	682	5%	13%	9%	4%	25	8%	1,566	4%	17%	8%	5%	
	Moderate	23	20%	1,857	13%	18%	19%	12%	67	21%	5,216	14%	19%	17%	11%	
	Middle	28	25%	2,640	19%	27%	19%	15%	82	25%	8,769	24%	24%	19%	16%	
	Upper	42	37%	7,988	57%	42%	38%	52%	131	41%	18,589	51%	41%	41%	55%	
	Unknown	8	7%	857	6%	0%	16%	17%	18	6%	2,548	7%	0%	14%	14%	
	Total	113		14,024						323		36,688				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	6	43%	64	5%	90%	49%	41%	8	62%	241	38%	90%	24%	31%
		Over \$1 Million	5	36%	1,042	82%	6%			2	15%	99	16%	7%		
	Revenue Not Reported	3	21%	171	13%	4%			3	23%	287	46%	4%			
	Total	14		1,277					13		627					
LOAN SIZE	\$100,000 or Less	12	86%	377	30%		90%	34%	11	85%	321	51%		94%	35%	
	\$100,001 - \$250,000	1	7%	150	12%		6%	20%	2	15%	306	49%		4%	21%	
	\$250,001 - \$1 Million	1	7%	750	59%		4%	46%	0	0%	0	0%		3%	44%	
	Total	14		1,277					13		627					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	98%	74%	68%	0	0%	0	0%	99%	63%	75%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		64%	25%	0	0%	0	0%		70%	26%	
	\$100,001 - \$250,000	0	0%	0	0%		27%	44%	0	0%	0	0%		19%	35%	
	\$250,001 - \$500,000	0	0%	0	0%		9%	31%	0	0%	0	0%		11%	40%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses			
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	90%			1	50%	81	50%	90%		
		Over \$1 Million	0	0%	0	0%	6%			1	50%	82	50%	7%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%			
	Total	0		0					2		163					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				2	100%	163	100%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					2		163					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Southern IN

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable							
		Count		Dollar		Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Count		Dollar		Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	\$ %	#			
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	7	3%	592	2%	7%	7%	4%	78	14%	6,585	10%	13%	12%	9%
	Middle	197	78%	21,306	73%	85%	83%	83%	358	63%	37,266	59%	69%	68%	68%
	Upper	49	19%	7,141	25%	8%	10%	13%	132	23%	18,893	30%	18%	19%	23%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	1%
	Total	253		29,039						568		62,744			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	31	4%	2,166	3%	7%	5%	3%	167	12%	12,142	9%	13%	10%	7%
	Middle	562	77%	56,346	73%	85%	83%	82%	843	62%	79,669	58%	69%	69%	68%
	Upper	140	19%	19,040	25%	8%	12%	15%	343	25%	45,478	33%	18%	21%	24%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	733		77,552						1,353		137,289			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	3	11%	65	8%	7%	8%	5%	6	10%	213	6%	13%	14%	11%
	Middle	20	74%	545	64%	85%	86%	86%	43	68%	2,266	68%	69%	70%	72%
	Upper	4	15%	242	28%	8%	6%	10%	14	22%	836	25%	18%	15%	17%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	27		852						63		3,315			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	41	4%	2,823	3%	7%	6%	4%	251	13%	18,940	9%	13%	11%	8%
	Middle	779	77%	78,197	73%	85%	83%	82%	1,244	63%	119,201	59%	69%	69%	68%
	Upper	193	19%	26,423	25%	8%	11%	14%	489	25%	65,207	32%	18%	20%	24%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	1%
	Total	1,013		107,443						1,984		203,348			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	\$ %	#			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	6	6%	1,172	8%	9%	9%	9%	24	11%	4,505	14%	16%	13%	13%
	Middle	81	74%	11,114	73%	81%	76%	78%	131	61%	18,612	57%	66%	61%	61%
	Upper	22	20%	2,974	19%	10%	11%	13%	61	28%	9,445	29%	18%	18%	24%
Unknown	0	0%	0	0%	0%	4%	1%	0	0%	0	0%	0%	9%	2%	
Total	109		15,260						216		32,562				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	\$ %	#			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	2%	1%	2%	0	0%	0	0%	4%	3%	3%
	Middle	17	85%	1,799	71%	88%	89%	89%	35	78%	3,354	84%	75%	75%	76%
	Upper	3	15%	745	29%	10%	9%	9%	10	22%	636	16%	21%	22%	21%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	20		2,544						45		3,990				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	\$ %	#			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	1	9%	250	15%	9%			1	6%	141	5%	16%		
	Middle	8	73%	1,303	78%	81%			11	61%	2,089	78%	66%		
	Upper	2	18%	120	7%	10%			6	33%	439	16%	18%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	11		1,673						18		2,669				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Southern IN

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar				
		Count	Dollar				Count	Dollar							
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%		
HOME PURCHASE	Low	44	17%	3,073	11%	18%	11%	7%	84	15%	5,899	9%	18%	11%	6%
	Moderate	83	33%	7,711	27%	20%	25%	21%	195	34%	17,450	28%	20%	26%	20%
	Middle	55	22%	6,243	21%	26%	22%	23%	137	24%	14,629	23%	23%	22%	22%
	Upper	68	27%	11,756	40%	36%	23%	33%	147	26%	23,919	38%	39%	25%	32%
	Unknown	3	1%	256	1%	0%	19%	16%	5	1%	847	1%	0%	16%	19%
	Total	253		29,039					568		62,744				
REFINANCE	Low	71	10%	4,129	5%	18%	6%	3%	105	8%	5,622	4%	18%	6%	3%
	Moderate	152	21%	10,757	14%	20%	15%	10%	260	19%	19,697	14%	20%	15%	10%
	Middle	172	23%	15,569	20%	26%	20%	18%	329	24%	29,723	22%	23%	21%	18%
	Upper	319	44%	44,606	58%	36%	37%	47%	583	43%	73,306	53%	39%	39%	47%
	Unknown	19	3%	2,491	3%	0%	22%	21%	76	6%	8,941	7%	0%	19%	21%
	Total	733		77,552					1,353		137,289				
HOME IMPROVEMENT	Low	3	11%	29	3%	18%	11%	6%	5	8%	139	4%	18%	10%	5%
	Moderate	9	33%	351	41%	20%	18%	13%	13	21%	450	14%	20%	23%	13%
	Middle	9	33%	325	38%	26%	24%	23%	20	32%	1,086	33%	23%	26%	25%
	Upper	5	19%	142	17%	36%	30%	46%	24	38%	1,580	48%	39%	39%	54%
	Unknown	1	4%	5	1%	0%	18%	12%	1	2%	60	2%	0%	2%	2%
	Total	27		852					63		3,315				
HMDA TOTALS	Low	118	12%	7,231	7%	18%	8%	5%	194	10%	11,660	6%	18%	8%	4%
	Moderate	244	24%	18,819	18%	20%	18%	14%	468	24%	37,597	18%	20%	19%	13%
	Middle	236	23%	22,137	21%	26%	21%	20%	486	24%	45,438	22%	23%	22%	19%
	Upper	392	39%	56,504	53%	36%	32%	42%	754	38%	98,805	49%	39%	34%	42%
	Unknown	23	2%	2,752	3%	0%	21%	20%	82	4%	9,848	5%	0%	17%	22%
	Total	1,013		107,443					1,984		203,348				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	42	39%	2,883	19%	91%	47%	41%	87	40%	6,081	19%	91%	34%
	Over \$1 Million	42	39%	11,055	72%	5%			65	30%	22,638	70%	5%		
	Revenue Not Reported	25	23%	1,322	9%	4%			64	30%	3,843	12%	4%		
	Total	109		15,260					216		32,562				
LOAN SIZE	\$100,000 or Less	75	69%	2,732	18%		88%	29%	151	70%	5,239	16%		91%	30%
	\$100,001 - \$250,000	14	13%	2,608	17%		7%	20%	25	12%	4,212	13%		4%	18%
	\$250,001 - \$1 Million	20	18%	9,920	65%		6%	51%	40	19%	23,111	71%		4%	52%
	Total	109		15,260					216		32,562				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	8	40%	825	32%	99%	79%	73%	23	51%	1,963	49%	99%	65%
	Over \$1 Million	4	20%	995	39%	1%			2	4%	485	12%	1%		
	Revenue Not Reported	8	40%	724	28%	1%			20	44%	1,542	39%	0%		
	Total	20		2,544					45		3,990				
LOAN SIZE	\$100,000 or Less	10	50%	598	24%		66%	27%	30	67%	1,389	35%		71%	27%
	\$100,001 - \$250,000	9	45%	1,546	61%		23%	37%	15	33%	2,601	65%		20%	36%
	\$250,001 - \$500,000	1	5%	400	16%		10%	35%	0	0%	0	0%		9%	37%
	Total	20		2,544					45		3,990				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	4	36%	1,062	63%	91%			7	39%	1,662	62%	91%	
	Over \$1 Million	1	9%	250	15%	5%			3	17%	466	17%	5%		
	Revenue Not Reported	6	55%	361	22%	4%			8	44%	541	20%	4%		
	Total	11		1,673					18		2,669				
LOAN SIZE	\$100,000 or Less	9	82%	432	26%				10	56%	337	13%			
	\$100,001 - \$250,000	1	9%	250	15%				5	28%	654	25%			
	\$250,001 - \$1 Million	1	9%	991	59%				3	17%	1,678	63%			
	Total	11		1,673					18		2,669				

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Terre Haute IN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
#	%	\$ (000s)	\$ %	%	%	\$ %	\$ (000s)	\$ %			%	%	%		
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	7	2%	292	1%	5%	3%	2%
	Moderate	21	9%	1,279	6%	14%	9%	5%	47	14%	3,327	10%	12%	10%	6%
	Middle	135	60%	10,161	52%	64%	57%	50%	201	58%	18,277	54%	59%	54%	49%
	Upper	68	30%	8,237	42%	22%	34%	44%	89	26%	11,730	35%	24%	33%	43%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	224		19,677						344		33,626			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	26	3%	1,351	2%	5%	2%	1%
	Moderate	30	8%	1,715	6%	14%	8%	5%	84	10%	4,668	6%	12%	7%	4%
	Middle	216	60%	16,824	54%	64%	61%	58%	528	61%	42,550	57%	59%	56%	51%
	Upper	114	32%	12,454	40%	22%	31%	37%	228	26%	25,766	35%	24%	35%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	360		30,993						866		74,335			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	5%	3%	1%
	Moderate	5	29%	146	31%	14%	14%	8%	3	9%	51	4%	12%	12%	7%
	Middle	11	65%	310	65%	64%	71%	73%	23	72%	1,055	81%	59%	62%	61%
	Upper	1	6%	18	4%	22%	15%	19%	6	19%	195	15%	24%	23%	31%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	17		474						32		1,301			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	33	3%	1,643	2%	5%	2%	1%
	Moderate	56	9%	3,140	6%	14%	9%	6%	134	11%	8,046	7%	12%	9%	5%
	Middle	362	60%	27,295	53%	64%	60%	56%	752	61%	61,882	57%	59%	56%	49%
	Upper	183	30%	20,709	40%	22%	31%	38%	323	26%	37,691	34%	24%	34%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	601		51,144						1,242		109,262			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	3	4%	210	3%	13%	0%	17%
	Moderate	6	15%	300	11%	15%	15%	15%	7	10%	314	5%	11%	0%	12%
	Middle	27	66%	1,517	54%	62%	60%	64%	43	61%	4,035	63%	54%	0%	50%
	Upper	8	20%	1,005	36%	23%	23%	21%	18	25%	1,809	28%	21%	0%	19%
Unknown	0	0%	0	0%	0%	2%	1%	0	0%	0	0%	0%	0%	2%	
Total	41		2,822						71		6,368				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	0%	0%	0%
	Middle	0	0%	0	0%	83%	84%	86%	1	100%	66	100%	80%	83%	0%
	Upper	0	0%	0	0%	17%	16%	14%	0	0%	0	0%	19%	16%	0%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					1		66					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%			0	0%	0	0%	13%		
	Moderate	1	100%	87	100%	15%			1	33%	15	11%	11%		
	Middle	0	0%	0	0%	62%			1	33%	14	10%	54%		
	Upper	0	0%	0	0%	23%			1	33%	105	78%	21%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		87					3		134					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Terre Haute IN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	27	12%	1,444	7%	19%	11%	6%	40	12%	2,434	7%	21%	11%	6%	
	Moderate	73	33%	5,422	28%	19%	26%	19%	106	31%	8,044	24%	19%	23%	17%	
	Middle	70	31%	6,155	31%	23%	23%	22%	104	30%	9,410	28%	20%	25%	23%	
	Upper	53	24%	6,573	33%	39%	30%	43%	91	26%	13,393	40%	41%	31%	46%	
	Unknown	1	0%	83	0%	0%	10%	9%	3	1%	345	1%	0%	9%	8%	
	Total	224		19,677					344		33,626					
HOME REFINANCE	Low	41	11%	2,115	7%	19%	8%	4%	80	9%	3,883	5%	21%	6%	3%	
	Moderate	69	19%	4,246	14%	19%	17%	12%	204	24%	12,812	17%	19%	17%	12%	
	Middle	88	24%	6,580	21%	23%	23%	19%	220	25%	16,577	22%	20%	21%	17%	
	Upper	148	41%	16,794	54%	39%	42%	52%	319	37%	36,733	49%	41%	44%	56%	
	Unknown	14	4%	1,258	4%	0%	12%	14%	43	5%	4,330	6%	0%	11%	12%	
	Total	360		30,993					866		74,335					
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	11%	7%	4	13%	44	3%	21%	10%	5%	
	Moderate	9	53%	159	34%	19%	20%	12%	8	25%	381	29%	19%	15%	10%	
	Middle	3	18%	60	13%	23%	27%	27%	9	28%	346	27%	20%	23%	20%	
	Upper	5	29%	255	54%	39%	41%	52%	10	31%	486	37%	41%	47%	60%	
	Unknown	0	0%	0	0%	0%	2%	2%	1	3%	44	3%	0%	5%	5%	
	Total	17		474					32		1,301					
HMDA TOTALS	Low	68	11%	3,559	7%	19%	9%	4%	124	10%	6,361	6%	21%	8%	4%	
	Moderate	151	25%	9,827	19%	19%	21%	14%	318	26%	21,237	19%	19%	19%	13%	
	Middle	161	27%	12,795	25%	23%	23%	19%	333	27%	26,333	24%	20%	22%	18%	
	Upper	206	34%	23,622	46%	39%	37%	45%	420	34%	50,612	46%	41%	40%	49%	
	Unknown	15	2%	1,341	3%	0%	11%	18%	47	4%	4,719	4%	0%	11%	16%	
	Total	601		51,144					1,242		109,262					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	28	68%	776	27%	90%	48%	37%	38	54%	1,997	31%	89%	0%	43%
		Over \$1 Million	5	12%	1,117	40%	6%			14	20%	3,495	55%	6%		
	Revenue Not Reported	8	20%	929	33%	4%			19	27%	876	14%	5%			
	Total	41		2,822					71		6,368					
LOAN SIZE	\$100,000 or Less	34	83%	967	34%		88%	28%	54	76%	1,593	25%		0%	31%	
	\$100,001 - \$250,000	4	10%	602	21%		7%	21%	10	14%	1,416	22%		0%	21%	
	\$250,001 - \$1 Million	3	7%	1,253	44%		5%	50%	7	10%	3,359	53%		0%	48%	
	Total	41		2,822					71		6,368					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	87%	78%	1	100%	66	100%	100%	69%	0%
		Over \$1 Million	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					1		66					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		67%	24%	1	100%	66	100%		72%	0%	
	\$100,001 - \$250,000	0	0%	0	0%		20%	35%	0	0%	0	0%		18%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		12%	40%	0	0%	0	0%		10%	0%	
	Total	0		0					1		66					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	100%	87	100%	90%			0	0%	0	0%	89%		
		Over \$1 Million	0	0%	0	0%	6%			0	0%	0	0%	6%		
	Revenue Not Reported	0	0%	0	0%	4%			3	100%	134	100%	5%			
	Total	1		87					3		134					
LOAN SIZE	\$100,000 or Less	1	100%	87	100%				2	67%	29	22%				
	\$100,001 - \$250,000	0	0%	0	0%				1	33%	105	78%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	1		87					3		134					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Lexington-Fayette KY MSA**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Count		Dollar		Owner Occupied Units %	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		Owner Occupied Units %	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	3	1%	286	1%	3%	2%	2%	20	4%	2,363	2%	4%	2%	1%
	Moderate	39	13%	4,560	9%	20%	14%	10%	82	15%	9,131	9%	22%	16%	11%
	Middle	114	37%	16,026	31%	44%	37%	32%	199	37%	30,991	32%	41%	40%	35%
	Upper	152	49%	31,494	60%	33%	47%	56%	235	44%	53,636	56%	34%	43%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	308		52,366					536		96,121				
REFINANCE	Low	17	2%	2,420	2%	3%	2%	2%	44	3%	3,886	2%	4%	2%	2%
	Moderate	114	12%	12,725	8%	20%	12%	9%	263	16%	25,766	10%	22%	14%	10%
	Middle	319	33%	41,615	27%	44%	35%	29%	545	33%	74,066	29%	41%	38%	33%
	Upper	531	54%	98,638	63%	33%	51%	60%	780	48%	155,222	60%	34%	46%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	981		155,398					1,632		258,940				
HOME IMPROVEMENT	Low	0	0%	0	0%	3%	2%	2%	0	0%	0	0%	4%	4%	2%
	Moderate	2	13%	10	1%	20%	20%	12%	6	20%	202	11%	22%	21%	13%
	Middle	3	19%	301	26%	44%	43%	33%	11	37%	776	43%	41%	38%	34%
	Upper	11	69%	843	73%	33%	35%	52%	13	43%	830	46%	34%	37%	51%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	16		1,154					30		1,808				
HMDA TOTALS	Low	20	2%	2,706	1%	3%	2%	2%	64	3%	6,249	2%	4%	2%	2%
	Moderate	155	12%	17,295	8%	20%	13%	9%	351	16%	35,099	10%	22%	15%	11%
	Middle	436	33%	57,942	28%	44%	36%	31%	755	34%	105,833	30%	41%	38%	33%
	Upper	694	53%	130,975	63%	33%	49%	58%	1,028	47%	209,688	59%	34%	44%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,305		208,918					2,198		356,869				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	21	12%	3,877	12%	8%	9%	10%	28	7%	3,514	5%	6%	0%	8%
	Moderate	20	11%	5,641	18%	17%	15%	15%	71	17%	9,749	15%	24%	0%	22%
	Middle	54	31%	10,577	34%	39%	34%	34%	172	41%	29,703	46%	39%	0%	39%
	Upper	82	46%	11,297	36%	36%	40%	40%	147	35%	21,504	33%	31%	0%	31%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	0%	0%	
Total	177		31,392					418		64,470					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	2	6%	672	9%	2%	2%	3%	0	0%	0	0%	1%	1%	0%
	Moderate	2	6%	750	10%	15%	12%	11%	6	13%	2,116	17%	17%	15%	0%
	Middle	15	44%	2,588	35%	42%	44%	39%	23	48%	6,165	50%	47%	49%	0%
	Upper	15	44%	3,414	46%	42%	41%	48%	19	40%	4,167	33%	35%	35%	0%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	34		7,424					48		12,448					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	3	23%	448	16%	8%			0	0%	0	0%	6%		
	Moderate	0	0%	0	0%	17%			4	33%	1,403	41%	24%		
	Middle	2	15%	643	22%	39%			4	33%	551	16%	39%		
	Upper	8	62%	1,790	62%	36%			4	33%	1,509	44%	31%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	13		2,881					12		3,463					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Lexington-Fayette KY MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ %
HOME PURCHASE	Low	49	16%	4,479	9%	21%	12%	7%	46	9%	4,275	4%	23%	11%	6%	
	Moderate	63	20%	7,634	15%	18%	22%	17%	128	24%	14,668	15%	16%	24%	19%	
	Middle	76	25%	11,466	22%	22%	22%	22%	104	19%	15,698	16%	20%	22%	21%	
	Upper	115	37%	27,858	53%	40%	29%	40%	233	43%	56,315	59%	40%	31%	42%	
	Unknown	5	2%	929	2%	0%	15%	14%	25	5%	5,165	5%	0%	13%	13%	
	Total	308		52,366					536		96,121					
REFINANCE	Low	81	8%	6,477	4%	21%	7%	4%	120	7%	9,667	4%	23%	7%	4%	
	Moderate	207	21%	22,068	14%	18%	14%	10%	284	17%	28,145	11%	16%	16%	11%	
	Middle	211	22%	27,093	17%	22%	20%	17%	355	22%	46,182	18%	20%	21%	18%	
	Upper	435	44%	91,934	59%	40%	39%	50%	773	47%	158,207	61%	40%	40%	51%	
	Unknown	47	5%	7,826	5%	0%	19%	20%	100	6%	16,739	6%	0%	15%	17%	
	Total	981		155,398					1,632		259,940					
HOME IMPROVEMENT	Low	1	6%	5	0%	21%	16%	7%	5	17%	173	10%	23%	13%	4%	
	Moderate	5	31%	314	27%	18%	19%	12%	6	20%	416	23%	16%	20%	9%	
	Middle	2	13%	191	17%	22%	23%	17%	8	27%	118	7%	20%	26%	21%	
	Upper	8	50%	644	56%	40%	34%	54%	11	37%	1,101	61%	40%	34%	56%	
	Unknown	0	0%	0	0%	0%	7%	10%	0	0%	0	0%	0%	6%	9%	
	Total	16		1,154					30		1,808					
HMDA TOTALS	Low	131	10%	10,961	5%	21%	9%	5%	171	8%	14,115	4%	23%	8%	4%	
	Moderate	275	21%	30,016	14%	18%	17%	12%	418	19%	43,229	12%	16%	18%	13%	
	Middle	289	22%	38,750	19%	22%	21%	18%	467	21%	61,998	17%	20%	22%	18%	
	Upper	558	43%	120,436	58%	40%	35%	45%	1,017	46%	215,623	60%	40%	37%	46%	
	Unknown	52	4%	8,755	4%	0%	17%	20%	125	6%	21,904	6%	0%	15%	19%	
	Total	1,305		208,918					2,198		356,869					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	72	41%	7,287	23%	91%	44%	45%	163	39%	12,538	19%	91%	0%	44%
		Over \$1 Million	59	33%	18,976	60%	6%			159	38%	43,093	67%	6%		
	Revenue Not Reported	46	26%	5,129	16%	4%			96	23%	8,839	14%	4%			
	Total	177		31,392					418		64,470					
LOAN SIZE	\$100,000 or Less	102	58%	3,505	11%		89%	26%	263	63%	8,040	12%		0%	26%	
	\$100,001 - \$250,000	35	20%	6,410	20%		6%	19%	79	19%	14,467	22%		0%	18%	
	\$250,001 - \$1 Million	40	23%	21,477	68%		6%	55%	76	18%	41,963	65%		0%	56%	
	Total	177		31,392					418		64,470					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	20	59%	4,668	63%	96%	74%	78%	24	50%	5,222	42%	97%	64%	0%
		Over \$1 Million	6	18%	1,960	26%	3%			19	40%	5,911	47%	3%		
	Revenue Not Reported	8	24%	796	11%	1%			5	10%	1,315	11%	0%			
	Total	34		7,424					48		12,448					
LOAN SIZE	\$100,000 or Less	10	29%	707	10%		70%	20%	10	21%	529	4%		74%	0%	
	\$100,001 - \$250,000	13	38%	2,268	31%		19%	35%	17	35%	3,078	25%		16%	0%	
	\$250,001 - \$500,000	11	32%	4,449	60%		11%	45%	21	44%	8,841	71%		10%	0%	
	Total	34		7,424					48		12,448					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	4	31%	541	19%	91%			4	33%	1,023	30%	91%		
		Over \$1 Million	2	15%	643	22%	6%			3	25%	1,740	50%	6%		
	Revenue Not Reported	7	54%	1,697	59%	4%			5	42%	700	20%	4%			
	Total	13		2,881					12		3,463					
LOAN SIZE	\$100,000 or Less	4	31%	227	8%				3	25%	261	8%				
	\$100,001 - \$250,000	4	31%	653	23%				5	42%	880	25%				
	\$250,001 - \$1 Million	5	38%	2,001	69%				4	33%	2,322	67%				
	Total	13		2,881					12		3,463					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Eastern KY

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	%	%	%	%		#	%	\$ (000s)	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	1	1%	44	0%	1%	1%	1%	2	1%	201	1%	2%	2%	2%
	Middle	15	19%	1,998	17%	18%	19%	17%	50	29%	7,406	29%	28%	28%	26%
	Upper	64	80%	9,478	82%	82%	80%	82%	123	70%	17,988	70%	70%	69%	72%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	80		11,520					175		25,595				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	2	1%	227	1%	1%	0%	1%	5	1%	459	1%	2%	1%	1%
	Middle	51	19%	5,146	16%	18%	16%	14%	114	24%	12,471	22%	28%	23%	21%
	Upper	212	80%	26,791	83%	82%	84%	85%	356	75%	43,935	77%	70%	75%	78%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	265		32,164					475		56,865				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	2%	1%	0%
	Middle	1	17%	65	22%	18%	18%	14%	3	19%	112	10%	28%	24%	21%
	Upper	5	83%	231	78%	82%	82%	86%	13	81%	964	90%	70%	75%	79%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6		296					16		1,076				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	3	1%	271	1%	1%	1%	1%	7	1%	660	1%	2%	2%	1%
	Middle	67	19%	7,209	16%	18%	17%	15%	167	25%	19,989	24%	28%	25%	22%
	Upper	281	80%	36,500	83%	82%	82%	84%	492	74%	62,887	75%	70%	73%	77%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	351		43,980					666		83,536				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	1	3%	25	1%	2%	3%	4%	0	0%	0	0%	3%	3%	3%
	Middle	7	22%	1,104	27%	19%	17%	17%	20	34%	2,040	29%	32%	33%	32%
	Upper	24	75%	2,906	72%	79%	75%	77%	39	66%	5,079	71%	65%	58%	63%
	Unknown	0	0%	0	0%	0%	4%	1%	0	0%	0	0%	0%	6%	2%
Total	32		4,035					59		7,119					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Middle	0	0%	0	0%	15%	35%	20%	0	0%	0	0%	28%	29%	26%
	Upper	1	100%	30	100%	85%	64%	80%	2	100%	60	100%	72%	70%	74%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%
Total	1		30					2		60					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	0	0%	0	0%	2%			0	0%	0	0%	3%		
	Middle	0	0%	0	0%	19%			0	0%	0	0%	32%		
	Upper	0	0%	0	0%	79%			0	0%	0	0%	65%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	0		0					0		0					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Eastern KY

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%				
HOME PURCHASE	Low	5	6%	384	3%	13%	3%	1%	1	1%	77	0%	15%	2%	1%	
	Moderate	12	15%	1,050	9%	12%	16%	11%	26	15%	2,429	9%	13%	15%	10%	
	Middle	23	29%	2,538	22%	18%	25%	22%	43	25%	4,715	18%	17%	25%	22%	
	Upper	37	46%	7,078	61%	58%	45%	54%	104	59%	18,090	71%	55%	45%	53%	
	Unknown	3	4%	470	4%	0%	12%	12%	1	1%	284	1%	0%	13%	13%	
	Total	80		11,520					175		25,595					
REFINANCE	Low	6	2%	294	1%	13%	2%	1%	12	3%	712	1%	15%	2%	1%	
	Moderate	28	11%	2,005	6%	12%	7%	4%	44	9%	3,383	6%	13%	7%	5%	
	Middle	59	22%	5,707	18%	18%	18%	14%	93	20%	8,542	15%	17%	18%	14%	
	Upper	163	62%	22,864	71%	58%	56%	62%	297	63%	39,785	70%	55%	58%	63%	
	Unknown	9	3%	1,294	4%	0%	17%	19%	29	6%	4,443	8%	0%	15%	18%	
	Total	265		32,164					475		56,865					
HOME IMPROVEMENT	Low	0	0%	0	0%	13%	7%	1%	1	6%	91	8%	15%	3%	1%	
	Moderate	0	0%	0	0%	12%	10%	6%	3	19%	259	24%	13%	12%	8%	
	Middle	3	50%	116	39%	18%	23%	18%	4	25%	208	19%	17%	24%	17%	
	Upper	3	50%	180	61%	58%	55%	69%	8	50%	518	48%	55%	59%	71%	
	Unknown	0	0%	0	0%	0%	6%	6%	0	0%	0	0%	0%	2%	3%	
	Total	6		296					16		1,076					
HMDA TOTALS	Low	11	3%	678	2%	13%	2%	1%	14	2%	880	1%	15%	2%	1%	
	Moderate	40	11%	3,055	7%	12%	10%	7%	73	11%	6,071	7%	13%	10%	6%	
	Middle	85	24%	8,361	19%	18%	21%	17%	140	21%	13,465	16%	17%	20%	16%	
	Upper	203	58%	30,122	68%	58%	52%	58%	409	61%	58,393	70%	55%	54%	57%	
	Unknown	12	3%	1,764	4%	0%	15%	18%	30	5%	4,727	6%	0%	14%	20%	
	Total	351		43,980					666		83,536					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	14	44%	1,076	27%	92%	46%	51%	29	49%	2,672	38%	92%	42%	56%
		Over \$1 Million	6	19%	1,511	37%	4%			9	15%	2,256	32%	4%		
	Revenue Not Reported	12	38%	1,448	36%	4%			21	36%	2,191	31%	4%			
	Total	32		4,035					59		7,119					
LOAN SIZE	\$100,000 or Less	20	63%	637	16%		94%	40%	43	73%	1,177	17%		95%	41%	
	\$100,001 - \$250,000	9	28%	1,414	35%		4%	21%	9	15%	1,398	20%		3%	16%	
	\$250,001 - \$1 Million	3	9%	1,984	49%		2%	39%	7	12%	4,544	64%		2%	43%	
	Total	32		4,035					59		7,119					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	98%	86%	86%	0	0%	0	0%	100%	53%	73%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	1	100%	30	100%	1%			2	100%	60	100%	0%			
	Total	1		30					2		60					
LOAN SIZE	\$100,000 or Less	1	100%	30	100%		92%	51%	2	100%	60	100%		94%	53%	
	\$100,001 - \$250,000	0	0%	0	0%		6%	29%	0	0%	0	0%		5%	32%	
	\$250,001 - \$500,000	0	0%	0	0%		2%	20%	0	0%	0	0%		1%	15%	
	Total	1		30					2		60					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%			0	0%	0	0%	92%		
		Over \$1 Million	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					0		0					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Western KY

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	3	6%	254	6%	3%	5%	3%	2	2%	242	2%	5%	6%	5%
	Middle	15	32%	1,125	25%	39%	25%	23%	57	55%	5,435	48%	58%	50%	49%
	Upper	29	62%	3,122	69%	58%	70%	74%	45	43%	5,628	50%	37%	43%	46%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	47		4,501						104		11,305			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	3	2%	157	1%	3%	2%	1%	15	4%	715	2%	5%	3%	2%
	Middle	57	31%	5,105	32%	39%	30%	28%	222	55%	20,230	54%	58%	48%	45%
	Upper	124	67%	10,917	67%	58%	68%	71%	167	41%	16,500	44%	37%	49%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	184		16,179						404		37,445			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	3%	0%	0%	1	4%	8	0%	5%	6%	2%
	Middle	4	22%	101	8%	39%	27%	32%	15	60%	1,097	66%	58%	48%	58%
	Upper	14	78%	1,150	92%	58%	73%	68%	9	36%	556	33%	37%	46%	40%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	18		1,251						25		1,661			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	6	2%	411	2%	3%	3%	2%	18	3%	965	2%	5%	5%	3%
	Middle	76	31%	6,331	29%	39%	28%	26%	294	55%	26,762	53%	58%	49%	47%
	Upper	167	67%	15,189	69%	58%	69%	72%	221	41%	22,684	45%	37%	46%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	249		21,931						533		50,411			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	1	3%	1	0%	5%	5%	3%	3	8%	64	2%	12%	10%	11%
	Middle	8	22%	1,277	34%	36%	29%	24%	25	63%	3,646	87%	54%	50%	62%
	Upper	28	76%	2,521	66%	59%	61%	71%	12	30%	468	11%	34%	31%	23%
	Unknown	0	0%	0	0%	0%	6%	1%	0	0%	0	0%	0%	8%	5%
Total	37		3,799					40		4,178					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Middle	6	20%	664	13%	34%	17%	8%	13	30%	905	13%	53%	44%	27%
	Upper	24	80%	4,310	87%	66%	83%	92%	31	70%	6,307	87%	46%	55%	73%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%	
Total	30		4,974					44		7,212					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	0	0%	0	0%	5%			0	0%	0	0%	12%		
	Middle	0	0%	0	0%	36%			0	0%	0	0%	54%		
	Upper	1	100%	80	100%	59%			0	0%	0	0%	34%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		80					0		0					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Western KY

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %					
		Count # %	Dollar \$ (000s) %				Count # %	Dollar \$ (000s) %								
HOME PURCHASE	Low	1	2%	38	1%	17%	3%	2%	2	2%	119	1%	17%	3%	2%	
	Moderate	7	15%	464	10%	15%	13%	9%	17	16%	1,161	10%	15%	14%	9%	
	Middle	15	32%	1,163	26%	20%	24%	22%	36	35%	3,327	29%	21%	22%	20%	
	Upper	21	45%	2,664	59%	49%	38%	49%	47	45%	6,541	58%	47%	44%	51%	
	Unknown	3	6%	172	4%	0%	23%	18%	2	2%	157	1%	0%	17%	18%	
	Total	47		4,501					104		11,305					
REFINANCE	Low	3	2%	168	1%	17%	2%	1%	21	5%	969	3%	17%	3%	1%	
	Moderate	27	15%	1,527	9%	15%	8%	5%	40	10%	2,541	7%	15%	9%	5%	
	Middle	38	21%	2,888	18%	20%	18%	13%	85	21%	5,686	15%	21%	19%	14%	
	Upper	110	60%	11,220	69%	49%	51%	58%	248	61%	27,096	72%	47%	59%	66%	
	Unknown	6	3%	376	2%	0%	21%	22%	10	2%	1,153	3%	0%	10%	13%	
	Total	184		16,179					404		37,445					
HOME IMPROVEMENT	Low	2	11%	32	3%	17%	5%	3%	0	0%	0	0%	17%	6%	2%	
	Moderate	3	17%	12	1%	15%	13%	9%	3	12%	135	8%	15%	14%	9%	
	Middle	2	11%	91	7%	20%	14%	8%	5	20%	242	15%	21%	20%	12%	
	Upper	11	61%	1,116	89%	49%	43%	71%	17	68%	1,284	77%	47%	59%	77%	
	Unknown	0	0%	0	0%	0%	25%	9%	0	0%	0	0%	0%	1%	0%	
	Total	18		1,251					25		1,661					
HMDA TOTALS	Low	6	2%	238	1%	17%	3%	1%	23	4%	1,088	2%	17%	3%	1%	
	Moderate	37	15%	2,003	9%	15%	11%	7%	60	11%	3,837	8%	15%	12%	7%	
	Middle	55	22%	4,142	19%	20%	20%	17%	126	24%	9,255	18%	21%	20%	16%	
	Upper	142	57%	15,000	68%	49%	45%	55%	312	59%	34,921	69%	47%	53%	61%	
	Unknown	9	4%	548	2%	0%	22%	20%	12	2%	1,310	3%	0%	12%	15%	
	Total	249		21,931					533		50,411					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	16	43%	526	14%	92%	43%	36%	20	50%	425	10%	92%	30%	38%
		Over \$1 Million	13	35%	2,972	78%	4%			9	23%	3,592	86%	4%		
	Revenue Not Reported	8	22%	301	8%	4%			11	28%	161	4%	4%			
	Total	37		3,799					40		4,178					
LOAN SIZE	\$100,000 or Less	27	73%	634	17%		90%	29%	34	85%	783	19%		94%	33%	
	\$100,001 - \$250,000	7	19%	1,361	36%		5%	18%	3	8%	745	18%		3%	19%	
	\$250,001 - \$1 Million	3	8%	1,804	47%		5%	53%	3	8%	2,650	63%		3%	48%	
	Total	37		3,799					40		4,178					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	19	63%	3,417	69%	99%	68%	64%	31	70%	4,473	62%	99%	46%	57%
		Over \$1 Million	5	17%	728	15%	0%			6	14%	1,823	25%	1%		
	Revenue Not Reported	6	20%	829	17%	0%			7	16%	916	13%	0%			
	Total	30		4,974					44		7,212					
LOAN SIZE	\$100,000 or Less	13	43%	731	15%		65%	22%	18	41%	1,072	15%		77%	22%	
	\$100,001 - \$250,000	13	43%	2,439	49%		25%	40%	20	45%	3,587	50%		18%	45%	
	\$250,001 - \$500,000	4	13%	1,804	36%		10%	38%	6	14%	2,553	35%		6%	33%	
	Total	30		4,974					44		7,212					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	92%			0	0%	0	0%	92%		
		Over \$1 Million	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Revenue Not Reported	1	100%	80	100%	4%			0	0%	0	0%	4%			
	Total	1		80					0		0					
LOAN SIZE	\$100,000 or Less	1	100%	80	100%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	1		80					0		0					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Owensboro KY MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	%	%	%	#		%	\$ (000s)	%	%	%	
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	1	2%	55	1%	3%	2%	1%
	Moderate	4	14%	299	9%	12%	9%	6%	7	11%	493	6%	8%	10%	8%
	Middle	16	57%	1,720	54%	62%	57%	53%	32	52%	3,791	48%	65%	60%	56%
	Upper	8	29%	1,178	37%	26%	34%	41%	21	34%	3,554	45%	24%	28%	35%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	28		3,197						61		7,893			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	7	4%	611	4%	3%	1%	1%
	Moderate	9	10%	460	5%	12%	8%	5%	18	10%	1,072	6%	8%	7%	6%
	Middle	52	60%	4,662	54%	62%	57%	52%	124	66%	11,106	64%	65%	62%	57%
	Upper	25	29%	3,472	40%	26%	35%	42%	40	21%	4,506	26%	24%	29%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	86		8,594						189		17,295			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	3%	4%	2%
	Moderate	1	25%	25	16%	12%	9%	5%	2	15%	30	4%	8%	7%	3%
	Middle	2	50%	56	35%	62%	60%	55%	8	62%	410	48%	65%	60%	60%
	Upper	1	25%	80	50%	26%	30%	41%	3	23%	415	49%	24%	28%	35%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	4		161						13		855			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	8	3%	666	3%	3%	2%	1%
	Moderate	14	12%	784	7%	12%	9%	6%	27	10%	1,595	6%	8%	8%	6%
	Middle	70	59%	6,438	54%	62%	57%	53%	164	62%	15,307	59%	65%	61%	57%
	Upper	34	29%	4,730	40%	26%	34%	42%	64	24%	8,475	33%	24%	29%	35%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	118		11,952						263		26,043			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	1	2%	228	4%	10%	8%	8%
	Moderate	4	25%	589	38%	21%	22%	28%	7	16%	1,092	17%	11%	11%	15%
	Middle	5	31%	157	10%	55%	51%	43%	28	65%	4,650	73%	56%	57%	56%
	Upper	7	44%	786	51%	23%	26%	29%	7	16%	365	6%	24%	22%	21%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	3%	0%
Total	16		1,532						43		6,335				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	2%	0%	0%	0	0%	0	0%	1%	0%	0%
	Middle	0	0%	0	0%	76%	91%	93%	0	0%	0	0%	77%	90%	96%
	Upper	0	0%	0	0%	23%	9%	7%	0	0%	0	0%	22%	10%	4%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	%				%	%	#	%			
	Low	0	0%	0	0%	0%			0	0%	0	0%	10%		
	Moderate	0	0%	0	0%	21%			0	0%	0	0%	11%		
	Middle	0	0%	0	0%	55%			1	100%	204	100%	56%		
	Upper	0	0%	0	0%	23%			0	0%	0	0%	24%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	0		0					1		204					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Owensboro KY MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income	Count Aggregate	Dollar Aggregate	Bank				Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %		
HOME PURCHASE	Low	2	7%	131	4%	19%	10%	6%	9	15%	581	7%	20%	12%	7%	
	Moderate	12	43%	1,095	34%	17%	24%	20%	11	18%	943	12%	16%	25%	20%	
	Middle	6	21%	771	24%	23%	21%	21%	15	25%	1,917	24%	24%	22%	22%	
	Upper	8	29%	1,200	38%	41%	29%	39%	26	43%	4,452	56%	40%	28%	40%	
	Unknown	0	0%	0	0%	0%	17%	15%	0	0%	0	0%	0%	13%	10%	
	Total	28		3,197						61		7,893				
REFINANCE	Low	17	20%	987	11%	19%	8%	4%	21	11%	982	6%	20%	8%	4%	
	Moderate	21	24%	1,418	16%	17%	18%	13%	38	20%	2,342	14%	16%	17%	11%	
	Middle	17	20%	1,452	17%	23%	21%	19%	54	29%	4,537	26%	24%	24%	21%	
	Upper	29	34%	4,451	52%	41%	39%	50%	71	38%	8,953	52%	40%	41%	50%	
	Unknown	2	2%	286	3%	0%	13%	15%	5	3%	481	3%	0%	10%	15%	
	Total	86		8,594						189		17,295				
HOME IMPROVEMENT	Low	2	50%	45	28%	19%	12%	5%	3	23%	78	9%	20%	8%	3%	
	Moderate	0	0%	0	0%	17%	16%	11%	2	15%	28	3%	16%	18%	11%	
	Middle	1	25%	36	22%	23%	23%	21%	2	15%	45	5%	24%	24%	17%	
	Upper	1	25%	80	50%	41%	44%	59%	6	46%	704	82%	40%	47%	64%	
	Unknown	0	0%	0	0%	0%	4%	5%	0	0%	0	0%	0%	3%	4%	
	Total	4		161						13		855				
HMDA TOTALS	Low	21	18%	1,163	10%	19%	9%	5%	33	13%	1,641	6%	20%	10%	5%	
	Moderate	33	28%	2,513	21%	17%	20%	16%	51	19%	3,313	13%	16%	20%	15%	
	Middle	24	20%	2,259	19%	23%	21%	20%	71	27%	6,499	25%	24%	23%	21%	
	Upper	38	32%	5,731	48%	41%	35%	45%	103	39%	14,109	54%	40%	36%	45%	
	Unknown	2	2%	286	2%	0%	15%	15%	5	2%	481	2%	0%	11%	15%	
	Total	118		11,952						263		26,043				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	9	56%	429	28%	90%	46%	66%	16	37%	1,063	17%	89%	41%	61%
		Over \$1 Million	3	19%	528	34%	7%			21	49%	4,667	74%	7%		
		Revenue Not Reported	4	25%	575	38%	4%			6	14%	605	10%	4%		
	Total	16		1,532					43		6,335					
	LOAN SIZE	\$100,000 or Less	13	81%	500	33%		88%	25%	26	60%	1,266	20%		92%	26%
		\$100,001 - \$250,000	1	6%	155	10%		5%	17%	8	19%	1,589	25%		4%	16%
		\$250,001 - \$1 Million	2	13%	877	57%		6%	58%	9	21%	3,480	55%		5%	58%
		Total	16		1,532					43		6,335				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	85%	93%	0	0%	0	0%	100%	44%	88%
		Over \$1 Million	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		71%	26%	0	0%	0	0%		79%	25%	
	\$100,001 - \$250,000	0	0%	0	0%		18%	35%	0	0%	0	0%		10%	24%	
	\$250,001 - \$500,000	0	0%	0	0%		11%	38%	0	0%	0	0%		10%	51%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	90%			1	100%	204	100%	89%		
		Over \$1 Million	0	0%	0	0%	7%			0	0%	0	0%	7%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%			
	Total	0		0					1		204					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				1	100%	204	100%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					1		204					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Battle Creek MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	2	2%	62	1%	5%	1%	1%
	Moderate	8	26%	453	13%	19%	10%	6%	38	29%	2,179	20%	22%	17%	10%
	Middle	10	32%	1,123	32%	53%	49%	49%	50	38%	3,730	34%	39%	37%	36%
	Upper	13	42%	1,883	54%	27%	41%	45%	43	32%	5,055	46%	34%	45%	54%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	31		3,459						133		11,026			
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	9	3%	483	2%	5%	1%	1%
	Moderate	7	6%	358	2%	19%	7%	4%	46	17%	3,251	12%	22%	11%	8%
	Middle	59	51%	7,586	51%	53%	54%	55%	92	34%	9,528	34%	39%	40%	38%
	Upper	49	43%	6,881	46%	27%	39%	41%	122	45%	14,469	52%	34%	48%	53%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	115		14,825						269		27,731			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	1%	0	0%	0	0%	5%	3%	1%
	Moderate	1	17%	5	9%	19%	12%	5%	3	25%	40	11%	22%	25%	11%
	Middle	4	67%	33	57%	53%	57%	58%	4	33%	91	26%	39%	42%	50%
	Upper	1	17%	20	34%	27%	30%	36%	5	42%	223	63%	34%	29%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6		58						12		354			
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	11	3%	545	1%	5%	1%	1%
	Moderate	16	11%	816	4%	19%	8%	5%	87	21%	5,470	14%	22%	14%	10%
	Middle	73	48%	8,742	48%	53%	53%	53%	146	35%	13,349	34%	39%	39%	38%
	Upper	63	41%	8,784	48%	27%	39%	42%	170	41%	19,747	50%	34%	46%	51%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	152		18,342						414		39,111			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	2%	2%	2%	21	15%	5,836	18%	8%	8%	15%
	Moderate	14	21%	2,601	22%	20%	17%	25%	64	45%	15,258	48%	21%	22%	31%
	Middle	29	43%	6,800	58%	52%	49%	47%	25	17%	5,159	16%	40%	35%	34%
	Upper	24	35%	2,253	19%	25%	28%	23%	33	23%	5,724	18%	32%	30%	19%
	Unknown	1	1%	0	0%	2%	4%	2%	0	0%	0	0%	0%	4%	1%
Total	68		11,654					143		31,977					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	2%	1%
	Moderate	0	0%	0	0%	2%	0%	0%	0	0%	0	0%	9%	4%	1%
	Middle	0	0%	0	0%	92%	100%	100%	0	0%	0	0%	62%	57%	61%
	Upper	0	0%	0	0%	6%	0%	0%	0	0%	0	0%	29%	36%	38%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	2%	0%
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
	Low	1	100%	150	100%	2%			0	0%	0	0%	8%		
	Moderate	0	0%	0	0%	20%			0	0%	0	0%	21%		
	Middle	0	0%	0	0%	52%			3	75%	1,306	74%	40%		
	Upper	0	0%	0	0%	25%			1	25%	450	26%	32%		
Unknown	0	0%	0	0%	2%			0	0%	0	0%	0%			
Total	1		150					4		1,756					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Battle Creek MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income		Count	Dollar	Bank		Families by Family Income		Count	Dollar			
		Count	Dollar	%	%	Aggregate	Aggregate	Count	Dollar	%	%	Aggregate 2012	Aggregate 2012			
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	4	13%	167	5%	19%	7%	3%	33	25%	1,664	15%	21%	6%	3%	
	Moderate	11	35%	669	19%	19%	20%	14%	46	35%	2,939	27%	18%	19%	13%	
	Middle	5	16%	505	15%	23%	21%	18%	28	21%	2,785	25%	21%	23%	22%	
	Upper	11	35%	2,118	61%	40%	37%	51%	25	19%	3,552	32%	40%	35%	49%	
	Unknown	0	0%	0	0%	0%	15%	14%	1	1%	86	1%	0%	17%	13%	
	Total	31		3,459						133		11,026				
REFINANCE	Low	3	3%	594	4%	19%	5%	3%	19	7%	1,322	5%	21%	4%	3%	
	Moderate	14	12%	1,030	7%	19%	10%	7%	56	21%	4,116	15%	18%	11%	7%	
	Middle	24	21%	2,408	16%	23%	19%	15%	63	23%	5,807	21%	21%	18%	15%	
	Upper	68	59%	10,113	68%	40%	50%	60%	112	42%	13,882	50%	40%	49%	57%	
	Unknown	6	5%	680	5%	0%	16%	16%	19	7%	2,604	9%	0%	17%	19%	
	Total	115		14,825						269		27,731				
HOME IMPROVEMENT	Low	2	33%	33	57%	19%	12%	7%	0	0%	0	0%	21%	11%	6%	
	Moderate	2	33%	15	26%	19%	24%	13%	2	17%	41	12%	18%	23%	12%	
	Middle	1	17%	5	9%	23%	21%	25%	5	42%	216	61%	21%	25%	21%	
	Upper	1	17%	5	9%	40%	43%	51%	4	33%	44	12%	40%	38%	58%	
	Unknown	0	0%	0	0%	0%	1%	4%	1	8%	53	15%	0%	2%	3%	
	Total	6		58						12		354				
HMDA TOTALS	Low	9	6%	794	4%	19%	6%	3%	52	13%	2,986	8%	21%	5%	3%	
	Moderate	27	18%	1,714	9%	19%	15%	9%	104	25%	7,096	18%	18%	14%	8%	
	Middle	30	20%	2,918	16%	23%	20%	16%	96	23%	8,808	23%	21%	20%	16%	
	Upper	80	53%	12,236	67%	40%	45%	56%	141	34%	17,478	45%	40%	44%	53%	
	Unknown	6	4%	680	4%	0%	15%	16%	21	5%	2,743	7%	0%	16%	20%	
	Total	152		18,342						414		39,111				
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	\$ %		
		\$1 Million or Less	31	46%	4,328	37%	91%	39%	32%	32	22%	3,447	11%	91%	25%	26%
		Over \$1 Million	31	46%	7,150	60%	5%			87	61%	26,680	83%	6%		
	Revenue Not Reported	6	9%	356	3%	4%			24	17%	1,850	6%	4%			
	Total	68		11,834						143		31,977				
LOAN SIZE	\$100,000 or Less	38	56%	1,691	14%		84%	23%	69	48%	3,131	10%		90%	27%	
	\$100,001 - \$250,000	15	22%	2,707	23%		9%	21%	29	20%	5,419	17%		5%	19%	
	\$250,001 - \$1 Million	15	22%	7,436	63%		7%	56%	45	31%	23,427	73%		5%	53%	
	Total	68		11,834						143		31,977				
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	\$ %		
		\$1 Million or Less	0	0%	0	0%	98%	59%	84%	0	0%	0	0%	98%	34%	72%
		Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	2%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0						0		0				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		72%	23%	0	0%	0	0%		79%	22%	
	\$100,001 - \$250,000	0	0%	0	0%		21%	50%	0	0%	0	0%		13%	44%	
	\$250,001 - \$500,000	0	0%	0	0%		7%	27%	0	0%	0	0%		8%	34%	
	Total	0		0						0		0				
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses				
		#	%	\$ (000s)	\$ %	%	%	#	%	\$ (000s)	\$ %	%	%			
		\$1 Million or Less	1	100%	150	100%	91%			3	75%	1,306	74%	91%		
		Over \$1 Million	0	0%	0	0%	5%			1	25%	450	26%	6%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%			
	Total	1		150					4		1,756					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	1	100%	150	100%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				4	100%	1,756	100%				
	Total	1		150					4		1,756					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Detroit-Warren-Flint MI CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Count	Dollar	Bank				Count	Dollar		
		Count		Dollar		Owner Occupied Units	Aggregate 2011	Aggregate 2011	Count		Dollar		Owner Occupied Units	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	7	0%	362	0%	3%	1%	0%	42	1%	3,421	1%	5%	1%	0%
	Moderate	166	9%	12,107	5%	19%	8%	4%	404	11%	36,649	6%	19%	10%	6%
	Middle	898	49%	101,292	39%	48%	50%	42%	1,543	40%	207,344	31%	42%	43%	35%
	Upper	753	41%	148,797	57%	30%	42%	53%	1,852	48%	418,791	63%	35%	46%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,824		262,558						3,841		666,205			
REFINANCE	Low	4	0%	287	0%	3%	0%	0%	144	1%	13,752	1%	5%	1%	1%
	Moderate	171	4%	18,836	3%	19%	5%	3%	1,189	9%	128,677	6%	19%	8%	5%
	Middle	1,744	45%	244,225	37%	48%	41%	34%	5,456	41%	756,715	35%	42%	40%	35%
	Upper	1,957	50%	404,802	61%	30%	53%	62%	6,490	49%	1,265,208	58%	35%	51%	59%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	3,876		668,150						13,279		2,164,352			
HOME IMPROVEMENT	Low	2	3%	18	0%	3%	2%	0%	3	1%	49	0%	5%	3%	1%
	Moderate	7	10%	125	3%	19%	15%	6%	31	13%	754	5%	19%	16%	6%
	Middle	41	57%	2,534	61%	48%	49%	39%	111	47%	6,753	46%	42%	42%	31%
	Upper	22	31%	1,466	35%	30%	34%	56%	90	38%	7,082	48%	35%	40%	63%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	72		4,143						235		14,638			
HMDA TOTALS	Low	13	0%	667	0%	3%	0%	0%	189	1%	17,222	1%	5%	1%	1%
	Moderate	344	6%	31,068	3%	19%	6%	4%	1,624	9%	166,080	6%	19%	9%	6%
	Middle	2,683	46%	348,051	37%	48%	45%	38%	7,110	41%	970,812	34%	42%	41%	35%
	Upper	2,732	47%	555,065	59%	30%	48%	58%	8,432	49%	1,691,081	59%	35%	49%	58%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	5,772		934,851						17,355		2,845,195			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	75	4%	16,465	5%	4%	3%	5%	222	7%	56,481	9%	7%	5%	8%
	Moderate	272	16%	67,658	19%	17%	14%	19%	561	19%	145,033	22%	19%	16%	20%
	Middle	828	49%	173,316	48%	47%	45%	46%	1,133	38%	226,941	35%	39%	37%	36%
	Upper	508	30%	105,188	29%	32%	36%	29%	1,078	36%	220,307	34%	36%	39%	34%
Unknown	4	0%	0	0%	0%	1%	1%	18	1%	8,629	1%	0%	3%	2%	
Total	1,687		362,627						3,012		657,391				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	\$ %	#	%	\$ (000s)	\$ %		%	\$ %
	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	8%	2%	2%	0	0%	0	0%	9%	9%	6%
	Middle	2	50%	106	88%	65%	71%	76%	5	83%	164	94%	65%	73%	82%
	Upper	2	50%	15	12%	26%	26%	21%	1	17%	10	6%	25%	17%	11%
Unknown	0	0%	0	0%	0%	1%	1%	0	0%	0	0%	0%	1%	1%	
Total	4		121						6		174				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	2	3%	466	2%	4%			7	5%	2,782	7%	7%		
	Moderate	3	4%	613	3%	17%			23	17%	8,652	20%	19%		
	Middle	47	64%	14,027	63%	47%			66	50%	17,422	41%	39%		
	Upper	21	29%	7,143	32%	32%			37	28%	13,783	32%	36%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	73		22,249						133		42,639				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Detroit-Warren-Flint MI CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %	
HOME PURCHASE	Low	358	20%	24,334	9%	20%	14%	7%	508	13%	36,038	5%	22%	13%	6%	
	Moderate	471	26%	45,415	17%	18%	24%	17%	758	20%	79,644	12%	17%	13%	16%	
	Middle	377	21%	49,107	19%	22%	21%	21%	826	22%	120,227	18%	20%	22%	21%	
	Upper	603	33%	141,130	54%	40%	30%	45%	1,381	36%	345,695	52%	41%	31%	46%	
	Unknown	15	1%	2,572	1%	0%	11%	10%	368	10%	84,601	13%	0%	12%	11%	
	Total	1,824		262,558					3,841		666,205					
HOME REFINANCE	Low	277	7%	21,984	3%	20%	5%	3%	945	7%	82,912	4%	22%	7%	4%	
	Moderate	629	16%	65,902	10%	18%	11%	7%	1,905	14%	210,011	10%	17%	13%	9%	
	Middle	874	23%	120,377	18%	22%	18%	15%	2,920	22%	389,091	18%	20%	21%	18%	
	Upper	1,920	50%	428,188	64%	40%	45%	56%	5,817	44%	1,157,189	53%	41%	45%	55%	
	Unknown	176	5%	31,699	5%	0%	20%	18%	1,692	13%	325,149	15%	0%	13%	13%	
	Total	3,876		668,150					13,279		2,164,352					
HOME IMPROVEMENT	Low	16	22%	631	15%	20%	15%	6%	31	13%	739	5%	22%	14%	5%	
	Moderate	18	25%	486	12%	18%	23%	11%	60	26%	2,609	18%	17%	21%	12%	
	Middle	17	24%	857	21%	22%	24%	18%	67	29%	3,738	26%	20%	24%	20%	
	Upper	20	28%	1,569	38%	40%	33%	55%	73	31%	6,974	48%	41%	38%	58%	
	Unknown	1	1%	600	14%	0%	4%	10%	4	2%	578	4%	0%	3%	5%	
	Total	72		4,143					235		14,638					
HMDA TOTALS	Low	651	11%	46,949	5%	20%	9%	4%	1,484	9%	119,689	4%	22%	9%	5%	
	Moderate	1,118	19%	111,803	12%	18%	17%	11%	2,723	16%	292,264	10%	17%	15%	11%	
	Middle	1,268	22%	170,341	18%	22%	19%	17%	3,813	22%	513,056	18%	20%	22%	19%	
	Upper	2,543	44%	570,887	61%	40%	39%	51%	7,271	42%	1,509,858	53%	41%	41%	52%	
	Unknown	192	3%	34,871	4%	0%	16%	17%	2,064	12%	410,328	14%	0%	13%	14%	
	Total	5,772		934,851					17,355		2,845,195					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	712	42%	105,678	29%	91%	37%	31%	1,141	38%	172,905	26%	90%	35%	32%
		Over \$1 Million	663	39%	215,199	59%	6%			1,292	43%	427,295	65%	6%		
	Revenue Not Reported	312	18%	43,828	12%	4%			579	19%	57,191	9%	4%			
	Total	1,687		364,705					3,012		657,391					
LOAN SIZE	\$100,000 or Less	860	51%	31,248	9%		89%	21%	1,529	51%	56,112	9%		91%	24%	
	\$100,001 - \$250,000	329	20%	59,950	16%		5%	16%	588	20%	107,852	16%		4%	15%	
	\$250,001 - \$1 Million	498	30%	273,507	75%		6%	62%	895	30%	493,427	75%		5%	61%	
	Total	1,687		364,705					3,012		657,391					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	4	100%	121	100%	98%	49%	70%	5	83%	166	95%	99%	37%	68%
		Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			1	17%	8	5%	0%			
	Total	4		121					6		174					
LOAN SIZE	\$100,000 or Less	4	100%	121	100%		82%	33%	6	100%	174	100%		89%	33%	
	\$100,001 - \$250,000	0	0%	0	0%		13%	44%	0	0%	0	0%		8%	34%	
	\$250,001 - \$500,000	0	0%	0	0%		4%	23%	0	0%	0	0%		4%	33%	
	Total	4		121					6		174					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Dollar	Count		Dollar		% of Total Businesses	Aggregate	Dollar	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	31	42%	10,208	46%	91%			61	46%	19,591	46%	90%		
		Over \$1 Million	24	33%	8,021	36%	6%			46	35%	17,551	41%	6%		
	Revenue Not Reported	18	25%	4,020	18%	4%			26	20%	5,497	13%	4%			
	Total	73		22,249					133		42,639					
LOAN SIZE	\$100,000 or Less	22	30%	1,312	6%				33	25%	2,039	5%				
	\$100,001 - \$250,000	16	22%	2,704	12%				29	22%	4,914	12%				
	\$250,001 - \$1 Million	35	48%	18,233	82%				71	53%	35,686	84%				
	Total	73		22,249					133		42,639					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Grand Rapids-Muskegon-Holland MI CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	%		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	2	0%	48	0%	1%	0%	0%	36	1%	2,414	1%	2%	1%	1%
	Moderate	107	7%	7,489	4%	12%	9%	5%	449	14%	35,961	8%	15%	12%	8%
	Middle	992	69%	108,097	63%	67%	65%	59%	1,840	56%	222,069	52%	58%	56%	51%
	Upper	346	24%	54,778	32%	20%	26%	35%	951	29%	170,314	40%	25%	31%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,447		170,412					3,276		430,758				
REFINANCE	Low	1	0%	76	0%	1%	0%	0%	68	1%	5,020	0%	2%	1%	0%
	Moderate	175	4%	14,184	3%	12%	5%	3%	993	11%	84,267	8%	15%	8%	6%
	Middle	2,575	64%	307,223	59%	67%	64%	59%	4,734	55%	538,037	51%	58%	55%	50%
	Upper	1,257	31%	199,888	38%	20%	31%	38%	2,851	33%	437,463	41%	25%	36%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	4,008		521,371					8,646		1,064,787				
HOME IMPROVEMENT	Low	2	3%	23	1%	1%	1%	0%	5	3%	79	1%	2%	1%	1%
	Moderate	4	7%	71	2%	12%	8%	5%	25	13%	799	8%	15%	14%	8%
	Middle	37	62%	2,059	56%	67%	71%	65%	107	56%	5,653	54%	58%	65%	59%
	Upper	17	28%	1,553	42%	20%	20%	29%	53	28%	3,984	38%	25%	20%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	60		3,706					190		10,515				
HMDA TOTALS	Low	5	0%	147	0%	1%	0%	0%	109	1%	7,513	0%	2%	1%	1%
	Moderate	286	5%	21,744	3%	12%	7%	4%	1,467	12%	121,027	8%	15%	10%	7%
	Middle	3,604	65%	417,379	60%	67%	65%	59%	6,681	55%	765,759	51%	58%	55%	50%
	Upper	1,620	29%	256,219	37%	20%	29%	36%	3,855	32%	611,761	41%	25%	34%	42%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	5,515		695,489					12,112		1,506,060				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	41	3%	9,329	4%	2%	2%	3%	154	6%	39,030	10%	3%	4%	5%
	Moderate	227	16%	39,934	17%	12%	12%	14%	506	20%	85,348	21%	17%	16%	18%
	Middle	736	53%	122,328	52%	63%	59%	58%	1,144	45%	183,063	45%	53%	49%	46%
	Upper	385	28%	62,613	27%	23%	26%	25%	728	29%	95,008	24%	27%	28%	29%
Total	1,389		234,204					2,532		402,449					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	4%	2%	0%	0	0%	0	0%	4%	6%	7%
	Middle	4	100%	1,210	100%	85%	88%	90%	16	84%	2,975	93%	77%	74%	67%
	Upper	0	0%	0	0%	12%	9%	9%	3	16%	220	7%	19%	20%	26%
Total	4		1,210					19		3,195					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	8	12%	416	3%	2%			0	0%	0	0%	3%		
	Moderate	10	15%	2,678	18%	12%			32	29%	7,450	28%	17%		
	Middle	29	43%	7,020	48%	63%			44	40%	9,085	34%	53%		
	Upper	20	30%	4,376	30%	23%			34	31%	9,933	38%	27%		
Total	67		14,490					110		26,468					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Grand Rapids-Muskegon-Holland MI CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable									
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012							
		Count	Dollar				Count	Dollar										
#	%	\$ (000s)	%	%	%	\$ %	#	%	\$ (000s)	%	%	%	\$ %					
HOME PURCHASE	Low	321	22%	22,113	13%	17%	16%	9%	601	18%	43,816	10%	20%	13%	8%			
	Moderate	416	29%	40,211	24%	19%	26%	20%	902	28%	88,883	21%	18%	24%	18%			
	Middle	295	20%	34,524	20%	25%	21%	21%	671	20%	87,123	20%	22%	20%	20%			
	Upper	366	25%	66,447	39%	38%	27%	41%	929	28%	184,639	43%	40%	26%	39%			
	Unknown	49	3%	7,117	4%	0%	11%	10%	173	5%	26,297	6%	0%	16%	15%			
	Total	1,447		170,412					3,276		430,758							
HOME REFINANCE	Low	332	8%	22,725	4%	17%	6%	4%	793	9%	60,574	6%	20%	6%	4%			
	Moderate	784	20%	69,718	13%	19%	16%	11%	1,703	20%	151,299	14%	18%	16%	11%			
	Middle	980	24%	107,405	21%	25%	22%	19%	2,123	25%	229,200	22%	22%	21%	18%			
	Upper	1,611	40%	279,928	54%	38%	40%	51%	3,238	37%	517,083	49%	40%	37%	48%			
	Unknown	301	8%	41,595	8%	0%	16%	16%	789	9%	106,631	10%	0%	19%	20%			
	Total	4,008		521,371					8,646		1,064,787							
HOME IMPROVEMENT	Low	10	17%	352	9%	17%	15%	8%	29	15%	746	7%	20%	14%	5%			
	Moderate	15	25%	583	16%	19%	22%	14%	47	25%	2,388	23%	18%	23%	15%			
	Middle	17	28%	1,098	30%	25%	28%	25%	54	28%	2,835	27%	22%	28%	23%			
	Upper	17	28%	1,608	43%	38%	33%	49%	58	31%	4,409	42%	40%	32%	51%			
	Unknown	1	2%	65	2%	0%	2%	4%	2	1%	137	1%	0%	3%	7%			
	Total	60		3,706					190		10,515							
HMDA TOTALS	Low	663	12%	45,190	6%	17%	10%	5%	1,423	12%	105,136	7%	20%	9%	5%			
	Moderate	1,215	22%	110,512	16%	19%	20%	14%	2,652	22%	242,570	16%	18%	18%	13%			
	Middle	1,292	23%	143,027	21%	25%	22%	19%	2,848	24%	319,158	21%	22%	21%	18%			
	Upper	1,994	36%	347,983	50%	38%	35%	47%	4,225	35%	706,131	47%	40%	34%	44%			
	Unknown	351	6%	48,777	7%	0%	14%	14%	964	8%	133,065	9%	0%	18%	20%			
	Total	5,515		695,489					12,112		1,506,060							
SMALL BUSINESS REVENUE		Count	Dollar	% of Total Businesses	Aggregate	Aggregate	Count	Dollar	% of Total Businesses	Aggregate 2012	Aggregate 2012							
		#	%	\$ (000s)	%	%	\$ %	#	%	\$ (000s)	%	\$ %						
		\$1 Million or Less	588	42%	59,863	26%	90%	42%	37%	1,048	41%	99,248	25%	89%	30%	35%		
		Over \$1 Million	546	39%	157,284	67%	7%			914	36%	264,817	66%	7%				
		Revenue Not Reported	255	18%	17,057	7%	3%			570	23%	38,384	10%	3%				
		Total	1,389		234,204					2,532		402,449						
SMALL BUSINESS LOAN SIZE		\$100,000 or Less	860	62%	30,063	13%				1,593	63%	53,603	13%		86%	19%		
		\$100,001 - \$250,000	243	17%	43,810	19%				435	17%	79,390	20%		6%	17%		
		\$250,001 - \$1 Million	286	21%	160,331	68%				504	20%	269,456	67%		8%	64%		
		Total	1,389		234,204					2,532		402,449						
		SMALL FARM REVENUE		\$1 Million or Less	1	25%	150	12%	96%	64%	56%	6	32%	438	14%	97%	46%	50%
				Over \$1 Million	2	50%	1,000	83%	3%			7	37%	2,273	71%	3%		
Revenue Not Reported	1			25%	60	5%	1%			6	32%	484	15%	0%				
Total	4				1,210					19		3,195						
\$100,000 or Less	1			25%	60	5%		66%	22%	11	58%	507	16%		75%	21%		
\$100,001 - \$250,000	1			25%	150	12%		23%	39%	4	21%	688	22%		12%	25%		
\$250,001 - \$500,000	2	50%	1,000	83%		10%	39%	4	21%	2,000	63%		13%	54%				
Total	4		1,210					19		3,195								
SMALL BUSINESS SECURED BY RE		\$1 Million or Less	27	40%	5,786	40%	90%			62	56%	14,649	55%	89%				
		Over \$1 Million	30	45%	6,902	48%	7%			35	32%	10,015	38%	7%				
		Revenue Not Reported	10	15%	1,802	12%	3%			13	12%	1,804	7%	3%				
		Total	67		14,490					110		26,468						
		\$100,000 or Less	24	36%	1,342	9%				29	26%	2,173	8%					
		\$100,001 - \$250,000	24	36%	4,118	28%				44	40%	7,450	28%					
\$250,001 - \$1 Million	19	28%	9,030	62%				37	34%	16,845	64%							
Total	67		14,490					110		26,468								

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Jackson MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	%		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	11	4%	433	2%	6%	3%	1%
	Moderate	13	12%	428	5%	12%	7%	3%	27	10%	1,510	6%	10%	8%	5%
	Middle	76	72%	6,550	76%	77%	80%	83%	153	56%	15,808	59%	55%	54%	53%
	Upper	17	16%	1,606	19%	11%	13%	13%	80	30%	9,006	34%	29%	35%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	106		8,584					271		26,757				
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	8	2%	1,877	4%	6%	2%	2%
	Moderate	7	5%	426	2%	12%	5%	2%	25	6%	1,879	4%	10%	5%	3%
	Middle	118	81%	14,853	82%	77%	80%	81%	240	58%	27,775	54%	55%	56%	54%
	Upper	21	14%	2,819	16%	11%	15%	17%	144	35%	19,706	38%	29%	37%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	146		18,098					417		51,237				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	0%	0%	1	14%	43	16%	6%	4%	2%
	Moderate	1	33%	34	57%	12%	10%	3%	1	14%	10	4%	10%	10%	4%
	Middle	2	67%	26	43%	77%	78%	81%	3	43%	139	51%	55%	56%	56%
	Upper	0	0%	0	0%	11%	12%	15%	2	29%	78	29%	29%	30%	38%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	3		60					7		270				
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	20	3%	2,353	3%	6%	3%	1%
	Moderate	21	8%	888	3%	12%	6%	3%	53	8%	3,399	4%	10%	6%	4%
	Middle	196	77%	21,429	80%	77%	80%	82%	396	57%	43,722	56%	55%	55%	54%
	Upper	38	15%	4,425	17%	11%	14%	15%	226	33%	28,790	37%	29%	36%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	255		26,742					695		78,264				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	3	3%	1,251	10%	5%	5%	5%	47	25%	11,404	32%	13%	16%	28%
	Moderate	12	13%	2,401	19%	12%	13%	13%	44	24%	7,841	22%	13%	12%	14%
	Middle	70	79%	8,894	69%	75%	71%	69%	62	33%	11,530	32%	48%	45%	36%
	Upper	4	4%	372	3%	9%	9%	13%	34	18%	4,941	14%	27%	23%	21%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	5%	1%
Total	89		12,918					187		35,716					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	2%	0%	0%	0	0%	0	0%	1%	0%	0%
	Middle	0	0%	0	0%	95%	100%	100%	0	0%	0	0%	60%	56%	70%
	Upper	0	0%	0	0%	3%	0%	0%	0	0%	0	0%	39%	44%	30%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	5%			5	17%	444	7%	13%		
	Moderate	1	11%	52	3%	12%			10	34%	1,869	31%	13%		
	Middle	8	89%	1,790	97%	75%			14	48%	3,786	62%	48%		
	Upper	0	0%	0	0%	9%			0	0%	0	0%	27%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	9		1,842					29		6,099					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Jackson MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%				
HOME PURCHASE	Low	33	31%	1,674	20%	18%	20%	11%	58	21%	3,174	12%	21%	13%	8%	
	Moderate	32	30%	2,221	26%	19%	25%	20%	74	27%	6,336	24%	18%	26%	21%	
	Middle	15	14%	1,616	19%	25%	19%	21%	77	28%	8,401	31%	21%	18%	18%	
	Upper	25	24%	3,037	35%	38%	24%	37%	60	22%	8,698	33%	40%	24%	37%	
	Unknown	1	1%	36	0%	0%	12%	11%	2	1%	148	1%	0%	18%	16%	
	Total	106		8,584					271		26,757					
HOME REFINANCE	Low	16	11%	1,019	6%	18%	7%	4%	32	8%	2,601	5%	21%	8%	6%	
	Moderate	24	16%	1,888	10%	19%	14%	10%	82	20%	7,264	14%	18%	16%	12%	
	Middle	38	26%	4,330	24%	25%	20%	19%	101	24%	9,904	19%	21%	22%	20%	
	Upper	59	40%	9,450	52%	38%	36%	46%	168	40%	25,518	50%	40%	37%	45%	
	Unknown	9	6%	1,411	8%	0%	23%	21%	34	8%	5,950	12%	0%	16%	17%	
	Total	146		18,098					417		51,237					
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	17%	10%	2	29%	43	16%	21%	17%	8%	
	Moderate	1	33%	5	8%	19%	26%	19%	2	29%	105	39%	18%	24%	15%	
	Middle	1	33%	34	57%	25%	28%	38%	2	29%	48	18%	21%	26%	27%	
	Upper	1	33%	21	35%	38%	27%	33%	1	14%	74	27%	40%	32%	47%	
	Unknown	0	0%	0	0%	0%	2%	1%	0	0%	0	0%	0%	2%	4%	
	Total	3		60					7		270					
HMDA TOTALS	Low	49	19%	2,693	10%	18%	12%	6%	92	13%	5,818	7%	21%	10%	6%	
	Moderate	57	22%	4,114	15%	19%	18%	13%	158	23%	13,705	18%	18%	20%	14%	
	Middle	54	21%	5,980	22%	25%	20%	20%	180	26%	18,353	23%	21%	21%	19%	
	Upper	85	33%	12,508	47%	38%	31%	43%	229	33%	34,290	44%	40%	33%	42%	
	Unknown	10	4%	1,447	5%	0%	18%	18%	36	5%	6,098	8%	0%	16%	19%	
	Total	255		26,742					695		78,264					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	%	#	%				\$ (000s)
		\$1 Million or Less	47	53%	5,665	44%	90%	37%	29%	80	43%	10,391	29%	90%	23%	24%
		Over \$1 Million	30	34%	6,818	53%	6%			77	41%	22,740	64%	7%		
	Revenue Not Reported	12	13%	435	3%	4%			30	16%	2,585	7%	3%			
	Total	89		12,918					187		35,716					
LOAN SIZE	\$100,000 or Less	54	61%	2,025	16%		83%	19%	98	52%	3,120	9%		90%	23%	
	\$100,001 - \$250,000	17	19%	2,948	23%		8%	19%	40	21%	7,044	20%		5%	18%	
	\$250,001 - \$1 Million	18	20%	7,945	62%		9%	62%	49	26%	25,552	72%		6%	58%	
	Total	89		12,918					187		35,716					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	%	#	%				\$ (000s)
		\$1 Million or Less	0	0%	0	0%	100%	56%	72%	0	0%	0	0%	100%	34%	69%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		94%	61%	0	0%	0	0%		98%	60%	
	\$100,001 - \$250,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		6%	39%	0	0%	0	0%		2%	40%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	%	#	%				\$ (000s)
		\$1 Million or Less	7	78%	1,712	93%	90%			12	41%	3,332	55%	90%		
		Over \$1 Million	1	11%	52	3%	6%			14	48%	2,589	42%	7%		
	Revenue Not Reported	1	11%	78	4%	4%			3	10%	178	3%	3%			
	Total	9		1,842					29		6,099					
LOAN SIZE	\$100,000 or Less	5	56%	364	20%				12	41%	627	10%				
	\$100,001 - \$250,000	2	22%	430	23%				9	31%	1,545	25%				
	\$250,001 - \$1 Million	2	22%	1,048	57%				8	28%	3,927	64%				
	Total	9		1,842					29		6,099					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Kalamazoo-Portage MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %		
HOME PURCHASE	Low	1	0%	160	0%	2%	0%	0%	9	2%	442	1%	4%	2%	1%
	Moderate	24	9%	1,811	5%	17%	10%	8%	57	11%	4,467	6%	14%	9%	6%
	Middle	132	49%	13,682	41%	55%	51%	42%	261	50%	29,732	42%	56%	53%	47%
	Upper	111	41%	18,040	54%	26%	39%	49%	196	37%	36,340	51%	27%	36%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	268		33,693						523		70,981			
REFINANCE	Low	0	0%	0	0%	2%	0%	0%	25	1%	1,605	1%	4%	1%	1%
	Moderate	84	12%	9,406	10%	17%	10%	9%	201	12%	17,290	8%	14%	8%	6%
	Middle	361	49%	42,406	44%	55%	50%	42%	863	52%	97,593	46%	56%	52%	45%
	Upper	285	39%	44,898	46%	26%	40%	48%	584	35%	95,019	45%	27%	39%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	730		96,710						1,673		211,507			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	0%	0%	0	0%	0	0%	4%	5%	2%
	Moderate	8	35%	240	19%	17%	19%	11%	6	15%	152	7%	14%	12%	8%
	Middle	10	43%	751	59%	55%	52%	48%	24	60%	1,229	54%	56%	48%	39%
	Upper	5	22%	278	22%	26%	29%	40%	10	25%	904	40%	27%	35%	50%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	23		1,269						40		2,285			
HMDA TOTALS	Low	1	0%	160	0%	2%	0%	1%	34	2%	2,047	1%	4%	1%	2%
	Moderate	116	11%	11,457	9%	17%	10%	9%	264	12%	21,909	8%	14%	9%	6%
	Middle	503	49%	56,839	43%	55%	50%	42%	1,148	51%	128,554	45%	56%	52%	46%
	Upper	401	39%	63,216	48%	26%	39%	48%	790	35%	132,263	46%	27%	38%	46%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,021		131,672						2,236		284,773			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	7	2%	1,680	3%	2%	2%	4%	26	5%	6,273	6%	5%	5%	9%
	Moderate	78	27%	17,364	31%	21%	20%	24%	134	24%	30,072	31%	17%	17%	22%
	Middle	144	49%	23,115	42%	52%	49%	47%	265	48%	41,891	43%	53%	50%	46%
	Upper	63	22%	13,007	24%	26%	26%	25%	125	23%	18,781	19%	25%	23%	23%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	1%	
Total	292		55,166					550		97,017					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%
	Moderate	0	0%	0	0%	20%	25%	21%	3	25%	350	24%	17%	24%	14%
	Middle	3	100%	620	100%	59%	67%	72%	7	58%	981	69%	66%	62%	70%
	Upper	0	0%	0	0%	21%	9%	7%	2	17%	100	7%	17%	13%	16%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	3		620					12		1,431					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	5%	200	5%	2%			1	4%	27	1%	5%		
	Moderate	5	23%	1,146	30%	21%			4	17%	785	15%	17%		
	Middle	9	41%	804	21%	52%			9	39%	1,875	35%	53%		
	Upper	7	32%	1,709	44%	26%			9	39%	2,700	50%	25%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	22		3,859					23		5,387					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Kalamazoo-Portage MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar		Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		Count		Dollar				#	%	Dollar		Count				
		#	%	\$ (000s)	\$ %	\$ (000s)	\$ %			#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	33	12%	2,181	6%	19%	12%			6%	74	14%	4,959	7%	23%	11%
	Moderate	82	31%	8,037	24%	19%	24%	17%	145	28%	14,613	21%	16%	22%	15%	
	Middle	73	27%	9,027	27%	23%	22%	20%	117	22%	15,239	21%	21%	21%	19%	
	Upper	77	29%	13,981	41%	39%	34%	48%	178	34%	34,958	49%	40%	32%	46%	
	Unknown	3	1%	467	1%	0%	9%	9%	9	2%	1,212	2%	0%	13%	16%	
	Total	268		33,693						523		70,981				
REFINANCE	Low	73	10%	5,147	5%	19%	7%	3%	172	10%	11,790	6%	23%	6%	3%	
	Moderate	134	18%	12,395	13%	19%	14%	9%	336	20%	28,510	13%	16%	14%	10%	
	Middle	182	25%	20,794	22%	23%	22%	18%	407	24%	46,460	22%	21%	20%	16%	
	Upper	315	43%	55,154	57%	39%	45%	57%	663	40%	111,168	53%	40%	43%	53%	
	Unknown	26	4%	3,220	3%	0%	13%	13%	95	6%	13,579	6%	0%	17%	17%	
	Total	730		96,710					1,673		211,507					
HOME IMPROVEMENT	Low	6	26%	142	11%	19%	12%	6%	8	20%	292	13%	23%	11%	4%	
	Moderate	6	26%	344	27%	19%	22%	14%	7	18%	280	12%	16%	21%	8%	
	Middle	5	22%	251	20%	23%	27%	26%	13	33%	445	19%	21%	21%	16%	
	Upper	6	26%	532	42%	39%	37%	51%	12	30%	1,268	55%	40%	43%	64%	
	Unknown	0	0%	0	0%	0%	2%	3%	0	0%	0	0%	0%	4%	8%	
	Total	23		1,269						40		2,285				
HMDA TOTALS	Low	112	11%	7,470	6%	19%	9%	4%	254	11%	17,041	6%	23%	8%	4%	
	Moderate	222	22%	20,776	16%	19%	18%	12%	488	22%	43,403	15%	16%	17%	11%	
	Middle	260	25%	30,072	23%	23%	22%	18%	537	24%	62,144	22%	21%	20%	16%	
	Upper	398	39%	69,667	53%	39%	41%	53%	853	38%	147,394	52%	40%	40%	49%	
	Unknown	29	3%	3,687	3%	0%	11%	13%	104	5%	14,791	5%	0%	16%	20%	
	Total	1,021		131,672					2,236		284,773					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	124	42%	15,806	29%	91%	44%	37%	246	45%	26,454	27%	91%	29%	36%
		Over \$1 Million	121	41%	34,775	63%	6%			198	36%	61,560	63%	6%		
	Revenue Not Reported	47	16%	4,585	8%	3%			106	19%	9,003	9%	3%			
	Total	292		55,166					550		97,017					
LOAN SIZE	\$100,000 or Less	149	51%	5,678	10%		85%	23%	320	58%	11,383	12%		91%	28%	
	\$100,001 - \$250,000	71	24%	12,167	22%		7%	19%	99	18%	17,143	18%		4%	17%	
	\$250,001 - \$1 Million	72	25%	37,321	68%		7%	58%	131	24%	68,491	71%		5%	55%	
	Total	292		55,166					550		97,017					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	33%	20	3%	95%	56%	53%	6	50%	1,211	85%	95%	34%	48%
		Over \$1 Million	0	0%	0	0%	5%			1	8%	20	1%	5%		
	Revenue Not Reported	2	67%	600	97%	1%			5	42%	200	14%	0%			
	Total	3		620					12		1,431					
LOAN SIZE	\$100,000 or Less	1	33%	20	3%		67%	22%	9	75%	332	23%		87%	34%	
	\$100,001 - \$250,000	0	0%	0	0%		19%	31%	0	0%	0	0%		4%	12%	
	\$250,001 - \$500,000	2	67%	600	97%		14%	47%	3	25%	1,099	77%		9%	54%	
	Total	3		620					12		1,431					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	9	41%	1,951	51%	91%			11	48%	2,874	53%	91%		
		Over \$1 Million	7	32%	1,057	27%	6%			5	22%	1,680	31%	6%		
	Revenue Not Reported	6	27%	851	22%	3%			7	30%	833	15%	3%			
	Total	22		3,859					23		5,387					
LOAN SIZE	\$100,000 or Less	9	41%	532	14%				7	30%	320	6%				
	\$100,001 - \$250,000	7	32%	1,196	31%				8	35%	1,199	22%				
	\$250,001 - \$1 Million	6	27%	2,131	55%				8	35%	3,868	72%				
	Total	22		3,859					23		5,387					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Lansing-East Lansing MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	\$ %	\$ (000s)			\$ %	%	\$ %		
HOME PURCHASE	Low	4	1%	290	1%	2%	1%	1%	23	3%	1,038	1%	4%	2%	1%
	Moderate	47	10%	3,033	6%	14%	11%	6%	92	11%	7,018	7%	15%	12%	7%
	Middle	272	59%	28,548	53%	61%	61%	56%	443	54%	52,297	50%	53%	54%	51%
	Upper	137	30%	22,462	41%	23%	27%	37%	269	33%	44,454	42%	29%	32%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	460		54,333					827		104,807				
REFINANCE	Low	7	1%	530	0%	2%	1%	0%	45	2%	3,131	1%	4%	1%	1%
	Moderate	34	4%	2,668	2%	14%	6%	3%	242	9%	18,814	6%	15%	9%	6%
	Middle	583	60%	66,456	53%	61%	59%	54%	1,389	53%	166,946	49%	53%	52%	48%
	Upper	345	36%	56,597	45%	23%	35%	42%	953	36%	151,914	45%	29%	38%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	2	0%	521	0%	0%	0%	0%
	Total	969		126,251					2,631		341,326				
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	1%	1	2%	3	0%	4%	3%	1%
	Moderate	1	5%	3	0%	14%	12%	5%	4	8%	115	4%	15%	16%	9%
	Middle	14	67%	691	61%	61%	68%	68%	35	69%	1,505	54%	53%	55%	58%
	Upper	6	29%	444	39%	23%	19%	26%	11	22%	1,180	42%	29%	27%	31%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	21		1,138					51		2,803				
HMDA TOTALS	Low	11	1%	820	0%	2%	1%	1%	69	2%	4,172	1%	4%	2%	1%
	Moderate	82	6%	5,704	3%	14%	8%	4%	338	10%	25,947	6%	15%	10%	7%
	Middle	869	60%	95,695	53%	61%	60%	55%	1,867	53%	220,748	49%	53%	53%	48%
	Upper	488	34%	79,503	44%	23%	31%	39%	1,233	35%	197,548	44%	29%	35%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	2	0%	521	0%	0%	0%	0%
	Total	1,450		181,722					3,509		448,936				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	10	4%	2,718	7%	4%	4%	5%	28	6%	4,933	6%	4%	3%	5%
	Moderate	26	11%	5,476	14%	16%	14%	18%	99	20%	14,623	18%	21%	19%	27%
	Middle	125	53%	19,587	50%	55%	49%	44%	218	45%	42,484	51%	46%	43%	39%
	Upper	70	30%	11,442	29%	24%	29%	30%	132	27%	20,562	25%	28%	29%	28%
Unknown	6	3%	0	0%	2%	4%	3%	10	2%	777	1%	1%	5%	2%	
	Total	237		39,223					487		83,379				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	2%	2%	1%	0	0%	0	0%	2%	1%	1%
	Middle	3	100%	477	100%	86%	81%	78%	5	83%	818	96%	74%	72%	72%
	Upper	0	0%	0	0%	12%	17%	21%	1	17%	32	4%	23%	26%	27%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%	
	Total	3		477					6		850				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Moderate	7	20%	990	15%	16%			13	34%	3,636	50%	21%		
	Middle	22	63%	5,115	76%	55%			13	34%	2,590	36%	46%		
	Upper	6	17%	616	9%	24%			12	32%	1,029	14%	28%		
Unknown	0	0%	0	0%	2%			0	0%	0	0%	1%			
	Total	35		6,721					38		7,255				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Lansing-East Lansing MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%
HOME PURCHASE	Low	95	21%	6,268	12%	19%	18%	10%	144	17%	9,750	9%	21%	17%	9%
	Moderate	149	32%	14,839	27%	19%	29%	24%	236	29%	23,621	23%	18%	24%	20%
	Middle	95	21%	11,955	22%	24%	22%	23%	192	23%	24,914	24%	22%	22%	24%
	Upper	114	25%	19,869	37%	39%	22%	34%	241	29%	44,391	42%	40%	23%	34%
	Unknown	7	2%	1,402	3%	0%	9%	9%	14	2%	2,131	2%	0%	15%	13%
	Total	460		54,333					827		104,807				
HOME REFINANCE	Low	95	10%	6,987	6%	19%	7%	4%	237	9%	18,596	5%	21%	7%	4%
	Moderate	172	18%	16,174	13%	19%	16%	12%	482	18%	46,351	14%	18%	15%	11%
	Middle	259	27%	29,460	23%	24%	22%	20%	718	27%	81,655	24%	22%	23%	20%
	Upper	409	42%	69,285	55%	39%	38%	48%	1,047	40%	173,358	51%	40%	36%	44%
	Unknown	34	4%	4,345	3%	0%	17%	17%	147	6%	21,366	6%	0%	19%	20%
	Total	969		126,251					2,631		341,326				
HOME IMPROVEMENT	Low	2	10%	90	8%	19%	16%	10%	12	24%	301	11%	21%	18%	12%
	Moderate	8	38%	247	22%	19%	26%	18%	14	27%	802	29%	18%	28%	21%
	Middle	5	24%	364	32%	24%	27%	22%	11	22%	523	19%	22%	25%	25%
	Upper	6	29%	437	38%	39%	28%	43%	14	27%	1,177	42%	40%	28%	40%
	Unknown	0	0%	0	0%	0%	3%	8%	0	0%	0	0%	0%	1%	1%
	Total	21		1,138					51		2,803				
HMDA TOTALS	Low	192	13%	13,345	7%	19%	12%	6%	393	11%	28,647	6%	21%	11%	6%
	Moderate	329	23%	31,260	17%	19%	21%	15%	732	21%	70,774	16%	18%	19%	13%
	Middle	359	25%	41,779	23%	24%	22%	20%	921	26%	107,092	24%	22%	23%	21%
	Upper	529	36%	89,591	49%	39%	31%	41%	1,302	37%	218,926	49%	40%	31%	40%
	Unknown	41	3%	5,747	3%	0%	14%	18%	161	5%	23,497	5%	0%	17%	20%
	Total	1,450		181,722					3,509		448,936				
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %
		\$1 Million or Less	95	40%	11,898	30%	91%	43%	37%	180	37%	17,508	21%	91%	30%
	Over \$1 Million	95	40%	25,423	64%	5%			219	45%	60,153	72%	6%		
	Revenue Not Reported	47	20%	2,627	7%	4%			88	18%	5,718	7%	4%		
	Total	237		39,948					487		83,379				
LOAN SIZE	\$100,000 or Less	151	64%	5,586	14%		89%	27%	299	61%	11,135	13%		92%	31%
	\$100,001 - \$250,000	36	15%	6,233	16%		5%	18%	79	16%	14,011	17%		4%	19%
	\$250,001 - \$1 Million	50	21%	28,129	70%		6%	55%	109	22%	58,233	70%		4%	50%
Total	237		39,948					487		83,379					
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %
		\$1 Million or Less	1	33%	5	1%	98%	59%	71%	3	50%	203	24%	99%	36%
	Over \$1 Million	2	67%	472	99%	1%			2	33%	615	72%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			1	17%	32	4%	0%		
	Total	3		477					6		850				
LOAN SIZE	\$100,000 or Less	1	33%	5	1%		83%	35%	4	67%	235	28%		93%	49%
	\$100,001 - \$250,000	1	33%	172	36%		12%	34%	1	17%	195	23%		4%	19%
	\$250,001 - \$500,000	1	33%	300	63%		5%	31%	1	17%	420	49%		3%	32%
Total	3		477					6		850					
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %
		\$1 Million or Less	20	57%	3,079	46%	91%			16	42%	1,936	27%	91%	
	Over \$1 Million	9	26%	2,992	45%	5%			16	42%	4,651	64%	6%		
	Revenue Not Reported	6	17%	650	10%	4%			6	16%	668	9%	4%		
	Total	35		6,721					38		7,255				
LOAN SIZE	\$100,000 or Less	12	34%	650	10%				20	53%	1,191	16%			
	\$100,001 - \$250,000	16	46%	2,311	34%				11	29%	1,518	21%			
	\$250,001 - \$1 Million	7	20%	3,760	56%				7	18%	4,546	63%			
Total	35		6,721					38		7,255					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Niles-Benton Harbor MI MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ (000s)			\$ %	%	%		
HOME PURCHASE	Low	0	0%	0	0%	2%	1%	1%	3	2%	193	1%	4%	2%	1%
	Moderate	1	2%	59	1%	7%	3%	1%	13	10%	960	6%	12%	9%	5%
	Middle	37	69%	4,861	66%	67%	68%	66%	61	48%	8,514	49%	48%	46%	48%
	Upper	16	30%	2,437	33%	24%	27%	32%	50	39%	7,781	45%	36%	43%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	54		7,357						127		17,448			
REFINANCE	Low	0	0%	0	0%	2%	1%	0%	7	1%	491	0%	4%	1%	0%
	Moderate	10	3%	722	1%	7%	2%	1%	61	8%	4,940	5%	12%	6%	3%
	Middle	248	68%	31,600	65%	67%	67%	67%	375	48%	49,324	48%	48%	47%	53%
	Upper	107	29%	16,564	34%	24%	31%	32%	337	43%	49,040	47%	36%	46%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	365		48,886						780		103,795			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	0%	0	0%	0	0%	4%	2%	1%
	Moderate	0	0%	0	0%	7%	4%	3%	3	12%	124	13%	12%	10%	4%
	Middle	11	100%	327	100%	67%	68%	71%	14	56%	559	59%	48%	44%	52%
	Upper	0	0%	0	0%	24%	27%	26%	8	32%	258	27%	36%	43%	43%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	11		327						25		941			
HMDA TOTALS	Low	0	0%	0	0%	2%	1%	0%	10	1%	684	1%	4%	1%	0%
	Moderate	11	3%	781	1%	7%	3%	1%	77	8%	6,024	5%	12%	7%	4%
	Middle	296	69%	36,788	65%	67%	67%	63%	450	48%	58,397	48%	48%	47%	51%
	Upper	123	29%	19,001	34%	24%	29%	36%	395	42%	57,079	47%	36%	45%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	430		56,570						932		122,184			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	14	12%	1,962	13%	5%	4%	5%	23	11%	4,917	16%	9%	7%	10%
	Moderate	8	7%	2,068	14%	8%	7%	9%	23	11%	2,813	9%	11%	9%	9%
	Middle	72	60%	8,584	57%	63%	58%	54%	87	42%	10,080	34%	44%	42%	37%
	Upper	26	22%	2,396	16%	23%	27%	31%	75	36%	12,100	40%	36%	37%	43%
	Unknown	0	0%	0	0%	0%	3%	1%	0	0%	0	0%	0%	4%	1%
Total	120		15,010						208		29,910				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	2%	0%	0	0%	0	0%	2%	1%	0%
	Middle	4	80%	420	74%	82%	82%	70%	10	71%	1,194	68%	66%	64%	46%
	Upper	1	20%	150	26%	17%	16%	30%	4	29%	560	32%	31%	31%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	3%	15%
Total	5		570						14		1,754				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	5%			1	7%	36	1%	9%		
	Moderate	4	40%	678	34%	8%			3	21%	393	12%	11%		
	Middle	3	30%	540	27%	63%			8	57%	2,639	82%	44%		
	Upper	3	30%	766	39%	23%			2	14%	132	4%	36%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	10		1,984						14		3,200				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Niles-Benton Harbor MI MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%				
HOME PURCHASE	Low	6	11%	509	7%	20%	11%	4%	16	13%	1,064	6%	22%	10%	4%	
	Moderate	17	31%	1,598	22%	18%	18%	11%	31	24%	2,706	16%	18%	17%	10%	
	Middle	9	17%	983	13%	22%	17%	13%	27	21%	3,402	19%	20%	17%	13%	
	Upper	21	39%	4,201	57%	40%	39%	59%	48	38%	9,516	55%	40%	43%	63%	
	Unknown	1	2%	66	1%	0%	15%	12%	5	4%	760	4%	0%	13%	10%	
	Total	54		7,357						127		17,448				
REFINANCE	Low	51	14%	3,180	7%	20%	7%	3%	82	11%	5,562	5%	22%	6%	3%	
	Moderate	64	18%	5,744	12%	18%	13%	7%	143	18%	11,502	11%	18%	11%	6%	
	Middle	83	23%	9,250	19%	22%	17%	11%	163	21%	16,472	16%	20%	16%	10%	
	Upper	160	44%	29,999	61%	40%	50%	67%	364	47%	65,464	63%	40%	53%	67%	
	Unknown	7	2%	713	1%	0%	13%	12%	28	4%	4,795	5%	0%	15%	14%	
	Total	365		48,886						780		103,795				
HOME IMPROVEMENT	Low	4	36%	64	20%	20%	9%	3%	8	32%	365	39%	22%	11%	6%	
	Moderate	3	27%	91	28%	18%	21%	15%	7	28%	186	20%	18%	21%	11%	
	Middle	2	18%	70	21%	22%	25%	21%	6	24%	249	26%	20%	23%	18%	
	Upper	2	18%	102	31%	40%	41%	55%	4	16%	141	15%	40%	42%	56%	
	Unknown	0	0%	0	0%	0%	4%	6%	0	0%	0	0%	0%	4%	9%	
	Total	11		327						25		941				
HMDA TOTALS	Low	61	14%	3,753	7%	20%	8%	3%	106	11%	6,991	6%	22%	7%	3%	
	Moderate	84	20%	7,433	13%	18%	15%	7%	181	19%	14,394	12%	18%	13%	7%	
	Middle	94	22%	10,303	18%	22%	18%	11%	196	21%	20,123	16%	20%	16%	11%	
	Upper	183	43%	34,302	61%	40%	46%	60%	416	45%	75,121	61%	40%	49%	66%	
	Unknown	8	2%	779	1%	0%	13%	18%	33	4%	5,555	5%	0%	14%	13%	
	Total	430		56,570						932		122,184				
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	60	50%	6,393	43%	91%	46%	38%	91	44%	8,603	29%	91%	33%	39%
		Over \$1 Million	31	26%	6,279	42%	5%			56	27%	16,154	54%	5%		
	Revenue Not Reported	29	24%	2,338	16%	3%			61	29%	5,153	17%	3%			
	Total	120		15,010					208		29,910					
LOAN SIZE	\$100,000 or Less	78	65%	3,029	20%		83%	21%	139	67%	4,798	16%		89%	23%	
	\$100,001 - \$250,000	27	23%	5,009	33%		9%	22%	36	17%	5,944	20%		6%	19%	
	\$250,001 - \$1 Million	15	13%	6,972	46%		7%	57%	33	16%	19,168	64%		6%	58%	
	Total	120		15,010					208		29,910					
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	4	80%	530	93%	96%	68%	70%	9	64%	1,169	67%	97%	39%	44%
		Over \$1 Million	0	0%	0	0%	3%			0	0%	0	0%	3%		
	Revenue Not Reported	1	20%	40	7%	1%			5	36%	585	33%	0%			
	Total	5		570					14		1,754					
LOAN SIZE	\$100,000 or Less	2	40%	50	9%		64%	19%	5	36%	195	11%		76%	16%	
	\$100,001 - \$250,000	3	60%	520	91%		23%	38%	9	64%	1,559	89%		17%	43%	
	\$250,001 - \$500,000	0	0%	0	0%		13%	43%	0	0%	0	0%		7%	40%	
	Total	5		570					14		1,754					
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses				
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	4	40%	689	35%	91%			9	64%	2,452	77%	91%		
		Over \$1 Million	4	40%	1,127	57%	5%			3	21%	601	19%	5%		
	Revenue Not Reported	2	20%	168	8%	3%			2	14%	147	5%	3%			
	Total	10		1,984					14		3,200					
LOAN SIZE	\$100,000 or Less	4	40%	168	8%				5	36%	289	9%				
	\$100,001 - \$250,000	4	40%	671	34%				7	50%	1,364	43%				
	\$250,001 - \$1 Million	2	20%	1,145	58%				2	14%	1,547	48%				
	Total	10		1,984					14		3,200					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Northern MI

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%			\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	42	14%	3,804	9%	14%	12%	7%	65	10%	5,431	6%	12%	10%	6%
	Middle	218	72%	29,103	70%	68%	64%	60%	404	61%	52,953	57%	62%	57%	51%
	Upper	43	14%	8,630	21%	18%	24%	32%	191	29%	34,229	37%	26%	33%	42%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%
	Total	303		41,537					660		92,613				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	100	8%	9,763	6%	14%	9%	6%	201	8%	18,543	5%	12%	8%	5%
	Middle	823	69%	117,094	68%	68%	66%	65%	1,612	61%	204,776	58%	62%	57%	53%
	Upper	274	23%	46,235	27%	18%	25%	30%	809	31%	128,974	37%	26%	35%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,197		173,092					2,622		352,293				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	4	13%	109	6%	14%	17%	9%	3	4%	155	3%	12%	14%	6%
	Middle	20	67%	1,232	70%	68%	71%	70%	50	68%	2,237	50%	62%	60%	53%
	Upper	6	20%	426	24%	18%	13%	21%	20	27%	2,080	47%	26%	26%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	30		1,767					73		4,472				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	146	10%	13,676	6%	14%	10%	6%	269	8%	24,129	5%	12%	9%	6%
	Middle	1,061	69%	147,429	68%	68%	66%	63%	2,066	62%	259,966	58%	62%	57%	53%
	Upper	323	21%	55,291	26%	18%	24%	30%	1,020	30%	165,283	37%	26%	34%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,530		216,396					3,355		449,378				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	1	0%	245	0%	0%	1%	1%
	Moderate	29	5%	4,107	5%	11%	10%	12%	88	9%	15,030	9%	12%	11%	10%
	Middle	384	72%	59,714	75%	69%	67%	69%	571	62%	104,206	66%	61%	58%	64%
	Upper	124	23%	16,010	20%	20%	19%	18%	267	29%	39,214	25%	27%	24%	23%
Unknown	0	0%	0	0%	0%	4%	1%	1	0%	213	0%	0%	7%	2%	
	Total	537		79,831					928		158,908				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	4%
	Moderate	0	0%	0	0%	7%	8%	9%	1	6%	6	0%	8%	7%	7%
	Middle	1	33%	100	25%	78%	86%	86%	5	28%	326	18%	69%	71%	64%
	Upper	2	67%	300	75%	15%	5%	5%	12	67%	1,447	81%	23%	21%	24%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	0%	
	Total	3		400					18		1,779				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	2	6%	256	3%	11%			8	12%	881	7%	12%		
	Middle	24	71%	7,997	82%	69%			38	58%	9,127	68%	61%		
	Upper	8	24%	1,473	15%	20%			20	30%	3,410	25%	27%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	34		9,726					66		13,418				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

**Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Northern MI**

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	29	10%	1,741	4%	18%	7%	3%	52	8%	3,077	3%	19%	6%	3%	
	Moderate	42	14%	3,293	8%	20%	16%	10%	130	20%	10,806	12%	18%	14%	9%	
	Middle	52	17%	5,220	13%	23%	16%	13%	136	21%	14,161	15%	22%	17%	14%	
	Upper	172	57%	30,107	72%	40%	47%	62%	315	48%	60,497	65%	41%	46%	60%	
	Unknown	8	3%	1,176	3%	0%	13%	12%	27	4%	4,072	4%	0%	16%	15%	
	Total	303		41,537						660		92,613				
HOME REFINANCE	Low	61	5%	3,873	2%	18%	5%	2%	175	7%	12,608	4%	19%	5%	2%	
	Moderate	205	17%	16,728	10%	20%	12%	6%	454	17%	37,870	11%	18%	10%	6%	
	Middle	239	20%	24,150	14%	23%	16%	10%	597	23%	59,222	17%	22%	17%	12%	
	Upper	660	55%	123,080	71%	40%	52%	66%	1,298	50%	227,645	65%	41%	52%	63%	
	Unknown	32	3%	5,261	3%	0%	16%	15%	98	4%	14,948	4%	0%	17%	17%	
	Total	1,197		173,092					2,622		352,293					
HOME IMPROVEMENT	Low	2	7%	7	0%	18%	13%	4%	7	10%	236	5%	19%	9%	3%	
	Moderate	7	23%	320	18%	20%	19%	9%	18	25%	654	15%	18%	21%	10%	
	Middle	9	30%	522	30%	23%	23%	15%	21	29%	1,249	28%	22%	22%	16%	
	Upper	12	40%	918	52%	40%	40%	66%	27	37%	2,333	52%	41%	43%	64%	
	Unknown	0	0%	0	0%	0%	4%	6%	0	0%	0	0%	0%	4%	8%	
	Total	30		1,767					73		4,472					
HMDA TOTALS	Low	92	6%	5,621	3%	18%	6%	2%	234	7%	15,921	4%	19%	5%	3%	
	Moderate	254	17%	20,341	9%	20%	13%	7%	602	18%	49,330	11%	18%	12%	7%	
	Middle	300	20%	29,892	14%	23%	16%	11%	754	22%	74,632	17%	22%	17%	12%	
	Upper	844	55%	154,105	71%	40%	50%	64%	1,640	49%	290,475	65%	41%	50%	61%	
	Unknown	40	3%	6,437	3%	0%	15%	16%	125	4%	19,020	4%	0%	16%	17%	
	Total	1,530		216,396					3,355		449,378					
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)				\$ %	%	%	\$ (000s)				\$ %	
		\$1 Million or Less	252	47%	25,600	32%	92%	47%	46%	385	41%	51,608	32%	91%	35%	43%
		Over \$1 Million	167	31%	45,196	57%	5%			304	33%	87,012	55%	5%		
	Revenue Not Reported	118	22%	9,035	11%	4%			239	26%	20,288	13%	4%			
	Total	537		79,831					928		158,908					
LOAN SIZE	\$100,000 or Less	337	63%	10,998	14%		88%	26%	540	58%	20,510	13%		90%	27%	
	\$100,001 - \$250,000	106	20%	19,099	24%		6%	20%	184	20%	33,735	21%		5%	20%	
	\$250,001 - \$1 Million	94	18%	49,734	62%		5%	53%	204	22%	104,663	66%		5%	53%	
	Total	537		79,831					928		158,908					
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)				\$ %	%	%	\$ (000s)				\$ %	
		\$1 Million or Less	3	100%	400	100%	98%	77%	74%	10	56%	1,212	68%	99%	60%	64%
		Over \$1 Million	0	0%	0	0%	1%			3	17%	459	26%	2%		
	Revenue Not Reported	0	0%	0	0%	1%			5	28%	108	6%	0%			
	Total	3		400					18		1,779					
LOAN SIZE	\$100,000 or Less	2	67%	150	38%		86%	42%	12	67%	536	30%		88%	40%	
	\$100,001 - \$250,000	1	33%	250	63%		10%	33%	5	28%	943	53%		9%	34%	
	\$250,001 - \$500,000	0	0%	0	0%		3%	25%	1	6%	300	17%		3%	26%	
	Total	3		400					18		1,779					
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses				
		#	%	\$ (000s)				\$ %	%	%	\$ (000s)				\$ %	
		\$1 Million or Less	18	53%	4,988	51%	92%			38	58%	8,156	61%	91%		
		Over \$1 Million	6	18%	2,780	29%	5%			8	12%	2,944	22%	5%		
	Revenue Not Reported	10	29%	1,958	20%	4%			20	30%	2,318	17%	4%			
	Total	34		9,726					66		13,418					
LOAN SIZE	\$100,000 or Less	13	38%	661	7%				33	50%	1,749	13%				
	\$100,001 - \$250,000	8	24%	1,590	16%				13	20%	2,379	18%				
	\$250,001 - \$1 Million	13	38%	7,475	77%				20	30%	9,290	69%				
	Total	34		9,726					66		13,418					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Southern MI

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	2	1%	116	0%	0%	0%	0%
	Moderate	4	2%	197	1%	3%	3%	1%	18	5%	1,372	3%	7%	6%	4%
	Middle	126	68%	13,373	68%	76%	71%	69%	284	71%	30,004	67%	75%	68%	63%
	Upper	56	30%	6,209	31%	21%	26%	29%	96	24%	13,147	29%	19%	26%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	186		19,779					400		44,639				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	5	0%	341	0%	0%	0%	0%
	Moderate	11	2%	560	1%	3%	1%	1%	57	3%	4,146	2%	7%	4%	3%
	Middle	483	66%	53,093	64%	76%	70%	69%	1,108	65%	113,740	61%	75%	66%	63%
	Upper	237	32%	29,310	35%	21%	28%	30%	533	31%	68,033	37%	19%	29%	34%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	731		82,963					1,703		186,260				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	2	10%	36	4%	3%	3%	2%	1	2%	47	2%	7%	6%	4%
	Middle	10	48%	520	59%	76%	73%	77%	34	69%	1,688	62%	75%	73%	70%
	Upper	9	43%	332	37%	21%	24%	22%	14	29%	983	36%	19%	20%	26%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	21		888					49		2,718				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	7	0%	457	0%	0%	0%	0%
	Moderate	17	2%	793	1%	3%	2%	1%	76	4%	5,565	2%	7%	5%	4%
	Middle	619	66%	66,986	65%	76%	71%	69%	1,426	66%	145,432	62%	75%	67%	63%
	Upper	302	32%	35,851	35%	21%	27%	30%	643	30%	82,163	35%	19%	28%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	938		103,630					2,152		233,617				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	4	1%	558	1%	2%	2%	3%
	Moderate	10	4%	1,066	3%	3%	4%	4%	37	9%	9,110	12%	6%	9%	15%
	Middle	147	59%	26,847	65%	76%	68%	67%	275	66%	49,699	66%	72%	61%	57%
	Upper	91	37%	13,256	32%	20%	25%	28%	102	24%	15,543	21%	20%	23%	24%
Total	248		41,169					418		74,910					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	4%	5%	4%
	Middle	9	75%	1,895	79%	80%	82%	78%	23	88%	4,694	83%	80%	75%	73%
	Upper	3	25%	506	21%	20%	16%	22%	3	12%	987	17%	17%	19%	23%
Total	12		2,401					26		5,681					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%			0	0%	0	0%	2%		
	Moderate	0	0%	0	0%	3%			1	5%	107	3%	6%		
	Middle	10	77%	1,364	83%	76%			15	75%	2,743	80%	72%		
	Upper	3	23%	287	17%	20%			4	20%	586	17%	20%		
Total	13		1,651					20		3,436					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Southern MI

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank		Families by Family Income %	Count	Dollar		Bank		Families by Family Income %	Count	Dollar			
		Count	Dollar		Aggregate	Aggregate	Count	Dollar	Aggregate 2012		Aggregate 2012				
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %		
HOME PURCHASE	Low	29	16%	1,759	9%	15%	12%	6%	43	11%	2,505	6%	18%	9%	5%
	Moderate	62	33%	4,902	25%	17%	27%	20%	114	29%	9,992	22%	18%	23%	16%
	Middle	32	17%	3,417	17%	24%	21%	21%	114	29%	12,554	28%	23%	22%	21%
	Upper	61	33%	9,477	48%	44%	30%	44%	119	30%	18,650	42%	41%	31%	44%
	Unknown	2	1%	224	1%	0%	10%	10%	10	3%	938	2%	0%	15%	14%
	Total	186		19,779						400		44,639			
REFINANCE	Low	48	7%	2,935	4%	15%	5%	2%	117	7%	7,641	4%	18%	5%	3%
	Moderate	137	19%	11,162	13%	17%	14%	9%	292	17%	24,460	13%	18%	13%	9%
	Middle	186	25%	17,869	22%	24%	21%	17%	436	26%	41,380	22%	23%	22%	18%
	Upper	327	45%	46,645	56%	44%	44%	55%	773	45%	101,979	55%	41%	44%	53%
	Unknown	33	5%	4,352	5%	0%	16%	17%	85	5%	10,800	6%	0%	16%	17%
	Total	731		82,963						1,703		186,260			
HOME IMPROVEMENT	Low	4	19%	54	6%	15%	9%	4%	6	12%	180	7%	18%	12%	4%
	Moderate	5	24%	322	36%	17%	23%	19%	16	33%	678	25%	18%	24%	15%
	Middle	4	19%	36	4%	24%	25%	22%	9	18%	390	14%	23%	24%	19%
	Upper	8	38%	476	54%	44%	39%	50%	18	37%	1,470	54%	41%	38%	57%
	Unknown	0	0%	0	0%	0%	4%	5%	0	0%	0	0%	0%	2%	4%
	Total	21		888						49		2,718			
HMDA TOTALS	Low	81	9%	4,748	5%	15%	7%	4%	166	8%	10,326	4%	18%	6%	3%
	Moderate	204	22%	16,386	16%	17%	19%	13%	422	20%	35,130	15%	18%	16%	11%
	Middle	222	24%	21,322	21%	24%	21%	18%	559	26%	54,324	23%	23%	22%	18%
	Upper	396	42%	56,598	55%	44%	39%	51%	910	42%	122,099	52%	41%	40%	50%
	Unknown	35	4%	4,576	4%	0%	13%	14%	95	4%	11,738	5%	0%	15%	17%
	Total	938		103,630						2,152		233,617			
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)				\$ %	%	\$ %	#				%
		\$1 Million or Less	117	47%	10,974	27%	92%	47%	41%	165	39%	15,657	21%	92%	30%
	Over \$1 Million	95	38%	27,207	66%	5%			175	42%	53,571	72%	5%		
	Revenue Not Reported	36	15%	2,988	7%	4%			78	19%	5,682	8%	4%		
	Total	248		41,169						418		74,910			
LOAN SIZE	\$100,000 or Less	144	58%	5,330	13%		84%	21%	260	62%	9,534	13%		88%	23%
	\$100,001 - \$250,000	53	21%	8,828	21%		8%	19%	67	16%	11,703	16%		6%	20%
	\$250,001 - \$1 Million	51	21%	27,011	66%		8%	60%	91	22%	53,673	72%		6%	56%
	Total	248		41,169						418		74,910			
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)				\$ %	%	\$ %	#				%
		\$1 Million or Less	5	42%	739	31%	98%	67%	57%	11	42%	1,490	26%	99%	40%
	Over \$1 Million	4	33%	988	41%	1%			12	46%	3,851	68%	1%		
	Revenue Not Reported	3	25%	674	28%	1%			3	12%	340	6%	0%		
	Total	12		2,401						26		5,681			
LOAN SIZE	\$100,000 or Less	3	25%	250	10%		67%	24%	10	38%	447	8%		81%	28%
	\$100,001 - \$250,000	6	50%	1,114	46%		24%	43%	6	23%	1,264	22%		13%	37%
	\$250,001 - \$500,000	3	25%	1,037	43%		9%	33%	10	38%	3,970	70%		6%	35%
	Total	12		2,401						26		5,681			
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)				\$ %	%	\$ %	#				%
		\$1 Million or Less	10	77%	1,017	62%	92%			12	60%	1,973	57%	92%	
	Over \$1 Million	3	23%	634	38%	5%			5	25%	1,074	31%	5%		
	Revenue Not Reported	0	0%	0	0%	4%			3	15%	389	11%	4%		
	Total	13		1,651						20		3,436			
LOAN SIZE	\$100,000 or Less	7	54%	419	25%				6	30%	422	12%			
	\$100,001 - \$250,000	5	38%	882	53%				10	50%	1,732	50%			
	\$250,001 - \$1 Million	1	8%	350	21%				4	20%	1,282	37%			
	Total	13		1,651						20		3,436			

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Saginaw-Bay City-Saginaw Township North MI CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	%		
HOME PURCHASE	Low	0	0%	0	0%	5%	1%	0%	0	0%	0	0%	4%	1%	0%
	Moderate	7	21%	426	10%	11%	7%	4%	11	15%	639	8%	13%	10%	6%
	Middle	16	47%	1,458	36%	62%	59%	51%	36	50%	3,164	41%	54%	51%	45%
	Upper	11	32%	2,202	54%	21%	33%	45%	25	35%	3,920	51%	28%	38%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	34		4,086						72		7,723			
REFINANCE	Low	0	0%	0	0%	5%	0%	0%	1	0%	95	0%	4%	1%	0%
	Moderate	5	3%	215	1%	11%	4%	2%	14	6%	896	3%	13%	5%	3%
	Middle	78	52%	7,778	42%	62%	57%	50%	134	53%	14,545	49%	54%	52%	48%
	Upper	67	45%	10,728	57%	21%	39%	48%	102	41%	14,053	47%	28%	42%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	150		18,721						251		29,589			
HOME IMPROVEMENT	Low	0	0%	0	0%	5%	2%	1%	0	0%	0	0%	4%	2%	1%
	Moderate	0	0%	0	0%	11%	9%	4%	0	0%	0	0%	13%	13%	5%
	Middle	4	67%	268	43%	62%	65%	62%	7	100%	235	100%	54%	60%	58%
	Upper	2	33%	360	57%	21%	23%	33%	0	0%	0	0%	28%	24%	36%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	6		628						7		235			
HMDA TOTALS	Low	0	0%	0	0%	5%	1%	0%	1	0%	95	0%	4%	1%	0%
	Moderate	12	6%	641	3%	11%	6%	3%	25	8%	1,535	4%	13%	7%	4%
	Middle	98	52%	9,504	41%	62%	58%	51%	177	54%	17,944	48%	54%	52%	47%
	Upper	80	42%	13,290	57%	21%	36%	46%	127	38%	17,973	48%	28%	40%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	190		23,435						330		37,547			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%	3%	4%	5	3%	715	2%	5%	4%	6%
	Moderate	19	21%	3,250	19%	13%	13%	15%	30	20%	5,825	20%	15%	13%	16%
	Middle	61	66%	12,517	73%	58%	58%	58%	76	50%	14,470	50%	51%	48%	44%
	Upper	12	13%	1,430	8%	25%	25%	22%	42	27%	8,097	28%	29%	32%	33%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	4%	1%	
Total	92		17,197					153		29,107					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	0%
	Moderate	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Middle	0	0%	0	0%	81%	76%	84%	0	0%	0	0%	70%	72%	69%
	Upper	0	0%	0	0%	19%	22%	16%	0	0%	0	0%	29%	27%	31%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%			1	25%	14	6%	5%		
	Moderate	1	50%	47	76%	13%			0	0%	0	0%	15%		
	Middle	1	50%	15	24%	58%			0	0%	0	0%	51%		
	Upper	0	0%	0	0%	25%			3	75%	229	94%	29%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	2		62					4		243					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Saginaw-Bay City-Saginaw Township North MI CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
HOME PURCHASE	Low	8	24%	467	11%	21%	16%	9%	7	10%	365	5%	21%	14%	8%	
	Moderate	6	18%	473	12%	18%	25%	19%	19	26%	1,270	16%	18%	24%	19%	
	Middle	6	18%	501	12%	21%	21%	20%	16	22%	1,463	19%	22%	19%	20%	
	Upper	13	38%	2,558	63%	40%	24%	39%	24	33%	4,078	53%	40%	25%	38%	
	Unknown	1	3%	87	2%	0%	14%	13%	6	8%	547	7%	0%	17%	16%	
	Total	34		4,086					72		7,723					
REFINANCE	Low	9	6%	392	2%	21%	6%	3%	17	7%	1,122	4%	21%	7%	4%	
	Moderate	29	19%	2,475	13%	18%	15%	10%	30	12%	2,318	8%	18%	15%	11%	
	Middle	33	22%	3,313	18%	21%	23%	20%	66	26%	7,357	25%	22%	23%	19%	
	Upper	71	47%	11,644	62%	40%	39%	50%	113	45%	16,023	54%	40%	42%	51%	
	Unknown	8	5%	897	5%	0%	17%	17%	25	10%	2,769	9%	0%	13%	14%	
	Total	150		18,721					251		29,589					
HOME IMPROVEMENT	Low	0	0%	0	0%	21%	19%	6%	0	0%	0	0%	21%	19%	9%	
	Moderate	1	17%	105	17%	18%	26%	15%	1	14%	41	17%	18%	25%	15%	
	Middle	3	50%	163	26%	21%	24%	28%	4	57%	86	37%	22%	25%	23%	
	Upper	2	33%	360	57%	40%	29%	41%	2	29%	108	46%	40%	30%	52%	
	Unknown	0	0%	0	0%	0%	3%	10%	0	0%	0	0%	0%	1%	1%	
	Total	6		628					7		235					
HMDA TOTALS	Low	17	9%	859	4%	21%	11%	5%	24	7%	1,487	4%	21%	10%	5%	
	Moderate	36	19%	3,053	13%	18%	19%	13%	50	15%	3,629	10%	18%	18%	13%	
	Middle	42	22%	3,977	17%	21%	22%	20%	86	26%	8,906	24%	22%	22%	19%	
	Upper	86	45%	14,562	62%	40%	33%	44%	139	42%	20,209	54%	40%	36%	47%	
	Unknown	9	5%	984	4%	0%	15%	18%	31	9%	3,316	9%	0%	14%	16%	
	Total	190		23,435					330		37,547					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	29	32%	3,666	21%	91%	43%	33%	39	25%	3,579	12%	90%	29%	34%
		Over \$1 Million	49	53%	11,019	64%	6%			85	56%	24,483	84%	7%		
	Revenue Not Reported	14	15%	2,512	15%	3%			29	19%	1,045	4%	3%			
	Total	92		17,197					153		29,107					
LOAN SIZE	\$100,000 or Less	45	49%	1,865	11%		85%	22%	90	59%	3,784	13%		90%	24%	
	\$100,001 - \$250,000	26	28%	4,641	27%		7%	17%	26	17%	4,784	16%		5%	16%	
	\$250,001 - \$1 Million	21	23%	10,691	62%		8%	62%	37	24%	20,539	71%		6%	60%	
	Total	92		17,197					153		29,107					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	98%	74%	62%	0	0%	0	0%	100%	52%	77%
		Over \$1 Million	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		82%	38%	0	0%	0	0%		86%	37%	
	\$100,001 - \$250,000	0	0%	0	0%		13%	27%	0	0%	0	0%		11%	39%	
	\$250,001 - \$500,000	0	0%	0	0%		6%	35%	0	0%	0	0%		3%	24%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	91%			2	50%	202	83%	90%		
		Over \$1 Million	0	0%	0	0%	6%			0	0%	0	0%	7%		
	Revenue Not Reported	2	100%	62	100%	3%			2	50%	41	17%	3%			
	Total	2		62					4		243					
LOAN SIZE	\$100,000 or Less	2	100%	62	100%				3	75%	106	44%				
	\$100,001 - \$250,000	0	0%	0	0%				1	25%	137	56%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	2		62					4		243					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
St. Louis MO MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	1	1%	63	0%	4%	2%	1%	8	2%	1,664	2%	5%	2%	1%
	Moderate	32	22%	4,242	17%	17%	10%	6%	35	10%	4,494	5%	16%	10%	6%
	Middle	62	43%	8,043	33%	40%	42%	33%	103	28%	16,151	18%	33%	35%	26%
	Upper	50	34%	11,933	49%	39%	46%	60%	216	60%	68,531	75%	46%	52%	67%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	145		24,281						362		90,840			
REFINANCE	Low	10	2%	1,188	1%	4%	1%	0%	25	2%	3,084	1%	5%	1%	1%
	Moderate	53	9%	6,742	7%	17%	6%	4%	126	11%	14,067	7%	16%	7%	4%
	Middle	175	31%	25,298	26%	40%	33%	25%	388	32%	54,931	25%	33%	28%	21%
	Upper	323	58%	65,249	66%	39%	60%	71%	657	55%	144,222	67%	46%	64%	74%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	561		98,477						1,196		216,304			
HOME IMPROVEMENT	Low	0	0%	0	0%	4%	3%	1%	0	0%	0	0%	5%	5%	1%
	Moderate	1	20%	35	8%	17%	14%	7%	1	8%	159	12%	16%	16%	8%
	Middle	0	0%	0	0%	40%	35%	25%	4	33%	380	28%	33%	28%	21%
	Upper	4	80%	427	92%	39%	48%	67%	7	58%	833	61%	46%	51%	70%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	5		462						12		1,372			
HMDA TOTALS	Low	11	2%	1,251	1%	4%	1%	1%	33	2%	4,748	2%	5%	2%	1%
	Moderate	86	12%	11,019	9%	17%	8%	5%	162	10%	18,720	6%	16%	8%	5%
	Middle	237	33%	33,341	27%	40%	36%	28%	495	32%	71,462	23%	33%	30%	22%
	Upper	377	53%	77,609	63%	39%	56%	67%	880	56%	213,586	69%	46%	61%	72%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	711		123,220						1,570		308,516			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	8	7%	2,128	10%	5%	4%	4%	36	11%	5,650	12%	7%	6%	7%
	Moderate	9	8%	1,197	6%	16%	13%	12%	48	15%	6,335	13%	16%	14%	15%
	Middle	48	40%	8,071	39%	35%	35%	37%	96	30%	16,788	35%	29%	27%	26%
	Upper	54	45%	9,255	45%	44%	48%	45%	137	43%	18,657	39%	49%	51%	51%
Unknown	0	0%	0	0%	0%	1%	1%	0	0%	0	0%	0%	2%	1%	
Total	119		20,651						317		47,430				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	1%	4%	0	0%	0	0%	1%	1%	0%
	Moderate	0	0%	0	0%	5%	7%	11%	0	0%	0	0%	7%	7%	10%
	Middle	0	0%	0	0%	39%	42%	29%	0	0%	0	0%	30%	34%	33%
	Upper	1	100%	3	100%	55%	49%	55%	1	100%	500	100%	62%	58%	57%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	1		3					1		500					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	13%	124	5%	5%			0	0%	0	0%	7%		
	Moderate	0	0%	0	0%	16%			1	13%	745	33%	16%		
	Middle	5	63%	647	28%	35%			1	13%	534	24%	29%		
	Upper	1	13%	514	22%	44%			6	75%	988	44%	49%		
Unknown	1	13%	1,000	44%	0%			0	0%	0	0%	0%			
Total	8		2,285					8		2,267					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
St. Louis MO MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate \$ %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %	
		Count		Dollar					Count		Dollar					
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%	%		
HOME PURCHASE	Low	28	19%	2,486	10%	18%	11%	5%	21	6%	1,763	2%	20%	12%	6%	
	Moderate	58	40%	6,847	28%	17%	21%	15%	98	27%	13,962	15%	16%	21%	15%	
	Middle	20	14%	3,386	14%	21%	18%	17%	52	14%	8,824	10%	20%	18%	17%	
	Upper	33	23%	9,856	41%	44%	30%	45%	164	45%	60,309	66%	44%	32%	47%	
	Unknown	6	4%	1,706	7%	0%	20%	18%	27	7%	5,982	7%	0%	17%	15%	
	Total	145		24,281						362		90,840				
REFINANCE	Low	35	6%	3,458	4%	18%	4%	2%	77	6%	6,568	3%	20%	5%	3%	
	Moderate	140	25%	17,054	17%	17%	12%	7%	167	14%	18,267	8%	16%	12%	8%	
	Middle	112	20%	18,938	19%	21%	18%	14%	214	18%	31,946	15%	20%	18%	14%	
	Upper	225	40%	49,683	50%	44%	45%	58%	448	37%	102,818	48%	44%	45%	56%	
	Unknown	49	9%	9,344	9%	0%	20%	19%	290	24%	56,705	26%	0%	20%	19%	
	Total	561		98,477						1,196		216,304				
HOME IMPROVEMENT	Low	1	20%	35	8%	18%	10%	4%	0	0%	0	0%	20%	11%	4%	
	Moderate	1	20%	119	26%	17%	17%	9%	3	25%	299	22%	16%	18%	11%	
	Middle	0	0%	0	0%	21%	20%	16%	2	17%	249	18%	20%	19%	16%	
	Upper	3	60%	308	67%	44%	43%	58%	6	50%	694	51%	44%	44%	60%	
	Unknown	0	0%	0	0%	0%	10%	12%	1	8%	130	9%	0%	8%	10%	
	Total	5		462						12		1,372				
HMDA TOTALS	Low	64	9%	5,979	5%	18%	6%	3%	98	6%	8,331	3%	20%	7%	3%	
	Moderate	199	28%	24,020	19%	17%	15%	9%	268	17%	32,528	11%	16%	14%	9%	
	Middle	132	19%	22,324	18%	21%	18%	14%	268	17%	41,019	13%	20%	18%	14%	
	Upper	261	37%	59,847	49%	44%	41%	53%	618	39%	163,821	53%	44%	41%	53%	
	Unknown	55	8%	11,050	9%	0%	20%	21%	318	20%	62,817	20%	0%	19%	20%	
	Total	711		123,220						1,570		308,516				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	41	34%	2,969	14%	89%	43%	33%	117	37%	7,147	15%	89%	38%	32%
		Over \$1 Million	58	49%	16,807	81%	8%			157	50%	37,163	78%	8%		
	Revenue Not Reported	20	17%	875	4%	4%			43	14%	3,120	7%	4%			
	Total	119		20,651						317		47,430				
LOAN SIZE	\$100,000 or Less	65	55%	1,931	9%		88%	21%	201	63%	6,427	14%		91%	24%	
	\$100,001 - \$250,000	23	19%	4,067	20%		5%	16%	56	18%	10,537	22%		4%	16%	
	\$250,001 - \$1 Million	31	26%	14,653	71%		7%	63%	60	19%	30,466	64%		5%	60%	
	Total	119		20,651						317		47,430				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	100%	3	100%	98%	55%	51%	0	0%	0	0%	98%	41%	68%
		Over \$1 Million	0	0%	0	0%	2%			1	100%	500	100%	2%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	1		3						1		500				
LOAN SIZE	\$100,000 or Less	1	100%	3	100%		77%	26%	0	0%	0	0%		87%	31%	
	\$100,001 - \$250,000	0	0%	0	0%		12%	26%	0	0%	0	0%		5%	15%	
	\$250,001 - \$500,000	0	0%	0	0%		12%	48%	1	100%	500	100%		8%	54%	
	Total	1		3						1		500				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	13%	25	1%	89%			2	25%	50	2%	89%		
		Over \$1 Million	4	50%	2,096	92%	8%			6	75%	2,217	98%	8%		
	Revenue Not Reported	3	38%	164	7%	4%			0	0%	0	0%	4%			
	Total	8		2,285						8		2,267				
LOAN SIZE	\$100,000 or Less	3	38%	65	3%				3	38%	125	6%				
	\$100,001 - \$250,000	2	25%	274	12%				2	25%	313	14%				
	\$250,001 - \$1 Million	3	38%	1,946	85%				3	38%	1,829	81%				
	Total	8		2,285						8		2,267				

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Asheville NC MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Count	Dollar	Bank				Count	Dollar		
		Count		Dollar		Owner Occupied Units	Aggregate 2011	Aggregate 2011	Count		Dollar		Owner Occupied Units	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	1	7%	108	4%	1%	1%	1%	0	0%	0	0%	1%	1%	7%
	Moderate	1	7%	117	5%	4%	7%	6%	2	8%	269	3%	13%	11%	20%
	Middle	11	73%	1,681	69%	79%	76%	74%	14	54%	2,575	31%	64%	51%	22%
	Upper	2	13%	518	21%	16%	16%	19%	10	38%	5,534	66%	22%	36%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	15		2,424						26		8,378			
REFINANCE	Low	0	0%	0	0%	1%	1%	1%	2	2%	411	2%	1%	1%	5%
	Moderate	2	4%	409	3%	4%	5%	4%	11	11%	1,486	8%	13%	7%	15%
	Middle	40	80%	10,963	80%	79%	76%	73%	61	59%	9,909	52%	64%	53%	22%
	Upper	8	16%	2,257	17%	16%	18%	22%	30	29%	7,282	38%	22%	39%	46%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Total	50		13,629						104		19,088			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	2%	3%	0	0%	0	0%	1%	0%	12%
	Moderate	0	0%	0	0%	4%	5%	3%	0	0%	0	0%	13%	8%	20%
	Middle	0	0%	0	0%	79%	78%	75%	0	0%	0	0%	64%	47%	27%
	Upper	0	0%	0	0%	16%	16%	18%	1	100%	4	100%	22%	45%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	0		0						1		4			
HMDA TOTALS	Low	1	2%	108	1%	1%	1%	1%	2	2%	411	1%	1%	1%	6%
	Moderate	3	5%	526	3%	4%	6%	5%	13	10%	1,755	6%	13%	9%	17%
	Middle	51	78%	12,644	79%	79%	76%	73%	75	57%	12,484	45%	64%	51%	22%
	Upper	10	15%	2,775	17%	16%	17%	21%	41	31%	12,820	47%	22%	38%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	11%
	Total	65		16,053						131		27,470			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	3%	5%	9%	2	10%	1,400	31%	3%	5%	8%
	Moderate	0	0%	0	0%	11%	10%	13%	1	5%	200	4%	15%	15%	18%
	Middle	3	100%	87	100%	71%	68%	65%	10	50%	2,348	52%	52%	46%	39%
	Upper	0	0%	0	0%	15%	14%	12%	7	35%	525	12%	30%	30%	34%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	6%	2%	
Total	3		87					20		4,473					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	8%	8%
	Moderate	0	0%	0	0%	4%	13%	4%	0	0%	0	0%	14%	12%	5%
	Middle	0	0%	0	0%	86%	50%	28%	0	0%	0	0%	66%	56%	64%
	Upper	0	0%	0	0%	10%	38%	68%	0	0%	0	0%	20%	24%	22%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	3%			0	0%	0	0%	3%		
	Moderate	0	0%	0	0%	11%			0	0%	0	0%	15%		
	Middle	1	100%	478	100%	71%			0	0%	0	0%	52%		
	Upper	0	0%	0	0%	15%			0	0%	0	0%	30%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		478					0		0					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Asheville NC MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012				
		Count	Dollar				Count	Dollar							
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %		
HOME PURCHASE	Low	0	0%	0	0%	18%	6%	3%	0	0%	0	0%	20%	7%	3%
	Moderate	7	47%	780	32%	18%	21%	15%	6	23%	609	7%	19%	20%	14%
	Middle	2	13%	273	11%	23%	21%	18%	6	23%	928	11%	21%	22%	19%
	Upper	6	40%	1,371	57%	41%	39%	52%	13	50%	5,283	63%	40%	41%	54%
	Unknown	0	0%	0	0%	0%	12%	12%	1	4%	1,558	19%	0%	10%	9%
	Total	15		2,424						26		8,378			
REFINANCE	Low	7	14%	915	7%	18%	6%	3%	6	6%	565	3%	20%	5%	3%
	Moderate	8	16%	1,044	8%	18%	16%	10%	17	16%	1,989	10%	19%	15%	10%
	Middle	11	22%	1,595	12%	23%	19%	16%	21	20%	2,379	12%	21%	22%	18%
	Upper	22	44%	9,238	68%	41%	44%	56%	39	38%	9,812	51%	40%	46%	57%
	Unknown	2	4%	837	6%	0%	16%	15%	21	20%	4,343	23%	0%	12%	12%
	Total	50		13,629						104		19,088			
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	12%	6%	1	100%	4	100%	20%	12%	4%
	Moderate	0	0%	0	0%	18%	20%	12%	0	0%	0	0%	19%	20%	12%
	Middle	0	0%	0	0%	23%	22%	21%	0	0%	0	0%	21%	27%	25%
	Upper	0	0%	0	0%	41%	41%	56%	0	0%	0	0%	40%	39%	57%
	Unknown	0	0%	0	0%	0%	4%	6%	0	0%	0	0%	0%	3%	2%
	Total	0		0					1		4				
HMDA TOTALS	Low	7	11%	915	6%	18%	6%	3%	7	5%	569	2%	20%	6%	3%
	Moderate	15	23%	1,824	11%	18%	18%	12%	23	18%	2,598	9%	19%	17%	11%
	Middle	13	20%	1,868	12%	23%	20%	16%	27	21%	3,307	12%	21%	22%	18%
	Upper	28	43%	10,609	66%	41%	42%	54%	52	40%	15,095	55%	40%	44%	55%
	Unknown	2	3%	837	5%	0%	14%	15%	22	17%	5,901	21%	0%	11%	13%
	Total	65		16,053						131		27,470			
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	91%	50%	46%	9	45%	1,821	41%	92%	44%
	Over \$1 Million	0	0%	0	0%	5%			5	25%	930	21%	5%		
	Revenue Not Reported	3	100%	87	100%	4%			6	30%	1,722	38%	4%		
	Total	3		87					20		4,473				
LOAN SIZE	\$100,000 or Less	3	100%	87	100%		90%	26%	10	50%	171	4%		91%	26%
	\$100,001 - \$250,000	0	0%	0	0%		4%	14%	3	15%	650	15%		4%	15%
	\$250,001 - \$1 Million	0	0%	0	0%		6%	60%	7	35%	3,652	82%		5%	59%
	Total	3		87					20		4,473				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	98%	63%	79%	0	0%	0	0%	99%	28%
	Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Total	0		0					0		0				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		88%	51%	0	0%	0	0%		100%	100%
	\$100,001 - \$250,000	0	0%	0	0%		13%	49%	0	0%	0	0%		0%	0%
	\$250,001 - \$500,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%
	Total	0		0					0		0				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
		\$1 Million or Less	0	0%	0	0%	91%			0	0%	0	0%	92%	
	Over \$1 Million	1	100%	478	100%	5%			0	0%	0	0%	5%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Total	1		478					0		0				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%			
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%			
	\$250,001 - \$1 Million	1	100%	478	100%				0	0%	0	0%			
	Total	1		478					0		0				

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Charlotte-Gastonia-Rock Hill NC-SC MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		Count		Dollar					Count		Dollar				
#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %
HOME PURCHASE	Low	1	0%	104	0%	1%	1%	0%	24	2%	2,653	1%	4%	2%	1%
	Moderate	46	9%	4,790	5%	18%	9%	6%	178	15%	19,315	7%	21%	15%	9%
	Middle	241	45%	34,374	33%	51%	47%	39%	278	24%	38,730	15%	35%	31%	24%
	Upper	246	46%	64,026	62%	29%	44%	55%	675	58%	200,672	77%	39%	52%	65%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	534		103,294					1,155		261,370				
REFINANCE	Low	4	0%	482	0%	1%	0%	0%	97	3%	9,812	1%	4%	2%	1%
	Moderate	77	6%	10,665	4%	18%	7%	5%	390	11%	44,295	7%	21%	11%	7%
	Middle	569	42%	85,296	31%	51%	42%	34%	1,008	29%	140,365	21%	35%	28%	21%
	Upper	692	52%	181,402	65%	29%	50%	61%	2,003	57%	476,226	71%	39%	59%	71%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,342		277,845					3,498		670,698				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	0%	6	5%	130	2%	4%	4%	1%
	Moderate	0	0%	0	0%	18%	17%	9%	14	12%	918	12%	21%	21%	9%
	Middle	9	47%	472	44%	51%	48%	35%	54	47%	2,932	37%	35%	32%	19%
	Upper	10	53%	599	56%	29%	34%	55%	40	35%	3,861	49%	39%	43%	71%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%
	Total	19		1,071					114		7,841				
HMDA TOTALS	Low	5	0%	586	0%	1%	0%	1%	127	3%	12,595	1%	4%	2%	1%
	Moderate	123	6%	15,455	4%	18%	8%	5%	582	12%	64,528	7%	21%	12%	8%
	Middle	819	43%	120,142	31%	51%	44%	36%	1,340	28%	182,027	19%	35%	29%	22%
	Upper	948	50%	246,027	64%	29%	47%	58%	2,718	57%	680,759	72%	39%	56%	68%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	1,895		382,210					4,767		939,909				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	17	4%	2,930	4%	3%	3%	4%	92	10%	17,741	15%	9%	8%	11%
	Moderate	73	16%	12,283	18%	16%	14%	17%	126	14%	16,937	14%	20%	17%	17%
	Middle	217	46%	30,271	45%	46%	42%	42%	288	31%	36,768	31%	30%	28%	27%
	Upper	160	34%	22,126	33%	35%	40%	37%	395	43%	39,992	34%	41%	41%	41%
Unknown	0	0%	0	0%	0%	2%	0%	17	2%	6,067	5%	1%	6%	4%	
Total	467		67,610					918		117,505					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	1%	1%	0	0%	0	0%	2%	2%	0%
	Moderate	0	0%	0	0%	16%	18%	15%	0	0%	0	0%	25%	24%	22%
	Middle	3	100%	507	100%	64%	67%	71%	2	100%	286	100%	47%	59%	67%
	Upper	0	0%	0	0%	20%	14%	13%	0	0%	0	0%	26%	14%	10%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	1%	
Total	3		507					2		286					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	3%	446	5%	3%			9	13%	1,617	12%	9%		
	Moderate	7	23%	1,315	16%	16%			13	19%	2,472	18%	20%		
	Middle	8	27%	2,931	35%	46%			21	31%	3,181	23%	30%		
	Upper	14	47%	3,566	43%	35%			24	35%	5,755	42%	41%		
Unknown	0	0%	0	0%	0%			1	1%	710	5%	1%			
Total	30		8,258					68		13,735					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Charlotte-Gastonia-Rock Hill NC-SC MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar					
		Count	Dollar				Count	Dollar								
		#	%	\$ (000s)	\$ %	%	%	#	%	\$ (000s)	\$ %	%	%			
HOME PURCHASE	Low	87	16%	7,675	7%	19%	12%	6%	198	17%	17,533	7%	22%	11%	6%	
	Moderate	132	25%	16,160	16%	18%	22%	15%	198	17%	24,685	9%	18%	21%	14%	
	Middle	88	16%	14,077	14%	23%	18%	17%	153	13%	26,419	10%	20%	19%	17%	
	Upper	208	39%	61,318	59%	40%	33%	47%	520	45%	169,719	65%	41%	35%	50%	
	Unknown	19	4%	4,064	4%	0%	15%	14%	86	7%	23,014	9%	0%	14%	13%	
	Total	534		103,294					1,155		261,370					
REFINANCE	Low	115	9%	9,070	3%	19%	5%	2%	285	8%	23,935	4%	22%	6%	3%	
	Moderate	242	18%	27,939	10%	18%	12%	7%	532	15%	59,644	9%	18%	12%	7%	
	Middle	281	21%	43,088	16%	23%	17%	13%	699	20%	97,616	15%	20%	17%	13%	
	Upper	644	48%	182,847	66%	40%	44%	57%	1,530	44%	400,168	60%	41%	45%	58%	
	Unknown	60	4%	14,901	5%	0%	22%	20%	452	13%	89,335	13%	0%	20%	19%	
	Total	1,342		277,845					3,498		670,698					
HOME IMPROVEMENT	Low	2	11%	8	1%	19%	16%	4%	18	16%	385	5%	22%	15%	4%	
	Moderate	3	16%	121	11%	18%	20%	12%	29	25%	1,970	25%	18%	18%	10%	
	Middle	9	47%	555	52%	23%	20%	16%	24	21%	2,075	26%	20%	21%	16%	
	Upper	5	26%	387	36%	40%	38%	59%	43	38%	3,411	44%	41%	41%	66%	
	Unknown	0	0%	0	0%	0%	6%	9%	0	0%	0	0%	0%	4%	4%	
	Total	19		1,071					114		7,841					
HMDA TOTALS	Low	204	11%	16,753	4%	19%	8%	4%	501	11%	41,853	4%	22%	8%	4%	
	Moderate	377	20%	44,220	12%	18%	16%	10%	759	16%	86,299	9%	18%	15%	10%	
	Middle	378	20%	57,720	15%	23%	18%	14%	876	18%	126,110	13%	20%	18%	14%	
	Upper	857	45%	244,552	64%	40%	39%	51%	2,093	44%	573,298	61%	41%	42%	53%	
	Unknown	79	4%	18,965	5%	0%	19%	20%	538	11%	112,349	12%	0%	18%	19%	
	Total	1,895		382,210					4,767		939,909					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	213	46%	18,571	27%	91%	47%	42%	420	46%	40,084	34%	91%	39%	39%
		Over \$1 Million	144	31%	36,040	53%	6%			231	25%	59,562	51%	6%		
	Revenue Not Reported	110	24%	12,999	19%	4%			267	29%	17,859	15%	4%			
	Total	467		67,610					918		117,505					
LOAN SIZE	\$100,000 or Less	322	69%	9,977	15%		90%	27%	657	72%	20,788	18%		92%	30%	
	\$100,001 - \$250,000	69	15%	12,250	18%		5%	17%	130	14%	23,317	20%		4%	15%	
	\$250,001 - \$1 Million	76	16%	45,383	67%		5%	56%	131	14%	73,400	62%		4%	55%	
	Total	467		67,610					918		117,505					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	33%	177	35%	99%	69%	60%	0	0%	0	0%	99%	31%	45%
		Over \$1 Million	1	33%	180	36%	1%			1	50%	180	63%	1%		
	Revenue Not Reported	1	33%	150	30%	0%			1	50%	106	37%	0%			
	Total	3		507					2		286					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		79%	31%	0	0%	0	0%		94%	50%	
	\$100,001 - \$250,000	3	100%	507	100%		17%	44%	2	100%	286	100%		4%	24%	
	\$250,001 - \$500,000	0	0%	0	0%		4%	25%	0	0%	0	0%		2%	27%	
	Total	3		507					2		286					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	12	40%	2,686	33%	91%			39	57%	7,320	53%	91%		
		Over \$1 Million	4	13%	2,315	28%	6%			14	21%	2,812	20%	6%		
	Revenue Not Reported	14	47%	3,257	39%	4%			15	22%	3,603	26%	4%			
	Total	30		8,258					68		13,735					
LOAN SIZE	\$100,000 or Less	13	43%	826	10%				34	50%	1,880	14%				
	\$100,001 - \$250,000	7	23%	1,158	14%				16	24%	2,449	18%				
	\$250,001 - \$1 Million	10	33%	6,274	76%				18	26%	9,406	68%				
	Total	30		8,258					68		13,735					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Hickory-Lenoir-Morganton NC MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Moderate	0	0%	0	0%	5%	2%	1%	0	0%	0	0%	6%	2%	23%
	Middle	23	82%	4,384	77%	83%	82%	79%	13	46%	1,079	26%	64%	46%	18%
	Upper	5	18%	1,280	23%	13%	15%	19%	15	54%	3,089	74%	30%	52%	36%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	28		5,664					28		4,168				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	5%
	Moderate	0	0%	0	0%	5%	2%	1%	1	1%	94	0%	6%	1%	13%
	Middle	43	90%	7,810	89%	83%	79%	75%	36	32%	4,593	24%	64%	44%	18%
	Upper	5	10%	953	11%	13%	19%	24%	77	68%	14,290	75%	30%	54%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	16%
	Total	48		8,763					114		18,977				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	14%
	Moderate	0	0%	0	0%	5%	3%	2%	0	0%	0	0%	6%	4%	25%
	Middle	0	0%	0	0%	83%	83%	79%	4	44%	135	79%	64%	59%	22%
	Upper	0	0%	0	0%	13%	14%	19%	5	56%	35	21%	30%	36%	36%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	4%
	Total	0		0					9		170				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Moderate	0	0%	0	0%	5%	2%	1%	1	1%	94	0%	6%	2%	16%
	Middle	66	87%	12,194	85%	83%	80%	77%	53	35%	5,807	25%	64%	46%	18%
	Upper	10	13%	2,233	15%	13%	18%	22%	97	64%	17,414	75%	30%	53%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	76		14,427					151		23,315				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	10%	11%	18%	1	8%	150	28%	13%	16%	27%
	Middle	5	83%	211	91%	74%	64%	63%	5	38%	139	26%	54%	44%	40%
	Upper	1	17%	20	9%	16%	23%	19%	7	54%	240	45%	33%	31%	32%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	9%	2%	
Total	6		231					13		529					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	6%	7%	0	0%	0	0%	2%	4%	6%
	Middle	2	100%	15	100%	95%	69%	83%	0	0%	0	0%	67%	77%	41%
	Upper	0	0%	0	0%	5%	13%	7%	0	0%	0	0%	31%	19%	54%
Unknown	0	0%	0	0%	0%	13%	3%	0	0%	0	0%	0%	0%	0%	
Total	2		15					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	1	100%	42	100%	10%			0	0%	0	0%	13%		
	Middle	0	0%	0	0%	74%			1	100%	39	100%	54%		
	Upper	0	0%	0	0%	16%			0	0%	0	0%	33%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	1		42					1		39					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Hickory-Lenoir-Morganton NC MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%				
HOME PURCHASE	Low	4	14%	388	7%	15%	12%	6%	2	7%	81	2%	18%	10%	5%	
	Moderate	7	25%	670	12%	18%	22%	15%	9	32%	959	23%	18%	23%	15%	
	Middle	6	21%	994	18%	24%	22%	19%	2	7%	281	7%	21%	18%	16%	
	Upper	10	36%	3,529	62%	43%	32%	49%	12	43%	2,351	56%	43%	36%	52%	
	Unknown	1	4%	83	1%	0%	12%	11%	3	11%	496	12%	0%	13%	11%	
	Total	28		5,664					28		4,168					
REFINANCE	Low	2	4%	149	2%	15%	5%	2%	4	4%	340	2%	18%	5%	3%	
	Moderate	8	17%	852	10%	18%	14%	9%	12	11%	1,165	6%	18%	13%	8%	
	Middle	9	19%	1,001	11%	24%	19%	14%	29	25%	3,186	17%	21%	18%	13%	
	Upper	28	58%	6,612	75%	43%	47%	60%	59	52%	11,542	61%	43%	48%	61%	
	Unknown	1	2%	149	2%	0%	14%	14%	10	9%	2,744	14%	0%	16%	16%	
	Total	48		8,763					114		18,977					
HOME IMPROVEMENT	Low	0	0%	0	0%	15%	8%	3%	6	67%	97	57%	18%	14%	4%	
	Moderate	0	0%	0	0%	18%	24%	13%	2	22%	65	38%	18%	25%	16%	
	Middle	0	0%	0	0%	24%	19%	16%	0	0%	0	0%	21%	22%	14%	
	Upper	0	0%	0	0%	43%	44%	58%	1	11%	8	5%	43%	36%	56%	
	Unknown	0	0%	0	0%	0%	5%	10%	0	0%	0	0%	0%	4%	9%	
	Total	0		0					9		170					
HMDA TOTALS	Low	6	8%	537	4%	15%	7%	4%	12	8%	518	2%	18%	7%	3%	
	Moderate	15	20%	1,522	11%	18%	17%	11%	23	15%	2,189	9%	18%	16%	10%	
	Middle	15	20%	1,995	14%	24%	20%	16%	31	21%	3,467	15%	21%	18%	14%	
	Upper	38	50%	10,141	70%	43%	42%	56%	72	48%	13,901	60%	43%	44%	57%	
	Unknown	2	3%	232	2%	0%	13%	14%	13	9%	3,240	14%	0%	15%	16%	
	Total	76		14,427					151		23,315					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	2	33%	30	13%	89%	46%	45%	9	69%	331	63%	89%	34%	50%
		Over \$1 Million	0	0%	0	0%	8%			1	8%	33	6%	8%		
	Revenue Not Reported	4	67%	201	87%	4%			3	23%	165	31%	3%			
	Total	6		231					13		529					
LOAN SIZE	\$100,000 or Less	5	83%	107	46%		85%	20%	12	92%	379	72%		90%	26%	
	\$100,001 - \$250,000	1	17%	124	54%		7%	19%	1	8%	150	28%		5%	20%	
	\$250,001 - \$1 Million	0	0%	0	0%		8%	61%	0	0%	0	0%		5%	54%	
	Total	6		231					13		529					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	2	100%	15	100%	96%	69%	87%	0	0%	0	0%	98%	31%	70%
		Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	2%		
	Revenue Not Reported	0	0%	0	0%	2%			0	0%	0	0%	0%			
	Total	2		15					0		0					
LOAN SIZE	\$100,000 or Less	2	100%	15	100%		94%	71%	0	0%	0	0%		96%	61%	
	\$100,001 - \$250,000	0	0%	0	0%		6%	29%	0	0%	0	0%		4%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%	
	Total	2		15					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	100%	42	100%	89%			1	100%	39	100%	89%		
		Over \$1 Million	0	0%	0	0%	8%			0	0%	0	0%	8%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	3%			
	Total	1		42					1		39					
LOAN SIZE	\$100,000 or Less	1	100%	42	100%				1	100%	39	100%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	1		42					1		39					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan NC

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	\$ (000s)	\$ %	\$ (000s)			\$ %				
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	1	0%	84	0%	1%	0%	5%
	Moderate	0	0%	0	0%	5%	2%	1%	14	6%	1,750	4%	9%	4%	18%
	Middle	73	62%	10,342	50%	78%	62%	53%	127	53%	16,123	40%	64%	49%	19%
	Upper	45	38%	10,537	50%	17%	35%	45%	99	41%	22,233	55%	26%	47%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	11%
	Total	118		20,879					241		40,190				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	1	0%	148	0%	1%	0%	4%
	Moderate	8	2%	608	1%	5%	2%	1%	58	5%	5,851	3%	9%	4%	10%
	Middle	335	67%	42,521	55%	78%	64%	56%	630	57%	80,950	48%	64%	49%	17%
	Upper	158	32%	34,435	44%	17%	34%	43%	419	38%	82,685	49%	26%	47%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	14%
	Total	501		77,564					1,108		169,634				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	8%
	Moderate	2	8%	79	7%	5%	3%	2%	1	1%	40	1%	9%	5%	19%
	Middle	21	88%	936	87%	78%	75%	66%	60	73%	3,056	58%	64%	55%	22%
	Upper	1	4%	61	6%	17%	22%	32%	21	26%	2,153	41%	26%	40%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	24		1,076					82		5,249				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	2	0%	232	0%	1%	0%	4%
	Moderate	10	2%	687	1%	5%	2%	1%	73	5%	7,641	4%	9%	4%	13%
	Middle	429	67%	53,799	54%	78%	64%	55%	817	57%	100,129	47%	64%	48%	18%
	Upper	204	32%	45,033	45%	17%	34%	44%	539	38%	107,071	50%	26%	47%	52%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	643		99,519					1,431		215,073				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				\$ %	#	%	\$ (000s)			
	Low	0	0%	0	0%	0%	0%	0%	1	0%	3	0%	2%	1%	2%
	Moderate	1	1%	180	1%	6%	5%	6%	14	6%	1,412	6%	9%	8%	9%
	Middle	83	60%	7,627	48%	68%	60%	59%	127	55%	11,644	52%	59%	53%	55%
	Upper	55	40%	8,090	51%	27%	31%	34%	89	39%	9,511	42%	30%	30%	32%
Total	139		15,897					231		22,570					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				\$ %	#	%	\$ (000s)			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	3%	4%	6%	2	25%	172	34%	9%	11%	8%
	Middle	4	100%	350	100%	86%	89%	88%	5	63%	311	61%	73%	72%	81%
	Upper	0	0%	0	0%	11%	5%	5%	1	13%	25	5%	18%	16%	11%
Total	4		350					8		508					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				\$ %	#	%	\$ (000s)			
	Low	0	0%	0	0%	0%			1	3%	123	2%	2%		
	Moderate	2	22%	230	14%	6%			2	6%	296	6%	9%		
	Middle	6	67%	1,091	68%	68%			21	64%	3,214	61%	59%		
	Upper	1	11%	295	18%	27%			9	27%	1,631	31%	30%		
Total	9		1,616					33		5,264					

Origination & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan NC

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	8	7%	455	2%	17%	5%	2%	31	13%	2,073	5%	20%	5%	2%	
	Moderate	24	20%	2,370	11%	18%	18%	11%	44	18%	4,063	10%	17%	18%	11%	
	Middle	17	14%	2,097	10%	23%	20%	16%	58	24%	7,856	20%	20%	19%	15%	
	Upper	64	54%	15,044	72%	43%	45%	60%	100	41%	22,042	55%	43%	47%	62%	
	Unknown	5	4%	913	4%	0%	12%	11%	8	3%	4,156	10%	0%	11%	10%	
	Total	118		20,879					241		40,190					
REFINANCE	Low	29	6%	1,494	2%	17%	3%	1%	54	5%	2,763	2%	20%	4%	2%	
	Moderate	71	14%	5,582	7%	18%	11%	6%	147	13%	11,969	7%	17%	10%	6%	
	Middle	108	22%	10,897	14%	23%	17%	11%	263	24%	26,592	16%	20%	17%	11%	
	Upper	278	55%	56,920	73%	43%	53%	66%	539	49%	107,354	63%	43%	55%	67%	
	Unknown	15	3%	2,671	3%	0%	16%	16%	105	9%	20,956	12%	0%	14%	14%	
	Total	501		77,564					1,108		169,634					
HOME IMPROVEMENT	Low	5	21%	22	2%	17%	9%	2%	12	15%	275	5%	20%	8%	3%	
	Moderate	8	33%	345	32%	18%	21%	10%	17	21%	822	16%	17%	19%	10%	
	Middle	6	25%	312	29%	23%	20%	19%	20	24%	902	17%	20%	22%	17%	
	Upper	5	21%	397	37%	43%	47%	62%	32	39%	3,245	62%	43%	48%	67%	
	Unknown	0	0%	0	0%	0%	4%	6%	1	1%	5	0%	0%	3%	3%	
	Total	24		1,076					82		5,249					
HMDA TOTALS	Low	42	7%	1,971	2%	17%	4%	2%	97	7%	5,111	2%	20%	4%	2%	
	Moderate	103	16%	8,297	8%	18%	13%	7%	208	15%	16,854	8%	17%	13%	7%	
	Middle	131	20%	13,306	13%	23%	18%	13%	341	24%	35,350	16%	20%	18%	12%	
	Upper	347	54%	72,361	73%	43%	50%	63%	671	47%	132,641	62%	43%	52%	64%	
	Unknown	20	3%	3,584	4%	0%	15%	15%	114	8%	25,117	12%	0%	13%	15%	
	Total	643		99,519					1,431		215,073					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	64	46%	2,959	19%	92%	48%	50%	118	51%	6,006	27%	92%	39%	46%
		Over \$1 Million	37	27%	9,178	58%	5%			45	19%	10,877	48%	5%		
	Revenue Not Reported	38	27%	3,760	24%	4%			68	29%	5,687	25%	4%			
	Total	139		15,897					231		22,570					
LOAN SIZE	\$100,000 or Less	109	78%	3,451	22%		91%	32%	181	78%	5,902	26%		93%	33%	
	\$100,001 - \$250,000	10	7%	1,724	11%		4%	17%	26	11%	4,774	21%		4%	18%	
	\$250,001 - \$1 Million	20	14%	10,722	67%		4%	51%	24	10%	11,894	53%		4%	50%	
	Total	139		15,897					231		22,570					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	98%	72%	61%	1	13%	25	5%	99%	40%	71%
		Over \$1 Million	0	0%	0	0%	2%			1	13%	25	5%	1%		
	Revenue Not Reported	4	100%	350	100%	0%			6	75%	458	90%	0%			
	Total	4		350					8		508					
LOAN SIZE	\$100,000 or Less	3	75%	220	63%		82%	38%	7	88%	378	74%		90%	34%	
	\$100,001 - \$250,000	1	25%	130	37%		12%	34%	1	13%	130	26%		5%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		5%	29%	0	0%	0	0%		5%	0%	
	Total	4		350					8		508					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	5	56%	1,069	66%	92%			23	70%	3,881	74%	92%		
		Over \$1 Million	0	0%	0	0%	5%			1	3%	175	3%	5%		
	Revenue Not Reported	4	44%	547	34%	4%			9	27%	1,208	23%	4%			
	Total	9		1,616					33		5,264					
LOAN SIZE	\$100,000 or Less	6	67%	336	21%				19	58%	883	17%				
	\$100,001 - \$250,000	1	11%	136	8%				8	24%	1,324	25%				
	\$250,001 - \$1 Million	2	22%	1,144	71%				6	18%	3,057	58%				
	Total	9		1,616					33		5,264					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Raleigh-Cary NC MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ (000s)			\$ %	%	%		
HOME PURCHASE	Low	3	1%	796	2%	1%	1%	1%	2	1%	347	0%	3%	1%	12%
	Moderate	21	10%	3,198	8%	19%	9%	6%	47	16%	6,833	10%	26%	13%	21%
	Middle	124	60%	22,712	54%	54%	62%	58%	122	41%	25,913	37%	38%	42%	22%
	Upper	59	29%	15,411	37%	26%	28%	35%	128	43%	36,795	53%	33%	44%	32%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	207		42,117						299		69,888			
REFINANCE	Low	2	0%	136	0%	1%	0%	0%	13	1%	1,610	1%	3%	1%	6%
	Moderate	26	6%	3,293	3%	19%	7%	5%	165	17%	25,697	11%	26%	10%	14%
	Middle	203	48%	43,074	43%	54%	54%	49%	356	36%	73,689	32%	38%	32%	20%
	Upper	194	46%	53,530	54%	26%	38%	46%	442	45%	125,761	55%	33%	57%	43%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	425		100,033						976		226,757			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	1%	1%	0	0%	0	0%	3%	2%	13%
	Moderate	0	0%	0	0%	19%	16%	10%	4	36%	438	44%	26%	14%	18%
	Middle	1	100%	100	100%	54%	52%	46%	4	36%	297	30%	38%	28%	24%
	Upper	0	0%	0	0%	26%	30%	42%	3	27%	256	26%	33%	56%	43%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	1		100						11		991			
HMDA TOTALS	Low	5	1%	932	1%	1%	1%	1%	15	1%	1,957	1%	3%	1%	8%
	Moderate	47	7%	6,491	5%	19%	8%	5%	216	17%	32,968	11%	26%	11%	16%
	Middle	328	52%	65,886	46%	54%	57%	52%	482	37%	99,899	34%	38%	36%	21%
	Upper	253	40%	68,941	48%	26%	34%	42%	573	45%	162,812	55%	33%	52%	40%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	16%
	Total	633		142,250						1,286		297,636			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	1%	1%	4	3%	645	3%	5%	4%	5%
	Moderate	6	7%	112	1%	14%	12%	13%	20	16%	3,841	18%	24%	20%	22%
	Middle	43	49%	5,464	51%	57%	54%	57%	33	26%	4,688	22%	34%	33%	32%
	Upper	39	44%	5,126	48%	27%	31%	29%	68	54%	12,566	58%	37%	38%	39%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	4%	1%	
Total	88		10,702						125		21,740				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	5%	6%	9%
	Moderate	0	0%	0	0%	39%	54%	52%	0	0%	0	0%	44%	59%	52%
	Middle	0	0%	0	0%	47%	41%	44%	0	0%	0	0%	33%	20%	19%
	Upper	0	0%	0	0%	14%	4%	4%	0	0%	0	0%	18%	14%	19%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%			0	0%	0	0%	5%		
	Moderate	0	0%	0	0%	14%			2	29%	238	12%	24%		
	Middle	3	75%	439	39%	57%			1	14%	500	26%	34%		
	Upper	1	25%	700	61%	27%			4	57%	1,175	61%	37%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	4		1,139					7		1,913					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Raleigh-Cary NC MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	34	16%	3,741	9%	19%	13%	8%	49	16%	5,602	8%	22%	12%	7%	
	Moderate	58	28%	7,950	19%	18%	22%	17%	52	17%	8,398	12%	17%	21%	17%	
	Middle	43	21%	9,424	22%	23%	21%	21%	59	20%	12,701	18%	20%	22%	22%	
	Upper	68	33%	19,883	47%	39%	30%	41%	94	31%	28,780	41%	41%	32%	44%	
	Unknown	4	2%	1,119	3%	0%	14%	12%	45	15%	14,407	21%	0%	13%	11%	
	Total	207		42,117					299		69,888					
REFINANCE	Low	27	6%	2,611	3%	19%	6%	3%	51	5%	5,593	2%	22%	6%	3%	
	Moderate	80	19%	12,074	12%	18%	14%	10%	131	13%	19,605	9%	17%	14%	10%	
	Middle	79	19%	16,975	17%	23%	19%	17%	141	14%	27,676	12%	20%	20%	18%	
	Upper	221	52%	64,476	64%	39%	41%	51%	417	43%	122,081	54%	41%	43%	53%	
	Unknown	18	4%	3,897	4%	0%	19%	19%	236	24%	51,802	23%	0%	17%	17%	
	Total	425		100,033					976		226,757					
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	13%	6%	2	18%	87	9%	22%	13%	5%	
	Moderate	1	100%	100	100%	18%	20%	13%	2	18%	65	7%	17%	18%	11%	
	Middle	0	0%	0	0%	23%	25%	21%	5	45%	298	30%	20%	24%	21%	
	Upper	0	0%	0	0%	39%	35%	50%	2	18%	541	55%	41%	43%	59%	
	Unknown	0	0%	0	0%	0%	7%	10%	0	0%	0	0%	0%	3%	4%	
	Total	1		100					11		991					
HMDA TOTALS	Low	61	10%	6,352	4%	19%	8%	5%	102	8%	11,282	4%	22%	8%	4%	
	Moderate	139	22%	20,124	14%	18%	17%	12%	185	14%	28,068	9%	17%	16%	11%	
	Middle	122	19%	26,399	19%	23%	20%	18%	205	16%	40,675	14%	20%	21%	19%	
	Upper	289	46%	84,359	59%	39%	37%	46%	513	40%	151,402	51%	41%	40%	48%	
	Unknown	22	3%	5,016	4%	0%	17%	19%	281	22%	66,209	22%	0%	16%	17%	
	Total	633		142,250					1,286		297,636					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	42	48%	2,565	24%	91%	50%	48%	42	34%	2,633	12%	91%	42%	46%
		Over \$1 Million	24	27%	7,138	67%	5%			54	43%	17,398	80%	5%		
	Revenue Not Reported	22	25%	999	9%	4%			29	23%	1,709	8%	4%			
	Total	88		10,702					125		21,740					
LOAN SIZE	\$100,000 or Less	64	73%	1,769	17%		89%	25%	81	65%	2,976	14%		90%	26%	
	\$100,001 - \$250,000	11	13%	2,385	22%		5%	16%	13	10%	2,340	11%		4%	16%	
	\$250,001 - \$1 Million	13	15%	6,548	61%		6%	59%	31	25%	16,424	76%		5%	58%	
	Total	88		10,702					125		21,740					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	97%	71%	47%	0	0%	0	0%	98%	55%	60%
		Over \$1 Million	0	0%	0	0%	3%			0	0%	0	0%	3%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		78%	32%	0	0%	0	0%		83%	32%	
	\$100,001 - \$250,000	0	0%	0	0%		12%	25%	0	0%	0	0%		10%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		10%	44%	0	0%	0	0%		7%	0%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	25%	174	15%	91%			4	57%	1,163	61%	91%		
		Over \$1 Million	2	50%	265	23%	5%			3	43%	750	39%	5%		
	Revenue Not Reported	1	25%	700	61%	4%			0	0%	0	0%	4%			
	Total	4		1,139					7		1,913					
LOAN SIZE	\$100,000 or Less	1	25%	84	7%				2	29%	153	8%				
	\$100,001 - \$250,000	2	50%	355	31%				3	43%	497	26%				
	\$250,001 - \$1 Million	1	25%	700	61%				2	29%	1,263	66%				
	Total	4		1,139					7		1,913					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Canton-Massillon OH MSA**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %			#	%	\$ (000s)	\$ %	%
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	4%	0%	12%
	Moderate	12	8%	632	4%	17%	6%	3%	13	7%	623	2%	9%	1%	23%
	Middle	85	58%	7,657	49%	55%	59%	50%	105	53%	11,334	42%	54%	43%	22%
	Upper	50	34%	7,205	47%	26%	35%	46%	82	41%	14,842	55%	33%	55%	31%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Total	147		15,494					200		26,799				
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	7	1%	401	1%	4%	0%	7%
	Moderate	10	4%	740	2%	17%	5%	3%	18	4%	1,428	2%	9%	2%	14%
	Middle	134	50%	13,725	41%	55%	50%	42%	212	45%	21,800	36%	54%	40%	23%
	Upper	126	47%	19,227	57%	26%	45%	55%	238	50%	36,538	61%	33%	58%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	270		33,692					475		60,167				
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	2%	1%	0	0%	0	0%	4%	2%	21%
	Moderate	0	0%	0	0%	17%	19%	10%	1	9%	22	8%	9%	5%	23%
	Middle	4	80%	217	98%	55%	55%	51%	7	64%	210	73%	54%	48%	24%
	Upper	1	20%	4	2%	26%	23%	37%	3	27%	55	19%	33%	45%	26%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Total	5		221					11		287				
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	7	1%	401	0%	4%	0%	9%
	Moderate	22	5%	1,372	3%	17%	6%	3%	32	5%	2,073	2%	9%	2%	17%
	Middle	223	53%	21,599	44%	55%	53%	45%	324	47%	33,344	38%	54%	41%	23%
	Upper	177	42%	26,436	54%	26%	41%	52%	323	47%	51,435	59%	33%	57%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Total	422		49,407					686		87,253				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	3%	3%	4%	5	8%	2,565	19%	8%	9%	12%
	Moderate	8	20%	2,705	30%	15%	12%	17%	1	2%	48	0%	9%	8%	7%
	Middle	15	37%	2,860	31%	48%	45%	43%	23	39%	5,507	40%	44%	43%	38%
	Upper	18	44%	3,538	39%	34%	39%	37%	30	51%	5,603	41%	39%	40%	43%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	41		9,103					59		13,723					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	23%	67%	80%	0	0%	0	0%	3%	0%	0%
	Middle	0	0%	0	0%	51%	17%	13%	0	0%	0	0%	65%	93%	62%
	Upper	0	0%	0	0%	26%	17%	6%	0	0%	0	0%	32%	7%	38%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	3%			0	0%	0	0%	8%		
	Moderate	0	0%	0	0%	15%			0	0%	0	0%	9%		
	Middle	1	50%	574	79%	48%			0	0%	0	0%	44%		
	Upper	1	50%	150	21%	34%			1	100%	150	100%	39%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	2		724					1		150					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Canton-Massillon OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	\$ %		
HOME PURCHASE	Low	26	18%	1,855	12%	17%	12%	6%	30	15%	2,026	8%	20%	12%	6%	
	Moderate	53	36%	4,346	28%	19%	23%	17%	46	23%	4,076	15%	18%	23%	17%	
	Middle	31	21%	3,351	22%	23%	20%	20%	44	22%	5,227	20%	20%	22%	21%	
	Upper	34	23%	5,644	36%	41%	30%	43%	76	38%	15,034	56%	42%	31%	46%	
	Unknown	3	2%	298	2%	0%	16%	14%	4	2%	436	2%	0%	12%	10%	
	Total	147		15,494					200		26,799					
REFINANCE	Low	17	6%	1,306	4%	17%	6%	3%	28	6%	1,720	3%	20%	7%	4%	
	Moderate	42	16%	3,676	11%	19%	15%	10%	61	13%	5,451	9%	18%	14%	9%	
	Middle	68	25%	6,599	20%	23%	20%	16%	113	24%	10,916	18%	20%	23%	19%	
	Upper	121	45%	19,573	58%	41%	43%	54%	225	47%	35,241	59%	42%	44%	55%	
	Unknown	22	8%	2,538	8%	0%	16%	16%	48	10%	6,839	11%	0%	13%	13%	
	Total	270		33,692					475		60,167					
HOME IMPROVEMENT	Low	1	20%	24	11%	17%	21%	9%	2	18%	47	16%	20%	21%	8%	
	Moderate	2	40%	96	43%	19%	30%	20%	2	18%	78	27%	18%	23%	8%	
	Middle	2	40%	101	46%	23%	20%	23%	1	9%	38	13%	20%	24%	23%	
	Upper	0	0%	0	0%	41%	24%	35%	6	55%	124	43%	42%	26%	43%	
	Unknown	0	0%	0	0%	0%	5%	13%	0	0%	0	0%	0%	7%	17%	
	Total	5		221					11		287					
HMDA TOTALS	Low	44	10%	3,185	6%	17%	8%	4%	60	9%	3,793	4%	20%	9%	4%	
	Moderate	97	23%	8,118	16%	19%	19%	13%	109	16%	9,605	11%	18%	17%	12%	
	Middle	101	24%	10,051	20%	23%	20%	17%	158	23%	16,181	19%	20%	23%	19%	
	Upper	155	37%	25,217	51%	41%	37%	49%	307	45%	50,399	58%	42%	39%	51%	
	Unknown	25	6%	2,836	6%	0%	16%	17%	52	8%	7,275	8%	0%	12%	13%	
	Total	422		49,407					686		87,253					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	17	41%	499	5%	90%	41%	29%	21	36%	2,480	18%	90%	27%	34%
		Over \$1 Million	18	44%	8,191	90%	7%			24	41%	9,891	72%	7%		
	Revenue Not Reported	6	15%	413	5%	4%			14	24%	1,352	10%	4%			
	Total	41		9,103					59		13,723					
LOAN SIZE	\$100,000 or Less	23	56%	492	5%		90%	29%	27	46%	993	7%		94%	33%	
	\$100,001 - \$250,000	6	15%	891	10%		5%	16%	12	20%	1,626	12%		3%	14%	
	\$250,001 - \$1 Million	12	29%	7,720	85%		5%	55%	20	34%	11,104	81%		3%	52%	
	Total	41		9,103					59		13,723					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	50%	71%	0	0%	0	0%	100%	64%	90%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		92%	58%	0	0%	0	0%		86%	30%	
	\$100,001 - \$250,000	0	0%	0	0%		8%	42%	0	0%	0	0%		7%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		0%	0%	0	0%	0	0%		7%	0%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	50%	574	79%	90%			0	0%	0	0%	90%		
		Over \$1 Million	1	50%	150	21%	7%			0	0%	0	0%	7%		
	Revenue Not Reported	0	0%	0	0%	4%			1	100%	150	100%	4%			
	Total	2		724					1		150					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	1	50%	150	21%				1	100%	150	100%				
	\$250,001 - \$1 Million	1	50%	574	79%				0	0%	0	0%				
	Total	2		724					1		150					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Cleveland-Akron-Elyria OH CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Count		Dollar		Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Count		Dollar		Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	19	1%	2,331	1%	4%	1%	1%	41	1%	2,886	1%	5%	1%	10%
	Moderate	90	5%	6,156	3%	14%	7%	4%	315	9%	25,425	5%	15%	5%	22%
	Middle	840	51%	87,719	39%	49%	49%	39%	1,412	42%	153,588	31%	42%	32%	22%
	Upper	706	43%	129,885	57%	33%	42%	56%	1,627	48%	310,826	63%	38%	62%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	1,655		226,091					3,395		492,725				
REFINANCE	Low	20	1%	1,348	0%	4%	1%	0%	149	2%	10,845	1%	5%	1%	5%
	Moderate	156	4%	11,633	2%	14%	4%	2%	727	9%	59,192	6%	15%	4%	13%
	Middle	1,597	43%	170,641	34%	49%	42%	33%	3,245	41%	352,429	34%	42%	29%	21%
	Upper	1,966	53%	325,727	64%	33%	53%	64%	3,762	48%	618,281	59%	38%	66%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	3,739		509,349					7,883		1,040,747				
HOME IMPROVEMENT	Low	3	3%	65	1%	4%	4%	2%	4	2%	97	1%	5%	2%	12%
	Moderate	8	9%	126	3%	14%	15%	7%	25	13%	635	6%	15%	7%	22%
	Middle	49	54%	1,916	38%	49%	49%	40%	87	46%	3,851	39%	42%	29%	25%
	Upper	30	33%	2,888	58%	33%	32%	51%	72	38%	5,415	54%	38%	62%	36%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	6%
	Total	90		4,995					188		9,998				
HMDA TOTALS	Low	42	1%	3,744	1%	4%	1%	1%	194	2%	13,828	1%	5%	1%	7%
	Moderate	254	5%	17,915	2%	14%	6%	3%	1,067	9%	85,252	6%	15%	5%	17%
	Middle	2,486	45%	260,276	35%	49%	45%	35%	4,744	41%	509,868	33%	42%	30%	21%
	Upper	2,702	49%	458,500	62%	33%	48%	61%	5,461	48%	934,522	61%	38%	64%	42%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	5,484		740,435					11,466		1,543,470				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	55	7%	11,925	8%	6%	5%	7%	126	7%	23,028	8%	8%	7%	8%
	Moderate	92	11%	20,549	14%	13%	11%	13%	180	11%	46,960	16%	14%	13%	14%
	Middle	335	40%	54,563	38%	42%	39%	37%	674	40%	118,873	40%	38%	36%	37%
	Upper	355	42%	55,619	39%	38%	43%	42%	721	42%	109,079	37%	39%	41%	40%
Unknown	2	0%	0	0%	1%	2%	1%	0	0%	0	0%	0%	3%	1%	
Total	839		142,656					1,701		297,940					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	1%	0%
	Moderate	0	0%	0	0%	3%	4%	14%	0	0%	0	0%	5%	5%	9%
	Middle	0	0%	0	0%	63%	62%	45%	2	100%	598	100%	54%	62%	57%
	Upper	0	0%	0	0%	33%	33%	41%	0	0%	0	0%	39%	32%	33%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					2		598					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	1	3%	50	1%	6%			12	15%	2,253	12%	8%		
	Moderate	4	13%	250	4%	13%			9	12%	1,179	6%	14%		
	Middle	7	23%	1,398	22%	42%			27	35%	6,456	35%	38%		
	Upper	18	60%	4,716	74%	38%			30	38%	8,429	46%	39%		
Unknown	0	0%	0	0%	1%			0	0%	0	0%	0%			
Total	30		6,414					78		18,317					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Cleveland-Akron-Elyria OH CSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank		Families by Family Income %	Count Aggregate %	Dollar Aggregate %					
		Count #	Dollar \$ (000s) %				Count #	Dollar \$ (000s) %								
HOME PURCHASE	Low	275	17%	19,572	9%	20%	11%	6%	416	12%	29,300	6%	22%	10%	5%	
	Moderate	451	27%	45,105	20%	18%	22%	16%	912	27%	91,479	19%	17%	22%	16%	
	Middle	343	21%	42,925	19%	22%	20%	19%	817	24%	108,129	22%	21%	22%	20%	
	Upper	560	34%	114,973	51%	40%	32%	47%	1,196	35%	256,200	52%	40%	33%	49%	
	Unknown	26	2%	3,516	2%	0%	15%	13%	54	2%	7,617	2%	0%	13%	10%	
	Total	1,655		226,091					3,395		492,725					
REFINANCE	Low	274	7%	18,150	4%	20%	5%	3%	552	7%	39,635	4%	22%	5%	3%	
	Moderate	735	20%	65,962	13%	18%	14%	9%	1,393	18%	120,933	12%	17%	13%	9%	
	Middle	901	24%	102,347	20%	22%	20%	16%	1,921	24%	213,663	21%	21%	21%	17%	
	Upper	1,650	44%	296,556	58%	40%	47%	58%	3,286	42%	560,860	54%	40%	47%	58%	
	Unknown	179	5%	26,334	5%	0%	15%	14%	731	9%	105,656	10%	0%	13%	14%	
	Total	3,739		509,349					7,883		1,040,747					
HOME IMPROVEMENT	Low	15	17%	380	8%	20%	15%	6%	29	15%	1,056	11%	22%	12%	4%	
	Moderate	22	24%	876	18%	18%	26%	15%	53	28%	2,233	22%	17%	22%	11%	
	Middle	32	36%	1,699	34%	22%	23%	20%	47	25%	2,334	23%	21%	25%	20%	
	Upper	20	22%	1,973	39%	40%	31%	50%	54	29%	4,117	41%	40%	36%	58%	
	Unknown	1	1%	67	1%	0%	5%	9%	5	3%	258	3%	0%	6%	8%	
	Total	90		4,995					188		9,998					
HMDA TOTALS	Low	564	10%	38,102	5%	20%	8%	4%	997	9%	69,991	5%	22%	7%	3%	
	Moderate	1,208	22%	111,943	15%	18%	17%	11%	2,358	21%	214,645	14%	17%	17%	11%	
	Middle	1,276	23%	146,971	20%	22%	20%	17%	2,785	24%	324,126	21%	21%	21%	18%	
	Upper	2,230	41%	413,502	56%	40%	40%	53%	4,536	40%	821,177	53%	40%	42%	54%	
	Unknown	206	4%	29,917	4%	0%	14%	15%	790	7%	113,531	7%	0%	13%	15%	
	Total	5,484		740,435					11,466		1,543,470					
SMALL BUSINESS	REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate %	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %			
		%			%	%	%	%			%	%	%			
		\$1 Million or Less	315	38%	22,260	16%	89%	40%	27%	639	38%	46,678	16%	89%	32%	27%
		Over \$1 Million	351	42%	103,237	72%	7%			692	41%	220,051	74%	7%		
	Revenue Not Reported	173	21%	17,364	12%	4%			370	22%	31,211	10%	4%			
	Total	839		142,861					1,701		297,940					
LOAN SIZE	\$100,000 or Less	495	59%	13,485	9%		91%	29%	1,023	60%	31,027	10%		93%	30%	
	\$100,001 - \$250,000	152	18%	26,353	18%		4%	16%	287	17%	49,197	17%		3%	15%	
	\$250,001 - \$1 Million	192	23%	103,023	72%		5%	55%	391	23%	217,716	73%		4%	54%	
	Total	839		142,861					1,701		297,940					
SMALL FARM	REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate %	Aggregate %	Count #	Dollar \$ (000s) %		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %			
		%			%	%	%	%			%	%	%			
		\$1 Million or Less	0	0%	0	0%	98%	34%	55%	1	50%	498	83%	99%	31%	48%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			1	50%	100	17%	0%			
	Total	0		0					2		598					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		85%	24%	1	50%	100	17%		97%	73%	
	\$100,001 - \$250,000	0	0%	0	0%		9%	30%	0	0%	0	0%		3%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		6%	46%	1	50%	498	83%		0%	0%	
	Total	0		0					2		598					
SMALL BUSINESS SECURED BY RE	REVENUE	Count #	Dollar \$ (000s) %		% of Total Businesses			Count #	Dollar \$ (000s) %		% of Total Businesses					
		%			%		%	%			%					
		\$1 Million or Less	9	30%	829	13%	89%			22	28%	3,429	19%	89%		
		Over \$1 Million	13	43%	3,284	51%	7%			30	38%	10,762	59%	7%		
	Revenue Not Reported	8	27%	2,301	36%	4%			26	33%	4,126	23%	4%			
	Total	30		6,414					78		18,317					
LOAN SIZE	\$100,000 or Less	18	60%	1,146	18%				32	41%	2,067	11%				
	\$100,001 - \$250,000	2	7%	363	6%				22	28%	3,825	21%				
	\$250,001 - \$1 Million	10	33%	4,905	76%				24	31%	12,425	68%				
	Total	30		6,414					78		18,317					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Columbus OH MSA**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	\$ %	#			%	\$ (000s)	\$ %	%	\$ %
HOME PURCHASE	Low	25	2%	3,798	2%	3%	2%	1%	57	2%	5,145	1%	5%	1%	8%
	Moderate	113	7%	10,648	4%	18%	10%	6%	296	11%	28,741	6%	18%	7%	19%
	Middle	598	40%	75,738	30%	46%	43%	35%	882	33%	118,640	25%	40%	32%	21%
	Upper	773	51%	160,655	64%	34%	46%	58%	1,416	53%	325,747	68%	37%	60%	35%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	1,509		250,839					2,651		478,273				
REFINANCE	Low	27	1%	3,910	1%	3%	1%	1%	269	4%	22,808	2%	5%	2%	4%
	Moderate	255	7%	26,870	4%	18%	7%	4%	1,094	14%	104,185	9%	18%	6%	11%
	Middle	1,327	37%	174,094	29%	46%	37%	30%	2,701	35%	340,314	29%	40%	28%	19%
	Upper	2,006	55%	397,087	66%	34%	56%	65%	3,554	47%	709,182	60%	37%	65%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	3,615		601,961					7,618		1,176,489				
HOME IMPROVEMENT	Low	0	0%	0	0%	3%	1%	1%	6	5%	130	1%	5%	1%	9%
	Moderate	8	22%	226	11%	18%	15%	8%	16	13%	811	8%	18%	7%	19%
	Middle	14	39%	801	38%	46%	44%	35%	42	33%	2,629	26%	40%	32%	24%
	Upper	14	39%	1,088	51%	34%	39%	56%	62	49%	6,500	65%	37%	60%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	4%
	Total	36		2,115					126		10,070				
HMDA TOTALS	Low	52	1%	7,708	1%	3%	1%	1%	332	3%	28,083	2%	5%	2%	5%
	Moderate	376	7%	37,744	4%	18%	8%	5%	1,406	14%	133,737	8%	18%	7%	14%
	Middle	1,939	38%	250,633	29%	46%	39%	31%	3,625	35%	461,583	28%	40%	29%	20%
	Upper	2,793	54%	558,830	65%	34%	52%	62%	5,032	48%	1,041,429	63%	37%	62%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	5,160		854,915					10,395		1,664,832				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	32	5%	5,084	5%	6%	4%	7%	101	8%	22,156	14%	9%	14%	22%
	Moderate	88	14%	16,584	18%	16%	19%	26%	177	14%	26,145	17%	19%	14%	13%
	Middle	235	36%	32,432	34%	41%	35%	31%	380	30%	46,947	30%	35%	32%	29%
	Upper	294	45%	40,305	43%	38%	40%	36%	594	47%	60,130	39%	37%	37%	35%
	Unknown	0	0%	0	0%	0%	2%	1%	4	0%	244	0%	0%	3%	1%
Total	649		94,405					1,256		155,622					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	5%	6%	4%	0	0%	0	0%	9%	8%	7%
	Middle	1	100%	175	100%	73%	76%	80%	1	14%	175	61%	61%	67%	70%
	Upper	0	0%	0	0%	21%	18%	16%	6	86%	111	39%	29%	24%	23%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	1		175					7		286					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	3	6%	315	3%	6%			5	7%	1,195	6%	9%		
	Moderate	5	10%	1,964	16%	16%			16	24%	3,139	17%	19%		
	Middle	18	35%	4,010	33%	41%			15	22%	4,643	25%	35%		
	Upper	25	49%	5,868	48%	38%			32	47%	9,467	51%	37%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	51		12,157					68		18,444					

Origination & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Columbus OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count	Dollar	Bank		Families by Family Income	Count	Dollar					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%			
HOME PURCHASE	Low	193	13%	15,253	6%	19%	9%	5%	264	10%	20,755	4%	22%	8%	4%	
	Moderate	413	27%	46,622	19%	18%	20%	15%	571	22%	66,089	14%	17%	19%	13%	
	Middle	358	24%	52,837	21%	23%	19%	18%	505	19%	77,514	16%	21%	21%	19%	
	Upper	525	35%	133,016	53%	40%	33%	47%	1,110	42%	275,276	58%	41%	35%	50%	
	Unknown	20	1%	3,111	1%	0%	19%	17%	201	8%	38,639	8%	0%	17%	14%	
	Total	1,509		250,839					2,651		478,273					
REFINANCE	Low	234	6%	18,027	3%	19%	4%	2%	540	7%	44,208	4%	22%	4%	2%	
	Moderate	558	15%	58,817	10%	18%	12%	8%	1,206	16%	122,595	10%	17%	11%	7%	
	Middle	764	21%	96,247	16%	23%	18%	14%	1,649	22%	201,106	17%	21%	19%	15%	
	Upper	1,695	47%	364,930	61%	40%	48%	58%	3,194	42%	632,849	54%	41%	48%	58%	
	Unknown	364	10%	63,940	11%	0%	18%	18%	1,029	14%	175,731	15%	0%	17%	17%	
	Total	3,615		601,961					7,618		1,176,489					
HOME IMPROVEMENT	Low	4	11%	97	5%	19%	10%	4%	20	16%	729	7%	22%	9%	3%	
	Moderate	6	17%	184	9%	18%	20%	11%	29	23%	1,756	17%	17%	19%	11%	
	Middle	9	25%	364	17%	23%	19%	14%	31	25%	2,105	21%	21%	24%	19%	
	Upper	17	47%	1,470	70%	40%	46%	61%	45	36%	5,071	50%	41%	45%	62%	
	Unknown	0	0%	0	0%	0%	5%	10%	1	1%	409	4%	0%	4%	5%	
	Total	36		2,115					126		10,070					
HMDA TOTALS	Low	431	8%	33,377	4%	19%	6%	3%	824	8%	65,692	4%	22%	5%	3%	
	Moderate	977	19%	105,623	12%	18%	15%	10%	1,806	17%	190,440	11%	17%	14%	9%	
	Middle	1,131	22%	149,448	17%	23%	19%	15%	2,185	21%	280,725	17%	21%	20%	16%	
	Upper	2,237	43%	499,416	58%	40%	42%	52%	4,349	42%	913,196	55%	41%	44%	53%	
	Unknown	384	7%	67,051	8%	0%	18%	21%	1,231	12%	214,779	13%	0%	17%	20%	
	Total	5,160		854,915					10,395		1,664,832					
SMALL BUSINESS REVENUE	Count			Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
	#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %		
	\$1 Million or Less	268	41%	15,452	16%	90%	34%	29%	575	46%	35,545	23%	90%	30%	29%	
	Over \$1 Million	228	35%	65,120	69%	6%			357	28%	97,973	63%	6%			
	Revenue Not Reported	153	24%	13,833	15%	4%			324	26%	22,104	14%	4%			
	Total	649		94,405					1,256		155,622					
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	433	67%	12,438	13%		90%	28%	920	73%	23,450	15%		91%	29%	
	\$100,001 - \$250,000	97	15%	17,777	19%		5%	17%	147	12%	27,448	18%		5%	18%	
	\$250,001 - \$1 Million	119	18%	64,190	68%		5%	55%	189	15%	104,724	67%		5%	54%	
	Total	649		94,405					1,256		155,622					
	SMALL FARM REVENUE	Count			Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %	
\$1 Million or Less		0	0%	0	0%	99%	69%	69%	6	86%	111	39%	99%	43%	62%	
Over \$1 Million		0	0%	0	0%	1%			0	0%	0	0%	1%			
Revenue Not Reported		1	100%	175	100%	1%			1	14%	175	61%	0%			
Total		1		175					7		286					
SMALL FARM LOAN SIZE	\$100,000 or Less	0	0%	0	0%		70%	25%	6	86%	111	39%		79%	28%	
	\$100,001 - \$250,000	1	100%	175	100%		17%	28%	1	14%	175	61%		12%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		13%	47%	0	0%	0	0%		9%	0%	
	Total	1		175					7		286					
	SMALL BUSINESS SECURED BY REVENUE	Count			Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses		
		#	%	\$ (000s)	\$ %	%			#	%	\$ (000s)	\$ %	%			
\$1 Million or Less		16	31%	4,823	40%	90%			19	28%	4,994	27%	90%			
Over \$1 Million		20	39%	5,576	46%	6%			29	43%	9,501	52%	6%			
Revenue Not Reported		15	29%	1,758	14%	4%			20	29%	3,949	21%	4%			
Total		51		12,157					68		18,444					
SMALL BUSINESS SECURED BY REVENUE LOAN SIZE	\$100,000 or Less	19	37%	1,145	9%				22	32%	1,644	9%				
	\$100,001 - \$250,000	18	35%	2,876	24%				22	32%	3,768	20%				
	\$250,001 - \$1 Million	14	27%	8,136	67%				24	35%	13,032	71%				
	Total	51		12,157					68		18,444					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Dayton-Springfield-Greenville OH CSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count	Dollar	Bank				Owner Occupied Units	Count	Dollar
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	2%	0%	0%	17	2%	1,043	1%	4%	1%	11%
	Moderate	47	9%	2,693	5%	16%	9%	7%	124	11%	8,532	7%	17%	8%	23%
	Middle	286	53%	25,800	45%	53%	50%	41%	561	52%	56,631	44%	47%	38%	21%
	Upper	203	38%	28,834	50%	30%	40%	52%	381	35%	62,443	49%	32%	53%	30%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	16%
	Total	536		57,327					1,083		128,649				
REFINANCE	Low	5	0%	651	0%	2%	0%	0%	93	2%	5,878	1%	4%	1%	6%
	Moderate	133	7%	8,909	4%	16%	6%	4%	693	15%	50,564	10%	17%	6%	14%
	Middle	906	49%	89,983	41%	53%	44%	37%	2,171	47%	208,044	42%	47%	34%	19%
	Upper	807	44%	117,629	54%	30%	49%	59%	1,659	36%	236,299	47%	32%	59%	42%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	19%
	Total	1,851		217,172					4,616		500,785				
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	1%	0%	4	3%	132	2%	4%	0%	10%
	Moderate	8	18%	409	15%	16%	11%	6%	21	14%	726	10%	17%	6%	19%
	Middle	18	40%	781	29%	53%	51%	40%	73	49%	2,971	41%	47%	41%	21%
	Upper	19	42%	1,469	55%	30%	37%	54%	50	34%	3,340	47%	32%	53%	46%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	45		2,659					148		7,169				
HMDA TOTALS	Low	5	0%	651	0%	2%	0%	0%	114	2%	7,053	1%	4%	1%	8%
	Moderate	188	8%	12,011	4%	16%	7%	5%	838	14%	59,822	9%	17%	7%	17%
	Middle	1,210	50%	116,564	42%	53%	47%	39%	2,805	48%	267,646	42%	47%	35%	20%
	Upper	1,029	42%	147,932	53%	30%	46%	56%	2,090	36%	302,082	47%	32%	57%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	17%
	Total	2,432		277,158					5,847		636,603				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	33	6%	7,557	7%	4%	4%	6%	69	7%	15,707	8%	6%	6%	9%
	Moderate	117	21%	23,737	22%	15%	16%	22%	188	20%	47,775	26%	17%	17%	22%
	Middle	179	33%	30,037	28%	48%	44%	38%	378	40%	71,369	38%	44%	41%	38%
	Upper	218	40%	44,505	42%	32%	35%	34%	305	32%	51,004	27%	32%	33%	30%
Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	1%	
Total	547		105,836					940		185,855					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	3%	1%	1%	0	0%	0	0%	4%	2%	1%
	Middle	6	75%	393	44%	77%	69%	68%	5	36%	439	34%	63%	54%	54%
	Upper	2	25%	500	56%	20%	29%	31%	9	64%	852	66%	32%	44%	45%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	8		893					14		1,291					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	4%			10	14%	1,373	7%	6%		
	Moderate	4	12%	1,322	22%	15%			20	27%	9,079	48%	17%		
	Middle	20	61%	3,088	51%	48%			29	39%	6,191	33%	44%		
	Upper	9	27%	1,638	27%	32%			15	20%	2,314	12%	32%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	33		6,048					74		18,957					

Origination & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

**Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Dayton-Springfield-Greenville OH CSA**

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income %	Count Aggregate %	Dollar		Bank		Families by Family Income %	Count Aggregate 2012 %	Dollar				
		Count #	Dollar \$ (000s) %			Count #	Dollar \$ (000s) %	Count #	Dollar \$ (000s) %							
HOME PURCHASE	Low	119	22%	7,446	13%	19%	12%	6%	149	14%	9,066	7%	21%	11%	6%	
	Moderate	148	28%	12,993	23%	19%	21%	16%	297	27%	25,649	20%	18%	23%	17%	
	Middle	128	24%	14,071	25%	23%	20%	20%	224	21%	24,740	19%	21%	21%	20%	
	Upper	125	23%	21,057	37%	39%	30%	43%	368	34%	62,451	49%	40%	30%	43%	
	Unknown	16	3%	1,760	3%	0%	17%	15%	45	4%	6,743	5%	0%	16%	14%	
	Total	536		57,327						1,083		128,649				
REFINANCE	Low	207	11%	13,441	6%	19%	6%	3%	448	10%	29,641	6%	21%	6%	3%	
	Moderate	368	20%	30,634	14%	19%	13%	9%	885	19%	67,310	13%	18%	14%	9%	
	Middle	414	22%	40,413	19%	23%	21%	17%	1,007	22%	97,262	19%	21%	19%	16%	
	Upper	719	39%	113,208	52%	39%	42%	52%	1,803	39%	244,289	49%	40%	42%	52%	
	Unknown	143	8%	19,476	9%	0%	18%	19%	473	10%	62,283	12%	0%	19%	20%	
	Total	1,851		217,172						4,616		500,785				
HOME IMPROVEMENT	Low	8	18%	381	14%	19%	12%	6%	25	17%	665	9%	21%	10%	4%	
	Moderate	11	24%	413	16%	19%	21%	14%	32	22%	1,179	16%	18%	19%	11%	
	Middle	7	16%	236	9%	23%	26%	22%	41	28%	1,940	27%	21%	21%	17%	
	Upper	19	42%	1,629	61%	39%	37%	53%	50	34%	3,385	47%	40%	46%	63%	
	Unknown	0	0%	0	0%	0%	3%	5%	0	0%	0	0%	0%	3%	5%	
	Total	45		2,659						148		7,169				
HMDA TOTALS	Low	334	14%	21,268	8%	19%	8%	4%	622	11%	39,372	6%	21%	8%	4%	
	Moderate	527	22%	44,040	16%	19%	16%	11%	1,214	21%	94,138	15%	18%	17%	11%	
	Middle	549	23%	54,720	20%	23%	21%	18%	1,272	22%	123,942	19%	21%	20%	17%	
	Upper	863	35%	135,894	49%	39%	38%	49%	2,221	38%	310,125	49%	40%	39%	48%	
	Unknown	159	7%	21,236	8%	0%	17%	18%	518	9%	69,026	11%	0%	17%	20%	
	Total	2,432		277,158						5,847		636,603				
SMALL BUSINESS REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	LOAN SIZE	\$1 Million or Less	209	38%	18,468	17%	90%	39%	29%	323	34%	23,106	12%	90%	32%	27%
		Over \$1 Million	220	40%	73,706	70%	6%			383	41%	142,050	76%	6%		
		Revenue Not Reported	118	22%	13,662	13%	3%			234	25%	20,699	11%	3%		
		Total	547		105,836					940		185,855				
LOAN SIZE	\$100,000 or Less	301	55%	9,849	9%		87%	22%	526	56%	17,763	10%		90%	25%	
	\$100,001 - \$250,000	105	19%	18,677	18%		6%	17%	190	20%	34,686	19%		5%	18%	
	\$250,001 - \$1 Million	141	26%	77,310	73%		7%	61%	224	24%	133,406	72%		5%	57%	
	Total	547		105,836					940		185,855					
SMALL FARM REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	LOAN SIZE	\$1 Million or Less	4	50%	383	43%	99%	79%	73%	8	57%	445	34%	99%	60%	66%
		Over \$1 Million	1	13%	221	25%	1%			2	14%	366	28%	1%		
		Revenue Not Reported	3	38%	289	32%	1%			4	29%	480	37%	0%		
		Total	8		893					14		1,291				
LOAN SIZE	\$100,000 or Less	5	63%	172	19%		70%	28%	9	64%	251	19%		74%	26%	
	\$100,001 - \$250,000	2	25%	421	47%		20%	34%	4	29%	740	57%		15%	0%	
	\$250,001 - \$500,000	1	13%	300	34%		10%	38%	1	7%	300	23%		11%	0%	
	Total	8		893					14		1,291					
SMALL BUSINESS SECURED BY RE REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	LOAN SIZE	\$1 Million or Less	13	39%	3,039	50%	90%			37	50%	8,010	42%	90%		
		Over \$1 Million	9	27%	1,553	26%	6%			24	32%	9,376	49%	6%		
		Revenue Not Reported	11	33%	1,456	24%	3%			13	18%	1,571	8%	3%		
		Total	33		6,048					74		18,957				
LOAN SIZE	\$100,000 or Less	12	36%	748	12%				23	31%	1,290	7%				
	\$100,001 - \$250,000	12	36%	1,856	31%				27	36%	4,250	22%				
	\$250,001 - \$1 Million	9	27%	3,444	57%				24	32%	13,417	71%				
	Total	33		6,048					74		18,957					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Lima OH MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	6%	1%	15%
	Moderate	3	13%	199	8%	20%	12%	6%	7	12%	361	6%	10%	4%	27%
	Middle	11	48%	884	36%	57%	55%	50%	30	51%	2,945	46%	51%	47%	24%
	Upper	9	39%	1,364	56%	22%	33%	44%	22	37%	3,162	49%	33%	49%	24%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	11%
	Total	23		2,447						59		6,468			
REFINANCE	Low	0	0%	0	0%	1%	0%	0%	9	3%	327	1%	6%	1%	8%
	Moderate	14	11%	927	7%	20%	8%	4%	20	8%	936	4%	10%	2%	19%
	Middle	58	47%	4,811	39%	57%	57%	53%	135	52%	10,654	46%	51%	47%	28%
	Upper	51	41%	6,743	54%	22%	35%	42%	97	37%	11,289	49%	33%	50%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Total	123		12,481						261		23,206			
HOME IMPROVEMENT	Low	0	0%	0	0%	1%	3%	1%	0	0%	0	0%	6%	0%	11%
	Moderate	2	50%	44	21%	20%	5%	2%	0	0%	0	0%	10%	1%	14%
	Middle	2	50%	167	79%	57%	72%	82%	10	91%	568	88%	51%	67%	21%
	Upper	0	0%	0	0%	22%	21%	15%	1	9%	76	12%	33%	31%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	4		211						11		644			
HMDA TOTALS	Low	0	0%	0	0%	1%	0%	0%	9	3%	327	1%	6%	2%	10%
	Moderate	19	13%	1,170	8%	20%	9%	6%	27	8%	1,297	4%	10%	4%	21%
	Middle	71	47%	5,862	39%	57%	56%	52%	175	53%	14,167	47%	51%	45%	26%
	Upper	60	40%	8,107	54%	22%	34%	42%	120	36%	14,527	48%	33%	50%	35%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	8%
	Total	150		15,139						331		30,318			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	11	28%	1,584	20%	7%	7%	7%	10	20%	1,217	19%	14%	12%	14%
	Moderate	11	28%	2,755	34%	19%	17%	24%	7	14%	978	15%	11%	10%	11%
	Middle	15	38%	2,236	28%	51%	48%	48%	18	36%	2,534	40%	48%	45%	42%
	Upper	3	8%	1,538	19%	23%	24%	21%	15	30%	1,674	26%	28%	28%	31%
Unknown	0	0%	0	0%	0%	4%	1%	0	0%	0	0%	0%	5%	2%	
Total	40		8,113					50		6,403					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	1%	1%	2%	0	0%	0	0%	1%	0%	0%
	Middle	0	0%	0	0%	81%	88%	85%	0	0%	0	0%	82%	89%	82%
	Upper	0	0%	0	0%	18%	11%	13%	0	0%	0	0%	17%	11%	18%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%	
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	7%			0	0%	0	0%	14%		
	Moderate	0	0%	0	0%	19%			0	0%	0	0%	11%		
	Middle	0	0%	0	0%	51%			0	0%	0	0%	48%		
	Upper	0	0%	0	0%	23%			0	0%	0	0%	28%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	0		0					0		0					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Lima OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	5	22%	277	11%	19%	13%	7%	12	20%	686	11%	22%	15%	9%	
	Moderate	6	26%	496	20%	19%	26%	21%	14	24%	874	14%	18%	27%	21%	
	Middle	8	35%	875	36%	23%	23%	25%	17	29%	2,159	33%	22%	24%	25%	
	Upper	4	17%	799	33%	39%	25%	37%	16	27%	2,749	43%	39%	24%	37%	
	Unknown	0	0%	0	0%	0%	13%	11%	0	0%	0	0%	0%	11%	9%	
	Total	23		2,447						59		6,468				
REFINANCE	Low	13	11%	701	6%	19%	7%	4%	33	13%	1,633	7%	22%	8%	5%	
	Moderate	20	16%	1,248	10%	19%	19%	13%	63	24%	4,248	18%	18%	19%	14%	
	Middle	30	24%	2,874	23%	23%	25%	25%	69	26%	6,394	28%	22%	28%	24%	
	Upper	54	44%	7,042	56%	39%	38%	49%	74	28%	7,982	34%	39%	39%	51%	
	Unknown	6	5%	616	5%	0%	11%	9%	22	8%	2,949	13%	0%	7%	7%	
	Total	123		12,481						261		23,206				
HOME IMPROVEMENT	Low	1	25%	21	10%	19%	8%	4%	1	9%	56	9%	22%	11%	7%	
	Moderate	1	25%	23	11%	19%	26%	19%	2	18%	105	16%	18%	14%	9%	
	Middle	0	0%	0	0%	23%	28%	16%	2	18%	87	14%	22%	21%	15%	
	Upper	2	50%	167	79%	39%	31%	55%	5	45%	320	50%	39%	45%	56%	
	Unknown	0	0%	0	0%	0%	8%	6%	1	9%	76	12%	0%	9%	14%	
	Total	4		211						11		644				
HMDA TOTALS	Low	19	13%	999	7%	19%	9%	5%	46	14%	2,375	8%	22%	10%	5%	
	Moderate	27	18%	1,767	12%	19%	22%	15%	79	24%	5,227	17%	18%	21%	14%	
	Middle	38	25%	3,749	25%	23%	25%	24%	88	27%	8,640	28%	22%	26%	23%	
	Upper	60	40%	8,008	53%	39%	34%	45%	95	29%	11,051	36%	39%	35%	45%	
	Unknown	6	4%	616	4%	0%	11%	11%	23	7%	3,025	10%	0%	8%	12%	
	Total	150		15,139						331		30,318				
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012		
		#	%	\$ (000s)				\$ %	%	\$ %	#				%	\$ (000s)
		\$1 Million or Less	10	25%	720	9%	89%	33%	27%	18	36%	867	14%	89%	20%	30%
		Over \$1 Million	19	48%	6,912	85%	7%			17	34%	4,061	63%	7%		
	Revenue Not Reported	11	28%	481	6%	4%			15	30%	1,475	23%	4%			
	Total	40		8,113					50		6,403					
LOAN SIZE	\$100,000 or Less	23	58%	711	9%		85%	19%	35	70%	1,272	20%		91%	23%	
	\$100,001 - \$250,000	8	20%	1,500	18%		7%	17%	9	18%	1,702	27%		4%	18%	
	\$250,001 - \$1 Million	9	23%	5,902	73%		8%	64%	6	12%	3,429	54%		5%	59%	
	Total	40		8,113					50		6,403					
SMALL FARM	REVENUE	\$1 Million or Less	0	0%	0	0%	99%	89%	88%	0	0%	0	0%	99%	82%	71%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
		Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%		
		Total	0		0					0		0				
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%		72%	32%	0	0%	0	0%		72%	31%
		\$100,001 - \$250,000	0	0%	0	0%		15%	25%	0	0%	0	0%		15%	0%
\$250,001 - \$500,000		0	0%	0	0%		13%	43%	0	0%	0	0%		13%	0%	
Total	0		0					0		0						
SMALL BUSINESS SECURED BY RE	REVENUE	\$1 Million or Less	0	0%	0	0%	89%			0	0%	0	0%	89%		
		Over \$1 Million	0	0%	0	0%	7%			0	0%	0	0%	7%		
		Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%		
		Total	0		0					0		0				
	LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%			
		\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%			
\$250,001 - \$1 Million		0	0%	0	0%				0	0%	0	0%				
Total	0		0					0		0						

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

**Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Northwestern OH**

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Count	Dollar	Bank				Count	Dollar		
		Count		Dollar		Owner Occupied Units	Aggregate 2011	Aggregate 2011	Count		Dollar		Owner Occupied Units	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Moderate	5	1%	311	1%	4%	3%	2%	55	8%	4,951	7%	10%	6%	25%
	Middle	190	53%	17,605	45%	66%	62%	56%	305	46%	30,335	40%	59%	53%	23%
	Upper	163	46%	21,533	55%	30%	35%	42%	304	46%	40,315	53%	31%	40%	29%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	358		39,449						664		75,601			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	3	0%	168	0%	0%	0%	5%
	Moderate	21	2%	1,433	1%	4%	2%	1%	248	12%	19,323	9%	10%	5%	15%
	Middle	685	53%	60,299	47%	66%	58%	54%	1,091	51%	98,974	48%	59%	52%	24%
	Upper	584	45%	67,566	52%	30%	40%	44%	798	37%	86,450	42%	31%	43%	46%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	1,290		129,298						2,140		204,915			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Moderate	1	3%	38	3%	4%	3%	2%	11	12%	526	13%	10%	4%	20%
	Middle	21	64%	760	56%	66%	66%	61%	47	53%	1,956	50%	59%	61%	23%
	Upper	11	33%	559	41%	30%	31%	37%	31	35%	1,424	36%	31%	34%	48%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	33		1,357						89		3,906			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	3	0%	168	0%	0%	0%	6%
	Moderate	27	2%	1,782	1%	4%	2%	1%	314	11%	24,800	9%	10%	5%	18%
	Middle	896	53%	78,664	46%	66%	60%	55%	1,443	50%	131,265	46%	59%	54%	24%
	Upper	758	45%	89,658	53%	30%	38%	44%	1,133	39%	128,189	45%	31%	41%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	11%
	Total	1,681		170,104						2,893		284,422			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	%	#	%	\$ (000s)	\$ %		%	%
	Low	1	1%	1,000	3%	0%	0%	0%	2	1%	1,005	2%	1%	1%	0%
	Moderate	33	18%	5,476	15%	5%	4%	4%	60	18%	11,396	18%	13%	11%	13%
	Middle	88	49%	20,324	54%	66%	63%	63%	159	47%	31,944	50%	58%	52%	52%
	Upper	58	32%	10,541	28%	29%	30%	33%	118	35%	19,813	31%	28%	30%	33%
Unknown	0	0%	0	0%	0%	3%	1%	0	0%	0	0%	0%	7%	2%	
Total	180		37,341						339		64,158				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %		%	%	#	%	\$ (000s)	\$ %		%	%
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	1%	1%	0	0%	0	0%	2%	1%	1%
	Middle	4	67%	911	81%	64%	65%	63%	6	40%	1,121	60%	58%	61%	58%
	Upper	2	33%	212	19%	35%	34%	36%	9	60%	756	40%	41%	37%	40%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	1%	1%	
Total	6		1,123						15		1,877				
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			0	0%	0	0%	1%		
	Moderate	0	0%	0	0%	5%			1	17%	368	31%	13%		
	Middle	1	50%	77	30%	66%			2	33%	227	19%	58%		
	Upper	1	50%	179	70%	29%			3	50%	604	50%	28%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	2		256						6		1,199				

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Non-metropolitan Northwestern OH

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	33	9%	2,048	5%	14%	11%	7%	62	9%	4,127	5%	17%	10%	6%	
	Moderate	97	27%	7,830	20%	18%	26%	20%	184	28%	14,795	20%	17%	25%	19%	
	Middle	89	25%	9,081	23%	24%	21%	21%	162	24%	16,969	22%	22%	23%	24%	
	Upper	138	39%	20,328	52%	44%	29%	41%	242	36%	38,523	51%	43%	29%	40%	
	Unknown	1	0%	162	0%	0%	13%	12%	14	2%	1,187	2%	0%	13%	11%	
	Total	358		39,449						664		75,601				
REFINANCE	Low	75	6%	4,155	3%	14%	6%	3%	157	7%	9,538	5%	17%	5%	3%	
	Moderate	264	20%	18,628	14%	18%	16%	11%	412	19%	30,550	15%	17%	15%	10%	
	Middle	315	24%	27,146	21%	24%	23%	20%	536	25%	44,926	22%	22%	24%	20%	
	Upper	599	46%	75,430	58%	44%	44%	53%	894	42%	102,541	50%	43%	46%	55%	
	Unknown	37	3%	3,939	3%	0%	11%	12%	141	7%	17,360	8%	0%	10%	11%	
	Total	1,290		129,298						2,140		204,915				
HOME IMPROVEMENT	Low	4	12%	63	5%	14%	7%	3%	6	7%	79	2%	17%	7%	2%	
	Moderate	9	27%	210	15%	18%	24%	15%	25	28%	768	20%	17%	20%	10%	
	Middle	5	15%	283	21%	24%	23%	21%	27	30%	1,205	31%	22%	23%	19%	
	Upper	15	45%	801	59%	44%	42%	57%	31	35%	1,854	47%	43%	48%	64%	
	Unknown	0	0%	0	0%	0%	4%	5%	0	0%	0	0%	0%	3%	4%	
	Total	33		1,357						89		3,906				
HMDA TOTALS	Low	112	7%	6,266	4%	14%	7%	4%	225	8%	13,744	5%	17%	6%	4%	
	Moderate	370	22%	26,668	16%	18%	20%	14%	621	21%	46,113	16%	17%	18%	13%	
	Middle	409	24%	36,510	21%	24%	23%	20%	725	25%	63,100	22%	22%	24%	21%	
	Upper	752	45%	96,559	57%	44%	39%	49%	1,167	40%	142,918	50%	43%	41%	50%	
	Unknown	38	2%	4,101	2%	0%	12%	13%	155	5%	18,547	7%	0%	11%	13%	
	Total	1,681		170,104						2,893		284,422				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	62	34%	6,726	18%	90%	42%	38%	119	35%	13,813	22%	90%	28%	34%
		Over \$1 Million	70	39%	25,432	68%	6%			133	39%	43,150	67%	6%		
	Revenue Not Reported	48	27%	5,183	14%	4%			87	26%	7,195	11%	4%			
	Total	180		37,341						339		64,158				
LOAN SIZE	\$100,000 or Less	106	59%	3,151	8%		89%	26%	211	62%	6,649	10%		93%	32%	
	\$100,001 - \$250,000	30	17%	5,482	15%		5%	17%	53	16%	9,717	15%		3%	15%	
	\$250,001 - \$1 Million	44	24%	28,708	77%		6%	57%	75	22%	47,792	74%		3%	53%	
	Total	180		37,341						339		64,158				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	2	33%	82	7%	98%	83%	80%	8	53%	492	26%	99%	67%	77%
		Over \$1 Million	2	33%	771	69%	1%			3	20%	1,092	58%	1%		
	Revenue Not Reported	2	33%	270	24%	1%			4	27%	293	16%	0%			
	Total	6		1,123						15		1,877				
LOAN SIZE	\$100,000 or Less	3	50%	178	16%		69%	26%	9	60%	306	16%		72%	25%	
	\$100,001 - \$250,000	1	17%	174	15%		20%	34%	3	20%	479	26%		18%	0%	
	\$250,001 - \$500,000	2	33%	771	69%		11%	40%	3	20%	1,092	58%		10%	0%	
	Total	6		1,123						15		1,877				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	1	50%	179	70%	90%			3	50%	678	57%	90%		
		Over \$1 Million	0	0%	0	0%	6%			1	17%	368	31%	6%		
	Revenue Not Reported	1	50%	77	30%	4%			2	33%	153	13%	4%			
	Total	2		256						6		1,199				
LOAN SIZE	\$100,000 or Less	1	50%	77	30%				2	33%	153	13%				
	\$100,001 - \$250,000	1	50%	179	70%				2	33%	329	27%				
	\$250,001 - \$1 Million	0	0%	0	0%				2	33%	717	60%				
	Total	2		256						6		1,199				

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Non-metropolitan Southwestern OH

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		Count		Dollar					Count		Dollar				
#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	7	1%	341	1%	2%	0%	8%
	Moderate	45	18%	3,311	14%	24%	18%	14%	87	15%	7,873	14%	18%	12%	23%
	Middle	195	78%	19,140	79%	69%	75%	75%	425	75%	42,436	76%	72%	74%	26%
	Upper	10	4%	1,789	7%	6%	7%	10%	45	8%	5,196	9%	8%	13%	32%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	11%
	Total	250		24,240					564		55,846				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	10	1%	649	0%	2%	1%	5%
	Moderate	144	17%	12,122	14%	24%	17%	14%	274	16%	22,285	13%	18%	11%	15%
	Middle	651	76%	66,151	76%	69%	74%	74%	1,323	76%	128,961	77%	72%	74%	25%
	Upper	59	7%	8,372	10%	6%	9%	11%	125	7%	15,702	9%	8%	14%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	854		86,645					1,732		167,597				
HOME IMPROVEMENT	Low	1	3%	7	1%	0%	2%	15%	0	0%	0	0%	2%	2%	12%
	Moderate	7	21%	207	15%	24%	30%	20%	17	15%	564	11%	18%	12%	19%
	Middle	24	73%	1,028	75%	69%	64%	60%	90	80%	4,488	86%	72%	76%	25%
	Upper	1	3%	120	9%	6%	5%	5%	5	4%	146	3%	8%	10%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	2%
	Total	33		1,362					112		5,198				
HMDA TOTALS	Low	1	0%	7	0%	0%	0%	0%	17	1%	990	0%	2%	1%	6%
	Moderate	196	17%	15,640	14%	24%	18%	14%	378	16%	30,722	13%	18%	12%	18%
	Middle	870	77%	86,319	77%	69%	74%	74%	1,838	76%	175,885	77%	72%	74%	25%
	Upper	70	6%	10,281	9%	6%	8%	11%	175	7%	21,044	9%	8%	13%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	1,137		112,247					2,408		228,641				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	4	4%	1,054	8%	3%	3%	5%	8	4%	1,299	6%	5%	5%	8%
	Moderate	19	18%	1,956	16%	19%	17%	18%	35	18%	5,191	23%	21%	17%	22%
	Middle	77	72%	8,308	67%	71%	68%	66%	146	74%	15,971	70%	67%	63%	61%
	Upper	7	7%	1,171	9%	7%	8%	9%	7	4%	388	2%	8%	8%	6%
Unknown	0	0%	0	0%	0%	4%	1%	0	0%	0	0%	0%	8%	2%	
Total	107		12,489					196		22,849					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	1	5%	60	3%	13%	8%	4%	3	8%	447	12%	13%	9%	7%
	Middle	19	95%	2,307	97%	81%	73%	71%	33	89%	3,158	87%	80%	76%	73%
	Upper	0	0%	0	0%	5%	18%	25%	1	3%	18	0%	8%	15%	20%
Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%	
Total	20		2,367					37		3,623					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	3%			0	0%	0	0%	5%		
	Moderate	0	0%	0	0%	19%			3	33%	393	29%	21%		
	Middle	2	100%	237	100%	71%			6	67%	946	71%	67%		
	Upper	0	0%	0	0%	7%			0	0%	0	0%	8%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%			
Total	2		237					9		1,339					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size

Non-metropolitan Southwestern OH

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ %
HOME PURCHASE	Low	47	19%	2,968	12%	23%	10%	5%	69	12%	4,392	8%	25%	8%	4%	
	Moderate	83	33%	6,840	28%	20%	24%	19%	175	31%	13,756	25%	18%	23%	18%	
	Middle	52	21%	5,373	22%	22%	23%	22%	159	28%	16,772	30%	21%	26%	25%	
	Upper	61	24%	8,390	35%	35%	31%	42%	155	27%	20,465	37%	36%	32%	43%	
	Unknown	7	3%	669	3%	0%	12%	11%	6	1%	461	1%	0%	11%	9%	
	Total	250		24,240					564		55,846					
REFINANCE	Low	75	9%	4,365	5%	23%	6%	3%	147	8%	9,169	5%	25%	5%	3%	
	Moderate	148	17%	11,129	13%	20%	14%	10%	355	20%	25,174	15%	18%	15%	10%	
	Middle	239	28%	22,504	26%	22%	23%	20%	470	27%	41,469	25%	21%	25%	20%	
	Upper	366	43%	45,634	53%	35%	44%	55%	680	39%	82,421	49%	36%	45%	55%	
	Unknown	26	3%	3,013	3%	0%	12%	12%	80	5%	9,364	6%	0%	10%	12%	
	Total	854		86,645					1,732		167,597					
HOME IMPROVEMENT	Low	5	15%	191	14%	23%	15%	7%	12	11%	282	5%	25%	12%	5%	
	Moderate	5	15%	165	12%	20%	22%	13%	28	25%	1,160	22%	18%	19%	13%	
	Middle	10	30%	212	16%	22%	24%	20%	33	29%	1,654	32%	21%	25%	23%	
	Upper	13	39%	794	58%	35%	35%	39%	39	35%	2,102	40%	36%	41%	56%	
	Unknown	0	0%	0	0%	0%	3%	20%	0	0%	0	0%	0%	2%	3%	
	Total	33		1,362					112		5,198					
HMDA TOTALS	Low	127	11%	7,524	7%	23%	8%	4%	228	9%	13,843	6%	25%	6%	3%	
	Moderate	236	21%	18,134	16%	20%	18%	13%	558	23%	40,090	18%	18%	18%	12%	
	Middle	301	26%	28,089	25%	22%	23%	21%	662	27%	59,895	26%	21%	25%	22%	
	Upper	440	39%	54,818	49%	35%	39%	50%	874	36%	104,988	46%	36%	41%	51%	
	Unknown	33	3%	3,682	3%	0%	12%	12%	86	4%	9,825	4%	0%	10%	12%	
	Total	1,137		112,247					2,408		228,641					
SMALL BUSINESS REVENUE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	64	60%	5,823	47%	91%	45%	46%	93	47%	7,416	32%	91%	32%	42%
		Over \$1 Million	13	12%	3,543	28%	5%			39	20%	10,895	48%	5%		
		Revenue Not Reported	30	28%	3,123	25%	4%			64	33%	4,538	20%	4%		
		Total	107		12,489					196		22,849				
SMALL BUSINESS LOAN SIZE	LOAN SIZE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$100,000 or Less	77	72%	2,784	22%		93%	32%	142	72%	5,569	24%		95%	38%
		\$100,001 - \$250,000	18	17%	3,043	24%		4%	16%	27	14%	4,755	21%		2%	15%
		\$250,001 - \$1 Million	12	11%	6,662	53%		4%	52%	27	14%	12,525	55%		2%	47%
		Total	107		12,489					196		22,849				
SMALL FARM REVENUE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	8	40%	1,413	60%	99%	81%	81%	13	35%	1,621	45%	100%	54%	77%
		Over \$1 Million	2	10%	450	19%	0%			2	5%	338	9%	0%		
		Revenue Not Reported	10	50%	504	21%	1%			22	59%	1,664	46%	0%		
		Total	20		2,367					37		3,623				
SMALL FARM LOAN SIZE	LOAN SIZE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$100,000 or Less	13	65%	689	29%		72%	29%	23	62%	911	25%		80%	33%
		\$100,001 - \$250,000	4	20%	588	25%		22%	45%	10	27%	1,419	39%		14%	0%
		\$250,001 - \$500,000	3	15%	1,090	46%		6%	26%	4	11%	1,293	36%		6%	0%
		Total	20		2,367					37		3,623				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	91%			4	44%	800	60%	91%		
		Over \$1 Million	1	50%	110	46%	5%			0	0%	0	0%	5%		
		Revenue Not Reported	1	50%	127	54%	4%			5	56%	539	40%	4%		
		Total	2		237					9		1,339				
SMALL BUSINESS SECURED BY RE	LOAN SIZE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$100,000 or Less	0	0%	0	0%				4	44%	203	15%			
		\$100,001 - \$250,000	2	100%	237	100%				4	44%	759	57%			
		\$250,001 - \$1 Million	0	0%	0	0%				1	11%	377	28%			
		Total	2		237					9		1,339				

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Sandusky OH MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count	Dollar	Bank				Owner Occupied Units	Count	Dollar
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Moderate	8	14%	550	8%	19%	12%	7%	11	13%	1,204	11%	23%	9%	26%
	Middle	36	63%	4,653	65%	66%	65%	64%	47	55%	5,607	49%	52%	52%	22%
	Upper	13	23%	1,929	27%	16%	23%	29%	27	32%	4,550	40%	25%	39%	31%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	57		7,132						85		11,361			
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Moderate	13	11%	980	6%	19%	8%	5%	36	15%	2,771	10%	23%	10%	19%
	Middle	66	58%	8,995	56%	66%	64%	62%	135	56%	15,954	56%	52%	53%	24%
	Upper	35	31%	6,050	38%	16%	28%	33%	69	29%	9,910	35%	25%	38%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	114		16,025						240		28,635			
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	22%
	Moderate	1	50%	40	67%	19%	19%	11%	1	13%	8	4%	23%	11%	29%
	Middle	1	50%	20	33%	66%	64%	70%	6	75%	158	77%	52%	58%	23%
	Upper	0	0%	0	0%	16%	18%	19%	1	13%	40	19%	25%	32%	26%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	2		60						8		206			
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Moderate	22	13%	1,570	7%	19%	10%	6%	48	14%	3,983	10%	23%	9%	21%
	Middle	103	60%	13,668	59%	66%	64%	63%	188	56%	21,719	54%	52%	53%	23%
	Upper	48	28%	7,979	34%	16%	26%	31%	97	29%	14,500	36%	25%	38%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	173		23,217						333		40,202			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	10	27%	2,165	25%	21%	19%	25%	10	15%	1,349	10%	25%	24%	15%
	Middle	21	57%	5,355	61%	63%	60%	61%	44	66%	6,568	50%	50%	45%	55%
	Upper	6	16%	1,203	14%	17%	19%	14%	13	19%	5,237	40%	25%	27%	28%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	2%
Total	37		8,723					67		13,154					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	2%	6%	21%
	Middle	1	100%	489	100%	88%	100%	100%	1	100%	125	100%	61%	67%	65%
	Upper	0	0%	0	0%	11%	0%	0%	0	0%	0	0%	37%	28%	15%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	1		489					1		125					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%			0	0%	0	0%	0%		
	Moderate	0	0%	0	0%	21%			3	60%	1,869	59%	25%		
	Middle	1	100%	113	100%	63%			2	40%	1,301	41%	50%		
	Upper	0	0%	0	0%	17%			0	0%	0	0%	25%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	1		113					5		3,170					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Sandusky OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012				
		Count	Dollar				Count	Dollar							
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %		
HOME PURCHASE	Low	13	23%	912	13%	19%	15%	8%	10	12%	713	6%	19%	12%	6%
	Moderate	17	30%	1,629	23%	19%	22%	17%	29	34%	2,970	26%	21%	26%	21%
	Middle	13	23%	1,464	21%	23%	23%	24%	14	16%	1,836	16%	21%	22%	22%
	Upper	14	25%	3,127	44%	39%	30%	42%	29	34%	5,532	49%	40%	31%	42%
	Unknown	0	0%	0	0%	0%	10%	9%	3	4%	310	3%	0%	9%	9%
	Total	57		7,132					85		11,361				
REFINANCE	Low	9	8%	437	3%	19%	6%	3%	15	6%	884	3%	19%	7%	4%
	Moderate	28	25%	2,646	17%	19%	18%	12%	48	20%	4,144	14%	21%	19%	13%
	Middle	24	21%	2,747	17%	23%	21%	18%	57	24%	5,827	20%	21%	24%	21%
	Upper	50	44%	9,790	61%	39%	42%	53%	109	45%	16,504	58%	40%	41%	51%
	Unknown	3	3%	405	3%	0%	13%	13%	11	5%	1,276	4%	0%	10%	10%
	Total	114		16,025					240		28,635				
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	15%	6%	0	0%	0	0%	19%	22%	14%
	Moderate	1	50%	40	67%	19%	29%	27%	4	50%	138	67%	21%	29%	20%
	Middle	0	0%	0	0%	23%	27%	36%	0	0%	0	0%	21%	23%	24%
	Upper	1	50%	20	33%	39%	27%	30%	4	50%	68	33%	40%	26%	42%
	Unknown	0	0%	0	0%	0%	1%	0%	0	0%	0	0%	0%	0%	0%
	Total	2		60					8		206				
HMDA TOTALS	Low	22	13%	1,349	6%	19%	10%	5%	25	8%	1,597	4%	19%	9%	5%
	Moderate	46	27%	4,315	19%	19%	20%	14%	81	24%	7,252	18%	21%	21%	15%
	Middle	37	21%	4,211	18%	23%	22%	20%	71	21%	7,663	19%	21%	23%	21%
	Upper	65	38%	12,937	56%	39%	37%	49%	142	43%	22,104	55%	40%	37%	48%
	Unknown	3	2%	405	2%	0%	12%	11%	14	4%	1,586	4%	0%	9%	10%
	Total	173		23,217					333		40,202				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
		\$1 Million or Less	16	43%	1,444	17%	90%	44%	36%	37	55%	5,927	45%	90%	28%
	Over \$1 Million	15	41%	5,889	68%	6%			15	22%	6,182	47%	6%		
	Revenue Not Reported	6	16%	1,390	16%	4%			15	22%	1,045	8%	4%		
	Total	37		8,723					67		13,154				
LOAN SIZE	\$100,000 or Less	18	49%	655	8%		91%	29%	40	60%	1,230	9%		95%	38%
	\$100,001 - \$250,000	5	14%	1,034	12%		5%	18%	8	12%	1,525	12%		3%	16%
	\$250,001 - \$1 Million	14	38%	7,034	81%		4%	53%	19	28%	10,399	79%		2%	47%
	Total	37		8,723					67		13,154				
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
		\$1 Million or Less	0	0%	0	0%	100%	25%	1%	0	0%	0	0%	100%	44%
	Over \$1 Million	1	100%	489	100%	0%			1	100%	125	100%	0%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%		
	Total	1		489					1		125				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		75%	2%	0	0%	0	0%		94%	60%
	\$100,001 - \$250,000	0	0%	0	0%		0%	0%	1	100%	125	100%		6%	0%
	\$250,001 - \$500,000	1	100%	489	100%		25%	98%	0	0%	0	0%		0%	0%
	Total	1		489					1		125				
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	\$ %	#	%			
		\$1 Million or Less	1	100%	113	100%	90%			1	20%	681	21%	90%	
	Over \$1 Million	0	0%	0	0%	6%			4	80%	2,489	79%	6%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	4%		
	Total	1		113					5		3,170				
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%			
	\$100,001 - \$250,000	1	100%	113	100%				0	0%	0	0%			
	\$250,001 - \$1 Million	0	0%	0	0%				5	100%	3,170	100%			
	Total	1		113					5		3,170				

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Toledo OH MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
		#	%	\$ (000s)	\$ %	%	%	\$ %			#	%	\$ (000s)	\$ %	%
HOME PURCHASE	Low	0	0%	0	0%	3%	0%	0%	8	1%	573	0%	5%	1%	11%
	Moderate	28	5%	1,765	3%	14%	5%	3%	87	8%	5,430	4%	12%	4%	22%
	Middle	267	48%	24,553	36%	56%	52%	41%	496	45%	47,981	35%	50%	38%	20%
	Upper	260	47%	41,036	61%	27%	42%	56%	500	46%	84,452	61%	33%	58%	31%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	555		67,354						1,091		138,436			
REFINANCE	Low	2	0%	256	0%	3%	0%	0%	70	2%	4,145	1%	5%	0%	6%
	Moderate	70	4%	5,225	2%	14%	3%	2%	403	9%	28,773	6%	12%	4%	17%
	Middle	682	39%	67,818	32%	56%	47%	40%	1,901	44%	183,440	38%	50%	38%	24%
	Upper	975	56%	138,964	65%	27%	49%	58%	1,898	44%	263,638	55%	33%	58%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	1,729		212,263						4,272		479,996			
HOME IMPROVEMENT	Low	1	2%	5	0%	3%	1%	1%	3	2%	30	1%	5%	1%	16%
	Moderate	5	11%	94	4%	14%	18%	6%	17	13%	346	6%	12%	5%	26%
	Middle	17	37%	588	26%	56%	54%	54%	70	55%	3,029	51%	50%	48%	20%
	Upper	23	50%	1,584	70%	27%	27%	40%	38	30%	2,586	43%	33%	46%	34%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	46		2,271						128		5,991			
HMDA TOTALS	Low	3	0%	261	0%	3%	0%	0%	81	1%	4,748	1%	5%	1%	8%
	Moderate	103	4%	7,084	3%	14%	5%	3%	507	9%	34,549	6%	12%	4%	19%
	Middle	966	41%	92,959	33%	56%	49%	41%	2,467	45%	234,450	38%	50%	38%	23%
	Upper	1,258	54%	181,584	64%	27%	46%	56%	2,436	44%	350,676	56%	33%	57%	40%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Total	2,330		281,888						5,491		624,423			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	17	3%	3,373	2%	4%	2%	2%	96	8%	29,666	11%	6%	6%	7%
	Moderate	75	12%	18,843	13%	10%	10%	10%	172	15%	45,097	17%	13%	10%	13%
	Middle	275	43%	62,162	43%	53%	49%	48%	433	38%	97,298	37%	47%	45%	45%
	Upper	273	43%	61,586	42%	33%	38%	40%	431	38%	87,499	34%	34%	35%	35%
	Unknown	0	0%	0	0%	0%	2%	0%	0	0%	0	0%	0%	4%	1%
Total	640		145,964						1,132		259,560				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	1%	1%
	Middle	1	100%	50	100%	81%	91%	92%	1	100%	332	100%	69%	79%	80%
	Upper	0	0%	0	0%	18%	8%	7%	0	0%	0	0%	30%	20%	19%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	1		50					1		332					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract			Count		Dollar		% of Small Businesses within the Tract		
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	4%			6	9%	834	7%	6%		
	Moderate	2	5%	999	9%	10%			10	16%	1,525	13%	13%		
	Middle	18	41%	5,464	47%	53%			29	45%	5,628	49%	47%		
	Upper	24	55%	5,066	44%	33%			19	30%	3,565	31%	34%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	44		11,529					64		11,552					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Toledo OH MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ %
HOME PURCHASE	Low	79	14%	5,039	7%	20%	12%	6%	151	14%	9,900	7%	22%	11%	6%	
	Moderate	161	29%	14,247	21%	18%	23%	16%	280	26%	24,152	17%	17%	22%	16%	
	Middle	127	23%	16,202	24%	23%	21%	21%	253	23%	29,793	22%	21%	20%	20%	
	Upper	171	31%	29,111	43%	39%	32%	47%	374	34%	70,233	51%	40%	31%	46%	
	Unknown	17	3%	2,755	4%	0%	13%	11%	33	3%	4,358	3%	0%	15%	13%	
	Total	555		67,354					1,091		138,436					
REFINANCE	Low	138	8%	9,373	4%	20%	5%	3%	344	8%	23,587	5%	22%	6%	3%	
	Moderate	345	20%	28,722	14%	18%	15%	10%	833	19%	67,378	14%	17%	17%	12%	
	Middle	407	24%	42,158	20%	23%	22%	18%	1,075	25%	104,808	22%	21%	24%	20%	
	Upper	769	44%	123,293	58%	39%	45%	56%	1,793	42%	254,364	53%	40%	44%	54%	
	Unknown	70	4%	8,717	4%	0%	13%	14%	227	5%	29,859	6%	0%	10%	11%	
	Total	1,729		212,263					4,272		479,996					
HOME IMPROVEMENT	Low	6	13%	95	4%	20%	16%	7%	16	13%	377	6%	22%	16%	5%	
	Moderate	11	24%	387	17%	18%	29%	17%	31	24%	844	14%	17%	26%	15%	
	Middle	10	22%	219	10%	23%	21%	17%	38	30%	1,607	27%	21%	20%	20%	
	Upper	19	41%	1,570	69%	39%	32%	53%	41	32%	2,918	49%	40%	34%	52%	
	Unknown	0	0%	0	0%	0%	3%	6%	2	2%	245	4%	0%	3%	8%	
	Total	46		2,271					128		5,991					
HMDA TOTALS	Low	223	10%	14,507	5%	20%	8%	4%	511	9%	33,864	5%	22%	8%	4%	
	Moderate	517	22%	43,356	15%	18%	18%	12%	1,144	21%	92,374	15%	17%	19%	12%	
	Middle	544	23%	58,579	21%	23%	22%	18%	1,366	25%	136,208	22%	21%	23%	19%	
	Upper	959	41%	153,974	55%	39%	40%	51%	2,208	40%	327,515	52%	40%	40%	50%	
	Unknown	87	4%	11,472	4%	0%	13%	15%	262	5%	34,462	6%	0%	12%	16%	
	Total	2,330		281,888					5,491		624,423					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	241	38%	43,259	30%	89%	46%	41%	431	38%	78,609	30%	89%	31%	36%
		Over \$1 Million	278	43%	90,888	62%	7%			466	41%	157,388	61%	7%		
	Revenue Not Reported	121	19%	11,817	8%	4%			235	21%	23,563	9%	4%			
	Total	640		145,964					1,132		259,560					
LOAN SIZE	\$100,000 or Less	312	49%	12,286	8%		86%	23%	551	49%	21,134	8%		91%	27%	
	\$100,001 - \$250,000	129	20%	24,201	17%		6%	18%	222	20%	41,171	16%		4%	16%	
	\$250,001 - \$1 Million	199	31%	109,477	75%		7%	59%	359	32%	197,255	76%		5%	57%	
	Total	640		145,964					1,132		259,560					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	89%	88%	1	100%	332	100%	99%	82%	93%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	1	100%	50	100%	0%			0	0%	0	0%	0%			
	Total	1		50					1		332					
LOAN SIZE	\$100,000 or Less	1	100%	50	100%		72%	30%	0	0%	0	0%		61%	19%	
	\$100,001 - \$250,000	0	0%	0	0%		19%	34%	0	0%	0	0%		25%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		9%	37%	1	100%	332	100%		14%	0%	
	Total	1		50					1		332					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	25	57%	6,552	57%	89%			40	63%	7,465	65%	89%		
		Over \$1 Million	13	30%	4,301	37%	7%			11	17%	2,436	21%	7%		
	Revenue Not Reported	6	14%	676	6%	4%			13	20%	1,651	14%	4%			
	Total	44		11,529					64		11,552					
LOAN SIZE	\$100,000 or Less	14	32%	707	6%				31	48%	1,819	16%				
	\$100,001 - \$250,000	14	32%	2,604	23%				15	23%	2,647	23%				
	\$250,001 - \$1 Million	16	36%	8,218	71%				18	28%	7,086	61%				
	Total	44		11,529					64		11,552					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Pittsburgh PA MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	5	2%	596	1%	2%	1%	1%	10	2%	1,548	2%	3%	1%	8%
	Moderate	48	15%	3,813	8%	15%	8%	5%	38	9%	4,023	5%	16%	5%	20%
	Middle	139	44%	14,974	32%	46%	40%	30%	151	34%	19,479	23%	43%	29%	22%
	Upper	121	39%	27,498	59%	38%	51%	65%	244	55%	61,489	71%	39%	65%	41%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	10%
	Total	313		46,881						443		86,539			
REFINANCE	Low	0	0%	0	0%	2%	0%	0%	6	1%	657	1%	3%	0%	4%
	Moderate	16	5%	1,495	3%	15%	5%	3%	65	9%	5,637	4%	16%	3%	12%
	Middle	104	30%	11,810	20%	46%	34%	24%	198	28%	24,771	19%	43%	24%	20%
	Upper	230	66%	45,321	77%	38%	61%	72%	448	62%	96,338	76%	39%	72%	55%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	350		58,626						717		127,403			
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	2%	1%	0	0%	0	0%	3%	2%	10%
	Moderate	1	25%	8	5%	15%	11%	7%	2	13%	82	9%	16%	9%	18%
	Middle	3	75%	159	95%	46%	46%	35%	8	53%	361	40%	43%	33%	25%
	Upper	0	0%	0	0%	38%	41%	56%	5	33%	465	51%	39%	56%	44%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	4		167						15		908			
HMDA TOTALS	Low	5	1%	596	1%	2%	1%	0%	16	1%	2,205	1%	3%	1%	6%
	Moderate	65	10%	5,316	5%	15%	7%	4%	105	9%	9,742	5%	16%	4%	15%
	Middle	246	37%	26,943	25%	46%	37%	27%	357	30%	44,611	21%	43%	27%	21%
	Upper	351	53%	72,819	69%	38%	56%	69%	697	59%	158,292	74%	39%	68%	49%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	9%
	Total	667		105,674						1,175		214,850			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	4	5%	535	4%	4%	4%	5%	12	7%	2,680	7%	5%	4%	5%
	Moderate	7	9%	1,649	14%	13%	13%	13%	18	11%	3,213	9%	14%	12%	11%
	Middle	21	28%	2,630	22%	37%	36%	33%	71	44%	19,437	54%	42%	40%	41%
	Upper	42	56%	7,136	60%	46%	47%	48%	61	38%	10,641	30%	39%	41%	41%
	Unknown	1	1%	0	0%	0%	1%	1%	0	0%	0	0%	1%	3%	2%
Total	75		11,950						162		35,971				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	1%	0%	0%	0	0%	0	0%	1%	0%	0%
	Moderate	0	0%	0	0%	5%	0%	0%	0	0%	0	0%	6%	0%	0%
	Middle	0	0%	0	0%	52%	50%	17%	0	0%	0	0%	51%	36%	9%
	Upper	0	0%	0	0%	42%	50%	83%	0	0%	0	0%	41%	64%	91%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				%	%	#	%			
	Low	0	0%	0	0%	4%			0	0%	0	0%	5%		
	Moderate	1	33%	500	63%	13%			1	50%	650	42%	14%		
	Middle	0	0%	0	0%	37%			0	0%	0	0%	42%		
	Upper	2	67%	295	37%	46%			1	50%	898	58%	39%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	1%		
Total	3		795					2		1,548					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Pittsburgh PA MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011						Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable								
		Bank		Families by Family Income	Count	Aggregate	Dollar	Bank		Families by Family Income	Count	Aggregate	Dollar			
		Count	Dollar					Count	Dollar							
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	41	13%	2,397	5%	18%	8%	3%	36	8%	2,422	3%	19%	8%	3%	
	Moderate	97	31%	9,092	19%	17%	20%	13%	87	20%	11,003	13%	17%	20%	13%	
	Middle	50	16%	7,535	16%	21%	21%	18%	85	19%	11,883	14%	21%	22%	18%	
	Upper	116	37%	26,179	56%	43%	42%	59%	220	50%	58,813	68%	43%	41%	57%	
	Unknown	9	3%	1,678	4%	0%	9%	7%	15	3%	2,418	3%	0%	10%	9%	
	Total	313		46,881					443		86,539					
REFINANCE	Low	16	5%	1,449	2%	18%	4%	2%	26	4%	1,799	1%	19%	4%	2%	
	Moderate	80	23%	7,352	13%	17%	12%	7%	65	9%	6,189	5%	17%	12%	7%	
	Middle	53	15%	6,719	11%	21%	19%	14%	122	17%	14,756	12%	21%	20%	14%	
	Upper	177	51%	37,555	64%	43%	54%	67%	432	60%	91,387	72%	43%	55%	68%	
	Unknown	24	7%	5,551	9%	0%	12%	11%	72	10%	13,272	10%	0%	9%	9%	
	Total	350		58,626					717		127,403					
HOME IMPROVEMENT	Low	0	0%	0	0%	18%	9%	3%	1	7%	50	6%	19%	10%	4%	
	Moderate	2	50%	65	39%	17%	20%	11%	5	33%	320	35%	17%	18%	10%	
	Middle	1	25%	92	55%	21%	22%	18%	3	20%	102	11%	21%	25%	19%	
	Upper	1	25%	10	6%	43%	45%	62%	6	40%	436	48%	43%	44%	62%	
	Unknown	0	0%	0	0%	0%	3%	6%	0	0%	0	0%	0%	3%	5%	
	Total	4		167					15		908					
HMDA TOTALS	Low	57	9%	3,846	4%	18%	6%	2%	63	5%	4,271	2%	19%	6%	2%	
	Moderate	179	27%	16,509	16%	17%	16%	9%	157	13%	17,512	8%	17%	15%	9%	
	Middle	104	16%	14,346	14%	21%	20%	15%	210	18%	26,741	12%	21%	21%	15%	
	Upper	294	44%	63,744	60%	43%	49%	61%	658	56%	150,636	70%	43%	49%	61%	
	Unknown	33	5%	7,229	7%	0%	10%	12%	87	7%	15,690	7%	0%	9%	12%	
	Total	667		105,674					1,175		214,850					
SMALL BUSINESS	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	23	31%	2,326	19%	89%	46%	33%	52	32%	3,384	9%	89%	40%	33%
		Over \$1 Million	36	48%	8,435	70%	7%			71	44%	28,811	80%	7%		
	Revenue Not Reported	16	21%	1,212	10%	4%			39	24%	3,776	10%	4%			
	Total	75		11,973					162		35,971					
LOAN SIZE	\$100,000 or Less	46	61%	1,467	12%		90%	35%	90	56%	2,682	7%		92%	36%	
	\$100,001 - \$250,000	15	20%	2,759	23%		5%	17%	24	15%	4,817	13%		5%	18%	
	\$250,001 - \$1 Million	14	19%	7,747	65%		5%	48%	48	30%	28,472	79%		4%	46%	
	Total	75		11,973					162		35,971					
SMALL FARM	REVENUE	Count	Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %		
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	0	0%	0	0%	97%	40%	36%	0	0%	0	0%	98%	21%	60%
		Over \$1 Million	0	0%	0	0%	2%			0	0%	0	0%	2%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					0		0					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		90%	56%	0	0%	0	0%		100%	100%	
	\$100,001 - \$250,000	0	0%	0	0%		10%	44%	0	0%	0	0%		0%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%	
	Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count	Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses				
		#	%	\$ (000s)				\$ %	#	%	\$ (000s)				\$ %	
		\$1 Million or Less	1	33%	500	63%	89%			0	0%	0	0%	89%		
		Over \$1 Million	2	67%	295	37%	7%			1	50%	650	42%	7%		
	Revenue Not Reported	0	0%	0	0%	4%			1	50%	898	58%	4%			
	Total	3		795					2		1,548					
LOAN SIZE	\$100,000 or Less	1	33%	60	8%				0	0%	0	0%				
	\$100,001 - \$250,000	1	33%	235	30%				0	0%	0	0%				
	\$250,001 - \$1 Million	1	33%	500	63%				2	100%	1,548	100%				
	Total	3		795					2		1,548					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Knoxville TN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units %	Count Aggregate 2011 %	Dollar Aggregate 2011 \$ %	Bank				Owner Occupied Units %	Count Aggregate 2012 %	Dollar Aggregate 2012 \$ %
		Count		Dollar					Count		Dollar				
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
HOME PURCHASE	Low	0	0%	0	0%	5%	3%	2%	1	1%	82	1%	3%	1%	12%
	Moderate	0	0%	0	0%	13%	8%	5%	7	9%	758	5%	14%	6%	22%
	Middle	16	59%	1,697	41%	50%	46%	38%	24	32%	3,631	23%	46%	36%	22%
	Upper	11	41%	2,420	59%	33%	43%	56%	43	57%	11,376	72%	36%	58%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	7%
	Total	27		4,117						75		15,847			
REFINANCE	Low	0	0%	0	0%	5%	2%	1%	8	3%	966	2%	3%	1%	6%
	Moderate	11	13%	1,212	8%	13%	7%	4%	17	7%	1,954	4%	14%	5%	13%
	Middle	35	40%	4,554	31%	50%	43%	35%	92	38%	13,022	28%	46%	30%	20%
	Upper	42	48%	9,004	61%	33%	48%	59%	126	52%	30,406	66%	36%	63%	45%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	15%
	Total	88		14,770						243		46,348			
HOME IMPROVEMENT	Low	0	0%	0	0%	5%	4%	2%	0	0%	0	0%	3%	4%	13%
	Moderate	0	0%	0	0%	13%	14%	8%	0	0%	0	0%	14%	5%	21%
	Middle	0	0%	0	0%	50%	46%	39%	2	100%	35	100%	46%	33%	24%
	Upper	0	0%	0	0%	33%	37%	50%	0	0%	0	0%	36%	58%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	3%
	Total	0		0						2		35			
HMDA TOTALS	Low	0	0%	0	0%	5%	3%	2%	9	3%	1,048	2%	3%	1%	8%
	Moderate	11	10%	1,212	6%	13%	8%	5%	24	8%	2,712	4%	14%	7%	17%
	Middle	51	44%	6,251	33%	50%	44%	35%	118	37%	16,688	27%	46%	32%	21%
	Upper	53	46%	11,424	60%	33%	45%	58%	169	53%	41,782	67%	36%	60%	42%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	13%
	Total	115		18,887						320		62,230			
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	5	5%	1,232	14%	10%	12%	15%	0	0%	0	0%	6%	6%	7%
	Moderate	2	2%	598	7%	13%	12%	12%	15	11%	1,007	11%	18%	17%	21%
	Middle	1	1%	10	0%	39%	30%	25%	104	78%	6,674	72%	36%	32%	25%
	Upper	97	92%	6,941	79%	39%	45%	48%	15	11%	1,609	17%	39%	41%	46%
	Unknown	0	0%	0	0%	0%	2%	1%	0	0%	0	0%	0%	4%	1%
Total	105		8,781						134		9,290				
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	2%	8%	2%	0	0%	0	0%	2%	0%	0%
	Moderate	0	0%	0	0%	8%	0%	0%	0	0%	0	0%	10%	0%	0%
	Middle	0	0%	0	0%	61%	67%	87%	0	0%	0	0%	55%	58%	77%
	Upper	1	100%	29	100%	30%	25%	11%	0	0%	0	0%	32%	42%	23%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	0%	0%
Total	1		29					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	10%			0	0%	0	0%	6%		
	Moderate	1	100%	295	100%	13%			1	50%	179	24%	18%		
	Middle	0	0%	0	0%	39%			0	0%	0	0%	36%		
	Upper	0	0%	0	0%	39%			1	50%	557	76%	39%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	1		295					2		736					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Knoxville TN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank				Families by Family Income %	Count Aggregate %	Dollar Aggregate %	Bank				Families by Family Income %	Count Aggregate 2012 %	Dollar Aggregate 2012 %	
		Count		Dollar					Count		Dollar					
		#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ (000s)	\$ %	#	%	\$ %
HOME PURCHASE	Low	5	19%	511	12%	19%	11%	6%	4	5%	305	2%	20%	12%	6%	
	Moderate	9	33%	845	21%	17%	22%	15%	11	15%	1,443	9%	17%	22%	16%	
	Middle	3	11%	439	11%	21%	20%	19%	20	27%	3,406	21%	21%	22%	21%	
	Upper	10	37%	2,322	56%	43%	37%	51%	36	48%	10,045	63%	43%	37%	51%	
	Unknown	0	0%	0	0%	0%	10%	9%	4	5%	648	4%	0%	7%	6%	
	Total	27		4,117						75		15,847				
REFINANCE	Low	3	3%	289	2%	19%	6%	3%	10	4%	852	2%	20%	6%	3%	
	Moderate	21	24%	2,531	17%	17%	15%	10%	16	7%	1,669	4%	17%	13%	9%	
	Middle	17	19%	2,314	16%	21%	19%	16%	48	20%	6,165	13%	21%	20%	16%	
	Upper	43	49%	9,070	61%	43%	42%	54%	118	49%	28,532	62%	43%	45%	58%	
	Unknown	4	5%	566	4%	0%	17%	17%	51	21%	9,130	20%	0%	15%	15%	
	Total	88		14,770						243		46,348				
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	15%	5%	0	0%	0	0%	20%	13%	5%	
	Moderate	0	0%	0	0%	0%	21%	12%	1	50%	25	71%	17%	21%	14%	
	Middle	0	0%	0	0%	21%	22%	23%	1	50%	10	29%	21%	24%	22%	
	Upper	0	0%	0	0%	43%	36%	53%	0	0%	0	0%	43%	39%	54%	
	Unknown	0	0%	0	0%	0%	6%	8%	0	0%	0	0%	0%	3%	5%	
	Total	0		0						2		35				
HMDA TOTALS	Low	8	7%	800	4%	19%	9%	4%	14	4%	1,157	2%	20%	8%	4%	
	Moderate	30	26%	3,376	18%	17%	18%	12%	28	9%	3,137	5%	17%	17%	11%	
	Middle	20	17%	2,753	15%	21%	20%	17%	69	22%	9,581	15%	21%	21%	17%	
	Upper	53	46%	11,392	60%	43%	40%	50%	154	48%	38,577	62%	43%	42%	54%	
	Unknown	4	3%	566	3%	0%	14%	17%	55	17%	9,778	16%	0%	13%	14%	
	Total	115		18,887						320		62,230				
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	1	1%	182	2%	90%	36%	35%	18	13%	1,493	16%	90%	32%	33%
		Over \$1 Million	103	98%	8,589	98%	7%			114	85%	7,632	82%	7%		
	Revenue Not Reported	1	1%	10	0%	4%			2	1%	165	2%	3%			
	Total	105		8,781					134		9,290					
LOAN SIZE	\$100,000 or Less	83	79%	2,574	29%		87%	24%	111	83%	3,647	39%		89%	24%	
	\$100,001 - \$250,000	15	14%	2,525	29%		6%	18%	17	13%	2,942	32%		5%	16%	
	\$250,001 - \$1 Million	7	7%	3,682	42%		6%	58%	6	4%	2,701	29%		6%	59%	
	Total	105		8,781					134		9,290					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	99%	67%	82%	0	0%	0	0%	99%	58%	87%
		Over \$1 Million	1	100%	29	100%	1%			0	0%	0	0%	2%		
	Revenue Not Reported	0	0%	0	0%	0%			0	0%	0	0%	0%			
	Total	1		29					0		0					
LOAN SIZE	\$100,000 or Less	1	100%	29	100%		83%	36%	0	0%	0	0%		96%	70%	
	\$100,001 - \$250,000	0	0%	0	0%		17%	64%	0	0%	0	0%		4%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		0%	0%	0	0%	0	0%		0%	0%	
	Total	1		29					0		0					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses	Aggregate %	Aggregate %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
		\$1 Million or Less	0	0%	0	0%	90%			2	100%	736	100%	90%		
		Over \$1 Million	1	100%	295	100%	7%			0	0%	0	0%	7%		
	Revenue Not Reported	0	0%	0	0%	4%			0	0%	0	0%	3%			
	Total	1		295					2		736					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%				0	0%	0	0%				
	\$100,001 - \$250,000	0	0%	0	0%				1	50%	179	24%				
	\$250,001 - \$1 Million	1	100%	295	100%				1	50%	557	76%				
	Total	1		295					2		736					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Nashville-Davidson-Murfreesboro-Franklin TN MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012-2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					#	%	Dollar				
#	%	\$ (000s)	\$ %	%	%	%	#	%			\$ (000s)	\$ %	%	%	%
HOME PURCHASE	Low	13	2%	2,070	1%	2%	1%	1%	33	3%	4,567	2%	4%	2%	12%
	Moderate	65	10%	9,779	7%	13%	9%	6%	99	10%	13,703	6%	16%	7%	22%
	Middle	304	46%	46,335	33%	58%	58%	48%	275	28%	43,573	20%	43%	31%	21%
	Upper	281	42%	83,390	59%	27%	32%	45%	574	59%	157,925	72%	38%	59%	33%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	12%
	Total	663		141,574					981		219,768				
REFINANCE	Low	10	1%	1,375	1%	2%	1%	1%	69	2%	8,107	1%	4%	1%	6%
	Moderate	63	5%	8,699	3%	13%	7%	5%	280	9%	31,360	5%	16%	6%	15%
	Middle	627	47%	92,158	34%	58%	55%	45%	938	32%	129,231	22%	43%	29%	18%
	Upper	640	48%	167,986	62%	27%	37%	49%	1,665	56%	413,232	71%	38%	63%	39%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	22%
	Total	1,340		270,218					2,952		581,930				
HOME IMPROVEMENT	Low	0	0%	0	0%	2%	2%	1%	2	4%	25	1%	4%	2%	15%
	Moderate	0	0%	0	0%	13%	13%	8%	5	11%	153	4%	16%	8%	22%
	Middle	10	56%	1,131	58%	58%	57%	43%	12	26%	976	25%	43%	29%	24%
	Upper	8	44%	823	42%	27%	28%	48%	27	59%	2,777	71%	38%	61%	34%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	6%
	Total	18		1,954					46		3,931				
HMDA TOTALS	Low	23	1%	3,445	1%	2%	1%	1%	104	3%	12,699	2%	4%	2%	8%
	Moderate	128	6%	18,478	4%	13%	8%	6%	384	10%	45,216	6%	16%	7%	18%
	Middle	941	47%	139,624	34%	58%	56%	46%	1,225	31%	173,780	22%	43%	30%	19%
	Upper	929	46%	252,199	61%	27%	35%	47%	2,266	57%	573,934	71%	38%	61%	37%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	18%
	Total	2,021		413,746					3,979		805,629				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	6	4%	879	3%	3%	3%	4%	30	6%	4,926	8%	8%	8%	12%
	Moderate	34	20%	12,711	39%	18%	17%	22%	112	22%	14,460	24%	19%	17%	20%
	Middle	64	38%	9,115	28%	50%	43%	38%	103	20%	12,941	22%	34%	28%	24%
	Upper	62	37%	9,983	31%	28%	34%	35%	256	50%	22,634	38%	38%	42%	41%
Unknown	1	1%	0	0%	0%	2%	1%	9	2%	4,282	7%	1%	4%	3%	
Total	167		32,688					510		59,243					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	1%	2%	2%
	Moderate	0	0%	0	0%	8%	25%	11%	0	0%	0	0%	14%	24%	17%
	Middle	0	0%	0	0%	68%	58%	64%	1	100%	7	100%	52%	48%	32%
	Upper	0	0%	0	0%	24%	17%	26%	0	0%	0	0%	33%	25%	47%
Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	1%	1%	
Total	0		0					1		7					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011	Aggregate 2011	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012	Aggregate 2012
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	3%			2	10%	716	18%	8%		
	Moderate	3	23%	1,104	24%	18%			1	5%	50	1%	19%		
	Middle	0	0%	0	0%	50%			5	24%	1,738	43%	34%		
	Upper	10	77%	3,531	76%	28%			13	62%	1,583	39%	38%		
Unknown	0	0%	0	0%	0%			0	0%	0	0%	1%			
Total	13		4,635					21		4,087					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Nashville-Davidson-Murfreesboro-Franklin TN MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	\$ %	#	%	\$ (000s)	\$ %	%	%	\$ %			
HOME PURCHASE	Low	84	13%	8,285	6%	18%	12%	7%	79	8%	8,315	4%	20%	12%	6%	
	Moderate	151	23%	22,084	16%	18%	22%	16%	170	17%	23,639	11%	17%	22%	16%	
	Middle	131	20%	25,780	18%	23%	20%	18%	199	20%	35,835	16%	21%	21%	19%	
	Upper	271	41%	78,598	56%	41%	33%	48%	372	38%	110,527	50%	42%	33%	47%	
	Unknown	26	4%	6,827	5%	0%	13%	12%	161	16%	41,452	19%	0%	12%	11%	
	Total	663		141,574					981		219,768					
REFINANCE	Low	86	6%	7,607	3%	18%	6%	3%	193	7%	18,555	3%	20%	6%	3%	
	Moderate	223	17%	26,395	10%	18%	15%	10%	454	15%	51,132	9%	17%	15%	10%	
	Middle	281	21%	41,459	15%	23%	20%	16%	597	20%	88,715	15%	21%	18%	15%	
	Upper	662	49%	175,797	65%	41%	40%	52%	1,323	45%	341,843	59%	42%	39%	51%	
	Unknown	88	7%	18,960	7%	0%	20%	19%	385	13%	81,685	14%	0%	22%	21%	
	Total	1,340		270,218					2,952		581,930					
HOME IMPROVEMENT	Low	2	11%	166	8%	18%	14%	5%	2	4%	70	2%	20%	15%	6%	
	Moderate	1	6%	130	7%	18%	20%	15%	8	17%	371	9%	17%	22%	13%	
	Middle	7	39%	670	34%	23%	23%	21%	13	28%	1,162	30%	21%	24%	21%	
	Upper	8	44%	988	51%	41%	36%	52%	23	50%	2,328	59%	42%	34%	51%	
	Unknown	0	0%	0	0%	0%	7%	8%	0	0%	0	0%	0%	6%	8%	
	Total	18		1,954					46		3,931					
HMDA TOTALS	Low	172	9%	16,058	4%	18%	9%	4%	274	7%	26,940	3%	20%	8%	4%	
	Moderate	375	19%	48,609	12%	18%	18%	12%	632	16%	75,142	9%	17%	18%	12%	
	Middle	419	21%	67,909	16%	23%	20%	16%	809	20%	125,712	16%	21%	19%	17%	
	Upper	941	47%	255,383	62%	41%	37%	49%	1,718	43%	454,698	56%	42%	37%	48%	
	Unknown	114	6%	25,787	6%	0%	16%	19%	546	14%	123,137	15%	0%	18%	19%	
	Total	2,021		413,746					3,979		805,629					
SMALL BUSINESS	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	77	46%	11,849	36%	91%	41%	36%	258	51%	18,001	30%	91%	38%	36%
		Over \$1 Million	54	32%	18,352	56%	6%			136	27%	33,816	57%	6%		
	Revenue Not Reported	36	22%	2,712	8%	4%			116	23%	7,426	13%	4%			
	Total	167		32,913					510		59,243					
LOAN SIZE	\$100,000 or Less	93	56%	3,261	10%		88%	23%	370	73%	9,508	16%		89%	24%	
	\$100,001 - \$250,000	27	16%	5,103	16%		5%	16%	64	13%	11,565	20%		5%	17%	
	\$250,001 - \$1 Million	47	28%	24,549	75%		7%	60%	76	15%	38,170	64%		6%	59%	
	Total	167		32,913					510		59,243					
SMALL FARM	REVENUE	Count		Dollar		% of Total Businesses	Aggregate	Aggregate	Count		Dollar		% of Total Businesses	Aggregate 2012	Aggregate 2012	
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	0	0%	0	0%	99%	78%	82%	1	100%	7	100%	99%	54%	82%
		Over \$1 Million	0	0%	0	0%	1%			0	0%	0	0%	1%		
	Revenue Not Reported	0	0%	0	0%	1%			0	0%	0	0%	0%			
	Total	0		0					1		7					
LOAN SIZE	\$100,000 or Less	0	0%	0	0%		87%	42%	1	100%	7	100%		88%	36%	
	\$100,001 - \$250,000	0	0%	0	0%		10%	34%	0	0%	0	0%		10%	0%	
	\$250,001 - \$500,000	0	0%	0	0%		3%	25%	0	0%	0	0%		2%	0%	
	Total	0		0					1		7					
SMALL BUSINESS SECURED BY RE	REVENUE	Count		Dollar		% of Total Businesses			Count		Dollar		% of Total Businesses			
		#	%	\$ (000s)	\$ %				%	\$ %	#	%				\$ (000s)
		\$1 Million or Less	4	31%	996	21%	91%			7	33%	883	22%	91%		
		Over \$1 Million	4	31%	1,653	36%	6%			8	38%	2,256	55%	6%		
	Revenue Not Reported	5	38%	1,986	43%	4%			6	29%	948	23%	4%			
	Total	13		4,635					21		4,087					
LOAN SIZE	\$100,000 or Less	1	8%	23	0%				7	33%	449	11%				
	\$100,001 - \$250,000	6	46%	1,049	23%				10	48%	1,623	40%				
	\$250,001 - \$1 Million	6	46%	3,563	77%				4	19%	2,015	49%				
	Total	13		4,635					21		4,087					

Originations & Purchases

Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.

2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

Geographic Distribution of HMDA, Small Business, & Small Farm Loans
Charleston WV MSA

PRODUCT TYPE	Tract Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable						
		Bank				Owner Occupied Units	Count Aggregate 2011	Dollar Aggregate 2011	Bank				Owner Occupied Units	Count Aggregate 2012	Dollar Aggregate 2012
		Count		Dollar					Count	Dollar					
		#	%	\$ (000s)	\$ %	%	%	\$ %		#	%	\$ (000s)	\$ %	%	%
HOME PURCHASE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	3	1%	203	1%	7%	4%	2%	21	5%	2,442	4%	11%	8%	5%
	Middle	99	46%	16,366	44%	65%	54%	49%	150	37%	21,250	31%	59%	50%	43%
	Upper	115	53%	20,476	55%	28%	42%	49%	233	58%	45,403	66%	30%	42%	52%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	217		37,045					404		69,095				
REFINANCE	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	4	2%	693	2%	7%	4%	3%	30	7%	3,163	5%	11%	6%	5%
	Middle	112	46%	14,368	41%	65%	53%	48%	197	45%	24,794	39%	59%	47%	39%
	Upper	130	53%	20,114	57%	28%	42%	48%	212	48%	36,059	56%	30%	46%	56%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	246		35,175					439		64,016				
HOME IMPROVEMENT	Low	0	0%	0	0%	0%	0%	1%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	7%	6%	3%	2	8%	150	7%	11%	9%	5%
	Middle	4	40%	316	40%	65%	54%	43%	11	44%	761	35%	59%	57%	48%
	Upper	6	60%	468	60%	28%	39%	52%	12	48%	1,281	58%	30%	35%	47%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	10		784					25		2,192				
HMDA TOTALS	Low	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	7	1%	896	1%	7%	4%	3%	53	6%	5,755	4%	11%	7%	6%
	Middle	215	45%	31,050	43%	65%	54%	51%	358	41%	46,805	35%	59%	49%	40%
	Upper	251	53%	41,058	56%	28%	42%	46%	457	53%	82,743	61%	30%	44%	54%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	0%	0%
	Total	473		73,004					868		135,303				
SMALL BUSINESS		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	10%	8%	14%	0	0%	0	0%	0%	0%	0%
	Moderate	2	6%	472	8%	9%	11%	14%	11	18%	2,087	20%	26%	23%	34%
	Middle	14	42%	1,454	26%	49%	43%	42%	22	36%	3,760	35%	43%	39%	33%
	Upper	17	52%	3,628	65%	31%	33%	29%	28	46%	4,809	45%	31%	30%	32%
	Unknown	0	0%	0	0%	0%	5%	1%	0	0%	0	0%	0%	8%	1%
Total	33		5,554					61		10,656					
SMALL FARM		Count		Dollar		% of Small Farms within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Farms within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	3%	0%	0%	0	0%	0	0%	0%	0%	0%
	Moderate	0	0%	0	0%	2%	0%	0%	0	0%	0	0%	9%	0%	0%
	Middle	0	0%	0	0%	68%	69%	53%	0	0%	0	0%	65%	50%	26%
	Upper	0	0%	0	0%	27%	31%	47%	0	0%	0	0%	27%	36%	73%
	Unknown	0	0%	0	0%	0%	0%	0%	0	0%	0	0%	0%	14%	1%
Total	0		0					0		0					
SMALL BUSINESS SECURED BY RE		Count		Dollar		% of Small Businesses within the Tract	Aggregate 2011 %	Aggregate 2011 \$ %	Count		Dollar		% of Small Businesses within the Tract	Aggregate 2012 %	Aggregate 2012 \$ %
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
	Low	0	0%	0	0%	10%			0	0%	0	0%	0%		
	Moderate	0	0%	0	0%	9%			0	0%	0	0%	26%		
	Middle	0	0%	0	0%	49%			1	100%	59	100%	43%		
	Upper	0	0%	0	0%	31%			0	0%	0	0%	31%		
	Unknown	0	0%	0	0%	0%			0	0%	0	0%	0%		
Total	0		0					1		59					

Originations & Purchases

2011 D&B Information Based Upon 2000 Census Boundaries; 2012 D&B Information Based Upon 2010 Census Boundaries

Borrower Distribution of HMDA Loans & Small Business/Small Farm Lending By Revenue and Loan Size
Charleston WV MSA

PRODUCT TYPE	Borrower Income Levels	Bank Lending, Demographic Data, and Aggregate Lending Comparison 2011							Bank Lending, Demographic Data, and Aggregate Lending Comparison 2012 - 2013, where applicable							
		Bank		Families by Family Income	Count Aggregate	Dollar Aggregate	Bank		Families by Family Income	Count Aggregate 2012	Dollar Aggregate 2012					
		Count	Dollar				Count	Dollar								
#	%	\$ (000s)	\$ %	%	%	%	#	%	\$ (000s)	\$ %	%	%				
HOME PURCHASE	Low	11	5%	830	2%	19%	7%	3%	22	5%	1,632	2%	18%	6%	3%	
	Moderate	35	16%	3,684	10%	17%	19%	12%	61	15%	7,376	11%	18%	18%	12%	
	Middle	64	29%	8,429	23%	20%	24%	20%	101	25%	14,444	21%	21%	25%	21%	
	Upper	104	48%	23,630	64%	44%	41%	57%	216	53%	45,171	65%	44%	42%	57%	
	Unknown	3	1%	472	1%	0%	9%	8%	4	1%	472	1%	0%	9%	8%	
	Total	217		37,045					404		69,095					
REFINANCE	Low	8	3%	418	1%	19%	5%	2%	16	4%	1,053	2%	18%	5%	2%	
	Moderate	29	12%	2,599	7%	17%	12%	7%	57	13%	5,226	8%	18%	12%	7%	
	Middle	59	24%	6,045	17%	20%	19%	14%	101	23%	10,887	17%	21%	20%	15%	
	Upper	144	59%	25,203	72%	44%	51%	62%	236	54%	42,344	66%	44%	52%	63%	
	Unknown	6	2%	910	3%	0%	13%	14%	29	7%	4,506	7%	0%	11%	13%	
	Total	246		35,175					439		64,016					
HOME IMPROVEMENT	Low	0	0%	0	0%	19%	11%	4%	0	0%	0	0%	18%	10%	4%	
	Moderate	3	30%	222	28%	17%	20%	13%	3	12%	102	5%	18%	17%	8%	
	Middle	4	40%	307	39%	20%	21%	18%	8	32%	485	22%	21%	22%	18%	
	Upper	3	30%	255	33%	44%	42%	55%	14	56%	1,605	73%	44%	47%	65%	
	Unknown	0	0%	0	0%	0%	5%	10%	0	0%	0	0%	0%	4%	4%	
	Total	10		784					25		2,192					
HMDA TOTALS	Low	19	4%	1,248	2%	19%	6%	3%	38	4%	2,685	2%	18%	6%	2%	
	Moderate	67	14%	6,505	9%	17%	15%	9%	121	14%	12,704	9%	18%	14%	9%	
	Middle	127	27%	14,781	20%	20%	21%	15%	210	24%	25,816	19%	21%	22%	17%	
	Upper	251	53%	49,088	67%	44%	46%	55%	466	54%	89,120	66%	44%	47%	59%	
	Unknown	9	2%	1,382	2%	0%	12%	18%	33	4%	4,978	4%	0%	10%	14%	
	Total	473		73,004					868		135,303					
SMALL BUSINESS REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %	
		#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %				
	\$1 Million or Less	11	33%	452	8%	88%	43%	43%	22	36%	2,105	20%	88%	36%	40%	
	Over \$1 Million	13	39%	3,322	60%	7%			23	38%	6,299	59%	7%			
	Revenue Not Reported	9	27%	1,780	32%	5%			16	26%	2,252	21%	5%			
	Total	33		5,554					61		10,656					
SMALL BUSINESS LOAN SIZE	\$100,000 or Less	22	67%	876	16%		83%	19%	34	56%	1,393	13%		87%	21%	
	\$100,001 - \$250,000	4	12%	640	12%		8%	19%	15	25%	3,134	29%		6%	17%	
	\$250,001 - \$1 Million	7	21%	4,038	73%		9%	62%	12	20%	6,129	58%		7%	62%	
	Total	33		5,554					61		10,656					
	SMALL FARM REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
			#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
\$1 Million or Less		0	0%	0	0%	98%	62%	54%	0	0%	0	0%	99%	57%	96%	
Over \$1 Million		0	0%	0	0%	2%			0	0%	0	0%	1%			
Revenue Not Reported		0	0%	0	0%	0%			0	0%	0	0%	0%			
Total		0		0					0		0					
SMALL FARM LOAN SIZE	\$100,000 or Less	0	0%	0	0%		85%	26%	0	0%	0	0%		86%	26%	
	\$100,001 - \$250,000	0	0%	0	0%		0%	0%	0	0%	0	0%		7%	14%	
	\$250,001 - \$500,000	0	0%	0	0%		15%	74%	0	0%	0	0%		7%	60%	
	Total	0		0					0		0					
	SMALL BUSINESS SECURED BY REVENUE		Count		Dollar		% of Total Businesses	Aggregate %	Aggregate \$ %	Count		Dollar		% of Total Businesses	Aggregate 2012 %	Aggregate 2012 \$ %
			#	%	\$ (000s)	\$ %				#	%	\$ (000s)	\$ %			
\$1 Million or Less		0	0%	0	0%	88%			0	0%	0	0%	88%			
Over \$1 Million		0	0%	0	0%	7%			0	0%	0	0%	7%			
Revenue Not Reported		0	0%	0	0%	5%			1	100%	59	100%	5%			
Total		0		0					1		59					
SMALL BUSINESS SECURED BY REVENUE LOAN SIZE	\$100,000 or Less	0	0%	0	0%				1	100%	59	100%				
	\$100,001 - \$250,000	0	0%	0	0%				0	0%	0	0%				
	\$250,001 - \$1 Million	0	0%	0	0%				0	0%	0	0%				
	Total	0		0					1		59					

Originations & Purchases
Aggregate data is unavailable for loans to businesses with revenue over \$1 million or where the revenue is unknown.
2011 D&B Information Based Upon 2000 Census; 2012 D&B Information Based Upon 2010 Census

APPENDIX F

GLOSSARY OF TERMS

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

Census tract: 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 statistical areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

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

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

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved Non-metropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
 - a. Rates of poverty, unemployment, and population loss; or
 - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

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-scope review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (for example, geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (for example, innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

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

Home mortgage loans: Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancings of home improvement and home purchase loans.

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-scope review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (for example, 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 metropolitan area/assessment area.

Metropolitan area (MA): A metropolitan statistical area (MSA) or a metropolitan division (MD) as defined by the Office of Management and Budget. A MSA is a core area containing at least one urbanized area of 50,000 or more inhabitants, together with adjacent communities having a high degree of economic and social integration with that core. A MD is a division of a MSA based on specific criteria including commuting patterns. Only a MSA that has a population of at least 2.5 million may be divided into MDs.

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. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial 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.

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