

# **PUBLIC DISCLOSURE**

October 13, 2015

## **COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION**

Banco Popular North America  
RSSD No. 2736291

85 Broad Street  
New York, New York 10004

Federal Reserve Bank of New York  
33 Liberty Street  
New York, New York 10045

**NOTE:** This document is an evaluation of this institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, 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:** Banco Popular North America (“BPNA”) is rated **“SATISFACTORY.”**

*The following table indicates the performance of Banco Popular North America with respect to the lending, investment and service tests.*

PERFORMANCE LEVELS	<u>BANCO POPULAR NORTH AMERICA</u>		
	PERFORMANCE TESTS		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	<b>X</b>	<b>X</b>	<b>X</b>
Low Satisfactory			
Needs to Improve			
Substantial Noncompliance			

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

The major factors supporting the institution’s rating follow:

- The overall volume of home purchase, refinance, home improvement, multifamily and small business loans originated reflected adequate responsiveness to the credit needs of Banco Popular North America’s assessment areas;
- The overall geographic distribution of lending reflects excellent penetration in low and moderate income geographies;
- The overall distribution of lending among borrowers of different income levels and businesses of different sizes was adequate;
- The bank made a relatively high level of community development loans;
- The bank provided a significant level of qualified community development investments and grants;
- Retail delivery systems were accessible to geographies and individuals of differing income levels and businesses of different sizes within the assessment areas; and
- The bank provided a relatively high level of community development services throughout its assessment areas.

## INSTITUTION

### DESCRIPTION OF INSTITUTION\*

<b>Total assets</b>	<b>\$7.5 billion</b>
<b>Net loans &amp; leases</b>	<b>\$4.5 billion</b>
<b>Total domestic deposits</b>	<b>\$4.8 billion</b>
<b>Number of branches</b>	<b>49</b>
<b>Headquarters</b>	<b>New York, NY</b>
<b>Bank holding company</b>	<b>Banco Popular North America, Inc.</b>

\*Data as of June 30, 2015

Banco Popular North America (“BPNA” or “the bank”), also referred to as Popular Community Bank, is headquartered in New York, NY, and is a principal subsidiary of Popular North America, Inc., a bank holding company. Banco Popular North America, Inc. is one of several banking entities owned indirectly by Popular, Inc., a diversified, publicly owned bank holding company located in Hato Rey, Puerto Rico.

BPNA is primarily engaged in retail and commercial banking services. As of June 30, 2015, BPNA operated 49 branches in three states: New York, New Jersey, and Florida. The bank’s largest presence is in the combined New York-New Jersey Metropolitan Area, with 80% of all branches located in these states. BPNA’s assets totaled approximately \$7.5 billion and net loans and leases totaled \$4.5 billion, representing 60% of the bank’s total assets. Domestic deposits totaled \$4.8 billion, and total real estate loans were \$3.5 billion. Of the total dollar amount of real estate loans, \$1.4 billion, or 40%, were secured by one- to four-family residential properties and \$572 million, or 16%, were secured by multi-family properties of 5 or more residential units. BPNA has demonstrated the ability to meet various credit needs based on its financial condition and size.

In the third and fourth quarters of 2014, BPNA exited their markets in Illinois, California, and central Florida due to unprofitability and sold those branches to other financial institutions. In addition, the bank closed and consolidated two other branches; one in New Jersey and one in Miami, Florida. In the first quarter 2015, BPNA purchased two branches from Doral Bank; both are located in New York, New York.

BPNA’s assessment areas prior to the sales consisted of one multistate Metropolitan Statistical Area (“MSA”) assessment area and MSA assessment areas in three states. A description of the assessment areas follow:

#### Multistate MSA

- MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA), consisting of:

- Metropolitan Division (“MD”) 35614 (New York-Jersey City-White Plains, NY-NJ), including Bronx, Kings, New York, and Queens Counties in New York State and Hudson and portions of Middlesex County and Passaic County in New Jersey.
- MD 35084 (Newark-Union, NJ-PA), including Essex and Union Counties in New Jersey.

### **State of California**

- MSA 31080 (Los Angeles-Long Beach-Anaheim, CA), consisting of:
  - MD 31084 (Los Angeles-Long Beach-Glendale, CA), including Los Angeles County.
  - MD 11244 (Anaheim-Santa Ana-Irvine, CA), including Orange County.
- MSA 41740 (San Diego-Carlsbad, CA), including portions of San Diego County.

### **State of Florida**

- MSA 33100 (Miami-Fort Lauderdale-West Palm Beach, FL), consisting of:
  - MD 22744 (Fort Lauderdale-Pompano Beach-Deerfield Beach, FL), including Broward County.
  - MD 33124 (Miami-Miami Beach-Kendall, FL), including Miami-Dade County.
- MSA 36740 (Orlando-Kissimmee-Sanford, FL), including Orange County, Seminole County, and portions of Osceola County.

### **State of Illinois**

- MSA 16980 (Chicago-Joliet-Naperville, IL-IN-WI), consisting of:
  - MD 16974 (Chicago-Joliet-Naperville, IL), including Cook and DuPage Counties, and portions of Kane County.

BPNA changed its assessment areas since the prior examination as a result of the sales of all their branches located in Illinois, California, and central Florida. Based on the 2010 Census, BPNA’s total combined assessment areas prior to the sale had 8,834 census tracts. The combined assessment areas contain 985, or 11.0%, low-income tracts and 2,262, or 26.0%, moderate-income tracts. Following the sales of the branches, BPNA’s total combined assessment areas now has 3,548 census tracts, a decrease of 5,286 census tracts since the previous Community Reinvestment Act (“CRA”) examination. The post-sale assessment areas have 507, or 14.0%, low-income tracts, and 1,309, or 37.0%, moderate-income tracts.

During the evaluation period, MD 35614 in the MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) was formed out of MD 35644 and MD 20764 was eliminated when a new set of delineations for metropolitan areas was released by the Office of Management and Budget (“OMB”) in Bulletin 13-01 “Revised Delineations of Metropolitan Statistical Areas, Micropolitan Statistical Areas, and Combined Statistical Areas, and Guidance on Uses of the Delineations of These Areas” released in February 2013. The impact of this change on BPNA was limited to the transfer of the partial Middlesex County assessment area to MD 35614. Also resulting from the 2013 OMB changes,

MSA 31100 (Los Angeles-Long Beach-Santa Ana, CA) was renamed MSA 31080 (Los Angeles-Long Beach-Anaheim, CA). The change was in the name only and not in the geographic composition of the MSA, which remained unchanged.

BPNA's assessment areas are in compliance with the requirements of 12 CFR §228.41 and do not arbitrarily exclude low- and moderate-income geographies. Additional assessment area data can be found in Exhibit I on page 7. There are no financial or legal factors that would prevent BPNA from fulfilling its responsibility under CRA.

### **Previous Public Evaluation**

BPNA received a Satisfactory rating as a result of the July 15, 2013 CRA Performance Evaluation conducted by the Federal Reserve Bank of New York. The lending test was rated Low Satisfactory, the investment test was rated High Satisfactory and the service test was rated Outstanding.

### **SCOPE OF EXAMINATION**

#### **Procedures**

BPNA's CRA performance was reviewed using the Federal Financial Institutions Examination Council's ("FFIEC") Interagency CRA Procedures for Large Institutions, which consist of the lending test, investment test, and service test.

#### **Products**

Home purchase, refinance, home improvement, and multi-family loans reportable under the Home Mortgage Disclosure Act ("HMDA") and small business loans reportable under CRA were analyzed. Examiners verified the integrity of the 2013 and 2014 HMDA and small business loan data reported by BPNA. The inclusion of consumer loans is optional under the CRA regulation and BPNA chose not to report consumer loans at this exam. Small farm loans were not analyzed as the volume was insufficient. Multifamily loans qualifying as community development loans were also considered in the evaluation of community development lending.

#### **Examination Period**

HMDA-related and small business loans originated between January 1, 2013 and December 31, 2014 were used in the analysis. Loans, investments, philanthropic grants, and services provided between July 1, 2013 and June 30, 2015 were evaluated as qualifying community development activities.

#### **Lending Distribution Analysis**

Borrower and geographic loan distribution analyses were based on loan activity in BPNA's assessment areas. BPNA's performance was compared to 2010 Census demographic data. To evaluate the geographic distribution, the proportion of home purchase, refinance, and home

improvement loan originations in LMI and non-LMI geographies was compared to the proportion of owner-occupied housing units located in those geographies. For multi-family loans, the proportion of multi-family loan originations was compared to the proportion of rental housing units located in those geographies. For small business loans, the analysis compared the proportion of loan originations in LMI and non-LMI geographies with the proportion of businesses located in those geographies. Performance in low-income and moderate-income geographies was analyzed separately. The analysis took into account lending opportunities in low-income census tracts relative to moderate-income tracts as indicated by demographic data and aggregate lending patterns.

To analyze the distribution of home purchase, refinance, and home improvement lending by borrower characteristics, the proportion of originations to LMI borrowers was compared to the proportion of LMI families residing in the assessment area. Income estimates from the FFIEC were used to categorize borrower income. Multi-family lending was not applicable for borrower characteristics analysis. For small business lending, BPNA's proportion of loans to businesses with gross annual revenues ("GAR") of \$1 million or less, based on Dun & Bradstreet ("D&B") data, was compared to the proportion of all such businesses located in the assessment area. The size of the small business loans was also used as a proxy to identify lending to smaller businesses.

Borrower and geographic distribution analyses were based on BPNA's 2013 and 2014 performance compared, respectively, to the 2013 and 2014 performance data for the aggregate of all loan reporters in the assessment areas.

### **Community Development Activity Analysis**

Community development activities were reviewed to determine that the activities qualify as community development and that the activities benefit the bank's assessment areas. Qualified community development activities were analyzed from both the quantitative and qualitative perspectives to better understand the volume of activity impacting a particular assessment area, the innovativeness of those activities, and the responsiveness to local community development and credit needs. When appropriate, peer comparisons were conducted using annualized metrics to gauge the relative performance of the institution in a particular assessment area.

### **Deriving Overall Conclusions**

Full-scope reviews were conducted for all MSA assessment areas except for the MSA 36740 (Orlando-Kissimmee-Sanford, FL) and MSA 41740 (San Diego-Carlsbad, CA) assessment areas, which were reviewed as limited-scope assessment areas because BPNA had limited branches, branch deposits, and lending in those assessment areas, and because the bank sold all branches in those MSAs in September and November 2014, respectively.

BPNA's performance in multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) received the most weight in determining the overall rating because of the high concentration of deposits, branches, and lending in this multistate assessment area. The state of California had the second highest weight in determining the bank's overall rating.



In reaching a conclusion about BPNA’s overall performance within an individual assessment area, products were weighted based on their volume in that area. For additional details, see Exhibit I on page 7, which contains a summary of assessment area data for all rated areas.

Demographic and economic information also impacts BPNA’s performance context and is discussed in detail within each full-scope area. Information was obtained from publicly available sources including the U.S. Department of Commerce’s Bureau of the Census 2010, National Association of Realtors, the U.S. Department of Labor, and the U.S. Department of Housing and Urban Development (“HUD”).

<b>Exhibit I</b>					
<b>Summary of Key Assessment Area Data</b>					
	<b>Multi-State MSA 35620</b>	<b>State of California</b>	<b>State of Florida</b>	<b>State of Illinois</b>	<b>Totals</b>
<b>Total Population<sup>4</sup></b>	<b>10,266,675</b>	<b>12,078,086</b>	<b>6,001,593</b>	<b>6,257,748</b>	<b>34,604,102</b>
Population % of AA population	30%	35%	17%	18%	100%
Families	2,316,786	3,376,659	1,410,459	1,474,491	8,578,395
Families % of AA families	27%	39%	16%	17%	100%
<b>Total Census Tracts<sup>4</sup></b>	<b>2,667</b>	<b>3,408</b>	<b>1,198</b>	<b>1,561</b>	<b>8,834</b>
Tracts % AA tracts	30%	39%	14%	18%	100%
LMI tracts	1,265	1,220	379	631	3,495
LMI tracts % all AA LMI tracts	36%	35%	11%	18%	100%
<b>Total Owner-Occupied Units<sup>4</sup></b>	<b>1,322,198</b>	<b>2,573,527</b>	<b>1,335,588</b>	<b>1,456,623</b>	<b>6,687,936</b>
Units % of AA units	20%	38%	20%	22%	100%
<b>Business Establishments<sup>5</sup></b>	<b>434,299</b>	<b>774,262</b>	<b>421,874</b>	<b>259,250</b>	<b>1,889,685</b>
Bus. est. % AA bus. est.	23%	41%	22%	14%	100%
<b>Number of Branches<sup>1</sup></b>	<b>39</b>	<b>19</b>	<b>20</b>	<b>12</b>	<b>90</b>
Branches % all branches	43%	21%	22%	13%	100%
Branches in LMI tracts	27	7	8	5	47
LMI branches % AA LMI branches	57%	15%	17%	11%	100%
<b>Branch Deposits (\$'000s)<sup>2</sup></b>	<b>2,639,087</b>	<b>1,101,807</b>	<b>1,252,340</b>	<b>884,290</b>	<b>5,877,524</b>
Deposits % AA deposits	45%	19%	21%	15%	100%
Deposit Market Share (%) / Rank in Market*	.19%/41	.10%/59	.27%/39	.25%/43	
<b>Home Purchase Originations<sup>3</sup></b>	<b>20</b>	<b>49</b>	<b>38</b>	<b>18</b>	<b>125</b>
HP originations % AA orig.	16%	39%	30%	14%	100%
<b>Refinance Originations<sup>3</sup></b>	<b>66</b>	<b>214</b>	<b>111</b>	<b>85</b>	<b>476</b>
Refi orig. % AA orig.	14%	45%	23%	18%	100%
<b>Home Improvement Originations<sup>3</sup></b>	<b>78</b>	<b>60</b>	<b>63</b>	<b>35</b>	<b>236</b>
Home Improvement orig. % AA orig.	33%	25%	27%	15%	100%
<b>Multifamily Originations<sup>3</sup></b>	<b>45</b>	<b>177</b>	<b>108</b>	<b>118</b>	<b>448</b>
Multifamily orig. % AA orig.	19%	75%	46%	50%	190%
<b>Small Business Originations<sup>3</sup></b>	<b>124</b>	<b>141</b>	<b>162</b>	<b>191</b>	<b>618</b>
SB orig. % AA orig.	20%	23%	26%	31%	100%
<b>Combined Loan Totals</b>	<b>333</b>	<b>641</b>	<b>482</b>	<b>447</b>	<b>1,903</b>
% of AA Orig.	17%	34%	25%	23%	100%

(1) Branch numbers are as of 6/30/2014. Branches in California, Illinois and the Orlando, Florida MSA were sold in 3rd and 4th quarters of 2014. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/14. (3) Originations are loans reported under HMDA or CRA Small Business reporting for 2013 and 2014. (4) Demographic information was obtained from the 2010 Census. (5) Business establishments information was reported by Dun & Bradstreet for 2014.

## CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS

### LENDING TEST

BPNA's overall performance in meeting the credit needs of its assessment areas under the lending test is rated high satisfactory, given the economic and competitive environment. Lending levels reflect adequate responsiveness to community needs and a high percentage of loans are made in the bank's assessment areas. The bank's performance with regard to the geographic distribution of loans reflects excellent penetration throughout the assessment areas. The distribution of borrowers reflects adequate penetration among customers of different income levels and businesses of different sizes. Also, the bank makes a relatively high level of community development loans.

#### Lending Activity

BPNA's responsiveness to the retail credit needs of its assessment areas was adequate, given the bank's capacity to meet assessment area credit needs, overall market conditions and performance context factors. This conclusion is based on good performance in the state of Florida and adequate performance in multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) and the States of California and Illinois.

Overall, 2,521 home purchase, refinance, home improvement, multi-family, and small business loans were made during the evaluation period, totaling \$1.328 billion as indicated in Exhibit II below

<b>EXHIBIT II SUMMARY OF LENDING ACTIVITY January 1, 2013 – December 31, 2014</b>				
<b>LOAN TYPE</b>	<b>#</b>	<b>%</b>	<b>\$(000s)</b>	<b>%</b>
HMDA Home Purchase	256	10	\$151,941	12
HMDA Refinancings	800	32	\$361,077	27
HMDA Home Improvement	279	11	\$19,362	1
HMDA Multi-Family	484	19	\$587,825	44
<b>Total HMDA-related</b>	<b>1,819</b>	<b>72</b>	<b>\$1,120,205</b>	<b>84</b>
<b>Total Small Business</b>	<b>702</b>	<b>28</b>	<b>\$207,823</b>	<b>16</b>
<b>TOTAL LOANS</b>	<b>2,521</b>	<b>100</b>	<b>\$1,328,028</b>	<b>100</b>

#### Assessment Area Concentration

A high percentage of the loans originated by BPNA were extended in the bank's assessment areas as detailed in Exhibit III on page 9. As noted in the table, BPNA extended 76% of its loans by number and 72% of the loans by dollars to individuals and business residing in or located within its assessment areas.

Exhibit III Lending Inside and Outside the Assessment Area January 1, 2013 - December 31, 2014								
Loan Types	Inside				Outside			
	#	%	\$(000s)	%	#	%	\$(000s)	%
HMDA Home Purchase	124	49	\$62,323	41	131	51	\$89,618	59
HMDA Refinancings	476	60	\$165,456	46	324	40	\$195,621	54
HMDA Home Improvements	236	85	\$17,023	88	43	15	\$2,339	12
HMDA Multi-Family	448	93	\$534,834	91	36	7	\$52,991	9
<b>Total HMDA related</b>	<b>1,284</b>	<b>71</b>	<b>\$779,636</b>	<b>70</b>	<b>534</b>	<b>29</b>	<b>\$340,569</b>	<b>30</b>
<b>Total Small Business related</b>	<b>618</b>	<b>88</b>	<b>\$176,475</b>	<b>85</b>	<b>84</b>	<b>29</b>	<b>\$313,148</b>	<b>15</b>
<b>TOTAL LOANS</b>	<b>1,903</b>	<b>76</b>	<b>\$956,111</b>	<b>72</b>	<b>618</b>	<b>24</b>	<b>\$371,917</b>	<b>28</b>

### Geographic Distribution

The overall geographic distribution of HMDA-related and small business loans reflected excellent penetration in LM geographies. This conclusion is based on excellent penetration in the multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA), and good lending penetration in the states of California, Florida, and Illinois. The analysis considered performance context factors, such as the number of owner-occupied units in LMI geographies and the market aggregate's performance.

### Borrower Distribution

BPNA's overall distribution of loans among borrowers of different income levels and businesses of different sizes was adequate, based on adequate distribution in the multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) and in the States of California and Illinois while distribution in the state of Florida was poor. In making this conclusion, consideration was given for the very limited lending opportunities available in some assessment areas, as denoted in the low number of loans made by the aggregate.

### Community Development Lending

BPNA makes a relatively high level of community development loans. As shown in the table, the bank originated 357 qualified community development loans in its assessment area totaling \$497 million. Substantially all of these loans were new commitments. Most of these loans support affordable housing, which is identified as a need throughout the bank's assessment areas.

BPNA's community development lending performance was excellent in the multistate assessment area of MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA), and in Florida, while performance in California was good and performance in Illinois was adequate. The bank's community development

Community Development Lending		
Purpose	#	\$(000s)
Affordable Housing	297	\$305,328
Community Services	23	\$66,666
Economic Development	21	\$56,038
Revitalize and Stabilize	16	\$69,364
<b>Totals</b>	<b>357</b>	<b>\$497,396</b>

lending volume exceeded similarly-situated banks in Florida and was comparable to other similarly situated banks in all other full-scope assessment areas.

BPNA’s community development lending was responsive to community needs. The community development loans originated during the evaluation period were for a variety of purposes, including financing of affordable housing (61%); promotion of economic development (11%), including job creation; and revitalization of targeted communities located in low- and moderate-income tracts (14%); and community development services that benefited LMI individuals (13%).

**INVESTMENT TEST**

BPNA’s performance under the investment test is rated high satisfactory based on a significant level of qualified investments and grants made in the multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) and in the states of California, Florida, and Illinois. The analysis considered performance context factors related to affordable housing.

Qualified investments totaled \$51.4 million over the period of July 1, 2013 through June 30, 2015. In comparison, during the prior evaluation the bank had \$57 million in qualified investments, over a period of 30 months. Qualified investments increased by 11% on an annualized basis when compared to investment activity noted at the previous evaluation. Of the total, \$32.8 million, or 64%, were new investments made during this evaluation period. Of the total new investments, \$1.2 million were grants and donations.

BPNA exhibited good responsiveness to credit and community development needs, although the bank made rare use of complex investments to support community development initiatives. Qualified investments primarily targeted affordable housing initiatives, mostly through investments in mortgage-backed securities (“MBS”). Of the total qualified investments,

<b>Community Development Investments</b>		
<b>Purpose</b>	<b>#</b>	<b>\$('000s)</b>
Affordable Housing	39	50,227
Community Services	151	982
Economic Development	36	264
Revitalize & Stabilize	1	<1
<b>Total</b>	<b>227</b>	<b>51,473</b>

\$50.2 million, or 97%, were MBS, which are not considered innovative or complex. While MBS are qualified investments that provide some liquidity to the market, they are viewed qualitatively as less responsive to community development needs of LMI communities than more direct investments.

Community services activity totaled \$982 thousand, or 2%, of total investment activity and economic development activity, through investments in small businesses or organizations that support small businesses, totaled \$264 thousand, or 1%, of total activity. There is a negligible amount of revitalization and stabilization activity.

Since BPNA adequately addressed the community development needs of its various assessment areas, consideration was given to qualified investments made in BPNA’s broader statewide area that

includes the assessment area. As such, the review of BPNA's performance in the various assessment areas included statewide qualified investment activity.

## **SERVICE TEST**

BPNA's performance under the Service Test is rated high satisfactory based on outstanding performance in multistate MSA 35620 (New York-Newark-Jersey City,-NY-NJ-PA) and the State of Florida, high satisfactory performance in the State of Illinois and low satisfactory performance in the State of California.

### **Retail Services**

Branches were readily accessible to the bank's geographies and individuals of different income levels in the bank's assessment area. As of June 30, 2014, BPNA operated 90 branches; however, between August and November 2014, BPNA sold 41 branches in California, Illinois, and central Florida. Of the remaining 49 branches, 8, or 16%, were located in low-income tracts and 23, or 47%, were in moderate-income tracts, comparing very favorably to the overall assessment area population. According to the 2010 Census, 10% of the overall population resides in low-income areas, and 29% resides in moderate-income areas.

In addition to the 41 branches previously mentioned, BPNA closed and relocated two branches during the evaluation period; however, the changes generally did not adversely affect overall accessibility of delivery systems. Neither branch was located in an LMI area.

Extended morning, evening, and Saturday hours were widely scheduled and tailored to the convenience and needs of the assessment areas, particularly LMI geographies and/or LMI individuals. All of BPNA's branches had extended morning, evening and/or Saturday hours.

Alternative delivery systems enhanced BPNA's performance. BPNA provides services through a website that is available in both English and Spanish, toll-free telephone, online banking, daily account reporting via email or fax, mobile check deposits, and account alerts via email and text messaging. BPNA also operated three off-site ATMs and has a business relationship with a third-party vendor that provided BPNA's customers use, free of charge, of a network with over 5,000 ATMs inside of BPNA's assessment areas, of which 34% are in LMI tracts.

### Community Development Services

BPNA provides a relatively high level of community development services throughout its assessment areas. During the evaluation period, BPNA provided approximately 780 community development services. Although this is a decrease of 28% compared to the prior evaluation period, the decrease may be attributed to BPNA’s exit from four assessment areas (Illinois; Los Angeles and San Diego, California; and central Florida) and the resulting sale of 43 branches. Qualified services primarily consisted of sponsoring and participating in a significant number of financial literacy seminars targeting LMI individuals and providing financially-related technical services to community organizations throughout the assessment areas.

<b>Community Development Services</b>	
Financial Literacy Seminars	651
Technical Assistance / Community Service	57
Small Business Seminars	55
Mortgage Education Seminars	17
<b>Total</b>	<b>780</b>

In addition, a total of 38 BPNA management and staff provided 54 qualified service activities by serving as board members or acting as key committee members of 52 community development organizations that covered a wide spectrum of activities, including economic and business development, affordable housing, education, health services and numerous other activities that aid LMI individuals.

The following are examples of community development services provided by BPNA:

- BPNA offers a free checking account with features that are more favorable to LMI persons than the basic banking accounts mandated by New York State and New Jersey. BPNA’s account has no minimum balance requirement, and offers free access to more than 35,000 ATMs nationwide, a free debit card, and free online and mobile banking with bill pay.
- In conjunction with the New York City Department of Consumer Affairs, BPNA offers the NYC Safe Start Savings Account, which is part of NYC’s program to integrate unbanked individuals into the financial system. The account is an affordable starter savings account, requiring a low minimum balance, with no monthly fees provided the minimum balance is met. Customers have unlimited free access to BPNA ATMs.
- BPNA offers a free checking account for small businesses that requires no minimum balance, has no monthly fee, and provides unlimited BPNA ATM access. The account is offered throughout BPNA’s assessment areas.
- BPNA partnered with Operation HOPE, a not-for-profit organization with a mission to serve the underserved and struggling working class, providing financial literacy to local communities. Since 2013, BPNA employees volunteered as instructors in LMI communities on various occasions. BPNA management continued to serve on the board of Operation HOPE.

- BPNA maintained a partnership with Junior Achievement in its various assessment areas. Bank employees volunteered in LMI areas or in schools where a significant majority of students are eligible for free or reduced-cost lunch, teaching various business subjects. BPNA management also served on the board of several Junior Achievement chapters throughout BPNA's assessment areas.
- BPNA management and staff act as board and committee members for an alternative lending organization dedicated to providing micro-financing credit and other business services to small business owners who do not have access to traditional sources of financing.

### **FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act") established the Consumer Financial Protection Bureau ("CFPB"). In general, the Dodd-Frank Act gives the CFPB, among other things, primary supervisory authority over insured depository institutions with total assets of more than \$10 billion when assessing compliance with the requirements of Federal consumer financial laws. The Federal Reserve, however, retains authority to enforce compliance with BPNA's CRA and certain other consumer compliance laws and regulations.

BPNA is in compliance with the substantive provisions of the anti-discrimination laws and regulations. No evidence of discriminatory or other illegal credit practices was identified as being inconsistent with helping to meet community credit needs.



## MULTISTATE METROPOLITAN AREA

### ***CRA RATING FOR MSA 35620 (NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA): SATISFACTORY***

***The Lending Test is rated: High Satisfactory.***

***The Investment Test is rated: High Satisfactory.***

***The Service Test is rated: Outstanding.***

The major factors supporting the rating include the following:

- Lending levels reflect adequate responsiveness to assessment area credit needs;
- The geographic distribution of loans reflects excellent penetration in the assessment area;
- The bank was a leader in community development lending;
- Adequate distribution of loans among individuals of different income levels and businesses of different sizes;
- A significant level of qualified investments with good responsiveness to credit and community development needs;
- Readily accessible retail delivery systems to geographies and individuals of different income levels; and,
- The bank is a leader in providing community development services in the assessment area.

### **SCOPE OF EXAMINATION**

Examiners conducted a full-scope review of multistate MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA) based on deposit concentration, lending volume, and branch office network. As shown in Exhibit I on page 7, activities in the multistate MSA made up a significant proportion of BPNA's operations, with 45% of the bank's deposits, 43% of branches, and 17% of assessment area loans. As such, this assessment area was weighted most heavily when deriving BPNA's overall CRA rating.

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN MSA 35620 (NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA)**

As of December 31, 2014, BPNA had 39 branch locations in MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA), representing 43% of the bank's total branch network. A total of 27, or 69%, of BPNA's branches in the multistate MSA are located in LMI census tracts. Based on the Federal Deposit Insurance Corporation's ("FDIC") Deposit Market Share Report, BPNA held 45% of its total deposit base in the multistate MSA as of June 30, 2014. Of the bank's total HMDA-

related and small business originations made in the assessment areas, BPNA made 17% of its lending in the multistate MSA.

MSA 35620 is a highly competitive market, and home to some of the largest banking institutions in the United States. BPNA captured a deposit market share of 0.19%, ranking 41<sup>st</sup> in deposits among the 226 depository institutions operating in this assessment area.

### **Community Contacts**

Examiners conducted interviews with two community contacts in the multistate MSA. One contact, offers financial literacy education and affordable loans to individuals, to buy, improve, and keep their homes and businesses. The contact stressed the need for access to credit for small business owners and entrepreneurs.

The other contact commented on BPNA's performance stating that they offer banking products to traditionally underserved customers and take the time to understand which programs and products are being used and have the greatest impact. The contact also mentioned a growing need for small business loans in NYC and support for small businesses.

Both contacts commented that affordable housing is an intense need in the assessment area, particularly for LMI individuals residing in the MSA.

### **PERFORMANCE CONTEXT**

The following demographic and economic information was used to describe the assessment area and to evaluate the context in which BPNA operates. The information was obtained from publicly available sources, including the 2010 Census, the Federal Financial Institutions Examination Council ("FFIEC"), the U.S. Department of Labor ("DOL"), the U.S. Department of Housing and Urban Development ("HUD"), the National Association of Realtors ("NAR"), and the New York City Department of Housing Preservation and Development ("HPD").

#### *Demographic Characteristics*

BPNA's assessment area in multistate MSA 35620 consists of portions of two metropolitan divisions: MD 35614 (New York-Jersey City-White Plains, NY-NJ), and MD 35084 (Newark-Union, NJ-PA). According to the 2010 Census, the population of the assessment area was approximately 10.2 million, with 86% located in MD 35614, which primarily consists of New York City.

New York City is the most populous city in the United States, with an estimated 2010 population of 8.2 million. According to the 2010 Census, the population of New York City increased by 2% compared to the 2000 Census population data. New York City population alone accounts for about 40% of the total population of the state of New York. New York City is a very diverse area, resulting

from the city historically serving as a primary point of entry into the U.S. for immigrants, who tend to have lower incomes. The 2010 Census reports the number of foreign-born residents in New York City at slightly less than 3 million, or 37% of the area’s total population. Additionally, about 40% of New York City’s three million households are non-family households, which also tend to have lower incomes.

Approximately 49% of the assessment area population resides in LMI geographies, which are concentrated in New York City. According to the 2010 Census, LMI census tracts are concentrated in western Queens, northern Kings, upper New York, and Bronx Counties in New York, as well as the eastern portions of Passaic, Essex, Union and Hudson Counties in New Jersey. The 2010 Census data reported that assessment area demographic characteristics were unchanged when compared to the 2000 Census data. According to the 2010 Census, there are 2,667 census tracts located in MSA 35620, of which 1,265 or 47% are LMI tracts; whereas, under the 2000 Census, there were 2,700 census tracts, of which 1,207 or 45% were LMI tracts. The table below provides a summary of the Assessment Area Demographics for MSA 35620 (New York-Newark-Jersey City, NY-NJ-PA).

Income Characteristics

Of the 2.3 million families in the assessment area, 31.8% are considered low-income, 17.5% are moderate-income, and 15.3% have incomes below the poverty level. According to FFIEC data, median family incomes (“MFI”) throughout the assessment area decreased from 2013 to 2014. As shown in the table to the right, there is a wide disparity in income levels across the MSA. For example, in MD 35084, the MFI was \$96,300 in 2014 compared to a MFI of \$68,900 in New York City in 2014.

<b>FFIEC MEDIAN FAMILY INCOMES</b>		
<b>Area</b>	<b>2013</b>	<b>2014</b>
MD 35644 (New York City)	\$66,000	N/A
MD 35614 (New York City)	N/A	\$68,900
MD 35084	\$90,100	\$96,300
<i>State of New York</i>	<i>\$70,000</i>	<i>\$69,500</i>
<i>State of New Jersey</i>	<i>\$87,600</i>	<i>\$85,600</i>

According to the 2010 Census, 19% of all persons residing in New York City are living below the poverty level, compared to the national average of 15%. Poverty in Bronx County is even more concentrated with 26% of families living below the poverty level. Therefore, community development activities that target LMI individuals and families are particularly important in New York City.

## Assessment Area Demographics

### Assessment Area: MSA 35620

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	457	17.1	431,483	18.6	148,671	34.5	736,686	31.8
Moderate-income	808	30.3	755,820	32.6	135,534	17.9	406,172	17.5
Middle-income	753	28.2	610,368	26.3	51,922	8.5	390,848	16.9
Upper-income	584	21.9	518,982	22.4	18,046	3.5	783,080	33.8
Unknown-income	65	2.4	133	0	44	33.1	0	0
<b>Total Assessment Area</b>	<b>2,667</b>	<b>100.0</b>	<b>2,316,786</b>	<b>100.0</b>	<b>354,217</b>	<b>15.3</b>	<b>2,316,786</b>	<b>100.0</b>
	<b>Housing Units by Tract</b>	<b>Housing Types by Tract</b>						
		<b>Owner-Occupied</b>			<b>Rental</b>		<b>Vacant</b>	
		#	%	%	#	%	#	%
Low-income	717,673	69,512	5.3	9.7	581,432	81	66,729	9.3
Moderate-income	1,286,343	289,202	21.9	22.5	884,186	68.7	112,955	8.8
Middle-income	1,031,940	451,490	34.1	43.8	503,249	48.8	77,201	7.5
Upper-income	1,118,725	511,942	38.7	45.8	488,096	43.6	118,687	10.6
Unknown-income	518	52	0	10	375	72.4	91	17.6
<b>Total Assessment Area</b>	<b>4,155,199</b>	<b>1,322,198</b>	<b>100.0</b>	<b>31.8</b>	<b>2,457,338</b>	<b>59.1</b>	<b>375,663</b>	<b>9.0</b>
	<b>Total Businesses by Tract</b>	<b>Businesses by Tract &amp; Revenue Size</b>						
		<b>Less Than or = \$1 Million</b>			<b>Over \$1 Million</b>		<b>Revenue Not Reported</b>	
		#	%	#	%	#	%	#
Low-income	50,265	11.6	43,266	11.5	3,824	10.1	3,175	16.1
Moderate-income	98,413	22.7	87,239	23.2	6,063	16.1	5,111	25.9
Middle-income	96,827	22.3	86,046	22.8	6,642	17.6	4,139	20.9
Upper-income	177,118	40.8	151,443	40.2	18,740	49.7	6,935	35.1
Unknown-income	11,676	2.7	8,836	2.3	2,435	6.5	405	2
<b>Total Assessment Area</b>	<b>434,299</b>	<b>100.0</b>	<b>376,830</b>	<b>100.0</b>	<b>37,704</b>	<b>100.0</b>	<b>19,765</b>	<b>100.0</b>
<b>Percentage of Total Businesses:</b>				<b>86.8</b>		<b>8.7</b>		<b>4.6</b>

2014 FFIEC Census Data and 2014 D&B Information

### Housing Characteristics

According to the 2010 Census, the multistate-MSA assessment area contains 4.2 million housing units, of which 1.3 million, or 31.8%, are owner-occupied and 59.1% are rental. Of the available owner-occupied housing units, 5.3% are located in low-income tracts and 21.9% are located in moderate-income tracts. Rental units are the predominant type of housing units in LMI tracts. Rental units account for 81.0% of total housing units in low-income tracts and 68.7% in moderate-income tracts. In terms of total rental units in the assessment area, 23.7% and 36.0% are located respectively in low-income and moderate-income geographies. The large proportion of rental units in LMI tracts limits the bank's ability to make HMDA-related loans in those geographies.

The assessment area has a shortage of affordable housing for purchase. During the evaluation period, housing prices increased slightly. According to NAR, the median sales price for existing single-family homes in MD 35644 was \$462,000 in 2013 and for MD 35614 was \$466,200 in 2014. Low-income and high poverty in New York City, particularly outside of Manhattan, make it difficult for LMI families and many middle-income families in the assessment area to afford homes. In 2014, the median housing cost in MD 35614 was nearly 14 times the MFI for low-income borrowers and about 9 times the MFI for moderate-income borrowers. In MD 35084 (Union-Essex NJ), the median housing cost was nearly 10 times the MFI for low-income borrowers and 6 times the MFI for moderate-income borrowers.

The assessment area also has a shortage of affordable rental housing, which is in high demand due to the high purchase prices for homes. There is an increasing gap between renter incomes and the cost of rental housing. The sharp disparity between incomes and costs of either owned or rental housing is indicative of the intense need for affordable housing to meet the needs of LMI individuals.

According to census data, the overall vacancy rate in the assessment area is 9.0%, which is approximately the vacancy rate in LMI neighborhoods as well. This is well above the 5.0% threshold defined to be a housing emergency and used to justify the continuation of rent control and rent stabilization. Information from community contacts supports the need for affordable housing, especially programs for the lowest income New Yorkers. Community contacts also identified the need for programs to assist first-time homebuyers.

### Labor, Employment and Economic Characteristics

New York City is the main economic center of MSA 35620, and is a global hub of international business and commerce. The city is a major center for finance, insurance, and real estate in the U.S. Many major corporations are headquartered in New York City, including 43 Fortune 500 companies. New York City is also unique among U.S. cities for its large number of foreign corporations. The city is home to the world's largest international community, including the United Nations, and almost 2,000 foreign-based companies. More Fortune 500 financial services companies are headquartered in New York City than in any other U.S. city, and 18 of the top 20 foreign-owned banks have their U.S. headquarters in the city.

According to 2014 D&B data, there were 434,299 businesses operating in the assessment area, of which 11.6% were located in low-income areas and 22.7% in moderate-income areas. Of the total businesses operating in the assessment area, 86.8% were businesses with gross annual revenues (“GAR”) of \$1 million or less. Community contacts stressed the need for access to credit for small business owners and entrepreneurs.

As summarized in the chart at the right, overall unemployment rates reflect a downward trend and are returning to ranges not seen since before the great recession of 2008-2009. Unemployment levels varied within the assessment area, with higher unemployment rates in Essex and Passaic Counties in NJ.

Annual Unemployment Rates		
Area	2013	2014
MD 35644 (New York City)	7.5%	N/A
MD 35614 (New York City)	N/A	6.4
Essex County, NJ	7.7%	6.7%
Union County, NJ	6.8%	5.8%
Hudson County, NJ	7.3%	6.2%
Middlesex County, NJ	5.8%	4.7%
Passaic County, NJ	8.1%	6.9%
<i>State of New York</i>	<i>7.0%</i>	<i>5.8%</i>
<i>State of New Jersey</i>	<i>7.2%</i>	<i>6.3 %</i>
<i>Source: Bureau of Labor Statistics</i>		

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 35620 (NEW YORK-NEWARK-JERSEY CITY, NY-NJ-PA)**

**LENDING TEST**

BPNA’s performance under the lending test in MSA 35620 is rated high satisfactory. This conclusion is based on adequate lending activity, excellent geographic distribution, adequate borrower distribution, and in being a leader in extending community development loans. The data used to evaluate BPNA’s performance in this assessment area appears in Exhibit IV on page 26 and in Appendix D.

**Lending Activity**

Lending activity reflected adequate responsiveness to assessment area credit needs in relation to the bank’s capacity to lend and performance context factors. This was determined based on market share review, trend analysis, and comparison to peer banks. For the two-year evaluation period, BPNA’s overall trend in combined HMDA-related and small business lending volume reflects an increase of 6% compared to the previous evaluation. Comparisons to the aggregate over the same time period indicated that BPNA’s performance was above the aggregate, whose volume declined 6% over the same period.

Since the prior evaluation, BPNA’s market share of deposits in the assessment area decreased, while its market share of lending was relatively stable. Home purchase and multi-family market share declined while refinance, home improvement, and small business lending market share increased slightly. In 2014, BPNA had a deposit market share of 0.19%, and market shares of 0.01% in home

purchase, 0.10% in refinance, 1.36% in home improvement, 0.60% in multi-family and 0.06% in small business lending. In comparison, the 2013 market share of deposits was 0.81%, 0.04% in home purchase, 0.06% in refinance, 1.02% in home improvement, 0.90% in multi-family, and 0.02% in small business lending. Peer comparisons of the number of loans originated per million dollars of deposits indicated that BPNA’s performance was consistent with the performance of the seven other peer banks.

**Geographic Distribution**

The geographic distribution of HMDA-related and small business loans was excellent based on excellent performance in both low- and moderate-income census tracts. Opportunities for HMDA-related lending are limited due to the high percentage of rental housing units in the assessment area, particularly in LMI geographies.

BPNA demonstrated overall low penetration in census tracts of all income levels in MSA 35620. This can be attributed to the bank’s small market share of loans across all product types and the high competitiveness of this market, with 226 depository institutions operating in the assessment area. The chart below is a summary of the analysis of lending gaps in the assessment area.

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
<b>2013</b>			
Low	403	385	4%
Moderate	761	714	6%
Middle	777	735	5%
Upper	661	622	6%
Income Unknown	65	65	0%
<b>2014</b>			
Low	457	418	9%
Moderate	808	755	7%
Middle	753	719	5%
Upper	584	562	4%
Income Unknown	65	65	0%

*Home Purchase*

BPNA’s home purchase lending performance was good overall based on excellent performance in low-income geographies and adequate performance moderate-income geographies. In 2014, BPNA made 14.3% of its home purchase loans in low-income geographies. In comparison, the demographics of the assessment area indicate 5.3% of owner occupied housing units are located in low-income geographies. The market aggregate made 5.6% of its home purchase loans in low-income geographies in 2014. In terms of dollars, home purchase loans in low-income census tracts

accounted for 10.0% of loans, compared to the aggregate's 4.4%. Performance in 2013 was comparable to 2014's performance.

Performance in moderate-income geographies was adequate as BPNA made 28.6% of its home purchase loans in moderate-income geographies in 2014. Performance exceeded the demographics of the assessment area as 21.9% of owner-occupied housing units are located in moderate-income geographies and was above the performance of the market aggregate, which made 20.6% of its home purchase loans in moderate-income geographies. In terms of dollars, home purchase loans in moderate-income geographies accounted for 25.6% of loans, compared to the aggregate's 15.6%. In 2013, BPNA made 15.4% of its home purchase loans, accounting for 5.6% of dollars, in moderate-income geographies. Performance was below the market aggregate which made 17.9% of its home purchase loans, accounting for 13.3% of dollars, in moderate-income geographies.

### *Refinance*

BPNA's refinance performance was excellent overall based on excellent performance in moderate-income geographies and good performance in low-income geographies. In 2014, BPNA made 10.0% of its refinance loans in low-income geographies compared to 5.3% of owner-occupied housing units. Performance exceeded the market aggregate, which made 5.8% of its refinance loans in low-income geographies. In terms of dollars, refinance loans in low-income census tracts accounted for 6.1% of loans, compared to the aggregate's 4.8%. Performance in 2013 was lower as BPNA made 5.6% of refinance loans, accounting for 1.8% of dollars, in low-income geographies, but was above the performance of the market aggregate in terms of number of loans but below in terms of dollars. The aggregate made 3.7% of loans, accounting for 3.9% of dollars, in low-income geographies.

Performance in moderate-income geographies in 2014 was excellent as 36.7% of refinance loans were in moderate-income geographies compared to 21.9% of owner-occupied housing units. Performance was above the market aggregate which made 19.9% of its refinance loans in moderate-income geographies. In terms of dollars, refinance loans in moderate-income census tracts accounted for 19.1% of loans, compared to the aggregate's 15.6%. BPNA's performance in 2013 was lower than 2014's performance but above the market aggregate. BPNA made 27.8% of refinance loans, accounting for 15.9% of dollars, in moderate-income geographies compared to the performance of the market aggregate at 14.7% of loans in moderate-income geographies, accounting for 15.3% of dollars,

### *Home Improvement*

BPNA's home improvement performance was excellent based on excellent performance in both low- and moderate-income geographies. Home improvement performance in low-income geographies was excellent as 20.5% of home improvement loans were in low-income geographies compared to 5.3% of owner-occupied housing units and was above the performance of the market aggregate,



which made 5.7% of its home improvement loans in low-income geographies. In terms of dollars, home improvement loans in low-income census tracts accounted for 3.3% of loans, compared to the aggregate's 3.0%. Home improvement performance in 2013 was also excellent, as BPNA exceeded both the demographics and the aggregate.

Home improvement performance in moderate-income geographies was excellent as 36.4% of home improvement loans were in moderate-income geographies compared to 21.9% of owner-occupied housing units and the market aggregate, which originated 20.6% of its home improvement loans in moderate-income geographies. In terms of dollars, home improvement loans in moderate-income census tracts accounted for 30.2% of loans, compared to the aggregate's 12.0%. Home improvement performance in 2013 was also excellent, as BPNA exceeded both the demographics and the aggregate in terms of dollars and was comparable to the aggregate in the number of loans made.

### *Multi-family*

Performance in multi-family lending was excellent in both low- and moderate-income geographies. The bank made 26.1% of multi-family loans in low-income geographies in 2013 and 40.9% in 2014 compared to 21.0% of rental properties in 2013 and 23.7% in 2014. Performance was significantly above the market aggregate in both 2013 and 2014 as the market aggregate made 16.5% and 20.5% of its multi-family loans in low-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was also significantly above the aggregate. The bank's loans in low-income geographies accounted for 37.0% and 35.9% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 13.9% in 2013 and 17.2% in 2014.

BPNA's multi-family performance in moderate-income geographies was also excellent in 2013 and 2014. The bank made 34.8% of multi-family loans in moderate-income geographies in 2013 and 40.9% in 2014 compared to 34.6% of rental properties in 2013 and 36.0% in 2014. Performance was similar to the market aggregate in 2013 and 2014 as the market aggregate made 35.6% and 36.7% of its multi-family loans in moderate-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was above the aggregate. The bank's loans in moderate-income geographies accounted for 39.9% and 32.0% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 27.8% in 2013 and 31.4% in 2014.

### *Small Business*

Performance in small business lending was excellent in both low- and moderate-income geographies. BPNA originated 32.4% of its small business loans in low-income geographies in 2014 and 16.1% in 2013. BPNA's performance was above the market aggregate for 2014 and 2013 at 10.8% and 8.9%, respectively. The bank's small business performance in low-income geographies exceeded the demographics, where 11.5% and 10.6% of small businesses operated in 2014 and 2013 respectively. In terms of dollars, BPNA was also above the aggregate. The bank's loans in low-

income geographies accounted for 37.6% and 19.8% of total dollars in 2014 and 2013 respectively, compared to the aggregate's 10.0% in 2014 and 8.2% in 2013.

Small business performance in moderate-income geographies was excellent. BPNA originated 41.2% of its small business loans in moderate-income geographies in 2014 and 33.9% in 2013. Performance was above the demographics of the assessment area as 22.6% and 21.8% of business establishments were in moderate-income geographies in 2014 and 2013 respectively. BPNA's performance was above the performance of the market aggregate where 21.4% of its small business loans were made in moderate-income geographies in 2014 and 18.6% in 2013. In terms of dollars, BPNA was also above the aggregate. The bank's loans in moderate-income geographies accounted for 40.9% and 34.2% of total dollars in 2014 and 2013 respectively, compared to the aggregate's 18.9% in 2014 and 17.6% in 2013.

### **Distribution by Borrower Income and Revenue Size of the Business**

BPNA's distribution of lending among customers of different income levels and businesses of different sizes in the MSA 35620 assessment area reflects adequate penetration. Overall, HMDA lending to low-income borrowers was poor and lending to small businesses was adequate, while HMDA lending to moderate-income borrowers was excellent. Multi-family lending performance was not applicable for the borrower characteristics analysis. HMDA-related lending opportunities are limited as housing prices are at least 12 times the income of a low-income borrower and 7 times the income of a moderate-income borrower in the multistate assessment area.

#### *Home Purchase*

BPNA's home purchase lending to low-income borrowers was poor. In both 2014 and 2013, BPNA made no loans to low-income borrowers. The aggregate made 2.1% of its home purchase loans in 2014 and 1.7% in 2013 to low-income borrowers. According to demographic data, 31.8% of the families in the MSA are low-income.

BPNA's home purchase lending to moderate-income borrowers was excellent. In 2014, the bank made 42.9% of its home purchase loans, accounting for 17.9% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 17.5% of families are moderate-income. BPNA's performance was significantly above the aggregate, which made 9.4% of its loans, accounting for 4.0% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 23.1% of its home purchase loans, accounting for 6.1% of the dollars, to moderate-income borrowers. The aggregate made 9.9% of its loans, accounting for 4.2% of the dollars, to moderate-income borrowers.

### *Refinance*

BPNA's refinance lending to low-income borrowers was adequate. In 2014, the bank made 6.7% of its refinance loans, accounting for 2.6% of the dollars, to low-income borrowers. This was below the demographic data where 31.8% of the families are low-income. The aggregate made 4.1% of its loans, accounting for 2.1% of the dollars, to low-income borrowers. BPNA's 2013 performance was better compared to its 2014 performance. In 2013, the bank made 13.9% of its refinance loans, accounting for 7.4% of the dollars, to low-income borrowers. The aggregate made 3.3% of its loans, accounting for 1.4% of the dollars, to low-income borrowers.

BPNA's refinance lending to moderate-income borrowers was excellent. In 2014, the bank made 30.0% of its refinance loans, accounting for 22.4% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 17.5% of families are moderate-income. The aggregate made 9.7% of its loans, accounting for 5.0% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 19.4% of its refinance loans, accounting for 10.5% of the dollars, to moderate-income borrowers. The aggregate made 8.0% of its loans, accounting for 3.4% of the dollars, to moderate-income borrowers.

### *Home Improvement*

BPNA's home improvement lending to low-income borrowers was adequate. In 2014, the bank made 4.5% of its home improvement loans, accounting for 0.7% of the dollars, to low-income borrowers. This was below the demographic data where 31.8% of the families are low-income. The aggregate made 5.9% of its loans, accounting for 1.0% of the dollars, to low-income borrowers. BPNA's 2013 performance was better compared to its 2014 performance. In 2013, the bank made 5.9% of its home improvement loans, accounting for 3.6% of the dollars, to low-income borrowers. The aggregate made 4.4% of its loans, accounting for 1.1% of the dollars, to low-income borrowers.

BPNA's home improvement lending to moderate-income borrowers was excellent. In 2014, the bank made 36.4% of its refinance loans, accounting for 17.3% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 17.5% of families are moderate-income. The aggregate made 11.1% of its loans, accounting for 3.2% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 20.6% of its home improvement loans, accounting for 11.5% of the dollars, to moderate-income borrowers. The aggregate made 11.2% of its loans, accounting for 3.8% of the dollars, to moderate-income borrowers.

*Small Business Lending*

BPNA provided an adequate level of lending to small business borrowers with GAR of \$1 million or less. In 2014, the bank made 36.8% of its small business loans, accounting for 37.0% of the dollars, to these businesses, compared to the 86.8% of business establishments in the MSA with GAR of \$1 million or less. Small business lending was below the market aggregate, which made 41.9% of its small business loans, accounting for 30.3% of the dollars, to businesses with GAR of \$1 million or less. The bank made 39.7% of its small business loans in amounts of \$100,000 or less, which was significantly below the aggregate, which made 95.3% of its small business loans in amounts of \$100,000 or less. The comparison of loans in the amount of \$100 thousand dollars or less is skewed as the aggregate includes large national credit card lenders which are typically offered in smaller dollar amounts. The average loan size was \$255,000. Small business lending performance in 2013 was comparable to performance in 2014.

**Exhibit IV**  
**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area: MSA 35620

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	1	14.3%	10.0%	5.6%	4.4%	0	0.0%	0.0%	2.1%	1.0%
Moderate	2	28.6%	25.6%	20.6%	15.6%	3	42.9%	17.9%	9.4%	4.0%
Middle	2	28.6%	46.1%	30.2%	23.1%	1	14.3%	9.8%	17.8%	10.5%
Upper	2	28.6%	18.4%	43.4%	56.7%	0	0.0%	0.0%	54.5%	66.9%
Unknown	0	0.0%	0.0%	0.1%	0.2%	3	42.9%	72.3%	16.1%	17.6%
<b>Total</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	3	10.0%	6.1%	5.8%	4.8%	2	6.7%	2.6%	4.1%	2.1%
Moderate	11	36.7%	19.1%	19.9%	15.6%	9	30.0%	22.4%	9.7%	5.0%
Middle	10	33.3%	28.8%	29.9%	23.6%	10	33.3%	23.2%	16.5%	10.7%
Upper	6	20.0%	46.0%	44.3%	55.8%	7	23.3%	21.3%	51.3%	63.9%
Unknown	0	0.0%	0.0%	0.1%	0.2%	2	6.7%	30.5%	18.4%	18.3%
<b>Total</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	9	20.5%	3.3%	5.7%	3.0%	2	4.5%	0.7%	5.9%	1.0%
Moderate	16	36.4%	30.2%	20.6%	12.0%	16	36.4%	17.3%	11.1%	3.2%
Middle	12	27.3%	29.7%	27.1%	15.7%	10	22.7%	18.3%	18.7%	7.8%
Upper	7	15.9%	36.7%	46.6%	69.3%	15	34.1%	63.6%	51.5%	52.9%
Unknown	0	0.0%	0.0%	0.1%	0.1%	1	2.3%	0.1%	12.9%	35.1%
<b>Total</b>	<b>44</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>44</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	9	40.9%	35.9%	20.5%	17.2%	0	0.0%	0.0%	0.0%	0.0%
Moderate	9	40.9%	32.0%	36.7%	31.4%	0	0.0%	0.0%	0.0%	0.0%
Middle	2	9.1%	5.0%	18.1%	16.2%	0	0.0%	0.0%	0.0%	0.0%
Upper	2	9.1%	27.1%	24.5%	35.0%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.3%	0.2%	22	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>22</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>22</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	22	21.4%	28.7%	6.3%	7.8%	4	3.9%	0.4%	2.8%	1.0%
Moderate	38	36.9%	29.9%	21.0%	19.7%	28	27.2%	4.9%	9.2%	3.2%
Middle	26	25.2%	11.7%	29.5%	21.2%	21	20.4%	4.7%	16.8%	7.7%
Upper	17	16.5%	29.8%	43.1%	51.1%	22	21.4%	7.0%	51.4%	48.5%
Unknown	0	0.0%	0.0%	0.1%	0.2%	28	27.2%	83.0%	19.9%	39.6%
<b>Total</b>	<b>103</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>103</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
	<b>#</b>	<b>Bank</b>			<b>Aggregate</b>					
		<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>			
Low	22	32.4%		37.6%		10.8%		10.0%		
Moderate	28	41.2%		40.9%		21.4%		18.9%		
Middle	9	13.2%		14.3%		22.9%		21.2%		
Upper	9	13.2%		7.3%		41.4%		45.0%		
Unknown	0	0.0%		0.0%		2.7%		4.2%		
Tract Unknown	0	0.0%		0.0%		0.8%		0.6%		
<b>Total</b>	<b>68</b>	<b>100.0%</b>		<b>100.0%</b>		<b>100.0%</b>		<b>100.0%</b>		
<b>By Revenue</b>										
\$1 Million or Less	25		36.8%		37.0%		41.9%		30.3%	
<b>By Loan Size</b>										
\$100,000 or less	27		39.7%		9.0%		95.3%		40.7%	
\$100,001-\$250,000	17		25.0%		18.5%		2.1%		11.9%	
\$250,001-\$1 Million	24		35.3%		72.5%		2.5%		47.4%	
<b>Total</b>	<b>68</b>		<b>100.0%</b>		<b>100.0%</b>		<b>100.0%</b>		<b>100.0%</b>	

Originations and Purchases

## Community Development Lending

BPNA was a leader in community development lending within MSA 35620. BPNA’s community development lending was responsive to the credit needs within the MSA 35620 assessment area. As shown in the table to the right, BPNA extended 85 loan originations totaling \$200 million or 40% of the bank’s total community development lending. The bank originated \$109 million in new qualified community development loans, or 55% of community development lending in the multistate MSA. Ninety-four percent of community development lending in the Multistate MSA came from the New York State portion of the MSA while 6% was from New Jersey. Performance in the MSA increased 16% on an annualized basis compared to the previous evaluation.

<b>Community Development Lending</b>		
Purpose	#	\$('000s)
Affordable Housing	39	42,093
Community Services	19	57,096
Economic Development	11	31,448
Revitalize and Stabilize	16	69,364
<b>Totals</b>	<b>85</b>	<b>200,001</b>

Community development lending within the MSA was directed at the revitalization and stabilization of low- and moderate-income geographies (35%) and community services (29%) based on the dollar amounts. Loans supporting affordable housing accounts for 21% of the dollar amounts. The bank’s level of community development lending was also supported by a comparison to similarly-situated banks in the assessment area as BPNA’s performance was comparable.

The following are examples of community development loans in the assessment area:

- Since the previous evaluation, BPNA originated 23 multifamily loans, totaling \$33 million for properties that are considered affordable housing within the MSA. The properties provided 401 units of housing with rents that are affordable to LMI individuals.
- A \$14 million loan to finance construction of a nine-story, 93 unit multi-family building in a low-income tract in Brooklyn, New York. The borrower has indicated participation in New York City’s 421-A tax exemption program, which requires that 20 of the units be rented to LMI tenants. Additionally, another 20 units (22%) have rents that fall within HUD’s affordability threshold for LMI tenants.
- A \$9 million loan to purchase commercial property located in a moderate-income census tract. The property will be occupied by a not-for-profit social service organization whose mission is to partner with communities by promoting and leading change. The borrower provides a variety of community services to LMI individuals, which include health care services, transitional housing, homeless outreach, early childhood education, and employment services.
- A \$7.8 million loan to refinance an existing commercial mortgage on a property located in an LMI census tract. The loan supports the creation and retention of jobs for LMI individuals.

Average annual salaries for positions with this industry are from \$26,111 to \$63,512 and are below the median income of \$68,900 for the MSA.

**INVESTMENT TEST**

BPNA’s performance in MSA 35620 under the investment test is rated high satisfactory. The bank made a significant level of qualified community development investments and grants in MSA 35620, with \$26.1 million of qualified investments dedicated to activities inside MSA 35620 and \$3.3 million to the broader statewide area that includes the assessment area. Total qualified investments made in MSA 35620 plus the broader statewide area accounted for 57% of BPNA’s total qualified investments.

<b>Qualified Investments MSA 35620</b>		
<b>Purpose</b>	<b>#</b>	<b>\$('000s)</b>
Affordable Housing	13	28,722
Community Services	75	612
Economic Development	6	162
Revitalize & Stabilize	1	<1
<b>Total</b>	<b>95</b>	<b>29,496</b>

On an annualized basis qualified investments remained stable at \$14.7 million compared to \$14.5 million at the last evaluation.

BPNA’s level of qualified investments was comparable to that of similarly-situated retail banks operating in the assessment area. BPNA’s level of qualified investments as a percentage of assessment area deposits ranked 4<sup>th</sup> among seven peer banks.

BPNA exhibited good responsiveness to the credit and community development needs in the assessment area. Investment activities primarily targeted affordable housing through investments in MBS, which are not considered innovative or complex. While MBS are qualified investments that provide some liquidity to the market, they are viewed qualitatively as less responsive to community development needs of LMI communities than more direct investments.

Of the total qualified investments made in this assessment area, \$653,000 consisted of charitable donations made to community development organizations. The following are examples of qualified investments that met critical needs in the assessment area:

- A \$5.5 million MBS to provide non-subsidized rental and cooperative housing to moderate-income families.
- \$225,000 in donations to a community organization that supports financial literacy, foreclosure prevention, and economic development for LMI individuals and small business owners.
- A \$50,000 donation to a community services organization that works with health and human service agencies to promote economic stability for LMI Latino individuals throughout the northeast.

## SERVICE TEST

BPNA’s overall performance on the service test in multistate MSA 35620 is rated outstanding, based on readily accessible delivery systems and the bank being a leader in providing community development services in the assessment area.

### Retail Services

BPNA’s delivery systems were readily accessible to geographies and individuals of different income levels in the assessment area. As of June 30, 2015, BPNA operated 39 branches in this multistate MSA of which 8, or 20.5%, were located in low-income areas and 19, or 48.7%, were in moderate-income areas. This compares very favorably to 18.6% and 32.6% of the MSA population residing in low- and moderate-income areas, respectively. BPNA’s performance was enhanced somewhat by alternative delivery systems. The bank had one off-site ATM in a low-income census tract in the assessment area. Also, through their partnership with a national network of over 43,000 ATMs, checking account customers have surcharge-free access to use their debit card.

Changes in branch locations during the evaluation period did not adversely affect the accessibility of its delivery systems, particularly to LMI geographies and individuals. BPNA closed one branch located in a middle-income tract and consolidated it with another branch located in a moderate-income area. During the evaluation period two branches, located in upper-income tracts, were purchased from another institution in this assessment area.

BPNA’s business hours and services are tailored to the convenience and needs of the assessment area, particularly to LMI geographies and/or LMI individuals. All 39 branches in the MSA have extended late evening and Saturday hours.

### Community Development Services

BPNA was a leader in providing community development services throughout multistate MSA 35620. BPNA provided 565 qualified services, compared to 404 qualified services during the prior evaluation. Community development services consist primarily of financial literacy seminars targeting LMI individuals and providing financially-related technical services to community organizations throughout the assessment area.

Additionally, 15 BPNA management and staff members provided 38 qualified service activities by serving as board or committee members to 33 community development organizations. Examples of community development services include:

- A BPNA senior vice president served as a board member of an alternative lending organization dedicated to providing credit and other business services to small business owners who do not have access to traditional sources of financing.

<b>Community Development Services</b>	
Financial Literacy Seminars	447
Technical Assistance / Community Service	32
Small Business Seminars	42
Mortgage Education Seminars	44
<b>Total</b>	<b>565</b>



- A BPNA vice president served as board chairman of a community-based organization located in Brooklyn, NY, an area that has high unemployment, under-employment, and poverty. The organization offers anti-hunger and education programs to the community.
- A BPNA senior vice president served as board chairman of an organization that provides affordable housing on Staten Island, NY. The organization owns and operates a HUD-financed multi-family housing project for the elderly.

## STATE OF CALIFORNIA

### ***CRA RATING FOR the State of CALIFORNIA: SATISFACTORY***

***The Lending Test is rated: Low Satisfactory.***

***The Investment Test is rated: High Satisfactory.***

***The Service Test is rated: Low Satisfactory.***

The major factors supporting the rating include:

- Lending levels reflect adequate responsiveness to credit needs of assessment area;
- The geographic distribution of loans reflects good penetration in the assessment area;
- An adequate distribution of loans among individuals of different income levels and businesses of different revenue sizes;
- A relatively high level of community development loans;
- A significant level of qualified investments;
- Retail delivery systems that are accessible to all geographies and individuals of different income levels and businesses of different revenue sizes; and,
- The bank provides an adequate level of community development services.

### **SCOPE OF EXAMINATION**

Performance ratings for the state of California are based on the bank's performance in MSA 31080 (Los Angeles-Long Beach-Anaheim, CA), the only full-scope assessment area based on deposit concentration, lending volume, and branch office network. As shown in Exhibit V on page 32, BPNA's activities in MSA 31080 comprise 100% of deposits, 90% of loans, and 100% of branches in the state of California. A limited scope review was conducted of MSA 41740 (San Diego-Carlsbad, CA), which includes portions of San Diego County.

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN CALIFORNIA**

BPNA maintained its third largest branch presence and deposit base in the state of California until November 2014, when all branches were sold to another financial institution. As detailed in Exhibit I on page 7, as of June 30, 2014, BPNA operated 19 (21%) of its branches in California. Seven (37%) branches in California were located in LMI census tracts. The FDIC reported that as of June 30, 2014, 19% of all BPNA deposits were held in the California assessment areas. BPNA had 0.10% of the deposit market share, ranking 59th in the State. California also accounted for the largest proportion of BPNA's lending activity, with 34% of all loans being originated within the state during the review period.

<b>EXHIBIT V: Summary of Key Assessment Area Data: State of California</b>			
	<b>MSA 31080</b>	<b>MSA 41740</b>	<b>TOTALS</b>
<b>Total Population<sup>4</sup></b>	<b>9,818,605</b>	<b>2,259,481</b>	<b>12,078,086</b>
<b>Population % of AA population</b>	<b>81%</b>	<b>18%</b>	<b>100%</b>
<b>Families</b>	<b>2,869,560</b>	<b>507,099</b>	<b>3,376,659</b>
<b>Families % of AA families</b>	<b>85%</b>	<b>15%</b>	<b>100%</b>
<b>Total Census Tracts<sup>4</sup></b>	<b>2,929</b>	<b>479</b>	<b>3,408</b>
<b>Tracts % AA tracts</b>	<b>86%</b>	<b>14%</b>	<b>100%</b>
<b>LMI tracts</b>	<b>1,070</b>	<b>150</b>	<b>1,220</b>
<b>LMI tracts % all AA LMI tracts</b>	<b>88%</b>	<b>12%</b>	<b>100%</b>
<b>Total Owner-Occupied Units<sup>4</sup></b>	<b>2,151,123</b>	<b>422,404</b>	<b>2,573,527</b>
<b>Units % of AA units</b>	<b>84%</b>	<b>16%</b>	<b>100%</b>
<b>Business Establishments<sup>5</sup></b>	<b>650,125</b>	<b>124,137</b>	<b>774,262</b>
<b>Bus. est. % AA bus. est.</b>	<b>84%</b>	<b>16%</b>	<b>100%</b>
<b>Number of Branches<sup>1</sup></b>	<b>19</b>	<b>0</b>	<b>19</b>
<b>Branches % all branches</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>
<b>Branches in LMI tracts</b>	<b>7</b>	<b>0</b>	<b>7</b>
<b>LMI branches % AA LMI branches</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>
<b>Branch Deposits (\$'000s)<sup>2</sup></b>	<b>1,101,807</b>	<b>0*</b>	<b>1,101,807</b>
<b>Deposits % AA deposits</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>
<b>Deposit Market Share (%) / Rank in Market</b>	<b>0.10% / 59</b>	<b>0</b>	<b>0.10% / 59</b>
<b>Home Purchase Originations<sup>3</sup></b>	<b>42</b>	<b>7</b>	<b>49</b>
<b>HP originations % AA orig.</b>	<b>85%</b>	<b>15%</b>	<b>100%</b>
<b>Refinance Originations<sup>3</sup></b>	<b>196</b>	<b>18</b>	<b>214</b>
<b>Refi orig. % AA orig.</b>	<b>92%</b>	<b>8%</b>	<b>100%</b>
<b>Home Improvement Originations<sup>3</sup></b>	<b>56</b>	<b>4</b>	<b>60</b>
<b>Home Improvement orig. % AA orig.</b>	<b>93%</b>	<b>7%</b>	<b>100%</b>
<b>Multifamily Originations<sup>3</sup></b>	<b>149</b>	<b>28</b>	<b>177</b>
<b>Multifamily orig. % AA orig.</b>	<b>84%</b>	<b>16%</b>	<b>100%</b>
<b>Small Business Originations<sup>3</sup></b>	<b>136</b>	<b>5</b>	<b>141</b>
<b>SB orig. % AA orig.</b>	<b>96%</b>	<b>4%</b>	<b>100%</b>
<b>Combined Loan Totals</b>	<b>579</b>	<b>62</b>	<b>641</b>
<b>% of AA Orig.</b>	<b>90%</b>	<b>10%</b>	<b>100%</b>

(1) Branch numbers are as of 06/30/2014. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/14. (3) Originations are loans reported under HMDA or CRA Small Business reporting for 2013 and 2014. (4) Demographic information was obtained from the 2010 Census. (5) Business establishments information was reported by Dun & Bradstreet for 2014.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN CALIFORNIA**

Conclusions regarding BPNA's performance in California with respect to the lending, investment and service tests are based on performance in MSA 31080. Performance under the lending test is rated low satisfactory. BPNA's performance under the investment is rated high satisfactory and performance under the service test is rated low satisfactory. The overall conclusions were moderately influenced by the performance in California which has 19 % of deposits and 34% of loan originations. Specific comments regarding the lending, investment and service tests are discussed below.

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN MSA 31080 (LOS ANGELES–LONG BEACH-ANAHEIM, CA)**

Prior to the November 2014 sale of its branches, BPNA maintained its most significant presence in California in MSA 31080, with 19 branches operating in this assessment area. Seven (37%) branches in the MSA are located in LMI geographies. The MSA has many large and regional financial institutions that provide significant competition, limiting BPNA's market share. The top five institutions operating in the MSA account for approximately 62% of the deposit market share. As of June 30, 2014, BPNA's offices within this MSA held \$1.1 billion in deposits, representing 0.10% of the market share of total deposits and ranking 59th in deposits among 256 depository institutions in the MSA.

BPNA exited the state by selling all of its branches during the evaluation period, all of which were located in Los Angeles County.

### **PERFORMANCE CONTEXT**

The following demographic and economic information was used to describe the assessment area and to evaluate the context in which BPNA operates. The information was obtained from publicly available sources, including the 2010 Census, the U.S. Department of Labor, HUD, and the California Association of Realtors.

#### *Demographic Characteristics*

MSA 31080 encompasses a large geographic area in Southern California, and includes Los Angeles and Orange Counties. The MSA is the second largest by population in the nation and includes the cities of Los Angeles, Long Beach, Santa Ana, Anaheim, Irvine, and Glendale. According to the 2010 Census, there are 2,929 census tracts located in MSA 31080, of which 1,070 or 36.5% are LMI tracts.

The MSA population is approximately 9.8 million, accounting for 25% of the state of California's population. Approximately 37% of the assessment area population resides in LMI geographies. Los Angeles County is ranked the most populous county in the nation, and Orange County ranked sixth

nationwide by population. The population of the MSA continues to grow and was ranked second nationwide in population increase for the period from December 2012 through December 2014.

The MSA is culturally diverse with approximately 36% of residents being foreign-born. Residents from Latin America and Asia comprise the two largest groups within the foreign-born population. About 57% of residents speak a language other than English, with Spanish being the most common second language in the region.

### Income Characteristics

According to the FFIEC, the 2014 estimated MFI was \$60,600 in Los Angeles County and \$84,900 in Orange County. There are 2.9 million families in the assessment area, of which 23.6% are considered low-income, 16.6% are considered moderate-income, and 11.3% have incomes below the poverty level.

The table below provides a summary of the Assessment Area Demographics for MSA 31080 (Los Angeles-Long Beach-Anaheim, CA).

### Housing Characteristics

MSA 31080 has 4.5 million housing units, of which 2.1 million units, or 48.1%, are owner-occupied and 45.9% are rental. Approximately 2.4% of all owner-occupied units are located in low-income census tracts and 17.4% are in moderate-income census tracts. Rental units are the predominant type of housing units in LMI tracts. Rental units account for 75.8% of total housing units in low-income tracts and 61.9% in moderate-income tracts. In terms of total rental units in the assessment area, 11.5% and 35.5% are located respectively in low-income and moderate-income geographies. The large proportion of rental units in LMI tracts limits the bank's ability to make HMDA-related loans in those geographies.

During the review period the median price for an existing single-family house in the MSA increased from \$327,500 in January 2013 to \$450,900 in December 2014.

In 2014 the median housing cost in Los Angeles County was approximately 15 times the MFI for low-income borrowers and approximately nine times the MFI for moderate-income borrowers. According to the California Association of Realtors Traditional Housing Affordability Index, which measures the proportion of households that can afford to purchase a median priced home in the area, 25% of households in Los Angeles County and 20% of households in Orange County can afford to purchase a home as of the end of 2014. As such, LMI families face significant challenges in purchasing a home.

Affordability is not only a concern for homeowners, but also a concern for renters. According to the 2010 census, there are approximately 2 million rental units in the MSA. Of the households occupying these units, about 54% are paying gross rents exceeding 30% of their household income. Therefore, affordable rental housing is also a community development need in this assessment area.

## Combined Demographics Report

Assessment Area: MSA 31080

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	245	8.4	193,207	6.7	65,411	33.9	675,997	23.6
Moderate-income	825	28.2	785,939	27.4	146,904	18.7	477,723	16.6
Middle-income	819	28	830,882	29	71,840	8.6	519,167	18.1
Upper-income	999	34.1	1,059,442	36.9	39,314	3.7	1,196,673	41.7
Unknown-income	41	1.4	90	0	0	0	0	0
<b>Total Assessment Area</b>	<b>2,929</b>	<b>100.0</b>	<b>2,869,560</b>	<b>100.0</b>	<b>323,469</b>	<b>11.3</b>	<b>2,869,560</b>	<b>100.0</b>
	<b>Housing Units by Tract</b>	<b>Housing Types by Tract</b>						
		<b>Owner-Occupied</b>		<b>Rental</b>		<b>Vacant</b>		
		#	%	%	#	%	#	%
Low-income	312,119	51,041	2.4	16.4	236,450	75.8	24,628	7.9
Moderate-income	1,176,711	375,226	17.4	31.9	728,339	61.9	73,146	6.2
Middle-income	1,274,794	643,494	29.9	50.5	561,706	44.1	69,594	5.5
Upper-income	1,702,078	1,081,220	50.3	63.5	522,935	30.7	97,923	5.8
Unknown-income	2,288	142	0	6.2	1,839	80.4	307	13.4
<b>Total Assessment Area</b>	<b>4,467,990</b>	<b>2,151,123</b>	<b>100.0</b>	<b>48.1</b>	<b>2,051,269</b>	<b>45.9</b>	<b>265,598</b>	<b>5.9</b>
	<b>Total Businesses by Tract</b>	<b>Businesses by Tract &amp; Revenue Size</b>						
		<b>Less Than or = \$1 Million</b>		<b>Over \$1 Million</b>		<b>Revenue Not Reported</b>		
		#	%	#	%	#	%	#
Low-income	39,121	6	33,549	5.8	3,984	8.2	1,588	7.4
Moderate-income	135,580	20.9	119,206	20.6	11,268	23.2	5,106	23.8
Middle-income	180,753	27.8	159,859	27.6	14,673	30.1	6,221	29
Upper-income	287,578	44.2	262,330	45.2	17,091	35.1	8,157	38.1
Unknown-income	7,093	1.1	5,077	0.9	1,656	3.4	360	1.7
<b>Total Assessment Area</b>	<b>650,125</b>	<b>100.0</b>	<b>580,021</b>	<b>100.0</b>	<b>48,672</b>	<b>100.0</b>	<b>21,432</b>	<b>100.0</b>
<b>Percentage of Total Businesses:</b>				<b>89.2</b>			<b>7.5</b>	<b>3.3</b>

2014 FFIEC Census Data and 2014 D&B Information

### Labor, Employment and Economic Characteristics

MSA 31080 has a very diverse local economy. Major sectors include international trade, which is supported by two of the nation's largest ports, as well as tourism, education, entertainment, healthcare, and professional and business services. These sectors are supported by large employers that include the University of California-Los Angeles, Kaiser Permanente, University of California-Irvine, Northrop Grumman, and Walt Disney Company.

During the evaluation period, Los Angeles County experienced unemployment rates that at times exceeded the national average. In January 2013, Los Angeles County's unemployment rate was 10.9%; however, unemployment steadily declined since then, resulting in an unemployment rate of

7.5% at the end of 2014. Tourism was one of the primary sectors leading this recovery as the demand for hotel accommodations in Los Angeles has led to additional hotel construction and employment opportunities.

Orange County has had a much lower unemployment rate when compared to Los Angeles County and to other counties located in Southern California. In January 2013, Orange County's unemployment rate was 7.3%. Similar to Los Angeles County, Orange County unemployment steadily declined to 4.7% at the end of 2014.

According to 2014 D&B data, there were 650,125 businesses operating in the assessment area, of which 6.0% were located in low-income areas and 20.9% in moderate-income areas. Of the total businesses operating in the assessment area, 89.2% were businesses with gross annual revenues ("GAR") of \$1 million or less.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 31080 (LOS ANGELES-LONG BEACH-ANAHEIM, CA)**

### **LENDING TEST**

BPNA's performance under the lending test in MSA 31080 (Los Angeles-Long Beach-Anaheim, CA) is rated low satisfactory. This conclusion is based on adequate lending activity, good geographic distribution, adequate borrower distribution, and a relatively high level of community development loans. The data used to evaluate BPNA's performance in this assessment area appears in Exhibit VI on page 42 and in Appendix D.

### **Lending Activity**

Lending activity reflected adequate responsiveness to assessment area credit needs in relation to the bank's capacity to lend and performance context issues. This was determined based on market share review, trend analysis, and comparison to peer banks. For the two-year evaluation period, BPNA's overall trend in combined HMDA-related and small business lending volume reflects a decline of 3% compared to the last evaluation. Comparisons to the aggregate over the same time period indicated that BPNA's performance was above the aggregate whose volume declined 15% over the same period.

Since the prior evaluation period, BPNA's market share of deposits and lending in the assessment area declined. In 2014, BPNA had a deposit market share of 0.10%, and market shares of 0.02% in refinance, 0.25% in home improvement, 0.8% in multi-family and 0.02% in small business lending. Home purchase volume was minimal. In comparison, the 2012 market share of deposits was 0.47%, 0.03% in home purchase, 0.05% in refinance, 0.24% in home improvement, 1.25% in multi-family, and 0.26% in small business lending. Peer comparisons of the number of loans originated per million dollars of deposits indicated that BPNA's performance was below the performance of the six other peer banks.

## Geographic Distribution

The overall geographic distribution of HMDA-related and small business loans was good based on excellent small business loan penetration in LMI geographies and adequate HMDA-related loan penetration in low and moderate-income census tracts.

BPNA demonstrated overall low penetration in census tracts of all income levels in MSA 31080. This can be attributed to the bank's small market share of loans across all product types and the high competitiveness of this market, with 256 depository institutions operating in the assessment area. The chart below is a summary of the analysis of lending gaps in the assessment area.

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
<b>2013</b>			
Low	245	220	10%
Moderate	825	746	10%
Middle	819	737	10%
Upper	999	854	15%
Income Unknown	41	38	7%
<b>2014</b>			
Low	245	233	5%
Moderate	825	770	7%
Middle	819	774	5%
Upper	999	965	3%
Income Unknown	41	40	2%

### *Home Purchase Loans*

BPNA's performance was adequate overall based on adequate performance in moderate-income geographies and poor performance in low-income geographies. BPNA did not make any home purchase loans in low-income geographies in 2013 or in 2014 while 2.4% of all owner-occupied housing units in the assessment area were located in low-income geographies. However, the market aggregate made 2.5% of its home purchase loans in low-income geographies in 2013 and 2.6% in 2014.

Performance in moderate-income geographies was adequate as BPNA made 60.0% of its home purchase loans in moderate-income geographies in 2014. Performance exceeded the demographics of the assessment area as 17.4% of owner-occupied housing units are located in moderate-income geographies and was above the performance of the market aggregate, which made 18.2% of its home purchase loans in moderate-income geographies. In terms of dollars, home purchase loans in moderate-income geographies accounted for 36.4% of loans, compared to the aggregate's 12.2%. In 2013, BPNA made 8.1% of its home purchase loans, accounting for 3.1% of dollars, in moderate-



income geographies Performance was below the market aggregate which made 18.2% of its home purchase loans, accounting for 11.9% of dollars, in moderate-income geographies.

### *Refinance Loans*

Refinance lending performance was good overall based on good performance in moderate-income geographies and poor performance in low-income geographies. BPNA did not make any of its refinance loans in low-income geographies in 2013 and 2014. Performance was below the market aggregate's 1.8% of refinance loans for 2013 and 2.0% for 2014. BPNA's refinance lending is below the demographics of the assessment area, which indicate that 2.4% of the available owner-occupied housing units are located within low-income geographies.

BPNA's refinance lending performance in moderate-income geographies was good based on excellent performance in 2014 and good performance in 2013. Performance in moderate-income geographies in 2014 was excellent as 45.2% of refinance loans were in moderate-income geographies compared to 17.4% of owner-occupied housing units. Performance was above the market aggregate which made 16.1% of its refinance loans in moderate-income geographies. In terms of dollars, refinance loans in moderate-income census tracts accounted for 38.3% of loans, compared to the aggregate's 10.7%. BPNA's performance in 2013 was lower than 2014's performance and comparable to the market aggregate. BPNA made 15.8% of refinance loans, accounting for 6.2% of dollars, in moderate-income geographies compared to the performance of the market aggregate at 14.4% of loans in moderate-income geographies, accounting for 9.8% of dollars,

### *Home Improvement*

Home improvement lending performance was good overall based on good performance in low-income and adequate performance in moderate-income geographies. Home improvement performance in low-income geographies for 2014 was good as 7.7% of home improvement loans were in low-income geographies compared to 2.4% of owner-occupied housing units and was above the performance of the market aggregate, which made 1.7% of its home improvement loans in low-income geographies. In terms of dollars, home improvement loans in low-income census tracts accounted for 2.0% of loans, compared to the aggregate's 1.1%. Performance in 2013 was good, as 3.3% of home improvement loans were in low-income geographies compared to 2.4% of owner-occupied housing units and was above the performance of the market aggregate, which made 1.8% of its home improvement loans in low-income geographies. In terms of dollars, home improvement loans in low-income census tracts accounted for 0.8% of loans, compared to the aggregate's 1.1%.

Home improvement performance in moderate-income geographies for 2014 was adequate as 11.5% of home improvement loans were in moderate-income geographies compared to 17.4% of owner-occupied housing units and was below the performance of the market aggregate, which made 16.1% of its home improvement loans in moderate-income geographies. In terms of dollars, home

improvement loans in moderate-income census tracts accounted for 14.4% of loans, compared to the aggregate's 11.1%. Performance in 2013 was good, as 16.7% of home improvement loans were in moderate-income geographies compared to 17.4% of owner-occupied housing units and was above the performance of the market aggregate, which made 14.6% of its home improvement loans in moderate-income geographies. In terms of dollars, home improvement loans in moderate-income census tracts accounted for 13.5% of loans, compared to the aggregate's 9.9%.

### *Multi-family*

Performance in multi-family lending was good in both low- and moderate-income geographies. The bank made 19.2% of multi-family loans in low-income geographies in 2013 and 13.3% in 2014 compared to 11.5% of rental properties in low-income geographies. Performance was above the market aggregate in 2013 and below in 2014 as the market aggregate made 14.3% and 14.9% of its multi-family loans in low-income geographies in 2013 and 2014 respectively. In terms of dollars, BPNA was above the aggregate in 2013 and comparable in 2014. The bank's loans in low-income geographies accounted for 14.0% and 13.7% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 11.8% in 2013 and 13.8% in 2014.

The bank made 40.4% of multi-family loans in moderate-income geographies in 2013 and 57.8% in 2014 compared to 35.5% of rental properties in moderate-income geographies. Performance was similar to the market aggregate in 2013 and above in 2014 as the aggregate made 40.1% and 41.9% of its multi-family loans in moderate-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was below the aggregate in 2013 and above in 2014. The bank's loans in moderate-income geographies accounted for 28.4% and 43.7% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 34.4% in 2013 and 32.6% in 2014.

### *Small Business*

Performance in small business lending was excellent in both low- and moderate-income geographies. BPNA originated 8.1% of its small business loans in low-income geographies in 2013 and 6.5% in 2014, which is above the aggregate's performance of 5.4% in 2013 and 5.5% in 2014. The bank's small business performance in low-income geographies exceeds the demographics, where approximately 6.0% of small businesses operate. In terms of dollars, BPNA was also above the aggregate. The bank's loans in low-income geographies accounted for 10.7% and 8.8% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 7.9% in 2013 and 7.5% in 2014.

Small business performance in moderate-income geographies was excellent. BPNA originated 27.0% of its small business loans in moderate-income geographies in 2013 and 27.4% in 2014. Performance was above the demographics of the assessment area, as approximately 21.0% of business establishments were in moderate-income geographies. The market aggregate made 18.3% and 19.0% of its small business loans in moderate-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was also above the aggregate. The bank's loans in

moderate-income geographies accounted for 30.3% and 33.2% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 21.7% in 2013 and 21.5% in 2014.

### **Distribution by Borrower Income and Revenue Size of the Business:**

BPNA's distribution of lending among customers of different income levels and businesses of different sizes in the MSA 31080 assessment area reflects adequate penetration. Overall, HMDA lending to low-income borrowers and moderate-income borrowers was adequate, while lending to small businesses was poor. Multi-family lending was not applicable for borrower characteristics analysis. HMDA-related lending opportunities are limited as housing prices are at least 13 times the income of a low-income borrower and 8 times the income of a moderate-income borrower in the assessment area.

#### *Home Purchase*

BPNA's home purchase lending to low-income borrowers was poor. The bank made no loans to low-income borrowers in 2014 and one in 2013. The aggregate made 1.2% of its home purchase loans in 2014 and 1.6% in 2013 to low-income borrowers. According to demographic data, 23.6% of the families in the MSA are low-income.

BPNA's home purchase lending to moderate-income borrowers was excellent. In 2014, the bank made 20.0% of its home purchase loans, accounting for 8.7% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 16.6% of families are moderate-income. BPNA's performance was significantly above the aggregate, which made 6.4% of its loans, accounting for 2.9% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 5.4% of its home purchase loans, accounting for 1.2% of the dollars, to moderate-income borrowers. The aggregate made 8.7% of its loans, accounting for 4.1% of the dollars, to moderate-income borrowers.

#### *Refinance*

BPNA's refinance lending to low-income borrowers was adequate. In 2014, the bank made 22.6% of its refinance loans, accounting for 11.7% of the dollars, to low-income borrowers. This was below the demographic data where 23.6% of the families are low-income. The aggregate made 3.5% of its loans, accounting for 1.5% of the dollars, to low-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 6.7% of its refinance loans, accounting for 1.7% of the dollars, to low-income borrowers. The aggregate made 4.6% of its loans, accounting for 2.0% of the dollars, to low-income borrowers.

BPNA's refinance lending to moderate-income borrowers was good. In 2014, the bank made 16.1% of its refinance loans, accounting for 14.9% of the dollars, to moderate-income borrowers. This was

comparable to demographic data where 16.6% of families are moderate-income. The aggregate made 8.5% of its loans, accounting for 4.3% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was below its 2014 performance. In 2013, the bank made 9.7% of its refinance loans, accounting for 3.3% of the dollars, to moderate-income borrowers. The aggregate made 9.9% of its loans, accounting for 5.0% of the dollars, to moderate-income borrowers.

### *Home Improvement*

BPNA's home improvement lending to low-income borrowers was adequate. In 2014, the bank made 3.8% of its home improvement loans, accounting for 3.8% of the dollars, to low-income borrowers. This was below the demographic data where 23.6% of the families are low-income. The aggregate made 3.7% of its loans, accounting for 1.2% of the dollars, to low-income borrowers. BPNA's 2013 performance was below its 2014 performance. In 2013, the bank made 3.3% of its refinance loans, accounting for 0.2% of the dollars, to low-income borrowers. The aggregate made 4.0% of its loans, accounting for 1.8% of the dollars, to low-income borrowers.

BPNA's home improvement lending to moderate-income borrowers was adequate. In 2014, the bank made 7.7% of its home improvement loans, accounting for 1.0% of the dollars, to moderate-income borrowers. This is below the demographic data where 16.6% of families are moderate-income. The aggregate made 9.1% of its loans, accounting for 5.0% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 10.0% of its home improvement loans, accounting for 2.6% of the dollars, to moderate-income borrowers. The aggregate made 11.9% of its loans, accounting for 6.9% of the dollars, to moderate-income borrowers.

### *Small Business Lending*

BPNA provided a poor level of lending to small business borrowers with GAR of \$1 million or less. In 2014, the bank made 30.6% of its small business loans to these businesses, compared to the 89.2% of business establishments in the MSA with GAR of \$1 million or less. Small business lending was below the market aggregate, which made 48.1% of its small business loans to businesses with GAR of \$1 million or less. The bank made 33.9% of its small business loans in amounts of \$100,000 or less, which was significantly below the market aggregate, which made 95.1% of its small business loans in amounts of \$100,000 or less. The comparison of loans in the amount of \$100,000 or less is skewed as the aggregate includes large national credit card lenders which are typically offered in smaller dollar amounts. The average loan size was \$303,000. Small business lending performance in 2013 was comparable to performance in 2014.

**Exhibit VI**  
**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area: MSA 31080

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
	<b>Home Purchase</b>									
Low	0	0.0%	0.0%	2.6%	1.8%	0	0.0%	0.0%	1.2%	0.4%
Moderate	3	60.0%	36.4%	18.2%	12.2%	1	20.0%	8.7%	6.4%	2.9%
Middle	0	0.0%	0.0%	29.1%	22.8%	0	0.0%	0.0%	16.3%	10.3%
Upper	2	40.0%	63.6%	50.0%	63.2%	3	60.0%	37.3%	62.3%	72.7%
Unknown	0	0.0%	0.0%	0.1%	0.1%	1	20.0%	54.0%	13.8%	13.8%
<b>Total</b>	<b>5</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>5</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
	<b>Refinance</b>									
Low	0	0.0%	0.0%	2.0%	1.3%	7	22.6%	11.7%	3.5%	1.5%
Moderate	14	45.2%	38.3%	16.1%	10.7%	5	16.1%	14.9%	8.5%	4.3%
Middle	8	25.8%	22.1%	29.5%	22.9%	7	22.6%	25.1%	16.4%	11.0%
Upper	9	29.0%	39.7%	52.4%	65.1%	12	38.7%	48.2%	58.6%	69.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	13.1%	13.3%
<b>Total</b>	<b>31</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>31</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
	<b>Home Improvement</b>									
Low	2	7.7%	2.0%	1.7%	1.1%	1	3.8%	3.8%	3.7%	1.2%
Moderate	3	11.5%	14.4%	16.1%	11.1%	2	7.7%	1.0%	9.1%	5.0%
Middle	10	38.5%	23.8%	29.3%	20.8%	7	26.9%	21.0%	17.0%	12.0%
Upper	11	42.3%	59.8%	52.9%	67.0%	16	61.5%	74.2%	61.4%	72.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	8.8%	9.5%
<b>Total</b>	<b>26</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>26</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
	<b>Multi-Family</b>									
Low	6	13.3%	13.7%	14.9%	13.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	26	57.8%	43.7%	41.9%	32.6%	0	0.0%	0.0%	0.0%	0.0%
Middle	11	24.4%	37.3%	23.5%	28.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	2	4.4%	5.2%	19.7%	24.8%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	45	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>45</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>45</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
	<b>HMDA Totals</b>									
Low	8	7.5%	11.1%	2.5%	2.7%	8	7.5%	1.3%	2.5%	0.9%
Moderate	46	43.0%	41.5%	17.5%	13.3%	8	7.5%	1.9%	7.5%	3.4%
Middle	29	27.1%	33.2%	29.2%	23.3%	14	13.1%	3.3%	16.0%	9.7%
Upper	24	22.4%	14.2%	50.8%	60.7%	31	29.0%	10.0%	58.9%	64.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	46	43.0%	83.4%	15.1%	21.3%
<b>Total</b>	<b>107</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>107</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
	<b>SMALL BUSINESS</b>									
	<b>By Tract Income</b>									
		<b>Bank</b>			<b>Aggregate</b>					
	<b>#</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>% \$(000s)</b>
Low	4	6.5%	8.8%	5.5%	7.5%					
Moderate	17	27.4%	33.2%	19.0%	21.5%					
Middle	25	40.3%	38.5%	27.0%	27.9%					
Upper	15	24.2%	19.1%	46.5%	40.1%					
Unknown	1	1.6%	0.4%	1.0%	2.2%					
Tract Unknown	0	0.0%	0.0%	1.0%	0.9%					
<b>Total</b>	<b>62</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
	<b>By Revenue</b>									
\$1 Million or Less	19	30.6%	20.3%	48.1%	31.1%					
	<b>By Loan Size</b>									
\$100,000 or less	21	33.9%	6.7%	95.1%	41.1%					
\$100,001-\$250,000	14	22.6%	13.7%	2.3%	12.0%					
\$250,001-\$1 Million	27	43.5%	79.6%	2.6%	46.9%					
<b>Total</b>	<b>62</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

### Community Development Lending

BPNA made a relatively high level of community development loans in the state of California. During the evaluation period, community development lending in the state totaled \$87 million or 17% of total community development lending with substantially all being new originations since the prior CRA evaluation. Community development lending however, declined 48% on an annualized basis compared to the prior CRA evaluation. Community development lending initiatives targeted affordable housing (95% of total statewide initiatives, respectively). The remainder of community development lending targeted community service initiatives (2%) and economic development (3%) of total activity. This conclusion was supported by comparisons to six similarly situated large retail banks in the assessment area where BPNA’s performance was comparable as a percentage of assessment area deposits.

Community development lending was primarily multi-family lending, which represented 95% of MSA community development lending. Multi-family lending declined 30% on an annualized basis compared to the last evaluation due in part to the decision to exit the California market.

<b>Community Development Lending</b>		
<b>Purpose</b>	<b>#</b>	<b>\$('000s)</b>
<b>Affordable Housing</b>	<b>81</b>	<b>82,439</b>
<b>Community Services</b>	<b>2</b>	<b>2,020</b>
<b>Economic Development</b>	<b>1</b>	<b>2,125</b>
<b>Revitalize and Stabilize</b>	<b>0</b>	<b>0</b>
<b>Totals</b>	<b>84</b>	<b>86,584</b>

The following are examples of community development loans that met critical needs in the assessment area:

- 81 new multifamily loans totaling \$82 million that provided 1,219 units of housing at rents affordable to LMI individuals.
- A \$1.7 million commercial mortgage loan to a not-for-profit organization that works with children of all ages by providing services intended to increase skills, provide support for emotional issues, and provide security for the children. The organization also provides family housing services that target homelessness and deals with family issues, provides job training and placement services support, money management and subsidized housing for LMI families.

### INVESTMENT TEST

BPNA’s performance in MSA 31080 under the investment test is rated high satisfactory. The bank made a significant level of qualified community development investments and grants in MSA 31080, with \$1.9 million in new investments dedicated to activities inside the assessment area. BPNA’s total qualified investment activity in the state of California totaled \$7.2 million, which represents 14% of BPNA’s total qualified investments.

On an annualized basis, qualified investments in the state of California decreased by 7% compared to the last evaluation, when BPNA had \$7.8 million of qualified investments in the state.

In addition, when comparing BPNA’s level of qualified investments to seven similarly-situated peer retail banks operating in the assessment area, BPNA’s level of qualified investments as a percentage of assessment area deposits ranked 4<sup>th</sup>.

<b>Qualified Investments MSA 31080</b>		
<b>Investment Purpose</b>	<b>#</b>	<b>\$('000s)</b>
Affordable Housing	6	7,158
Community Services	20	75
Economic Development	2	2
Revitalize & Stabilize	0	0
<b>Total</b>	<b>28</b>	<b>7,235</b>

BPNA exhibited good responsiveness to credit and community development needs in the assessment area. In terms of dollar volume, investment activities primarily targeted affordable housing through investments in MBS, which are not considered innovative or complex. While MBS are qualified investments that provide some liquidity to the market, they are viewed qualitatively as less responsive to community development needs of LMI communities than more direct investments. Of the total qualified investments made in this assessment area, charitable donations totaled \$77,000. The following are examples of qualified investments that met critical needs in the assessment area:

- A \$1 million MBS that provides affordable housing to LMI people.
- \$13,000 in grants to an organization serving LMI people by providing vouchers to incent healthy eating and fight childhood obesity.

**SERVICE TEST**

BPNA’s performance on the service test in MSA 31080 is rated low satisfactory, based on delivery systems that were reasonably accessible to geographies and individuals of low- or moderate-income and an adequate level of community development services in the assessment area.

**Retail Services**

BPNA’s retail delivery systems were reasonably accessible to geographies and individuals of different income levels in the assessment area. BPNA operated 19 branches in this assessment area. Of the total branches, two, or 11%, were located in a low-income area and 5, or 26%, were in moderate-income areas, compared to 6.7% of the assessment area population residing in low-income areas and 27.4% residing in moderate-income areas. Alternative delivery systems slightly enhanced BPNA’s performance in this assessment area. The bank did not have any off-site ATMs in MSA 31080.

There were no changes to branch locations during most of the evaluation period; however, BPNA continued to meet the needs of its assessment area with its existing branch network. During the evaluation period, BPNA did not open any branches in MSA 31080; however, in November 2014, BPNA sold all branches in MSA 31080 to another financial institution.

BPNA’s business hours and services were tailored to the convenience and needs of the assessment area, particularly to LMI geographies and/or LMI individuals. Of the 19 branches in the MSA, all had extended late weekday evening hours and 16 had Saturday hours. Two out of five branches located in moderate-income areas did not offer Saturday hours.

**Community Development Services**

BPNA provided an adequate level of community development services in MSA 31080. BPNA provided 46 qualified services, compared to 353 qualified services provided during the prior evaluation. The decreased in the number of qualified services is due to the bank exiting the market. Community development services primarily consisted of financial literacy seminars to LMI individuals.

<b>Community Development Services</b>	
Financial Literacy Seminars	42
Technical Assistance	3
Mortgage Education	0
Economic Development	1
<b>Total</b>	<b>46</b>

Additionally, 5 BPNA management and staff members provided 6 qualified activities by serving as board or committee members to 6 community development organizations. BPNA staff provided financial management expertise and technical assistance to these organizations. Examples of community development services include:

- A BPNA assistant vice president served as a board member of a workforce initiative located in a low-income area of Orange County, CA. The organization offers training to young adults seeking employment opportunities.
- A bank officer served on the Fundraising Committee of an organization that provides community health services in a moderate-income area in Orange County, CA. Services include youth programs, counseling, education programs, a dental clinic, and food distribution.
- A BPNA senior vice president served as a board member of an organization that provides financial literacy services to seniors, the working poor, and the struggling middle class in Los Angeles County.



**METROPOLITAN AREA  
(LIMITED REVIEW)**

**DESCRIPTION OF INSTITUTION’S OPERATION IN MSA 41740 (SAN DIEGO-CARLSBAD, CA)**

A limited evaluation of BPNA’s performance in MSA 41740 was completed. BPNA has a limited presence in this assessment area. As of December 31, 2014, BPNA did not maintain branches operating in this assessment area. One branch was located in MSA 41740; however, it was closed in November 2013.

According to the 2010 census, the assessment area’s population consists of 2.3 million people. Key demographic data is listed below:

Assessment Area Demographics – 41740				
<i>Income Category</i>	<i>Tract Distribution</i>		Percentage of Owner Occupied Housing Units by Tract	Percentage of Families by Income Level
	#	%		
Low Income	57	11.9	20.7	22.5
Moderate Income	93	19.4	35.4	17.0
Middle Income	163	34.0	51.7	18.5
Upper Income	160	33.4	61.3	42.0
Unknown	6	1.3	0.0	0.0
<b>Total</b>	<b>479</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 41740 (SAN DIEGO-CARLSBAD, CA)**

The bank’s performance in the assessment area was reviewed using limited-scope evaluation procedures. Conclusions regarding the bank’s CRA performance are based on facts and data reviewed. Performance information can be found in the tables accompanying this report. Conclusions regarding performance did not impact the overall state rating.

Assessment Area	Lending Test	Investment Test	Service Test
MSA 41740	Below	Below	Consistent

BPNA’s performance in MSA 41740 was not consistent with its overall satisfactory performance in California, which was based on the full-scope assessment area performance. The overall lending test rating for California was low satisfactory. BPNA’s lending test performance in the assessment area was below this performance. BPNA’s geographic distribution and borrower distribution was poor.

Community development lending performance was also poor as no loans were made in the assessment area or in the broader statewide regional area.

Investment test performance was below the high satisfactory performance in the state. BPNA did not make any qualified investments inside the assessment area. The assessment area benefited from \$4.2 million in previous qualified investments that benefited the broader statewide area, which includes the assessment area. In terms of community development services, BPNA did not provide any within the assessment area. The service test performance was consistent with the low satisfactory rating for California.

## STATE OF FLORIDA

### ***CRA RATING FLORIDA: SATISFACTORY***

***The Lending Test is rated: High Satisfactory.***

***The Investment Test is rated: High Satisfactory.***

***The Service Test is rated: Outstanding.***

The major factors supporting the rating include:

- Lending levels reflect good responsiveness to assessment area credit needs;
- The geographic distribution of loans reflects good penetration in the assessment area;
- Poor distribution of loans among individuals of different income levels and businesses of different sizes;
- A relatively high level of community development lending;
- A significant level of qualified investments;
- Retail delivery systems that are readily accessible to all geographies and individuals of different income levels and businesses of different sizes; and,
- The bank provides a relatively high level of community development services.

### **SCOPE OF EXAMINATION**

Performance ratings for the state of Florida were based on performance in MSA 33100 (Miami-Fort Lauderdale-West Palm Beach, FL), the only full-scope assessment area based on deposit concentration, lending volume, and branch office network. As shown in Exhibit VII on page 49, BPNA's activities in MSA 33100 comprise 82% of deposits, 72% of loans, and 50% of branches in the state of Florida. A limited scope review was conducted of MSA 36740 (Orange-Seminole-Osceola, FL).

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN FLORIDA**

The Florida assessment areas had the second largest branch presence and deposit base until September 2014, when all branches in MSA 36740 were sold to another financial institution. As detailed in Exhibit I on page 7, as of June 30, 2014, BPNA operated 20, or 22%, of its branches in the Florida assessment areas. Eight, or 40%, of branches in Florida were located in LMI census tracts. The FDIC reported that as of June 30, 2014, 21% of all BPNA deposits were held in the Florida assessment areas. Lending in the state also generated approximately 25% of BPNA's combined HMDA-related and small business loans during the evaluation period.

<b>Exhibit VII: Summary of Key Assessment Area Data: Florida</b>			
	<b>MSA 33100</b>	<b>MSA 36740</b>	<b>TOTAL</b>
<b>Total Population<sup>4</sup></b>	<b>4,244,501</b>	<b>1,757,092</b>	<b>6,001,593</b>
<b>Population % of AA population</b>	<b>71%</b>	<b>29%</b>	<b>100%</b>
<b>Families</b>	<b>992,528</b>	<b>417,931</b>	<b>1,410,459</b>
<b>Families % of AA families</b>	<b>71%</b>	<b>29%</b>	<b>100%</b>
<b>Total Census Tracts<sup>4</sup></b>	<b>881</b>	<b>317</b>	<b>1,198</b>
<b>Tracts % AA tracts</b>	<b>74%</b>	<b>26%</b>	<b>100%</b>
<b>LMI tracts</b>	<b>281</b>	<b>98</b>	<b>379</b>
<b>LMI tracts % all AA LMI tracts</b>	<b>74%</b>	<b>26%</b>	<b>100%</b>
<b>Total Owner-Occupied Units<sup>4</sup></b>	<b>944,043</b>	<b>391,545</b>	<b>1,335,588</b>
<b>Units % of AA units</b>	<b>71%</b>	<b>29%</b>	<b>100%</b>
<b>Business Establishments<sup>5</sup></b>	<b>305,537</b>	<b>116,337</b>	<b>421,874</b>
<b>Bus. est. % AA bus. est.</b>	<b>72%</b>	<b>28%</b>	<b>100%</b>
<b>Number of Branches<sup>1</sup></b>	<b>10</b>	<b>10</b>	<b>20</b>
<b>Branches % all branches</b>	<b>50%</b>	<b>50%</b>	<b>100%</b>
<b>Branches in LMI tracts</b>	<b>4</b>	<b>4</b>	<b>8</b>
<b>LMI branches % AA LMI branches</b>	<b>50%</b>	<b>50%</b>	<b>100%</b>
<b>Branch Deposits (\$'000s)<sup>2</sup></b>	<b>1,029,638</b>	<b>222,702</b>	<b>1,252,340</b>
<b>Deposits % AA deposits</b>	<b>82%</b>	<b>18%</b>	<b>100%</b>
<b>Deposit Market Share (%) / Rank in Market</b>	<b>0.55% /24</b>	<b>0.54% /22</b>	
<b>Home Purchase Originations<sup>3</sup></b>	<b>20</b>	<b>18</b>	<b>38</b>
<b>HP originations % AA orig.</b>	<b>53%</b>	<b>47%</b>	<b>100%</b>
<b>Refinance Originations<sup>3</sup></b>	<b>44</b>	<b>67</b>	<b>111</b>
<b>Refi orig. % AA orig.</b>	<b>40%</b>	<b>60%</b>	<b>100%</b>
<b>Home Improvement Originations<sup>3</sup></b>	<b>42</b>	<b>21</b>	<b>63</b>
<b>Home Improvement orig. % AA orig.</b>	<b>67%</b>	<b>33%</b>	<b>100%</b>
<b>Multifamily Originations<sup>3</sup></b>	<b>104</b>	<b>4</b>	<b>108</b>
<b>Multifamily orig. % AA orig.</b>	<b>96%</b>	<b>4%</b>	<b>100%</b>
<b>Small Business Originations<sup>3</sup></b>	<b>135</b>	<b>27</b>	<b>162</b>
<b>SB orig. % AA orig.</b>	<b>83%</b>	<b>17%</b>	<b>100%</b>
<b>Combined Loan Totals</b>	<b>345</b>	<b>137</b>	<b>482</b>
<b>% of AA Orig.</b>	<b>72%</b>	<b>28%</b>	<b>100%</b>

(1) Branch numbers are as of 06/30/2014. (2) Branch deposits and deposit market share are from the FDIC as of 6/30/14. (3) Originations are loans reported under HMDA or CRA Small Business reporting for 2013 and 2014. (4) Demographic information was obtained from the 2010 Census. (5) Business establishments information was reported by Dun & Bradstreet for 2014.

## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TEST IN FLORIDA**

Conclusions regarding BPNA's performance in Florida with respect to the lending, investment and service tests are based solely on performance in MSA 33100. BPNA's performance with respect to the lending, investment and service test are generally similar as the overall conclusions for the bank. Performance under the lending and investment tests are rated high satisfactory. BPNA's performance under the service is rated outstanding. The overall conclusions were moderately influenced by the performance in Florida which has 21% of deposits and 25% of loan originations. Specific comments regarding the lending, investment and service tests are discussed below.

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN MSA 33100 (MIAMI-FORT LAUDERDALE-W PALM BEACH, FL)**

As of December 31, 2014, BPNA operated 10 branches in MSA 33100. Four, or 40%, of the MSA branches were located in LMI geographies. Based on FDIC deposit data as of June 30, 2014, BPNA held \$1.0 billion in deposits in MSA 33100, which represents 82% of the bank's deposits in the state of Florida. BPNA's deposits in the MSA represent a 0.55% market share, ranking 24th among 106 depository institutions in the area. Of the total combined HMDA-related and small business originations extended in Florida, BPNA made 72% of its loans in this assessment area.

MSA 33100 is dominated by large regional financial institutions competing with BPNA for retail lending and deposit activity. The top five institutions account for 70% of overall deposits in the MSA.

#### **Community Contacts**

In the Florida assessment areas one community contact was done with a micro lender that serves the entire state of Florida with Miami and Orlando being its principal markets. The contact indicated that small business owners are still struggling from the recent recession and that access to capital is a primary need as well as financial education for these business owners.

### **PERFORMANCE CONTEXT**

The following demographic and economic information was used to describe the assessment area and to evaluate the context in which BPNA operates. The information was obtained from publicly available sources, including the 2010 Census, the U.S. Department of Labor, the National Association of Realtors ("NAR"), and HUD.

#### **Demographic Characteristics**

MSA 33100 is located in the southeast part of the state of Florida and consists of Broward County and Miami-Dade County. The assessment area includes the cities of Miami, Miami Beach, Fort Lauderdale, Pompano Beach, Deerfield Beach and Kendall. According to the 2010 Census, the assessment area population is approximately 4.2 million, representing 22.6% of the state's population. The population of the assessment area grew by 9.5% from 2000 to 2010, compared to a

statewide growth rate of 17.6%. Miami-Dade County and Broward County are the two most populated counties in the state with 13.3% and 9.3% of Florida’s population, respectively.

The assessment area continues to grow in diversity and provides a multi-ethnic, multi-lingual workforce and culturally diverse environment with a significant proportion of the population born outside of the U.S. Miami-Dade County has the highest number of foreign born residents at over 51%, while Broward County has 32%.

Approximately 32% of the assessment area population resides in LMI geographies. According to the 2010 census, there are 881 census tracts in the assessment area, of which 31.9% are LMI.

*Income Characteristics*

According to 2010 Census data, 22.7% of families in the MSA are considered low-income, 17.2% are moderate-income, and 11.8% have incomes below the poverty level. Poverty levels were higher in the Miami-Dade, as 14.0% of all families have incomes below the poverty level, while in Broward County, 9.0% of all families had incomes below the poverty level.

According to FFIEC data, the MFI in Miami-Dade County was \$49,000 in 2013 and \$48,400 in 2014. Income levels in Broward County were higher, at \$61,700 in 2013 and \$61,800 in 2014.

<b>FFIEC Median Family Incomes</b>		
<b>Area</b>	<b>2013</b>	<b>2014</b>
Miami-Dade County	\$49,000	\$48,400
Broward County	\$61,700	\$61,800

*Housing Characteristics*

The 2010 Census reports that MSA 33100 has approximately 1.8 million housing units, of which 52.8% are owner-occupied and 30.9% are rental. Of the available owner-occupied units, 1.7% is in low-income geographies and 23.5% in moderate-income geographies. Rental units account for 64.1% of total housing units in low-income tracts and 40.6% in moderate-income tracts. In terms of total rental units in the assessment area, 10.4% and 37.0% are located respectively in low-income and moderate-income geographies. The large proportion of rental units in LMI tracts limits the bank’s ability to make HMDA-related loans in those geographies.

The assessment area housing market experienced significant distress in recent years due to the nationwide recession and housing market collapse. In Miami-Dade County, the median price for a single-family home peaked at \$365,000 in 2007, and then tumbled by 45% to \$199,000 in 2011. The situation was similar for condos, which fell by 44% from their peak price of \$296,900 in 2008 to \$165,000 in 2011. In Broward County, the declines were even more dramatic in both single-family homes and condos, with median prices declining by more than 84%. The market, however, appears to be recovering, as NAR reports the 2014 median price of a single-family home was \$266,000 for the entire MSA.

Housing remains unaffordable for most LMI borrowers in the assessment area. In 2014, the median housing cost in the MSA was approximately nine times the MFI for low-income borrowers and six

times the MFI for moderate-income borrowers. Foreclosures and mortgage delinquencies continue to hamper a rebound for the area's housing market. The percentage of seriously delinquent mortgages, which includes loans more than 90 days past due, decreased from 9.6% in January 2014 to 6.2% in December 2014, which represents one of the most notable MSA declines nationally for the period. The table below provides a summary of the Assessment Area Demographics for MSA 33100.

**Assessment Area Demographics**

**Assessment Area: MSA 33100**

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	50	5.7	43,317	4.4	15,554	35.9	225,515	22.7
Moderate-income	231	26.2	267,021	26.9	48,384	18.1	170,594	17.2
Middle-income	299	33.9	345,556	34.8	36,101	10.4	187,854	18.9
Upper-income	281	31.9	336,540	33.9	16,765	5	408,565	41.2
Unknown-income	20	2.3	94	0	33	35.1	0	0
<b>Total Assessment Area</b>	<b>881</b>	<b>100</b>	<b>992,528</b>	<b>100</b>	<b>116,837</b>	<b>11.8</b>	<b>992,528</b>	<b>100</b>
	<b>Housing Units by Tract</b>	<b>Housing Types by Tract</b>						
		<b>Owner-Occupied</b>			<b>Rental</b>		<b>Vacant</b>	
		#	%	%	#	%	#	%
Low-income	89,719	16,036	1.7	17.9	57,477	64.1	16,206	18.1
Moderate-income	503,104	222,094	23.5	44.1	204,507	40.6	76,503	15.2
Middle-income	630,899	342,873	36.3	54.3	185,342	29.4	102,684	16.3
Upper-income	563,176	362,995	38.5	64.5	104,892	18.6	95,289	16.9
Unknown-income	540	45	0	8.3	193	35.7	302	55.9
<b>Total Assessment Area</b>	<b>1,787,438</b>	<b>944,043</b>	<b>100</b>	<b>52.8</b>	<b>552,411</b>	<b>30.9</b>	<b>290,984</b>	<b>16.3</b>
	<b>Total Businesses by Tracts</b>	<b>Businesses by Tract &amp; Revenue Size</b>						
		<b>Less Than or = \$1 Million</b>		<b>Over \$1 Million</b>		<b>Revenue Not Reported</b>		
		#	%	#	%	#	%	#
Low-income	10,580	3.5	9,299	3.3	848	5.1	433	4.3
Moderate-income	73,731	24.1	66,081	23.7	5,032	30	2,618	25.9
Middle-income	91,878	30.1	84,831	30.4	3,939	23.5	3,108	30.7
Upper-income	126,561	41.4	116,356	41.8	6,362	37.9	3,843	38
Unknown-income	2,787	0.9	2,073	0.7	594	3.5	120	1.2
<b>Total Assessment Area</b>	<b>305,537</b>	<b>100</b>	<b>278,640</b>	<b>100</b>	<b>16,775</b>	<b>100</b>	<b>10,122</b>	<b>100</b>
	<b>Percentage of Total Businesses:</b>			<b>91.2</b>		<b>5.5</b>		<b>3.3</b>

Based on 2010 ACS Information.

Labor, Employment and Economic Characteristics

The MSA 33100 assessment area is located at the southern end of the Florida peninsula. Tourism and transportation are primary economic drivers for the area, with major commercial and cruise ports in both Miami-Dade and Broward Counties.

Unemployment rates have declined in the MSA and throughout the state of Florida. The MSA had unemployment rates of 6.0% in 2013 and 5.3% in 2014, while the state of Florida had similar declines in unemployment from 6.6% in 2013 to 5.8% in 2014.

Miami-Dade County is known for its diverse population, tropical climate, and the South Beach area, which attracts an estimated 13 million visitors annually. The international trade industry is a top contributor to the economy and has aided in the area's recovery. The Port of Miami, which serves as a major cruise terminal and gateway for commercial trade, contributes more than \$17 billion annually and provides more than 176,000 jobs. During the past 2 years, more than 4 million cruise ship passengers have traveled through the Port of Miami annually, leading to gains in jobs in the leisure and hospitality sectors. Miami International Airport ("MIA") ranked 1<sup>st</sup> in the country and 10<sup>th</sup> in the world in 2010 for volume of international freights. MIA and the general aviation airports in Miami-Dade County have an annual economic impact of \$26.7 billion and contribute more than 282,000 jobs.

Broward County, home to Fort Lauderdale, is also a travel destination for many tourists. Port Everglades, the county's seaport for cruise ships, cargo and petroleum, has an economic impact of more than \$15 billion annually and supports 160,000 jobs. Cruise traffic in this county increased to record levels in 2013, making it the third busiest cruise port worldwide. The Fort Lauderdale-Hollywood International Airport, which has an annual economic impact of more than \$2.7 billion, supports 37,000 jobs countywide.

According to 2014 D&B data, there were 305,537 businesses operating in the assessment area, of which 3.5% were located in low-income areas and 24.1% in moderate-income areas. Of the total businesses operating in the assessment area, 91.2% were businesses with gross annual revenues ("GAR") of \$1 million or less.

Additional performance context data for this assessment area is provided in the Assessment Area Demographics report on page 52.

**CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 33100 (MIAMI-FORT LAUDERDALE-W PALM BEACH, FL)**

**LENDING TEST**

BPNA's performance under the lending test in MSA 33100 is rated high satisfactory. This conclusion is based on good lending activity, good geographic distribution, poor borrower distribution, and a relatively high level of community development loans. Some of the data used to



evaluate BPNA's performance in this assessment area appears in Exhibit VIII on page 61 and in Appendix D.

### **Lending Activity**

Lending activity reflected good responsiveness to assessment area credit needs in relation to the bank's capacity to lend and performance context factors. This was determined based on market share review, trend analysis, and comparison to peer banks. For the two-year evaluation period, BPNA's overall trend in combined HMDA-related and small business lending volume reflects an increase of 62% compared to the last evaluation. Comparisons to the aggregate over the same time period indicate that BPNA's performance was above the aggregate whose volume increased 7% over the same period.

Since the prior evaluation, BPNA's market share of deposits increased slightly while its market share of lending in the assessment area remained stable. In 2014, BPNA had a deposit market share of 0.55%, and market shares of 0.02% in home purchase, 0.07% in refinance, 12% in multi-family and 0.05% in small business lending. Home improvement volume was minimal. By comparison, the 2012 market share of deposits was 0.53%, 0.03% in home purchase, 0.06% in refinance, 1.6% in home improvement, 10.5% in multi-family, and 0.05% in small business lending. Peer comparisons of the number of loans originated per million dollars of deposits indicated that BPNA's performance was generally consistent with the performance of the five other peer banks.

### **Geographic Distribution**

The geographic distribution of HMDA-related and small business loans was good based primarily on excellent small business lending performance in LMI geographies and adequate HMDA-related lending penetration in moderate-income census tracts. HMDA-related penetration in low-income geographies was poor.

BPNA demonstrated overall low penetration in census tracts of all income levels in MSA 33100. This can be attributed to the bank's small market share of loans across all product types and the high competitiveness of this market, with 106 depository institutions operating in the assessment area. The chart below is a summary of the analysis of lending gaps in the assessment area.

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
<b>2013</b>			
Low	50	41	18%
Moderate	231	194	16%
Middle	299	260	13%
Upper	281	231	18%
Income Unknown	20	17	15%
<b>2014</b>			
Low	50	44	12%
Moderate	231	194	16%
Middle	299	267	11%
Upper	281	238	15%
Income Unknown	20	18	10%

### *Home Purchase*

Home purchase performance was good overall. BPNA did not make any home purchase loans in low-income geographies in 2013 and 2014, and performance was below the aggregate. The demographics of the assessment area indicated that 1.7% of owner-occupied housing units are located in low-income geographies in the MSA. While opportunities are limited in low-income geographies, home purchase performance was rated poor given that the market aggregate made 1.3% in 2014 and 1.1% in 2013 in low-income geographies

Home purchase performance in moderate-income geographies was good. In 2014 BPNA 27.3% of its home purchase loans in moderate-income geographies. The demographics indicate that 23.5% of owner-occupied housing units are in moderate-income geographies. BPNA's performance was above the aggregate, which made 16.3% of its home purchase loans in moderate-income geographies. In terms of dollars, home purchase loans in moderate-income geographies accounted for 60.2% of loans, compared to the aggregate's 10.0%. Performance in 2013 was below 2014's performance as BPNA made 11.1% in moderate-income geographies while the market aggregate made 15.0%. In terms of dollars, home purchase loans in moderate-income geographies accounted for 7.9% of loans, compared to the aggregate's 9.1%.

### *Refinance*

Refinance lending performance overall was adequate. Performance in low-income geographies was considered adequate as BPNA made 1 loan or 5.9% of its loans in 2014 and no loans in 2013. Performance was above the market aggregate in 2014 which made 1.1% of its refinance loans in low-income geographies. The demographics of the assessment area indicated that 1.7% of owner-occupied housing units are located in low-income geographies in the MSA. In terms of dollars, home purchase loans in low-income geographies accounted for 5.3% of loans, compared to the aggregate's 0.7% in 2014. In 2013 the market aggregate made 0.9% of its loans and 0.7% of the dollars in low-

income geographies. The low levels of lending by the market aggregate indicate the limitations in making HMDA-related loans in low-income geographies.

Refinance lending performance in moderate-income geographies was adequate. In 2014 BPNA 11.8% of its refinance loans in moderate-income geographies. The demographics indicate that 23.5% of owner-occupied housing units are in moderate-income geographies. BPNA's performance was below the aggregate which made 15.1% of its refinance loans in moderate-income geographies. In terms of dollars, refinance loans in moderate-income geographies accounted for 10.9% of loans, compared to the aggregate's 9.4%. Performance in 2013 was comparable to 2014's performance, as BPNA made 11.1% of its loans in moderate-income geographies while the market aggregate made 14.6%. In terms of dollars, refinance loans in moderate-income geographies accounted for 6.6% of loans, compared to the aggregate's 10.9%.

### *Home Improvement*

Home improvement performance overall was adequate. BPNA did not make any home improvement loans in low-income geographies in 2014 and 2013 and performance was below the aggregate which made approximately 1.0% of its home improvement loan in 2014 and 2013. The demographics of the assessment area indicated that 1.7% of owner-occupied housing units are located in low-income geographies in the MSA. Home improvement performance was rated adequate as aggregate lending volumes for these loans indicate that opportunities to lend are limited.

Home improvement performance in moderate-income geographies was adequate. In 2014 BPNA made 6.3% of its home improvement loans in moderate-income geographies. The demographics indicate that 23.5% of owner-occupied housing units are in moderate-income geographies. BPNA's performance was below the aggregate which made 17.8% of its home improvement loans in moderate-income geographies. In terms of dollars, home improvement loans in moderate-income geographies accounted for 3.5% of loans, compared to the aggregate's 7.7%. Performance in 2013 was excellent compared to the aggregate as 26.9% of home improvement loans were in moderate-income geographies while the market aggregate made 17.0%. In terms of dollars, home improvement loans in moderate-income geographies accounted for 30.8% of loans, compared to the aggregate's 6.2%.

### *Multi-family*

Performance in multi-family lending was good overall based on good performance in low-income geographies and excellent performance in moderate-income geographies. BPNA made 8.9% of its multi-family loans in low-income geographies in 2014 compared to 10.4% of rental properties in those geographies. Performance was below the market aggregate, which made 12.9% of its multi-family loans in low-income geographies in 2014. In terms of dollars, multi-family loans in low-income geographies accounted for 3.2% of loans, compared to the aggregate's 11.7%. Multi-family performance in 2013 was good in low-income geographies as 14.6% of multi-family loans were in

low-income geographies while the aggregate made 16.1%. In terms of dollars, 2013 multi-family loans in low-income geographies accounted for 8.7% of loans, compared to the aggregate's 9.8%.

BPNA's multi-family performance in moderate-income geographies was excellent in both 2013 and 2014. The bank made 39.6% of its multi-family loans in moderate-income geographies in 2013 and 42.9% in 2014 compared to 37.0% of rental properties in both 2013 and 2014. Performance was similar to the market aggregate in both 2013 and 2014 as the market aggregate made 39.2% and 43.2% of its multi-family loans in moderate-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was also excellent. The bank's loans in moderate-income geographies accounted for 41.6% and 50.3% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 31.3% in 2013 and 38.3% in 2014.

#### *Small Business*

Small business performance in 2014 was excellent in low-income geographies as BPNA made 9.0% of its small business loans in low-income geographies compared to 3.5% of business establishments. Performance was above the aggregate, which made 3.4% of its small business loans in low-income geographies. In terms of dollars, BPNA was also above the aggregate. The bank's loans in low-income geographies accounted for 8.5% in 2014 compared to the aggregate's 4.5%. Small business performance in 2013 was comparable to 2014. BPNA made 8.8% of its small business loans in low-income geographies compared to 2.7% of business establishments in 2013. Performance was above the aggregate, which made 3.2% of its small business loans in low-income geographies. In terms of dollars, BPNA was also above the aggregate. The bank's loans in low-income geographies accounted for 8.2% in 2013 compared to the aggregate's 4.6%.

Small business performance in moderate-income geographies was excellent in 2014. BPNA originated 29.9% of its small business loans in moderate-income geographies in 2014 and 27.3% in 2013. Performance was above the demographics of the assessment area as 24.1% and 24.4% of business establishments were in moderate-income geographies in 2014 and 2013 respectively. BPNA's performance was above the performance of the market aggregate where 22.2% of its small business loans were made in moderate-income geographies in 2014 and 21.8% in 2013. In terms of dollars, BPNA was also above the aggregate. The bank's loans in moderate-income geographies accounted for 33.8% and 37.7% of total dollars in 2014 and 2013 respectively, compared to the aggregate's 27.2% in 2014 and 26.0% in 2013.

#### **Borrower Distribution**

The overall distribution of loans among borrowers of different income levels and businesses of different sizes in the state of Florida was poor. This conclusion is based on poor performance in MSA 33100.

## **Distribution by Borrower Income and Revenue Size of Business**

BPNA's distribution of loans to borrowers in the Miami-Fort Lauderdale-West Palm Beach assessment area reflects, given the product lines offered, poor penetration among customers of different income levels and businesses of different sizes. Overall, HMDA lending to both low- and moderate-income borrowers was poor and lending to small businesses was also poor. Multi-family lending was not applicable for borrower characteristics analysis.

### *Home Purchase*

BPNA's home purchase lending to low- income borrowers was poor. BPNA made one loan, or 9.1%, to a low-income borrower in 2014 and none in 2013. The aggregate made 1.9% of its home purchase loans in 2014 and 2.6% in 2013 to low-income borrowers. According to demographic data, 22.7% of the families in the MSA are low-income.

BPNA's home purchase lending to moderate-income borrowers was adequate. In 2014, the bank made 18.2% of its home purchase loans, accounting for 3.4% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 17.2% of families are moderate-income. BPNA's performance was above the aggregate, which made 11.4% of its loans, accounting for 5.5% of the dollars, to moderate-income borrowers. In 2013, BPNA made no home purchase loans to moderate-income borrowers. The aggregate made 12.3% of its loans, accounting for 5.9% of the dollars, to moderate-income borrowers.

### *Refinance*

BPNA's refinance lending to low-income borrowers was adequate. In 2014, the bank made 11.8% of its refinance loans, accounting for 6.3% of the dollars, to low-income borrowers. This was below the demographic data where 22.7% of the families are low-income. The aggregate made 4.9% of its loans, accounting for 2.4% of the dollars, to low-income borrowers. BPNA's 2013 performance was better compared to its 2014 performance. In 2013, the bank made 18.5% of its refinance loans, accounting for 8.1% of the dollars, to low-income borrowers. The aggregate made 6.1% of its loans, accounting for 2.7% of the dollars, to low-income borrowers.

BPNA's refinance lending to moderate-income borrowers was poor. In 2014, the bank made no refinance loans to moderate-income borrowers. This was below the demographic data where 17.2% of families are moderate-income. The aggregate made 8.8% of its loans, accounting for 4.5% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made one loan, for 3.7% of its refinance loans and 3.9% of its dollars, to moderate-income borrowers. The aggregate made 9.5% of its loans, accounting for 4.5% of the dollars, to moderate-income borrowers.

### *Home Improvement*

BPNA's home improvement lending to low-income borrowers was poor. In 2014, the bank made one loan to a low-income borrower. This loan accounted for 6.3% of its home improvement loans and for 3.5% of the dollars to low-income borrowers. This was below the demographic data where 22.7% of the families are low-income. The aggregate made 8.1% of its loans, accounting for 1.1% of the dollars, to low-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 7.7% of its home improvement loans, accounting for 3.7% of the dollars, to low-income borrowers. The aggregate made 6.2% of its loans, accounting for 1.0% of the dollars, to low-income borrowers.

BPNA's home improvement lending to moderate-income borrowers was poor. In 2014, the bank made no home improvement loans to moderate-income borrowers. This was below the demographic data where 17.2% of families are moderate-income. The aggregate made 11.9% of its loans, accounting for 3.4% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 7.7% of its home improvement loans, accounting for 7.8% of the dollars, to moderate-income borrowers. The aggregate made 11.7% of its loans, accounting for 3.9% of the dollars, to moderate-income borrowers.

### *Small Business Lending*

BPNA provided a poor level of lending to small business borrowers with GAR of \$1 million or less. In 2014, the bank made 34.3% of its small business loans, accounting for 29.7% of the dollars, to these businesses, compared to the 91.2% of business establishments in the MSA with GAR of \$1 million or less. Small business lending was below the market aggregate, which made 51.8% of its small business loans, accounting for 32.2% of the dollars, to businesses with GAR of \$1 million or less. The bank made 38.8% of its small business loans in amounts of \$100,000 or less, which was significantly below the aggregate, which made 96.0% of its small business loans in amounts of \$100,000 or less. The comparison of loans in the amount of \$100,000 or less is skewed as the aggregate includes large national credit card lenders which are typically offered in smaller dollar amounts. The average loan size was \$257,000. Small business lending performance in 2013 was comparable to performance in 2014.

### Community Development Lending

BPNA made a relatively high level of community development loans in MSA 33100 with 118 loan originations totaling \$163 million or 98% of BPNA’s community development lending in Florida, and 33% of BPNA’s total community development lending. Performance in the MSA increased 98% on annualized basis compared to the previous evaluation. Substantially all of the community development lending was new commitments.

<b>Community Development Lending</b>		
<b>Purpose</b>	<b>#</b>	<b>\$('000s)</b>
Affordable Housing	<b>110</b>	<b>137,822</b>
Community Services	<b>1</b>	<b>7,500</b>
Economic Development	<b>7</b>	<b>17,265</b>
Revitalize and Stabilize	<b>0</b>	<b>0</b>
<b>Totals</b>	<b>118</b>	<b>162,587</b>

Performance within the MSA was directed at affordable housing initiatives and economic development activities. When compared to four similarly situated large retail banks in the assessment area as a percentage of assessment area deposits, BPNA’s performance was favorable.

The following are examples of community development loans that met critical needs in the assessment area:

- 103 new multifamily loans totaling \$124 million that provided 1,433 units of affordable housing.
- Two loans totaling \$2 million to a condominium association to finance repairs to the building and grounds. The condominiums are located in moderate-income census tracts in Broward County. Average sales price for the condominiums is \$51,000, an amount that is affordable to LMI individuals in the MSA.
- A \$6 million commercial mortgage to acquire a warehouse building in Miami-Dade County. The building will be utilized to manufacture and distribute paper products. The loan supports the creation and retention of jobs for LMI individuals. Revenues and income of the business fall within SBA parameters for small businesses.
- A \$7.5 million loan to finance the acquisition of land and construction of a charter school serving Miami-Dade County. The majority of students in the charter school will be eligible for the free lunch program.

**Exhibit VIII**  
**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 33100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	Aggregate % \$(000s)	%	% \$(000s)	#	Bank %	Aggregate % \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	1.3%	0.8%	1	9.1%	1.5%	1.9%	0.6%
Moderate	3	27.3%	60.2%	16.3%	10.0%	2	18.2%	3.4%	11.4%	5.5%
Middle	6	54.5%	28.9%	38.1%	29.6%	0	0.0%	0.0%	18.5%	12.2%
Upper	2	18.2%	11.0%	43.9%	59.3%	3	27.3%	17.0%	51.9%	64.4%
Unknown	0	0.0%	0.0%	0.3%	0.4%	5	45.5%	78.2%	16.3%	17.2%
<b>Total</b>	<b>11</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>11</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	1	5.9%	5.3%	1.1%	0.7%	2	11.8%	6.3%	4.9%	2.4%
Moderate	2	11.8%	10.9%	15.1%	9.4%	0	0.0%	0.0%	8.8%	4.5%
Middle	5	29.4%	11.6%	33.0%	24.5%	1	5.9%	6.6%	15.8%	10.1%
Upper	9	52.9%	72.2%	50.7%	65.3%	14	82.4%	87.1%	55.2%	66.6%
Unknown	0	0.0%	0.0%	0.1%	0.1%	0	0.0%	0.0%	15.2%	16.4%
<b>Total</b>	<b>17</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>17</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	1.3%	0.4%	1	6.3%	3.5%	8.1%	1.1%
Moderate	1	6.3%	3.5%	17.8%	7.7%	0	0.0%	0.0%	11.9%	3.4%
Middle	6	37.5%	32.2%	33.0%	22.3%	2	12.5%	3.2%	17.0%	9.6%
Upper	8	50.0%	56.9%	47.7%	69.5%	12	75.0%	90.7%	56.9%	75.5%
Unknown	1	6.3%	7.3%	0.1%	0.0%	1	6.3%	2.6%	6.1%	10.4%
<b>Total</b>	<b>16</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>16</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	5	8.9%	3.2%	12.9%	11.7%	0	0.0%	0.0%	0.0%	0.0%
Moderate	24	42.9%	50.3%	43.2%	38.3%	0	0.0%	0.0%	0.0%	0.0%
Middle	15	26.8%	28.0%	27.5%	38.5%	0	0.0%	0.0%	0.0%	0.0%
Upper	12	21.4%	18.5%	16.1%	11.3%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.2%	0.1%	56	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>56</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>56</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	6	6.0%	3.1%	1.3%	1.5%	4	4.0%	0.4%	3.1%	1.1%
Moderate	30	30.0%	48.3%	16.2%	11.6%	2	2.0%	0.2%	10.5%	4.9%
Middle	32	32.0%	27.4%	36.2%	28.6%	3	3.0%	0.3%	17.5%	10.8%
Upper	31	31.0%	21.1%	46.0%	58.0%	29	29.0%	6.1%	52.7%	61.1%
Unknown	1	1.0%	0.1%	0.2%	0.3%	62	62.0%	93.0%	16.2%	22.2%
<b>Total</b>	<b>100</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	
Low	6	9.0%	8.5%	3.4%	4.5%					
Moderate	20	29.9%	33.8%	22.2%	27.2%					
Middle	11	16.4%	12.8%	26.9%	22.6%					
Upper	28	41.8%	35.9%	45.6%	42.9%					
Unknown	2	3.0%	9.0%	1.2%	2.4%					
Tract Unknown	0	0.0%	0.0%	0.7%	0.5%					
<b>Total</b>	<b>67</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	23	34.3%	29.7%	51.8%	32.2%					
<b>By Loan Size</b>										
\$100,000 or less	26	38.8%	8.1%	96.0%	43.6%					
\$100,001-\$250,000	21	31.3%	24.6%	1.9%	13.3%					
\$250,001-\$1 Million	20	29.9%	67.3%	2.0%	43.0%					
<b>Total</b>	<b>67</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases



**INVESTMENT TEST**

BPNA’s performance in MSA 33100 under the investment test is rated high satisfactory. The bank made a significant level of qualified community development investments and grants in MSA 33100, with \$5.0 million in investments dedicated to activities inside the assessment area and \$40 thousand on the broader statewide area that includes the assessment area. Assessment area qualified investments represent 10% of BPNA’s total qualified investments.

<b>Qualified Investments MSA 33100</b>		
<b>Investment Purpose</b>	<b>#</b>	<b>\$('000s)</b>
Affordable Housing	11	5,004
Community Services	29	163
Economic Development	18	66
<b>Total</b>	<b>58</b>	<b>5,233</b>

In addition, BPNA’s qualified investments level was comparable to similarly-situated retail banks operating in the assessment area. BPNA’s level of qualified investments as a percentage of assessment area deposits ranked 3<sup>rd</sup> among five peer banks.

BPNA exhibited adequate responsiveness to credit and community development needs in the assessment area. Investment activities primarily targeted affordable housing through investments in MBS, which are not considered innovative or complex. While MBS are qualified investments that provide some liquidity to the market, they are viewed qualitatively as less responsive to community development needs of LMI communities than more direct investments. The assessment area also benefited from 40 grants and donations totaling \$200,000. The following are examples of qualified investments that met critical needs in the assessment area:

- A \$58,000 in-kind donation to an organization located in a middle-income geography bordering a moderate-income geography in Miami-Dade County that promotes economic empowerment for young people from LMI neighborhoods by fostering work-readiness, entrepreneurship, and financial literacy.
- Four mortgage-backed securities totaling \$1.3 million that provide affordable housing for LMI individuals.
- Two donations totaling \$9,000 to an organization located in a moderate-income geography in Miami that rehabilitates and creates affordable housing for LMI individuals.

**SERVICE TEST**

BPNA’s performance on the service test in MSA 33100 is considered outstanding, based on readily accessible delivery systems and a relatively high level of community development services provided in the assessment area. This analysis considered performance context information.

**Retail Services**

BPNA’s retail delivery systems were readily accessible to geographies and individuals of different income levels in the assessment area. BPNA operated 10 branches in the MSA, of which 4 or 40% were located in moderate-income census tracts. There are no branches in low-income census tracts. This compares very favorably to 31% of the MSA population residing in LMI areas. Alternative delivery systems slightly enhanced BPNA performance in this assessment area. The bank did not have any off-site ATMs in MSA 33100.

BPNA did not open or close any branches in this assessment area during the evaluation period.

BPNA’s business hours and services are tailored to the convenience and needs of the assessment area, particularly to LMI geographies and LMI individuals. Of the 10 branches in the MSA, all branches have extended late evening hours and 9 have Saturday hours. One branch in an upper-income area does not offer Saturday hours.

**Community Development Services**

BPNA provided a relatively high level of community development services throughout MSA 33100. BPNA provided 44 qualified services, compared to 48 provided during the prior evaluation. Community development services primarily consisted of financial literacy seminars to LMI individuals.

Additionally, 12 BPNA management and staff members provided 19 qualified service activities by serving as board or committee members to 19 community development organizations. BPNA staff provided financial management expertise and technical assistance to these organizations. Examples of community development services include:

<b>Community Development Services</b>	
Financial Literacy Seminars	30
Economic Development /Community Service	8
Technical Assistance	6
<b>Total</b>	<b>44</b>

- A BPNA officer served as a board and committee member of a not-for-profit community development organization whose focus is prevention and elimination of slum and blight conditions within the boundaries of the redevelopment area.
- A vice president served as treasurer to an economic development organization operating in a low-income area in Miami-Dade County, FL.
- An assistant vice president served as a regional board member of an organization that provides technical assistance to Hispanic entrepreneurs and small businesses.

## METROPOLITAN AREA

### (LIMITED REVIEW)

#### DESCRIPTION OF INSTITUTION’S OPERATIONS IN MSA 36740 (ORLANDO-KISSIMMEE-SANFORD, FL)

A limited evaluation of the BPNA’s performance in MSA 36740 (Orlando-Kissimmee-Sanford, FL) was completed. The 10 branches operating in MSA 36740 generated 18% of deposits in the state as of June 30, 2014. According to the 2010 census the assessment area population totaled 1.8 million individuals. All branches in MSA 36740 were sold to another financial institution in September 2014 when BPNA exited this market. Key demographic data is listed below:

Assessment Area Demographics – 36740				
<i>Income Category</i>	<i>Tract Distribution</i>		Percentage of Owner Occupied Housing Units by Tract	Percentage of Families by Income Level
	#	%		
Low Income	7	2.2	23.2	20.3
Moderate Income	91	28.7	37.3	18.2
Middle Income	106	33.4	53.7	20.3
Upper Income	112	35.3	68.9	46.2
Unknown	1	0.3	0.00	0.00
<b>Total</b>	<b>317</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>

#### CONCLUSIONS WITH RESPECT TO PERFORMANCE TEST IN MSA 36740 (ORLANDO-KISSIMMEE-SANFORD, FL)

The bank’s performance in the assessment area was reviewed using limited-scope evaluation procedures. Conclusions regarding the bank’s CRA performance are based on facts and data reviewed. Performance information can be found in the tables accompanying this report. Conclusions regarding performance did not impact the overall state rating.

Assessment Area	Lending Test	Investment Test	Service Test
MSA 36740	Consistent	Below	Consistent

BPNA’s performance in MSA 36740 was consistent with its overall satisfactory performance in Florida, which was based on the full-scope assessment area performance. The overall lending test rating for Florida was high satisfactory. BPNA’s lending test performance in the assessment area was consistent with this performance. The service test performance was consistent with the

outstanding rating for Florida. However, performance under the investment test was below overall performance in the state of Florida.

## STATE OF ILLINOIS

### ***CRA RATING FOR ILLINOIS: 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 the rating include:

- Lending levels reflect adequate responsiveness to assessment area credit needs;
- The geographic distribution of loans reflects good penetration throughout the assessment area;
- Adequate distribution of loans among individuals of different income levels and businesses of different sizes;
- The bank makes as adequate level of community development lending;
- Significant level of qualified community development investments;
- Readily accessible retail delivery systems to geographies and individuals of different income levels; and,
- Adequate level of community development services in the assessment area.

### **SCOPE OF EXAMINATION**

Examiners conducted a full-scope review of MSA 16980 (Chicago-Joliet-Naperville, IL-IN-WI) based on deposit concentration, lending volume, and branch office network. The assessment area in this multistate MSA consists only of counties in the state of Illinois. Therefore, ratings for the state of Illinois were based solely on performance in this MSA. BPNA's activities in the assessment area made up 15.0% of BPNA's total deposits and were weighted accordingly when deriving overall ratings.

### **DESCRIPTION OF INSTITUTION'S OPERATIONS IN ILLINOIS**

The Illinois assessment area had the lowest branch presence and deposit base. All branches were sold to another financial institution in late 2014. As detailed in Exhibit I on page 7, as of June 30, 2014, BPNA had operated 12 or 13% of its branches in Illinois assessment areas. Five or 42% of branches in Illinois were located in LMI census tracts. The FDIC reported that as of June 30, 2014, 15.0% of all BPNA's deposits were held in the Illinois assessment area. Lending in the state generated approximately 23.0% of BPNA's combined HMDA-related and small business loans during the evaluation period.

## CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN ILLINOIS

Conclusions regarding BPNA's performance in Illinois with respect to the lending, investment and service tests are based solely on performance in the MSA 16980 assessment area. BPNA's performance with respect to lending, investment and service tests are generally similar as the overall conclusions for the bank. Performance under the lending test is rated low satisfactory and performance under the investment test is rated high satisfactory. BPNA's performance under the service test is rated low satisfactory. The overall conclusions were influenced by the performance in Illinois which has 15.0% of the deposits and 23.0% of loan originations. Specific comments regarding the lending, investment and service tests are discussed below.

## DESCRIPTION OF INSTITUTION'S OPERATIONS IN MSA 16980 (CHICAGO-JOLIET-NAPERVILLE, IL-IN-WI)

BPNA operated 12 branches in the MSA 16980 assessment area, representing 13.0% of their total branch network. Five branches or 42% of BPNA's branches in the assessment area were located in LMI census tracts. A majority of BPNA's business was derived from its operations in Cook County.

As of June 30, 2014, BPNA held \$884 million in deposits in this assessment area capturing a deposit market share of 0.25% and ranking 43<sup>rd</sup> in deposits among 226 depository institutions in the assessment area. BPNA originated 23.0% of its HMDA-related and small business loans in the assessment area, making it the third largest number of originations among BPNA's assessment areas.

The assessment area is dominated by large regional institutions competing with BPNA for retail lending and deposit activity. The top five institutions account for 56.0% of overall deposits in the MSA.

## PERFORMANCE CONTEXT

The following demographic and economic information was used to describe the assessment area and to evaluate the context in which BPNA operates. The information was obtained from publicly available sources, including the 2010 Census, the U.S. Department of Labor ("DOL"), the National Association of Realtors ("NAR"), and HUD.

### Demographic Characteristics

MSA 16980 assessment area includes the counties of Cook, DuPage, and Kane, with the city of Chicago as the main metropolitan center. According to 2010 Census data, the assessment area population is approximately 6.3 million, representing 49.0% of the state's population. The city of Chicago is the most populous city in the state with 43.0% of the assessment area population and 21.0% of the state's overall population.

Approximately 35.0% of the assessment area population resides in LMI geographies. There are 1,561 census tracts in the assessment area of which 40.4% are LMI. By comparison, the 2000 census reported 1,513 census tracts in the assessment area, 42.0% of which were LMI.

### Income Characteristics

The MSA 16980 assessment area includes approximately 1.5 million families, of which 24.7% are considered low-income, 17.3% moderate-income, and 10.6% have incomes below the poverty level. According to the FFIEC, the estimated MFI for the assessment area was \$73,400 in 2013 and \$76,300 in 2014.

### Housing Characteristics

The MSA 16980 assessment area contains 2.6 million housing units, of which 1.5 million, or 56.5%, are owner-occupied. Approximately 4.8% of all owner-occupied units are located in low-income census tracts and 20.6% are in moderate-income census tracts. Rental units are the predominant type of housing units in LMI tracts. Rental units account for 54.7% of total housing units in low-income tracts and 41.5% in moderate-income tracts. In terms of total rental units in the assessment area, 18.3% and 31.0% are located respectively in low-income and moderate-income geographies. The large proportion of rental units in LMI tracts limits the bank's ability to make HMDA-related loans in those geographies.

The median sales price for homes in the MSA 16980 was \$191,300 in 2013 and \$205,900 in 2014. Median home sales prices reflect an upward trend, having increased from \$175,300 in 2012. Homes were unaffordable to LMI persons, with home prices almost six times the income of a low-income person and three times the income of a moderate-income person.

No community contact was made due to the fact that the bank exited this market in 2014.

### Labor, Employment and Economic Characteristics

The City of Chicago is the business and financial center of the assessment area. Major employers include federal, state, and local governments, schools, retail chains, and the healthcare industry. The area is home to many of the country's largest employers, including McDonald's Corporation, The Boeing Company, Sears Holding Corporation, Kraft Foods, Walgreens Company and Allstate Corporation.

During the evaluation period the unemployment rate for the area decreased steadily indicating some economic improvement in the area. The annual unemployment rate for MSA 16980 was 8.1% in 2013 and 5.7% in 2014, which was comparable to unemployment rates for the state at 8.3% in 2013 and 6.2% in 2014.

According to 2014 D&B data, there were 259,250 businesses operating in the assessment area, of which 5.3% were located in low-income areas and 17.7% in moderate-income areas. Of the total

businesses operating in the assessment area, 87.1% were businesses with gross annual revenues (“GAR”) of \$1 million or less.

Additional performance context data for this assessment area is provided in the Assessment Area Demographics report below.

**Assessment Area Demographics**

**Assessment Area: MSA 16980**

Income Categories	Tract Distribution		Families by Tract Income		Families < Poverty Level as % of Families by Tract		Families by Family Income	
	#	%	#	%	#	%	#	%
Low-income	233	14.9	144,001	9.8	48,549	33.7	364,888	24.7
Moderate-income	398	25.5	375,356	25.5	61,182	16.3	254,853	17.3
Middle-income	472	30.2	500,209	33.9	33,819	6.8	277,347	18.8
Upper-income	453	29	454,925	30.9	13,075	2.9	577,403	39.2
Unknown-income	5	0.3	0	0	0	0	0	0
<b>Total Assessment Area</b>	<b>1,561</b>	<b>100</b>	<b>1,474,491</b>	<b>100</b>	<b>156,625</b>	<b>10.6</b>	<b>1,474,491</b>	<b>100</b>
	Housing Units by Tract	Housing Types by Tract						
		Owner-Occupied		Rental		Vacant		
		#	%	%	#	%	#	%
Low-income	289,122	70,536	4.8	24.4	158,087	54.7	60,499	20.9
Moderate-income	644,332	300,070	20.6	46.6	267,428	41.5	76,834	11.9
Middle-income	845,482	537,172	36.9	63.5	245,482	29	62,828	7.4
Upper-income	800,277	548,845	37.7	68.6	190,660	23.8	60,772	7.6
Unknown-income	0	0	0	0	0	0	0	0
<b>Total Assessment Area</b>	<b>2,579,213</b>	<b>1,456,623</b>	<b>100</b>	<b>56.5</b>	<b>861,657</b>	<b>33.4</b>	<b>260,933</b>	<b>10.1</b>
	Total Businesses by Tract	Businesses by Tract & Revenue Size						
		Less Than or = \$1 Million		Over \$1 Million		Revenue Not Reported		
		#	%	#	%	#	%	#
Low-income	13,834	5.3	12,043	5.3	1,142	4.8	649	6.9
Moderate-income	45,759	17.7	39,356	17.4	4,492	18.7	1,911	20.4
Middle-income	81,744	31.5	71,585	31.7	7,332	30.6	2,827	30.2
Upper-income	117,620	45.4	102,693	45.5	10,975	45.7	3,952	42.2
Unknown-income	293	0.1	214	0.1	57	0.2	22	0.2
<b>Total Assessment Area</b>	<b>259,250</b>	<b>100</b>	<b>225,891</b>	<b>100</b>	<b>23,998</b>	<b>100</b>	<b>9,361</b>	<b>100</b>
	<b>Percentage of Total Businesses:</b>			<b>87.1</b>		<b>9.3</b>		<b>3.6</b>

Based on 2010 ACS Information.



## **CONCLUSIONS WITH RESPECT TO PERFORMANCE TESTS IN MSA 16980 (CHICAGO-JOLIET-NAPERVILLE, IL-IN-WI)**

### **LENDING TEST**

BPNA's performance under the lending test in the MSA 16980 assessment area is rated low satisfactory. This conclusion is based on adequate lending activity, good geographic distribution, adequate borrower distribution, and an adequate level of community development loans. Some of the data used to evaluate BPNA's performance in this assessment area appears in Exhibit IX on page 76 and in Appendix D.

#### **Lending Activity**

Lending activity reflected adequate responsiveness to assessment area credit needs in relation to the bank's capacity to lend and performance context issues. This was determined based on market share review, trend analysis, and comparison to peer banks. For the two-year evaluation period, BPNA's overall trend in combined HMDA-related and small business lending volume reflects a decline of 5% compared to the last evaluation period. Comparisons to the aggregate over the same time period indicated that BPNA's performance was above the aggregate whose volume declined 18% over the same period.

Since the prior evaluation, BPNA's market shares of deposits and lending in the assessment area declined. In 2014, BPNA had a deposit market share of 0.25%, and market shares of 0.01% in home purchase, .05% in refinance, 0.39% in home improvement, 0.8% in multi-family and 0.07% in small business lending. In comparison, the 2012 market share of deposits was .56%, 0.03% in home purchase, 0.03% in refinance, 0.71% in home improvement, 3.4% in multi-family, and 0.07% in small business lending. Peer comparisons of the number of loans originated per million dollars of deposits indicated that BPNA's performance was consistent with the performance of the six other peer banks.

#### **Geographic Distribution**

The overall geographic distribution of HMDA-related and small business loans was good based on excellent small business loan penetration in LMI geographies and good overall HMDA-related loan penetration in moderate-income census tracts and adequate penetration in low-income census tracts. The table below summarizes lending performance in these tracts in 2014.

BPNA demonstrated overall low penetration in census tracts of all income levels in MSA 16980. This can be attributed to the bank's small market share of loans across all product types and the high competitiveness of this market, with 226 depository institutions operating in the assessment area. The chart below is a summary of the analysis of lending gaps in the assessment area.

Tract Income Levels	Number of Tracts	Tracts with no Loans	Penetration
<b>2013</b>			
Low	233	218	6%
Moderate	398	333	16%
Middle	472	408	14%
Upper	453	405	11%
Income Unknown	5	4	20%
<b>2014</b>			
Low	233	216	7%
Moderate	398	338	15%
Middle	472	427	10%
Upper	453	424	6%
Income Unknown	5	4	20%

### *Home Purchase Loans*

BPNA's performance was adequate overall based on adequate performance in both low- and moderate-income geographies. BPNA did not make any home purchase loans in low-income geographies in 2013 and made 1 of 5 or 20.0% of home purchase loans in low-income geographies in 2014, while 4.8% of all owner-occupied housing units in the assessment area were located in low-income geographies. The market aggregate made approximately 3.2% and 3.3% of its home purchase loans in low-income geographies in 2013 and 2014 respectively. In terms of dollars, home purchase loans in low-income census tracts accounted for 8.8% of loans in 2014, compared to the aggregate's 2.5%.

BPNA's home purchase lending performance in moderate-income geographies was adequate overall based on adequate performance in 2014 and poor performance in 2013. BPNA originated 40.0% of its home purchase loans in moderate-income geographies in 2014 and 7.7% in 2013, compared to 20.6% of owner-occupied housing units located in moderate-income geographies in the MSA. BPNA's performance in moderate-income geographies was below the market aggregate in 2013 and above in 2014. The market aggregate made 16.6% and 15.5% of its home purchase loans in moderate-income geographies in 2014 and 2013, respectively. In terms of dollars, home purchase loans in moderate-income geographies accounted for 39.3% of loans in 2014 and 1.3% in 2013. By comparison the aggregate accounted for 11.1% and 9.7% in 2014 and 2013 respectively.

### *Refinance*

BPNA's refinance performance was good overall based on excellent performance in moderate-income geographies and adequate performance in low-income geographies. In 2014, BPNA made 3.3% of its refinance loans in low-income geographies compared to 4.8% of owner-occupied housing units. Performance was comparable to the market aggregate, which made 3.5% of its refinance loans in low-income geographies. In terms of dollars, refinance loans in low-income

census tracts accounted for 1.7% of loans, compared to the aggregate's 2.5%. Performance in 2013 was higher as BPNA made 7.3% of refinance loans, accounting for 2.8% of dollars, in low-income geographies, and above the performance of the market aggregate in terms of number of loans but below in terms of dollars. The aggregate made 3.2% of loans, accounting for 3.9% of dollars, in low-income geographies.

Performance in moderate-income geographies in 2014 was excellent as 56.7% of refinance loans were in moderate-income geographies compared to 20.6% of owner-occupied housing units. Performance was above the market aggregate which made 15.1% of its refinance loans in moderate-income geographies. In terms of dollars, refinance loans in moderate-income census tracts accounted for 47.4% of loans, compared to the aggregate's 9.5%. BPNA's performance in 2013 was lower than 2014's performance but above the market aggregate. BPNA made 29.1% of refinance loans, accounting for 14.8% of dollars, in moderate-income geographies compared to the performance of the market aggregate at 14.3% of loans in moderate-income geographies, accounting for 10.9% of dollars,

#### *Home Improvement*

Home improvement performance was excellent overall based on excellent performance in moderate-income geographies and adequate performance in low-income geographies. In 2014, home improvement performance in low-income geographies was adequate as 12.5% of home improvement loans were in low-income geographies compared to 4.8% of owner-occupied housing units and was above the performance of the market aggregate, which made 5.1% of its home improvement loans in low-income geographies. In terms of dollars, home improvement loans in low-income census tracts accounted for 4.4% of loans, compared to the aggregate's 2.6%. Home improvement performance in 2013 was also adequate, as BPNA exceeded both the demographics and the aggregate.

Home improvement performance in moderate-income geographies was excellent as 50.0% of home improvement loans were in moderate-income geographies compared to 20.6% of owner-occupied housing units and the market aggregate, which originated 20.2% of its home improvement loans in moderate-income geographies. In terms of dollars, 18.4% of the bank's loans were in moderate-income tracts compared to 10.1% for the aggregate. Home improvement performance in 2013 was also excellent, as BPNA exceeded both the demographics and the aggregate in terms of dollars and was comparable to the aggregate in the number of loans made.

#### *Multi-family*

Performance in multi-family lending was good overall based on adequate performance low-income and excellent performance in moderate-income geographies. The bank made 11.8% of multi-family loans in low-income geographies in 2013 and 12.0% in 2014 compared to 18.3% of rental properties in these geographies. Performance was comparable to the market aggregate in both 2013 and 2014 as the market aggregate made 11.9% and 13.5% of its multi-family loans in low-income geographies in 2013 and 2014, respectively. In terms of dollars, BPNA was above the aggregate in 2013 and below

in 2014. The bank's loans in low-income geographies accounted for 9.1% and 8.5% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 6.9% in 2013 and 11.7% in 2014.

BPNA's multi-family performance in moderate-income geographies was also excellent in 2013 and 2014. The bank made 55.9% of multi-family loans in moderate-income geographies in 2013 and 34.0% in 2014 compared to 31.0% of rental properties in moderate-income geographies. Performance was above the market aggregate in 2013 and 2014 as the market aggregate made 32.9% and 30.8% of its multi-family loans in moderate-income geographies in 2013 and 2014, respectively. In terms of dollars, the bank's loans in moderate-income geographies accounted for 57.0% and 31.4% of total dollars in 2013 and 2014 respectively, compared to the aggregate's 27.1% in 2013 and 20.2% in 2014.

### *Small Business*

Performance in small business lending was excellent in both low- and moderate-income geographies. BPNA originated 11.0% of its small business loans in low-income geographies in 2014 and 7.0% in 2013. BPNA's performance was above the market aggregate for 2014 and 2013 at 4.0% and 3.9%, respectively. The bank's small business performance in low-income geographies exceeded the demographics, where 5.3% and 5.7% of small businesses operated in 2014 and 2013 respectively. In terms of dollars, BPNA was also above the aggregate. The bank's loans in low-income geographies accounted for 13.2% and 11.2% of total dollars in 2014 and 2013 respectively, compared to the aggregate's 4.6% in 2014 and 4.2% in 2013.

Small business performance in moderate-income geographies was excellent in 2014. BPNA originated 39.6% of its small business loans in moderate-income geographies in 2014 and 27.0% in 2013. Performance was above the demographics of the assessment area as 17.7% and 18.2% of business establishments were in moderate-income geographies in 2014 and 2013 respectively. BPNA's performance was above the performance of the market aggregate where 16.7% of its small business loans were made in moderate-income geographies in 2014 and 16.8% in 2013. In terms of dollars, BPNA was also above the aggregate. The bank's loans in moderate-income geographies accounted for 31.6% and 26.6% of total dollars in 2014 and 2013 respectively, compared to the aggregate's 18.4% in 2014 and 17.7% in 2013.

### **Distribution by Borrower Income and Revenue Size of Business**

BPNA's distribution of loans to borrowers in the Chicago assessment area reflects, given the product lines offered, adequate penetration among customers of different income levels and businesses of different sizes. Overall, lending to moderate-income borrowers was adequate while lending to low-income borrowers was good. Lending to small businesses was poor. Opportunities for home purchase lending are limited as housing prices are at least 6 times the income of a low-income

borrower and 3 times the income of a moderate-income borrower. Multi-family lending was not applicable for borrower characteristics analysis.

#### *Home Purchase*

BPNA's home purchase lending to low-income borrowers was good. BPNA made 40.0% and 7.7% of its loans to low-income borrowers in 2014 and 2013 respectively. The aggregate made 7.6% of its home purchase loans in 2014 and 7.4% in 2013 to low-income borrowers. According to demographic data, 24.7% of the families in the MSA are low-income. In terms of dollars, BPNA made 17.4% and 1.3% of its loans to low-income borrowers in 2014 and 2013 respectively. The aggregate made 3.0% of its home purchase loans in 2014 and 2.8% in 2013 to low-income borrowers.

BPNA's home purchase lending to moderate-income borrowers was adequate. In 2014, the bank made no home purchase loans to moderate-income borrowers. The demographic data shows that 17.3% of families are moderate-income. BPNA's performance was below the aggregate, which made 18.4% of its loans, accounting for 10.6% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was better compared to its 2014 performance. In 2013, the bank made 23.1% of its home purchase loans, accounting for 7.1% of the dollars, to moderate-income borrowers. The aggregate made 18.7% of its loans, accounting for 10.5% of the dollars, to moderate-income borrowers.

#### *Refinance*

BPNA's refinance lending to low-income borrowers was good. In 2014, the bank made 23.3% of its refinance loans, accounting for 14.0% of the dollars, to low-income borrowers. This was below the demographic data where 24.7% of the families are low-income. The aggregate made 7.3% of its loans, accounting for 3.3% of the dollars, to low-income borrowers. BPNA's 2013 performance was lower compared to its 2014 performance. In 2013, the bank made 14.5% of its refinance loans, accounting for 5.7% of the dollars, to low-income borrowers. The aggregate made 6.6% of its loans, accounting for 2.9% of the dollars, to low-income borrowers.

BPNA's refinance lending to moderate-income borrowers was adequate. In 2014, the bank made 10.0% of its refinance loans, accounting for 7.7% of the dollars, to moderate-income borrowers. This was below the demographic data where 17.3% of families are moderate-income. The aggregate made 13.0% of its loans, accounting for 7.3% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was comparable to its 2014 performance. In 2013, the bank made 16.4% of its refinance loans, accounting for 11.6% of the dollars, to moderate-income borrowers. The aggregate made 12.4% of its loans, accounting for 6.6% of the dollars, to moderate-income borrowers.

#### *Home Improvement*

BPNA's home improvement lending to low-income borrowers was good. In 2014, the bank made 12.5% of its home improvement loans, accounting for 6.2% of the dollars, to low-income borrowers. This was below the demographic data where 24.7% of the families are low-income. The aggregate made 9.1% of its loans, accounting for 2.4% of the dollars, to low-income borrowers. BPNA's 2013 performance was better compared to its 2014 performance. In 2013, the bank made 42.1% of its refinance loans, accounting for 15.5% of the dollars, to low-income borrowers. The aggregate made 9.4% of its loans, accounting for 2.1% of the dollars, to low-income borrowers.

BPNA's home improvement lending to moderate-income borrowers was excellent. In 2014, the bank made 25.0% of its refinance loans, accounting for 19.8% of the dollars, to moderate-income borrowers. This exceeds the demographic data where 17.3% of families are moderate-income. The aggregate made 15.2% of its loans, accounting for 6.7% of the dollars, to moderate-income borrowers. BPNA's 2013 performance was lower compared to its 2014 performance. In 2013, the bank made 10.5% of its home improvement loans, accounting for 7.6% of the dollars, to moderate-income borrowers. The aggregate made 16.6% of its loans, accounting for 6.0% of the dollars, to moderate-income borrowers.

#### *Small Business Lending*

BPNA provided a poor level of lending to small business borrowers with GAR of \$1 million or less. In 2014, the bank made 33.0% of its small business loans, accounting for 29.0% of the dollars, to these businesses, compared to the 87.1% of business establishments in the MSA with GAR of \$1 million or less. Small business lending was below the market aggregate, which made 39.5% of its small business loans, accounting for 27.4% of the dollars, to businesses with GAR of \$1 million or less. The bank made 29.7% of its small business loans in amounts of \$100,000 or less, which was significantly below the aggregate, which made 91.2% of its small business loans in amounts of \$100,000 or less. The comparison of loans in the amount of \$100 thousand dollars or less is skewed as the aggregate includes large national credit card lenders which are typically offered in smaller dollar amounts. The average loan size was \$305,000. Small business lending performance in 2013 was comparable to performance in 2014.

**Exhibit IX**  
**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 16980

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	#	Bank %	Aggregate % \$(000s)	Bank %	Aggregate % \$(000s)	#	Bank %	Aggregate % \$(000s)	Bank %	Aggregate % \$(000s)
<b>Home Purchase</b>										
Low	1	20.0%	8.8%	3.3%	2.5%	2	40.0%	17.4%	7.6%	3.0%
Moderate	2	40.0%	39.3%	16.6%	11.1%	0	0.0%	0.0%	18.4%	10.6%
Middle	1	20.0%	17.2%	35.9%	27.4%	0	0.0%	0.0%	18.2%	14.5%
Upper	1	20.0%	34.7%	44.2%	58.9%	2	40.0%	47.9%	37.3%	55.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	20.0%	34.7%	18.6%	16.6%
<b>Total</b>	<b>5</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>5</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	1	3.3%	1.7%	3.5%	2.5%	7	23.3%	14.0%	7.3%	3.3%
Moderate	17	56.7%	47.4%	15.1%	9.5%	3	10.0%	7.7%	13.0%	7.3%
Middle	5	16.7%	21.7%	33.7%	25.9%	3	10.0%	8.9%	18.6%	13.2%
Upper	7	23.3%	29.2%	47.6%	62.2%	7	23.3%	24.4%	45.7%	61.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	10	33.3%	45.0%	15.4%	14.9%
<b>Total</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	2	12.5%	4.4%	5.1%	2.6%	2	12.5%	6.2%	9.1%	2.4%
Moderate	8	50.0%	18.4%	20.2%	10.1%	4	25.0%	19.8%	15.2%	6.7%
Middle	2	12.5%	23.4%	35.8%	24.9%	5	31.3%	17.8%	18.1%	10.5%
Upper	4	25.0%	53.8%	38.9%	62.4%	4	25.0%	30.6%	39.0%	63.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	6.3%	25.6%	18.6%	17.0%
<b>Total</b>	<b>16</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>16</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	6	12.0%	8.5%	13.5%	11.7%	0	0.0%	0.0%	0.0%	0.0%
Moderate	17	34.0%	31.4%	30.8%	20.2%	0	0.0%	0.0%	0.0%	0.0%
Middle	18	36.0%	44.0%	32.6%	27.1%	0	0.0%	0.0%	0.0%	0.0%
Upper	9	18.0%	16.1%	23.0%	41.0%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	50	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>50</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>50</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	10	9.9%	7.6%	3.6%	3.3%	11	10.9%	2.3%	7.4%	2.8%
Moderate	44	43.6%	33.1%	16.3%	11.3%	7	6.9%	1.3%	15.9%	8.4%
Middle	26	25.7%	40.2%	35.0%	26.8%	8	7.9%	1.4%	18.1%	12.7%
Upper	21	20.8%	19.1%	45.1%	58.6%	13	12.9%	5.0%	40.2%	52.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	62	61.4%	90.0%	18.5%	23.4%
<b>Total</b>	<b>101</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>101</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		<b>Bank</b>				<b>Aggregate</b>				
	<b>#</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>% \$(000s)</b>	<b>% \$(000s)</b>
Low	10	11.0%	13.2%	4.0%	4.6%					
Moderate	36	39.6%	31.6%	16.7%	18.4%					
Middle	30	33.0%	37.3%	33.5%	32.4%					
Upper	14	15.4%	16.6%	44.9%	44.1%					
Unknown	1	1.1%	1.3%	0.1%	0.1%					
Tract Unknown	0	0.0%	0.0%	0.8%	0.3%					
<b>Total</b>	<b>91</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	30	33.0%	29.0%	39.5%	27.4%					
<b>By Loan Size</b>										
\$100,000 or less	27	29.7%	6.4%	91.2%	25.0%					
\$100,001-\$250,000	24	26.4%	16.5%	3.8%	14.8%					
\$250,001-\$1 Million	40	44.0%	77.1%	5.0%	60.2%					
<b>Total</b>	<b>91</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

### Community Development Loans

BPNA made an adequate level of community development loans in MSA 16980 with 67 loan originations totaling \$44 million or 8.9% of total community development lending. When compared to five other similarly situated large retail banks in the assessment area as a percentage of assessment area deposits, BPNA's performance was comparable.

Community Development Lending		
Purpose	#	\$('000s)
Affordable Housing	65	41,690
Community Services	1	50
Economic Development	1	2,600
Revitalize and Stabilize	0	0
<b>Totals</b>	<b>67</b>	<b>44,340</b>

Performance within the MSA was directed at affordable housing, which had been identified as a critical need in the assessment area. Affordable housing initiatives represented 94.0% of community development lending activity. Performance in the MSA however declined 58.0% on an annualized basis compared to the last evaluation.

The following are examples of community development loans that met critical needs in the assessment area:

- 60 new multi-family loans totaling \$38 million that provided 770 units of affordable housing.
- A \$2.6 million loan to finance a building housing seven stores in a moderate-income area of Chicago. The stores will create jobs for the LMI residents of the area.

### INVESTMENT TEST

BPNA's performance in MSA 16980 under the investment test is rated high satisfactory. The bank made a significant level of qualified community development investments and grants in MSA 16980. BPNA's total qualified investments in the state of Illinois totaled \$9.5 million, consisting of \$4.5 million of investments dedicated to activities inside the MSA 16980 assessment area and \$5 million to the broader statewide area that includes the assessment area. BPNA's total qualified investment activity in the state of Illinois represents 18.4% of BPNA's total qualified investments.

Qualified Investments MSA 16980		
Investment Purpose	#	\$('000s)
Affordable Housing	6	4,303
Community Services	27	132
Economic Development	10	34
<b>Total</b>	<b>43</b>	<b>4,469</b>

On an annualized basis, qualified investments in the state of Illinois increased by 60.0% compared to the last evaluation, when BPNA made \$5.9 million of qualified investments throughout the state.

In addition, BPNA's qualified investment level was comparable to five other similarly-situated retail banks operating in the assessment area.

BPNA exhibited good responsiveness to credit and community development needs in the assessment area. Investment activities primarily targeted affordable housing through investments in mortgage-



backed securities, which are not considered innovative or complex. While MBS are qualified investments that provide some liquidity to the market, they are viewed qualitatively as less responsive to community development needs of LMI communities than more direct investments. The assessment area also benefited from 47 grants and donations totaling \$165,800. The following are examples of qualified investments that met critical needs in the assessment area:

- \$20,000 in donations to provide assistance to help reverse dropout trends among high school students in LMI areas.
- \$17,000 in grants to an organization that provides parenting education and support to LMI teen parents and their children to help break the cycle of poverty.
- A \$3,000 donation to an organization located in a moderate-income neighborhood whose mission is to develop strong families and communities across Metropolitan Chicago by offering programs to assist participants with academic readiness, character development, and violence prevention.

## **SERVICE TEST**

BPNA's performance on the service test in MSA 16980 is rated high satisfactory. BPNA's delivery systems were readily accessible to LMI geographies, and the bank provided an adequate level of community development services in the assessment area.

## **Retail Services**

BPNA's retail delivery systems were readily accessible to geographies and individuals of different income levels in the assessment area. BPNA operated 12 branches in this MSA of which one or 8.3% was located in a low-income area, and four or 33.3% were in moderate-income areas. The proportion of branches in LMI areas compares favorably to 9.8% of the MSA population residing in low-income areas and 25.5% of the MSA population residing in moderate-income areas. Alternative delivery systems enhanced BPNA's performance.

Changes in one branch location did not adversely affect the accessibility of BPNA's delivery systems in this assessment area. In December 2013, BPNA closed and moved one branch in a moderate-income area to a middle-income area adjacent to the moderate-income area. BPNA did not open any branches in this assessment area during the evaluation period. In August 2014, BPNA sold all branches in the assessment area to another institution and exited the market in Illinois.

BPNA's business hours and services were tailored to the convenience and needs of the assessment area, particularly to LMI individuals. Of the 12 branches in the MSA, all had extended late evening hours and all but one, which was located in an upper-income census tract, had Saturday hours.

### Community Development Services

BPNA provided an adequate level of community development services in MSA 16980. BPNA provided 21 qualified services compared to 221 provided during the prior evaluation. The decrease in the number of qualified services was attributed to the bank exiting the market during the evaluation period. Community development services primarily consisted of financial literacy seminars to LMI individuals and small businesses and technical assistance to community development organizations throughout the assessment area.

<b>Community Development Services</b>	
Financial Literacy Seminars	15
Technical Assistance	4
Small Business Services	2
Mortgage Education Seminars	0
<b>Total</b>	<b>21</b>

Additionally, 10 BPNA management and staff members provided 15 qualified service activities by serving as board or committee members to 15 community development organizations. BPNA staff members provided financial management expertise and technical assistance to these organizations. Examples of community development services include:

- A BPNA senior vice president served as a board member and as a member of the approval committee of an alternative lending organization dedicated to providing credit and other business services to small business owners who do not have access to traditional sources of financing.
- A senior vice president served as a board member of an organization that provides after-school programs for children in need, summer day camp, and mentoring opportunities in a moderate-income area of Chicago.
- An assistant vice president served as an officer for Neighborhood Housing Services of Chicago, an affordable housing organization.
- An assistant vice president served as a board member and finance committee member of a not-for-profit organization that provides educational and supportive resources to youth and families in a moderate-income community in Chicago.

**CRA APPENDIX A**

**SCOPE OF EXAMINATION TABLE**

<b>SCOPE OF EXAMINATION</b>			
<b>TIME PERIOD REVIEWED</b>	January 1, 2013 – June 30, 2015 Lending: January 1, 2013 – December 31, 2014 Investments and Services: July 1, 2013 – June 30, 2015		
<b>FINANCIAL INSTITUTION</b>  <b>Banco Popular North America</b>  85 Broad Street New York, New York 10004			<b>PRODUCT REVIEWED</b>  <ul style="list-style-type: none"> <li>• Home purchase loans</li> <li>• Refinancing loans</li> <li>• Home Improvement loans</li> <li>• Multifamily loans</li> <li>• Small business loans</li> <li>• Community Development Loans</li> <li>• Community Development Investments</li> <li>• Community Development Services</li> </ul>
<b>AFFILIATE(S)</b>	<b>AFFILIATE RELATIONSHIP</b>		<b>PRODUCT REVIEWED</b>
None			

<b>LIST OF ASSESMENT AREAS AND TYPE OF EXAMINATION</b>			
<b>ASSESSMENT AREA</b>	<b>TYPE OF EXAMINATION</b>	<b>BRANCHES VISITED</b>	<b>OTHER INFORMATION</b>
<b>MSA 35620</b> (New York-Newark-Jersey City, NY-NJ-PA)	<b>Full-scope review</b>	<b>85 Broad Street</b> New York, NY 10045	
<b>CALIFORNIA</b>  <b>MSA 31080</b> (Los Angeles-Long Beach-Anaheim, CA)  <b>MSA 41740</b> (San Diego-Carlsbad, CA)	<b>Full-scope review</b>  <b>Limited-scope review</b>		
<b>FLORIDA</b>  <b>MSA 33100</b> (Miami-Fort Lauderdale-W Palm Beach, FL)  <b>MSA 36740</b> (Orlando-Kissimmee-Sanford, FL)	<b>Full-scope review</b>  <b>Limited-scope review</b>		
<b>ILLINOIS</b>  <b>MSA 16980</b> (Chicago-Joliet-Naperville, IL-IN-WI)	<b>Full-scope review</b>		

**CRA APPENDIX B**

**SUMMARY OF STATE AND MULTISTATE METROPOLITAN AREA RATINGS**

<b>State or Multistate Metropolitan Area</b>	<b>Lending Test Rating</b>	<b>Investment Test Rating</b>	<b>Service Test Rating</b>	<b>Overall State Rating</b>
<b>MSA 35620</b>	High Satisfactory	High Satisfactory	Outstanding	<b>Satisfactory</b>
<b>California</b>	Low Satisfactory	High Satisfactory	Low Satisfactory	<b>Satisfactory</b>
<b>Florida</b>	High Satisfactory	High Satisfactory	Outstanding	<b>Satisfactory</b>
<b>Illinois</b>	Low Satisfactory	High Satisfactory	High Satisfactory	<b>Satisfactory</b>

## CRA APPENDIX C

### GLOSSARY

**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, relatively permanent statistical subdivision of a county or statistically equivalent entity delineated for data presentation purposes by a local group of census data users or the geographic staff of a regional census center in accordance with Census Bureau guidelines. Designed to be relatively homogeneous units with respect to population characteristics, economic status, and living conditions at the time they are established, census tracts generally contain between 1,000 and 8,000 people, with an optimum size of 4,000 people. Census tract boundaries are delineated with the intention of being stable over many decades, so they generally follow relatively permanent visible features. However, they may follow governmental unit boundaries and other invisible features in some instances; the boundary of a state or county (or statistically equivalent entity) is always a census tract boundary.

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

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

- (i) Low-or moderate-income geographies;
- (ii) Designated disaster areas; or
- (iii) Distressed or underserved nonmetropolitan middle-income geographies designated by the Board, Federal Deposit Insurance Corporation, and Office of the Comptroller of the Currency, based on-
  - a. Rates of poverty, unemployment, and population loss; or
  - b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

**Family:** A family is a group of two or more people related by birth, marriage, or adoption and residing together; all such people (including related subfamily members) are considered as members of one family.

**Full-scope review:** Performance is analyzed considering performance context, quantitative factors and qualitative factors.

**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 income of applicants, the amount of loan requested, and the disposition of the application (e.g., 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:** A household consists of all the people who occupy a housing unit. A household includes the related family members and all the unrelated people, if any, such as lodgers, foster children, wards, or employees who share the housing unit. A person living alone in a housing unit, or a group of unrelated people sharing a housing unit such as partners or roomers, is also counted as a household. The count of households excludes group quarters.

**Limited-scope review:** Performance is analyzed using only quantitative factors.

**Low-income:** Individual income that is less than 50% of the area median income, or a median family income that is less than 50%, 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 loan originated and purchased by all reporting lenders in the MSA.

**Metropolitan Statistical Area (“MSA”):** A geographic entity defined by the federal Office of Management and Budget for use by federal statistical agencies, based on the concept of a core area with a large population nucleus, plus adjacent communities having a high degree of economic and social integration with that core.

**Metropolitan Division:** A county or group of counties within a **Metropolitan Statistical Area** that contains a population of at least 2.5 million and represents an employment center(s) associated through commuting ties.

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

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

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

**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 multistate 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 multistate metropolitan area, the institution will receive a rating for the multistate 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.

**Upper-income:** Individual income that is more than 120% of the area median income, or a median family income that is more than 120%, in the case of a geography.



**CRA APPENDIX D**  
**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 41740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)	
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	4.4%	2.9%	0	0.0%	0.0%	1.1%	0.4%
Moderate	0	0.0%	0.0%	12.6%	8.8%	0	0.0%	0.0%	7.4%	3.7%
Middle	0	0.0%	0.0%	36.4%	30.7%	0	0.0%	0.0%	19.9%	14.0%
Upper	0	0.0%	0.0%	46.7%	57.7%	0	0.0%	0.0%	59.1%	69.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	12.5%	12.0%
<i>Total</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Refinance</b>										
Low	0	0.0%	0.0%	3.7%	2.4%	0	0.0%	0.0%	3.4%	1.6%
Moderate	0	0.0%	0.0%	12.1%	8.5%	0	0.0%	0.0%	8.6%	4.7%
Middle	0	0.0%	0.0%	36.7%	30.3%	0	0.0%	0.0%	17.6%	12.6%
Upper	1	100.0%	100.0%	47.4%	58.8%	0	0.0%	0.0%	53.6%	63.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	100.0%	100.0%	16.8%	17.6%
<i>Total</i>	<i>1</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>1</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	3.8%	2.5%	0	0.0%	0.0%	16.7%	2.4%
Moderate	0	0.0%	0.0%	12.1%	8.7%	0	0.0%	0.0%	7.8%	5.7%
Middle	0	0.0%	0.0%	38.9%	28.7%	0	0.0%	0.0%	16.3%	14.4%
Upper	0	0.0%	0.0%	45.2%	60.1%	0	0.0%	0.0%	49.8%	69.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	9.4%	7.8%
<i>Total</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>0</i>	<i>0.0%</i>	<i>0.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Multi-Family</b>										
Low	1	20.0%	17.6%	34.9%	17.2%	0	0.0%	0.0%	0.0%	0.0%
Moderate	2	40.0%	17.2%	30.8%	27.4%	0	0.0%	0.0%	0.0%	0.0%
Middle	2	40.0%	65.2%	23.1%	41.5%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	11.3%	13.9%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	5	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	<i>5</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>5</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>HMDA Totals</b>										
Low	1	16.7%	16.9%	4.4%	3.8%	0	0.0%	0.0%	2.9%	1.0%
Moderate	2	33.3%	16.5%	12.5%	10.1%	0	0.0%	0.0%	8.0%	3.9%
Middle	2	33.3%	62.5%	36.5%	31.3%	0	0.0%	0.0%	18.3%	12.3%
Upper	1	16.7%	4.2%	46.6%	54.8%	0	0.0%	0.0%	55.2%	61.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	100.0%	100.0%	15.6%	21.5%
<i>Total</i>	<i>6</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>6</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
	<b>#</b>	<b>Bank</b>			<b>Aggregate</b>					
		<b>%</b>	<b>% \$(000s)</b>	<b>%</b>	<b>%</b>	<b>% \$(000s)</b>				
Low	0	0.0%	0.0%	0.0%	5.4%	5.9%				
Moderate	1	100.0%	100.0%	100.0%	12.5%	13.1%				
Middle	0	0.0%	0.0%	0.0%	32.6%	31.6%				
Upper	0	0.0%	0.0%	0.0%	49.5%	49.3%				
Unknown	0	0.0%	0.0%	0.0%	0.1%	0.1%				
Tract Unknown	0	0.0%	0.0%	0.0%	0.0%	0.0%				
<i>Total</i>	<i>1</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>				
<b>By Revenue</b>										
\$1 Million or Less	0	0.0%	0.0%	0.0%	47.5%	32.9%				
<b>By Loan Size</b>										
\$100,000 or less	0	0.0%	0.0%	0.0%	95.2%	43.2%				
\$100,001-\$250,000	0	0.0%	0.0%	0.0%	2.3%	13.0%				
\$250,001-\$1 Million	1	100.0%	100.0%	100.0%	2.5%	43.8%				
<i>Total</i>	<i>1</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>				

Originations and Purchases

**2014 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 36740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	0.3%	0.2%	0	0.0%	0.0%	3.3%	1.4%
Moderate	4	66.7%	48.1%	16.9%	11.3%	2	33.3%	25.6%	13.2%	7.8%
Middle	2	33.3%	51.9%	36.5%	30.8%	2	33.3%	41.7%	18.5%	14.5%
Upper	0	0.0%	0.0%	46.3%	57.7%	2	33.3%	32.7%	48.4%	61.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	16.6%	14.5%
<b>Total</b>	<b>6</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>6</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	0	0.0%	0.0%	0.4%	0.3%	11	50.0%	42.0%	5.6%	2.8%
Moderate	7	31.8%	25.1%	14.9%	9.5%	6	27.3%	29.8%	11.2%	6.9%
Middle	11	50.0%	59.8%	35.0%	29.3%	3	13.6%	17.5%	18.0%	13.8%
Upper	4	18.2%	15.1%	49.6%	60.8%	2	9.1%	10.7%	48.1%	58.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	17.2%	17.8%
<b>Total</b>	<b>22</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>22</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	0.5%	0.1%	2	18.2%	1.4%	11.4%	2.7%
Moderate	2	18.2%	3.2%	15.1%	7.4%	3	27.3%	7.4%	13.5%	8.4%
Middle	4	36.4%	7.5%	36.0%	29.4%	2	18.2%	42.5%	17.0%	16.5%
Upper	5	45.5%	89.3%	48.4%	63.2%	4	36.4%	48.7%	51.5%	65.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	6.5%	6.8%
<b>Total</b>	<b>11</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>11</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	0	0.0%	0.0%	3.8%	7.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	1	100.0%	100.0%	47.5%	38.2%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	28.8%	35.7%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	20.0%	18.3%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>1</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>1</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	0	0.0%	0.0%	0.3%	1.2%	13	32.5%	5.4%	4.2%	1.5%
Moderate	14	35.0%	83.4%	16.3%	14.3%	11	27.5%	5.5%	12.6%	6.6%
Middle	17	42.5%	10.7%	36.1%	31.0%	7	17.5%	6.3%	18.3%	12.5%
Upper	9	22.5%	5.9%	47.2%	53.5%	8	20.0%	5.3%	48.3%	53.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	2.5%	77.5%	16.6%	26.0%
<b>Total</b>	<b>40</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>40</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank		Aggregate					Aggregate	
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	
Low	0	0.0%	0.0%	0.6%	0.8%					
Moderate	3	42.9%	58.9%	22.5%	26.3%					
Middle	3	42.9%	35.7%	32.4%	33.0%					
Upper	1	14.3%	5.4%	43.5%	39.0%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	1.1%	0.8%					
<b>Total</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	3	42.9%	44.0%	48.7%	32.6%					
<b>By Loan Size</b>										
\$100,000 or less	1	14.3%	4.0%	95.5%	40.0%					
\$100,001-\$250,000	1	14.3%	5.4%	2.2%	13.9%					
\$250,001-\$1 Million	5	71.4%	90.7%	2.4%	46.0%					
<b>Total</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 35620

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	1	7.7%	5.0%	5.1%	4.1%	0	0.0%	0.0%	1.7%	0.6%
Moderate	2	15.4%	5.6%	17.9%	13.3%	3	23.1%	6.1%	9.9%	4.2%
Middle	4	30.8%	12.3%	29.3%	21.6%	0	0.0%	0.0%	19.7%	11.8%
Upper	6	46.2%	77.0%	47.6%	60.7%	5	38.5%	18.8%	58.6%	71.3%
Unknown	0	0.0%	0.0%	0.1%	0.2%	5	38.5%	75.2%	10.1%	12.1%
<b>Total</b>	<b>13</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>13</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	2	5.6%	1.8%	3.7%	3.9%	5	13.9%	7.4%	3.3%	1.4%
Moderate	10	27.8%	15.9%	14.7%	15.3%	7	19.4%	10.5%	8.0%	3.4%
Middle	10	27.8%	17.5%	27.7%	23.4%	9	25.0%	12.0%	16.3%	8.7%
Upper	14	38.9%	64.8%	53.8%	57.2%	8	22.2%	13.9%	59.4%	58.0%
Unknown	0	0.0%	0.0%	0.1%	0.2%	7	19.4%	56.2%	13.0%	28.5%
<b>Total</b>	<b>36</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>36</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	3	8.8%	8.5%	4.4%	2.8%	2	5.9%	3.6%	4.4%	1.1%
Moderate	11	32.4%	31.0%	17.5%	14.6%	7	20.6%	11.5%	11.2%	3.8%
Middle	14	41.2%	47.8%	28.9%	18.5%	9	26.5%	17.4%	19.4%	9.5%
Upper	6	17.6%	12.7%	49.0%	64.1%	16	47.1%	67.5%	57.0%	65.9%
Unknown	0	0.0%	0.0%	0.1%	0.0%	0	0.0%	0.0%	7.9%	19.7%
<b>Total</b>	<b>34</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>34</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	6	26.1%	37.0%	16.5%	13.9%	0	0.0%	0.0%	0.0%	0.0%
Moderate	8	34.8%	39.9%	35.6%	27.8%	0	0.0%	0.0%	0.0%	0.0%
Middle	8	34.8%	19.4%	21.1%	19.9%	0	0.0%	0.0%	0.0%	0.0%
Upper	1	4.3%	3.7%	26.6%	38.1%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.2%	0.3%	23	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>23</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>23</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	12	11.3%	28.3%	4.7%	5.7%	7	6.6%	1.2%	2.5%	0.9%
Moderate	31	29.2%	33.5%	16.8%	16.7%	17	16.0%	2.5%	8.6%	3.1%
Middle	36	34.0%	19.7%	28.2%	22.1%	18	17.0%	2.5%	17.4%	8.4%
Upper	27	25.5%	18.5%	50.3%	55.4%	29	27.4%	6.3%	57.3%	53.2%
Unknown	0	0.0%	0.0%	0.1%	0.2%	35	33.0%	87.6%	14.2%	34.4%
<b>Total</b>	<b>106</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>106</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	
Low	9	16.1%	19.8%	8.9%	8.2%					
Moderate	19	33.9%	34.2%	18.6%	17.6%					
Middle	12	21.4%	11.7%	23.7%	23.9%					
Upper	16	28.6%	34.4%	45.0%	45.2%					
Unknown	0	0.0%	0.0%	3.0%	4.5%					
Tract Unknown	0	0.0%	0.0%	0.9%	0.7%					
<b>Total</b>	<b>56</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	26	46.4%	35.7%	44.2%	32.8%					
<b>By Loan Size</b>										
\$100,000 or less	22	39.3%	8.3%	94.7%	36.7%					
\$100,001-\$250,000	12	21.4%	14.0%	2.2%	11.4%					
\$250,001-\$1 Million	22	39.3%	77.6%	3.1%	51.8%					
<b>Total</b>	<b>56</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 31100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	2.5%	1.6%	1	2.7%	0.4%	1.6%	0.6%
Moderate	3	8.1%	3.1%	18.2%	11.9%	2	5.4%	1.2%	8.7%	4.1%
Middle	4	10.8%	5.9%	29.2%	22.7%	0	0.0%	0.0%	19.6%	12.9%
Upper	30	81.1%	91.0%	49.9%	63.5%	1	2.7%	1.1%	59.9%	70.9%
Unknown	0	0.0%	0.0%	0.2%	0.2%	33	89.2%	97.3%	10.2%	11.6%
<b>Total</b>	<b>37</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>37</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	0	0.0%	0.0%	1.8%	1.3%	11	6.7%	1.7%	4.6%	2.0%
Moderate	26	15.8%	6.2%	14.4%	9.8%	16	9.7%	3.3%	9.9%	5.0%
Middle	28	17.0%	8.0%	27.8%	22.4%	19	11.5%	4.3%	17.5%	11.1%
Upper	111	67.3%	85.8%	56.0%	66.5%	26	15.8%	8.4%	57.7%	62.1%
Unknown	0	0.0%	0.0%	0.0%	0.0%	93	56.4%	82.3%	10.3%	19.8%
<b>Total</b>	<b>165</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>165</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	1	3.3%	0.8%	1.8%	1.1%	1	3.3%	0.2%	4.0%	1.8%
Moderate	5	16.7%	13.5%	14.6%	9.9%	3	10.0%	2.6%	11.9%	6.9%
Middle	10	33.3%	24.5%	28.1%	20.8%	8	26.7%	29.7%	20.4%	14.6%
Upper	14	46.7%	61.3%	55.4%	68.3%	17	56.7%	67.3%	58.8%	69.2%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	3.3%	0.1%	5.0%	7.5%
<b>Total</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>30</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	20	19.2%	14.0%	14.3%	11.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	42	40.4%	28.4%	40.1%	34.4%	0	0.0%	0.0%	0.0%	0.0%
Middle	20	19.2%	21.5%	24.0%	25.3%	0	0.0%	0.0%	0.0%	0.0%
Upper	22	21.2%	36.1%	21.5%	28.5%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	104	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>104</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>104</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	21	6.3%	7.1%	2.1%	2.0%	13	3.9%	0.7%	3.7%	1.5%
Moderate	76	22.6%	17.2%	15.8%	11.9%	21	6.3%	1.3%	9.5%	4.5%
Middle	62	18.5%	14.8%	28.1%	22.6%	27	8.0%	1.9%	17.9%	11.0%
Upper	177	52.7%	60.8%	53.9%	63.4%	44	13.1%	3.9%	57.5%	60.7%
Unknown	0	0.0%	0.0%	0.1%	0.1%	231	68.8%	92.2%	11.4%	22.4%
<b>Total</b>	<b>336</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>336</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
	<b>#</b>	<b>Bank</b>			<b>Aggregate</b>					
		<b>%</b>	<b>% \$(000s)</b>		<b>%</b>	<b>% \$(000s)</b>				
Low	6	8.1%	10.7%		5.4%	7.9%				
Moderate	20	27.0%	30.3%		18.3%	21.7%				
Middle	27	36.5%	33.4%		26.4%	27.6%				
Upper	14	18.9%	17.3%		47.8%	39.8%				
Unknown	7	9.5%	8.3%		1.0%	2.1%				
Tract Unknown	0	0.0%	0.0%		1.1%	0.9%				
<b>Total</b>	<b>74</b>	<b>100.0%</b>	<b>100.0%</b>		<b>100.0%</b>	<b>100.0%</b>				
<b>By Revenue</b>										
\$1 Million or Less	20	27.0%	19.8%		51.3%	32.4%				
<b>By Loan Size</b>										
\$100,000 or less	18	24.3%	4.8%		94.7%	38.7%				
\$100,001-\$250,000	22	29.7%	17.0%		2.4%	12.1%				
\$250,001-\$1 Million	34	45.9%	78.1%		2.9%	49.3%				
<b>Total</b>	<b>74</b>	<b>100.0%</b>	<b>100.0%</b>		<b>100.0%</b>	<b>100.0%</b>				

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 41740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	4.0%	2.6%	0	0.0%	0.0%	1.4%	0.5%
Moderate	0	0.0%	0.0%	12.4%	8.8%	0	0.0%	0.0%	8.5%	4.4%
Middle	1	14.3%	4.5%	34.6%	28.3%	1	14.3%	4.5%	22.0%	15.7%
Upper	6	85.7%	95.5%	49.0%	60.3%	0	0.0%	0.0%	60.1%	70.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	6	85.7%	95.5%	7.9%	9.0%
<b>Total</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>7</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	0	0.0%	0.0%	3.1%	2.0%	0	0.0%	0.0%	4.3%	1.9%
Moderate	0	0.0%	0.0%	11.0%	7.6%	0	0.0%	0.0%	9.1%	4.7%
Middle	2	11.8%	5.8%	34.0%	28.6%	1	5.9%	1.3%	17.8%	11.8%
Upper	15	88.2%	94.2%	51.8%	61.7%	1	5.9%	5.0%	55.5%	59.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	15	88.2%	93.7%	13.2%	22.0%
<b>Total</b>	<b>17</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>17</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	3.5%	2.2%	0	0.0%	0.0%	3.5%	1.6%
Moderate	0	0.0%	0.0%	10.6%	6.7%	2	50.0%	37.5%	12.2%	7.8%
Middle	1	25.0%	31.3%	38.0%	29.9%	0	0.0%	0.0%	22.3%	16.0%
Upper	3	75.0%	68.8%	47.9%	61.1%	2	50.0%	62.5%	57.1%	66.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	4.9%	7.8%
<b>Total</b>	<b>4</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>4</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	12	52.2%	38.5%	32.7%	21.6%	0	0.0%	0.0%	0.0%	0.0%
Moderate	8	34.8%	38.8%	33.5%	24.0%	0	0.0%	0.0%	0.0%	0.0%
Middle	3	13.0%	22.6%	22.3%	33.3%	0	0.0%	0.0%	0.0%	0.0%
Upper	0	0.0%	0.0%	11.5%	21.1%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	23	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>23</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>23</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	12	23.5%	19.2%	3.6%	2.9%	0	0.0%	0.0%	3.4%	1.4%
Moderate	8	15.7%	19.3%	11.5%	8.6%	2	3.9%	0.1%	8.9%	4.5%
Middle	7	13.7%	14.1%	34.2%	28.7%	2	3.9%	1.0%	19.0%	12.7%
Upper	24	47.1%	47.4%	50.6%	59.8%	3	5.9%	2.0%	56.5%	60.8%
Unknown	0	0.0%	0.0%	0.0%	0.0%	44	86.3%	96.8%	12.1%	20.6%
<b>Total</b>	<b>51</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>51</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	% \$(000s)
Low	0	0.0%	0.0%	5.3%	6.4%					
Moderate	2	50.0%	58.4%	12.1%	12.5%					
Middle	2	50.0%	41.6%	32.3%	31.3%					
Upper	0	0.0%	0.0%	50.2%	49.8%					
Unknown	0	0.0%	0.0%	0.0%	0.0%					
Tract Unknown	0	0.0%	0.0%	0.0%	0.0%					
<b>Total</b>	<b>4</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	0	0.0%	0.0%	50.1%	32.3%					
<b>By Loan Size</b>										
\$100,000 or less	0	0.0%	0.0%	94.7%	39.8%					
\$100,001-\$250,000	2	50.0%	26.1%	2.6%	13.4%					
\$250,001-\$1 Million	2	50.0%	73.9%	2.8%	46.8%					
<b>Total</b>	<b>4</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 33100

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	1.1%	0.7%	0	0.0%	0.0%	2.6%	0.9%
Moderate	1	11.1%	7.9%	15.0%	9.1%	0	0.0%	0.0%	12.3%	5.9%
Middle	2	22.2%	21.1%	37.0%	27.7%	2	22.2%	9.4%	18.9%	12.5%
Upper	6	66.7%	70.9%	46.4%	61.9%	5	55.6%	55.8%	53.0%	66.4%
Unknown	0	0.0%	0.0%	0.5%	0.6%	2	22.2%	34.9%	13.2%	14.3%
<b>Total</b>	<b>9</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>9</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Refinance</b>										
Low	0	0.0%	0.0%	0.9%	0.7%	5	18.5%	8.1%	6.1%	2.7%
Moderate	3	11.1%	6.6%	14.6%	10.9%	1	3.7%	3.9%	9.5%	4.5%
Middle	9	33.3%	15.7%	32.8%	27.8%	5	18.5%	10.8%	15.5%	8.8%
Upper	15	55.6%	77.7%	51.6%	60.5%	15	55.6%	68.3%	56.4%	56.5%
Unknown	0	0.0%	0.0%	0.1%	0.1%	1	3.7%	8.9%	12.5%	27.6%
<b>Total</b>	<b>27</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>27</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	1.1%	0.4%	2	7.7%	3.7%	6.2%	1.0%
Moderate	7	26.9%	30.8%	17.0%	6.2%	2	7.7%	7.8%	11.7%	3.9%
Middle	8	30.8%	13.3%	32.0%	17.7%	6	23.1%	9.3%	19.6%	10.5%
Upper	11	42.3%	55.9%	49.9%	75.7%	15	57.7%	75.6%	58.0%	71.6%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	3.8%	3.7%	4.4%	13.0%
<b>Total</b>	<b>26</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>26</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Multi-Family</b>										
Low	7	14.6%	8.7%	16.1%	9.8%	0	0.0%	0.0%	0.0%	0.0%
Moderate	19	39.6%	41.6%	39.2%	31.3%	0	0.0%	0.0%	0.0%	0.0%
Middle	16	33.3%	35.9%	29.1%	34.5%	0	0.0%	0.0%	0.0%	0.0%
Upper	6	12.5%	13.8%	15.4%	24.3%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.2%	0.1%	48	100.0%	100.0%	100.0%	100.0%
<b>Total</b>	<b>48</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>48</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>HMDA Totals</b>										
Low	7	6.4%	7.6%	1.1%	1.1%	7	6.4%	0.6%	4.6%	1.8%
Moderate	30	27.3%	37.7%	14.9%	10.9%	3	2.7%	0.4%	10.7%	4.9%
Middle	35	31.8%	33.7%	34.6%	27.9%	13	11.8%	1.2%	17.0%	10.1%
Upper	38	34.5%	20.9%	49.2%	59.8%	35	31.8%	7.8%	54.7%	58.7%
Unknown	0	0.0%	0.0%	0.3%	0.3%	52	47.3%	90.0%	13.0%	24.6%
<b>Total</b>	<b>110</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>110</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%	% \$(000s)	%
Low	6	8.8%	8.2%	3.2%	4.6%					
Moderate	20	29.4%	36.5%	21.8%	26.0%					
Middle	10	14.7%	12.4%	26.3%	22.6%					
Upper	29	42.6%	40.8%	46.7%	44.0%					
Unknown	3	4.4%	2.0%	1.2%	2.2%					
Tract Unknown	0	0.0%	0.0%	0.8%	0.6%					
<b>Total</b>	<b>68</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					
<b>By Revenue</b>										
\$1 Million or Less	21	30.9%	28.2%	52.2%	31.7%					
<b>By Loan Size</b>										
\$100,000 or less	29	42.6%	9.8%	95.5%	40.6%					
\$100,001-\$250,000	20	29.4%	21.5%	2.1%	13.2%					
\$250,001-\$1 Million	19	27.9%	68.7%	2.4%	46.2%					
<b>Total</b>	<b>68</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>					

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 36740

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	0.4%	0.2%	2	16.7%	5.8%	5.4%	2.3%
Moderate	4	33.3%	22.3%	15.1%	10.8%	6	50.0%	48.9%	16.0%	10.2%
Middle	4	33.3%	30.3%	35.9%	30.1%	3	25.0%	30.9%	20.9%	17.3%
Upper	4	33.3%	47.4%	48.6%	58.8%	1	8.3%	14.3%	44.7%	56.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	13.1%	13.5%
<i>Total</i>	<i>12</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>12</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Refinance</b>										
Low	1	2.2%	2.3%	0.4%	0.2%	10	22.2%	17.5%	6.9%	3.5%
Moderate	19	42.2%	34.0%	14.2%	9.9%	12	26.7%	25.1%	12.1%	6.9%
Middle	21	46.7%	53.3%	33.4%	29.7%	11	24.4%	27.0%	18.6%	12.7%
Upper	4	8.9%	10.5%	52.1%	60.2%	12	26.7%	30.3%	48.5%	49.7%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	13.9%	27.2%
<i>Total</i>	<i>45</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>45</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Home Improvement</b>										
Low	0	0.0%	0.0%	0.4%	0.4%	2	20.0%	23.9%	10.8%	3.9%
Moderate	4	40.0%	30.4%	15.4%	8.4%	2	20.0%	32.2%	15.5%	8.7%
Middle	3	30.0%	17.5%	35.3%	31.0%	3	30.0%	27.5%	20.7%	19.6%
Upper	3	30.0%	52.1%	48.9%	60.1%	2	20.0%	13.8%	50.1%	64.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	1	10.0%	2.6%	2.9%	3.8%
<i>Total</i>	<i>10</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>10</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Multi-Family</b>										
Low	0	0.0%	0.0%	2.6%	0.6%	0	0.0%	0.0%	0.0%	0.0%
Moderate	1	33.3%	79.7%	46.2%	50.3%	0	0.0%	0.0%	0.0%	0.0%
Middle	0	0.0%	0.0%	34.6%	39.8%	0	0.0%	0.0%	0.0%	0.0%
Upper	2	66.7%	20.3%	16.7%	9.2%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	3	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	<i>3</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>3</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>HMDA Totals</b>										
Low	1	1.4%	1.1%	0.4%	0.3%	14	20.0%	10.4%	6.3%	2.8%
Moderate	28	40.0%	48.7%	14.7%	12.4%	20	28.6%	19.3%	13.9%	8.0%
Middle	28	40.0%	29.8%	34.6%	30.4%	17	24.3%	17.9%	19.7%	14.1%
Upper	13	18.6%	20.4%	50.4%	56.9%	15	21.4%	16.9%	46.7%	50.3%
Unknown	0	0.0%	0.0%	0.0%	0.0%	4	5.7%	35.6%	13.5%	24.8%
<i>Total</i>	<i>70</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>70</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
		Bank			Aggregate					
	#	%	% \$(000s)	%	% \$(000s)		%	% \$(000s)		% \$(000s)
Low	0	0.0%	0.0%	0.6%	0.6%		0.6%	0.6%		0.6%
Moderate	10	50.0%	58.0%	22.0%	26.8%		22.0%	26.8%		26.8%
Middle	8	40.0%	37.0%	31.5%	32.2%		31.5%	32.2%		32.2%
Upper	2	10.0%	5.0%	44.7%	39.5%		44.7%	39.5%		39.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%		0.0%	0.0%		0.0%
Tract Unknown	0	0.0%	0.0%	1.2%	0.9%		1.2%	0.9%		0.9%
<i>Total</i>	<i>20</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>
<b>By Revenue</b>										
\$1 Million or Less	3	15.0%	14.5%	47.8%	32.5%		47.8%	32.5%		32.5%
<b>By Loan Size</b>										
\$100,000 or less	7	35.0%	10.5%	94.9%	39.5%		94.9%	39.5%		39.5%
\$100,001-\$250,000	8	40.0%	32.7%	2.4%	14.1%		2.4%	14.1%		14.1%
\$250,001-\$1 Million	5	25.0%	56.9%	2.6%	46.4%		2.6%	46.4%		46.4%
<i>Total</i>	<i>20</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>

Originations and Purchases

**2013 Aggregate Comparison Loan Distribution Table**  
Assessment Area/Group: MSA 16980

Income Categories	HMDA									
	By Tract Income					By Borrower Income				
	Bank		Aggregate			Bank		Aggregate		
	#	%	% \$(000s)	%	% \$(000s)	#	%	% \$(000s)	%	% \$(000s)
<b>Home Purchase</b>										
Low	0	0.0%	0.0%	3.2%	2.4%	1	7.7%	1.3%	7.4%	2.8%
Moderate	1	7.7%	1.3%	15.5%	9.7%	3	23.1%	7.1%	18.7%	10.5%
Middle	4	30.8%	11.6%	34.8%	25.9%	1	7.7%	1.6%	21.0%	16.3%
Upper	8	61.5%	87.1%	46.5%	62.0%	3	23.1%	28.1%	43.6%	61.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	5	38.5%	61.9%	9.4%	8.4%
<i>Total</i>	<i>13</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>13</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Refinance</b>										
Low	4	7.3%	2.8%	3.2%	3.9%	8	14.5%	5.7%	6.6%	2.9%
Moderate	16	29.1%	14.8%	14.3%	10.9%	9	16.4%	11.6%	12.4%	6.6%
Middle	15	27.3%	29.0%	33.0%	26.8%	14	25.5%	17.1%	20.8%	14.1%
Upper	20	36.4%	53.3%	49.4%	58.4%	12	21.8%	18.0%	49.7%	57.9%
Unknown	0	0.0%	0.0%	0.0%	0.0%	12	21.8%	47.5%	10.6%	18.5%
<i>Total</i>	<i>55</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>55</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Home Improvement</b>										
Low	2	10.5%	3.2%	6.3%	2.1%	8	42.1%	15.5%	9.4%	2.1%
Moderate	6	31.6%	8.9%	20.0%	8.6%	2	10.5%	7.6%	16.6%	6.0%
Middle	8	42.1%	49.8%	31.3%	22.0%	2	10.5%	16.0%	20.2%	11.8%
Upper	3	15.8%	38.1%	42.4%	67.3%	7	36.8%	60.9%	44.1%	63.5%
Unknown	0	0.0%	0.0%	0.0%	0.0%	0	0.0%	0.0%	9.8%	16.6%
<i>Total</i>	<i>19</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>19</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>Multi-Family</b>										
Low	8	11.8%	9.1%	11.9%	6.9%	0	0.0%	0.0%	0.0%	0.0%
Moderate	38	55.9%	57.0%	32.9%	27.1%	0	0.0%	0.0%	0.0%	0.0%
Middle	14	20.6%	17.9%	31.3%	24.9%	0	0.0%	0.0%	0.0%	0.0%
Upper	8	11.8%	16.0%	23.8%	41.2%	0	0.0%	0.0%	0.0%	0.0%
Unknown	0	0.0%	0.0%	0.0%	0.0%	68	100.0%	100.0%	100.0%	100.0%
<i>Total</i>	<i>68</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>68</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>HMDA Totals</b>										
Low	14	9.0%	7.2%	3.4%	3.5%	17	11.0%	1.5%	6.8%	2.7%
Moderate	61	39.4%	44.2%	15.0%	11.3%	14	9.0%	3.0%	14.6%	7.6%
Middle	41	26.5%	20.3%	33.6%	26.4%	17	11.0%	4.0%	20.6%	14.1%
Upper	39	25.2%	28.3%	48.0%	58.8%	22	14.2%	6.1%	47.0%	56.4%
Unknown	0	0.0%	0.0%	0.0%	0.0%	85	54.8%	85.4%	10.9%	19.1%
<i>Total</i>	<i>155</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>155</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>	<i>100.0%</i>
<b>SMALL BUSINESS</b>										
<b>By Tract Income</b>										
	#	Bank			Aggregate					
		%	% \$(000s)		% \$(000s)		%	% \$(000s)		
Low	7	7.0%	11.2%		11.2%		3.9%	4.2%		
Moderate	27	27.0%	26.6%		26.6%		16.8%	17.7%		
Middle	47	47.0%	42.8%		42.8%		33.1%	33.0%		
Upper	17	17.0%	18.9%		18.9%		45.1%	44.7%		
Unknown	2	2.0%	0.5%		0.5%		0.1%	0.1%		
Tract Unknown	0	0.0%	0.0%		0.0%		0.9%	0.3%		
<i>Total</i>	<i>100</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		
<b>By Revenue</b>										
\$1 Million or Less	27	27.0%	22.8%		22.8%		41.5%	28.7%		
<b>By Loan Size</b>										
\$100,000 or less	32	32.0%	7.4%		7.4%		90.0%	21.5%		
\$100,001-\$250,000	30	30.0%	20.9%		20.9%		4.1%	14.4%		
\$250,001-\$1 Million	38	38.0%	71.6%		71.6%		5.9%	64.1%		
<i>Total</i>	<i>100</i>	<i>100.0%</i>	<i>100.0%</i>		<i>100.0%</i>		<i>100.0%</i>	<i>100.0%</i>		

Originations and Purchases