



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

**First National Bank of Omaha
Charter Number: 209**

**1620 Dodge Street, Stop 3198
Omaha, NE 68102**

Office of the Comptroller of the Currency

**Midsized Bank Supervision
440 South LaSalle Street, Suite 2700
Chicago, IL 60605-1073**

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

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Overall CRA Rating

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

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

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

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

The major factors that support this rating include:

- The bank's performance in the Omaha MSA assessment area strongly influenced FNBO's overall rating. This assessment area accounted for 80 percent of total reported loans during the evaluation period and 90 percent of total deposits.
- FNBO generally originated a good volume of home mortgage loans and small loans to businesses throughout all its assessment areas.
- The bank's geographic distribution of loans throughout the Omaha MSA assessment area was adequate.
- Distribution of loans to borrowers of different income levels was excellent, especially in the Omaha MSA assessment area.
- FNBO provided a relatively high level of community development (CD) loans.
- The level of qualified investments benefiting the Omaha MSA assessment area was excellent.
- Service delivery systems were accessible to geographies and individuals of different income levels, especially throughout the Omaha MSA assessment area.
- The bank provided a relatively high level of CD services.
- Variances in performance in the Lincoln MSA, Dallas MSA and non-metropolitan assessment areas were not significant enough to negate the generally strong performance in the Omaha MSA assessment area.

Definitions and Common Abbreviations

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

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

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

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

Community Development: 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.

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

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

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

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

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn). Beginning in 2004, the reports also include data on loan pricing, the lien status of the collateral, any requests for preapproval and loans for manufactured housing.

Home Mortgage Loans: Such loans include home purchase, home improvement and refinancings, as defined in the HMDA regulation. These include loans for multifamily (five or more families) dwellings, manufactured housing and one-to-four family dwellings other than manufactured housing.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Description of Institution

First National Bank of Omaha (FNBO) is a full-service financial institution headquartered in Omaha, Nebraska. The bank offers a full range of credit products within its assessment areas including consumer, commercial, agricultural, and real estate loan products. Credit card lending is one of FNBO's primary business activities and includes a nationwide customer base. FNBO is the 11th largest credit card issuer and the 6th largest merchant processor of credit cards in the country. From 2003 through 2005, credit card loans comprised 87 percent by number and 29 percent by dollar volume of the bank's total reported small business and small farm loans.

FNBO has 21 subsidiaries, including a community development corporation and 2 community development equity investments. We considered the bank's activities with these subsidiaries when evaluating community development loans, investments, and services. Another subsidiary is a mortgage company. At the bank's option, we did not include the mortgage company's loan activity in our analysis of lending performance because its lending focus is nationwide. The remaining subsidiaries provide mortgage closing, equipment leasing, title insurance, and securitization services. These subsidiaries did not impact the bank's capacity to lend or invest in its communities.

For purposes of CRA evaluation, FNBO is an interstate bank with offices located in Nebraska and Texas. Refer to the "State Rating" sections of this evaluation for details on the locations of FNBO's offices.

First National of Nebraska, Inc. (FNNI) owns 99.6 percent of the bank. FNNI is a multi-bank holding company headquartered in Omaha, Nebraska. The holding company has consolidated assets of \$13 billion. In total, FNNI owns ten national banks and two state-chartered banks located primarily in Nebraska and adjacent states in the Midwest.

As of September 30, 2006, FNBO had \$7 billion in total assets and Tier 1 capital of \$589 million. The bank's loan-to-deposit ratio on that date was 85 percent and net loans represented 64 percent of total assets. By dollar amount, the loan portfolio consisted of the following types of credit: 38 percent commercial (including commercial real estate); 17 percent agricultural (including agricultural real estate); 15 percent consumer; 14 percent residential real estate; 11 percent construction real estate; and 5 percent other loans. The loan-to-deposit ratio and loan portfolio mix do not reflect the significant volume of home purchase and refinance mortgage loans originated by FNBO and sold on the secondary market. During the evaluation period, there were 16,402 such loans totaling over \$2 billion.

There are no known legal, financial, or other impediments that would hamper FNBO's ability to help meet the credit needs of its assessment areas. There were no merger or acquisition activities during the evaluation period. The bank previously received a "Satisfactory" rating at the last CRA examination dated April 29, 2003.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for home mortgage loans, small loans to businesses, and small loans to farms was from January 1, 2003 to December 31, 2005. We based market comparisons on 2005 peer data. For community development loans, the Investment Test, and the Service Test, the evaluation period was from January 1, 2003 to September 30, 2006.

Data Integrity

As part of the CRA evaluation, we tested the accuracy of FNBO's publicly filed information for home mortgage loans, small loans to businesses, and small loans to farms. We noted errors in the collected data; however, the errors did not preclude an accurate analysis of the bank's CRA performance. We did not require FNBO to correct the reported data.

We also reviewed community development loans, investments, and services submitted by FNBO to ensure they met the regulatory definition for community development. We excluded from this evaluation some items submitted for consideration because they did not meet the definition or purpose of community development.

Selection of Areas for Full-Scope Review

In each state where the bank has an office, a sample of assessment areas within that state was selected for full-scope reviews. Refer to the "Scope" section under each state rating for details regarding how the areas were selected.

Ratings

FNBO's overall rating is a blend of the state ratings for Nebraska and Texas. The ratings for Nebraska were weighted more heavily than the ratings of Texas as FNBO's lending and deposit activities were focused in Nebraska. During the evaluation period, 99 percent of total reported loans and 96 percent of total deposits were from the Nebraska assessment areas, while only 1 percent of loans and 4 percent of deposits were from the Texas assessment area.

The state ratings were based primarily on those areas that received full-scope reviews. Refer to the "Scope" section under each state rating for details regarding how the areas were weighted in arriving at the overall state rating.

Fair Lending or Other Illegal Credit Practices Review

We found no evidence of illegal discrimination or other illegal credit practices.

State Rating

State of Nebraska

CRA Rating for Nebraska:	Satisfactory
The Lending Test is rated:	High Satisfactory
The Investment Test is rated:	Outstanding
The Service Test is rated:	High Satisfactory

The major factors that support this rating include:

- FNBO originated a good volume of home mortgage loans and small loans to businesses in the Omaha MSA assessment area.
- The geographic distribution of loans was adequate in all Nebraska assessment areas.
- FNBO's distribution of loans by borrower income level was excellent in the Omaha MSA assessment area.
- The bank provided a relatively high volume of CD loans.
- FNBO's level of qualified investments benefiting the Omaha MSA assessment area was excellent.
- Service delivery systems were accessible to geographies and individuals of different income levels throughout the Omaha MSA assessment area.
- FNBO provided a relatively high level of CD services.
- The bank's performance in the Lincoln MSA and non-metropolitan assessment areas was generally consistent with the bank's performance in the Omaha MSA assessment area.

Description of Institution's Operations in Nebraska

During the evaluation period, FNBO had four assessment areas in Nebraska, including the metropolitan areas of Omaha and Lincoln, and the non-metropolitan areas of Beatrice and David City. As of the date of this evaluation, FNBO had 22 office locations and 114 automated teller machines (ATMs) in the Omaha MSA assessment area; four offices and nine ATMs in the Lincoln MSA assessment area, two offices and two ATMs in the Beatrice assessment area; and one office and two ATMs in the David City assessment area. Combined, the four Nebraska assessment areas comprised 96 percent of FNBO's total deposits as of June 30, 2006 and 99 percent of all reported loans during the evaluation period. The Omaha MSA assessment area was FNBO's major market and accounted for approximately 94 percent of the bank's deposits and 81 percent of the bank's reported loans in Nebraska during the evaluation period.

FNBO reported \$4.8 billion in deposits in Nebraska as of June 30, 2006. According to FDIC deposit market share information as of that date, this ranked FNBO as first in the state with a deposit market share of 14 percent. FNBO was the largest bank in the Omaha MSA and David City assessment areas with deposit market shares of 38 percent and 34 percent, respectively. In the Beatrice assessment area, FNBO was the second largest financial institution, with a deposit market share of 13 percent. In the Lincoln MSA assessment area, FNBO ranked eighth with a three percent deposit market share. FNBO opened its first branch in the Lincoln market in July 2002.

Throughout all four assessment areas in Nebraska, FNBO offered a full range of credit products, including consumer, commercial, and real estate loans. In the non-metropolitan areas, agricultural loans were also a primary business focus.

Refer to the market profile for the State of Nebraska in Appendix C for detailed demographics and other performance context information for the assessment area that received a full-scope review.

Scope of Evaluation in Nebraska

We performed a full-scope review of CRA performance in the Omaha MSA assessment area. As noted previously, this area was FNBO's major market in Nebraska during the evaluation period.

We performed limited-scope reviews of CRA performance in the Lincoln MSA, Beatrice, and David City assessment areas. For purposes of analyzing and presenting data in this evaluation, we combined the non-metropolitan Beatrice and David City assessment areas. These areas were geographically proximate and had similar performance contexts and demographic information.

The ratings in Nebraska were based primarily on the results of the Omaha MSA assessment area, which was the area that received a full-scope review. Appendix A contains additional information regarding the assessment areas receiving full-scope versus limited-scope reviews.

When determining conclusions for the Lending Test, we weighted loan products to be reflective of FNBO's loan volume by product type over the evaluation period within the assessment areas. In the Omaha MSA assessment area, we weighted home mortgage products more heavily than small loans to businesses. During the evaluation period, home mortgage loans represented 65 percent of total reported loans in the assessment area, while small loans to businesses represented 34 percent of the total. Among HMDA loan categories, home mortgage refinance, home purchase, and home improvement loans represented 38 percent, 21 percent, and 6 percent of total reported loans, respectively. We did not evaluate small loans to farms as they represented only one percent of total reported loans in the Omaha MSA assessment area.

The data in the tables in Appendix D includes all reportable loans within the bank's assessment areas. This includes originations from national business or farm loan products, as well as originations from loan products targeted to local businesses and farms. When evaluating the geographic and borrower distribution of small loans to businesses with the Omaha MSA assessment area, we focused on the distribution of loan originations from products targeted to the local assessment area. The bank primarily used these products to help meet community credit needs.

In the Lincoln MSA assessment area, we weighted home mortgage products more heavily than small loans to businesses. During the evaluation period, home mortgage loans represented 73 percent of total reported loans in the assessment area, while small loans to businesses represented 26 percent of the total. Among HMDA loan categories, home mortgage refinance and home purchase loans were weighted relatively evenly, as they represented 37 percent and 34 percent of total reported loans, respectively. We did not evaluate home improvement loans or small loans to farms in the Lincoln MSA assessment area because they represented two percent and one percent of total reported loans, respectively.

In the non-metropolitan assessment areas, we weighted small loans to farms and home mortgage loans equally because each represented 38 percent of total reported loans in the assessment area. Small loans to businesses represented the remaining 24 percent of the total. Among HMDA loan categories, home mortgage refinance, home purchase, and home improvement loans represented 23 percent, 9 percent, and 6 percent of total reported loans, respectively.

The CRA regulation also gives consideration to a bank's multifamily mortgage lending. We did not include multifamily lending in our analysis of any assessment area as the volume of these loans represented less than one percent of total reported loans in each area.

LENDING TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Lending Test in Nebraska is rated "High Satisfactory". This is based primarily on a full-scope review of the Omaha MSA assessment area.

Lending Activity

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

FNBO's lending activity in the Omaha MSA assessment area was good. Over the evaluation period, FNBO originated 10,442 reportable home mortgage loans totaling \$1.2 billion and 5,555 reportable business loans totaling \$505 million. At this level of lending activity, FNBO reinvested its Omaha deposit base into these loan types every 8 years.

To analyze FNBO's lending activity, we compared the bank's deposit market share with its lending market share for home mortgage loans and small loans to businesses. In comparing the market share percentages, we took into consideration that deposit market share information included only deposit-taking financial institutions that had one or more branches located in the assessment area. Lending market share information included lenders who did not have deposit-taking facilities in FNBO's assessment areas but reported one or more mortgage or business loan in the area in 2005. Deposit market share data included all deposit-taking financial institutions regardless of their size. Lending market share data included primarily larger banks. In addition, lending market share data included a significant number of non-bank lenders, including mortgage companies and other finance companies. Due to the different populations of financial institutions included in the data, we did not expect FNBO's deposit market share and lending market share percentages to match in order for performance to be considered good.

Based on FDIC deposit market share data as of June 30, 2006, there were 34 deposit-taking financial institutions with one or more banking office in the bank's Omaha MSA assessment area. FNBO ranked first in size with a 38 percent deposit market share.

FNBO's volume of reportable home mortgage and business loans was good. For each loan product reviewed, the bank's market share and rank were good considering the significant volume of competing lenders. There were 300 lenders reporting home purchase loans in the bank's Omaha MSA assessment area in 2005. FNBO ranked third among these lenders with a six percent market share. There were 120 lenders reporting home improvement loans in the bank's assessment area in 2005. FNBO ranked first among these lenders with a market share of 15 percent. There were 288 lenders reporting home mortgage refinance loans in the assessment area in 2005. FNBO ranked second among all lenders with a seven percent market share. There were 57 lenders reporting business loans in 2005. FNBO ranked third with a market share of 11 percent.

Distribution of Loans by Income Level of the Geography

The bank's distribution of loans by geography income level in the Omaha MSA assessment area was adequate. This was primarily due to the bank's adequate distribution of home purchase and home mortgage refinance loans.

Home Mortgage Loans

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

The geographic distribution of home mortgage loans was adequate in the Omaha MSA assessment area. For all loan products reviewed, the bank's percentage of loans in low-income tracts was generally a little below or met the percentage of owner-occupied housing units located in these areas. For home purchase and home mortgage refinance loans, the bank's percentage of loans in moderate-income tracts was consistently below the percentage of owner-occupied housing units located in these areas. Performance was stronger for home improvement loans in moderate-income tracts, as the bank's loan distribution generally matched or exceeded the percentage of housing units located in these geographies. Market share performance was also adequate, with the bank's percentage of loans in low- or moderate-income (LMI) tracts generally below or comparable to its overall market share percentage by loan product.

In concluding the bank's performance was adequate, we took into consideration FNBO's involvement with a nonprofit community development intermediary serving the Omaha MSA. A consortium of financial institutions worked with the intermediary to provide a pool of loan funds for LMI applicants who resided primarily in LMI census tracts. Through the First National of Nebraska Community Development Corporation (FNNCDC), FNBO provided 35 to 40 percent of funds needed to finance 182 loans to LMI applicants totaling \$10.7 million. Of these loans, 10 percent were to borrowers in low-income tracts and 74 percent were to borrowers in moderate-income tracts.

Small Loans to Businesses

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

FNBO's geographic distribution of small loans to businesses was good in the Omaha MSA assessment area. The percentage of small loans to businesses made in LMI geographies was near to or met the percentage of businesses within those geographies. Market share performance was even stronger, as the bank's market share percentage of small loans to businesses in LMI tracts exceeded its overall market share for business loans.

The bank's performance was also good when eliminating loans originated under the bank's national loan programs. For loans originated under local business lending programs only, FNBO originated 4 percent in low-, 18 percent in moderate-, 51 percent in middle-, and 27 percent in upper-income tracts during 2004 and 2005. The bank's percentage of loans in LMI tracts remained near to the percentage of businesses located within those geographies.

Lending Gap Analysis

We reviewed maps and reports of FNBO's lending in the Omaha MSA assessment area to identify gaps in the geographic distribution of loans. We did not identify any conspicuous gaps in lending. During the evaluation period, FNBO originated reportable home mortgage and small business loans in every census tract in the assessment area.

Inside/Outside Ratio

An adequate percentage of FNBO's reported loans were within its assessment areas. For all reported loans during the evaluation period, FNBO originated 23 percent by number within its assessment areas. While this is less than the majority of the bank's reported loans, it did not have a negative impact on the overall analysis of lending geographic distribution. The large volume of loans originated under national lending programs significantly impacted this percentage. When excluding these loans, the percentage of reported loans originated within the bank's assessment areas increased significantly to 63 percent. We performed this analysis at the bank level instead of the assessment area level.

Distribution of Loans by Income Level of the Borrower

FNBO's distribution of loans by borrower income level was excellent. The bank's excellent distribution of home mortgage loans was the primary factor supporting this conclusion.

When evaluating the borrower distribution of the bank's home mortgage lending, we took into consideration the percentage of families throughout the Omaha MSA assessment area living below the poverty level. According to the 2000 U.S. Census, six percent of families in the assessment area were below the poverty level. These families would have had a more difficult time qualifying for residential mortgage loans due to their limited incomes. Also, the lack of moderately priced housing throughout the assessment area limited the number of LMI families seeking home mortgage loans. Refer to the Market Profile in Appendix C for more information on the lack of affordable housing for LMI families.

Home Mortgage Loans

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

The distribution of FNBO's home mortgage loan products by borrower income level throughout the Omaha MSA assessment area was excellent. For all three loan products, the bank's percentage of loans to moderate-income borrowers exceeded the percentage of families in the assessment area that were moderate-income. FNBO's percentage of home mortgage loans to low-income borrowers was below the portion of families in the assessment area that were low-income. Performance was strong given the number of families below poverty level and the limited supply of affordable housing in the Omaha MSA assessment area.

Market share information also reflected excellent performance. The bank's market share of home purchase and home mortgage refinance loans to LMI borrowers met or exceeded its overall market share percentages for these loan products. For home improvement loans, FNBO's market share to LMI borrowers was slightly below its overall market share for home improvement loans.

Small Loans to Businesses

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

The bank's borrower distribution of small loans to businesses was adequate in the Omaha MSA assessment area. The bank's portion of loans to businesses with gross annual revenues of \$1 million or less was below the percentage of businesses in the assessment area with revenues of \$1 million or less. Performance was stronger when looking at market share data; however, the bank's market share of loans to businesses with revenues of \$1 million or less was still somewhat below its overall market share of small loans to businesses.

Performance was somewhat stronger after eliminating loans originated under FNBO's national loan programs. For loans originated under local business lending programs only, the bank originated 47 percent to businesses with revenues of \$1 million or less.

Analysis of business lending by revenue size was hampered by the method FNBO used when evaluating creditworthiness of small business borrowers. Because FNBO relied heavily on other analytical tools in the credit evaluation process, it did not gather or report revenues for many loans. Overall, FNBO did not gather or report revenue data on 32 percent of all small loans to businesses in the Omaha MSA assessment area. However, examiner review of a sample of these loans indicated the majority were to businesses with revenues of \$1 million or less.

A better indication of the bank's adequate performance was the percentage of loans originated in amounts of \$100 thousand or less. Loan size often loosely correlates to the size of the business. During the evaluation period, FNBO originated 80 percent of its reported loans to businesses in amounts of \$100 thousand or less, regardless of the revenue size of the business.

Community Development Lending

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

CD lending had a positive impact on Lending Test conclusions. FNBO provided a relatively high level of CD loans in the Omaha MSA assessment area. During the evaluation period, FNBO originated 57 CD loans totaling \$182 million in the Omaha MSA assessment area. This dollar volume represented 31 percent of Tier 1 capital. In concluding the volume was relatively high, examiners took into consideration that 69% of the dollar amount represented refinancings and annual renewals of loans and lines of credit to existing customers.

CD loans originated by FNBO were responsive to a variety of community needs. Over \$142 million (including \$98 million in refinancings and renewals) funded efforts to revitalize and stabilize LMI geographies in the Omaha MSA assessment area. These geographies included the Federal Housing and Urban Development Enterprise Community and city-designated blighted areas. An additional \$37 million funded organizations providing a variety of community development services to LMI persons and \$3 million helped provide affordable housing for LMI persons.

In addition to the above loans that directly benefited the Omaha MSA assessment area, we gave positive consideration to 8 CD loans totaling \$19 million that benefited a statewide or regional area. This included 4 loans totaling \$11 million to the FNNCDC, which used the money primarily to fund affordable housing projects for LMI persons in the bank's Nebraska assessment areas.

Product Innovation and Flexibility

During the evaluation period, FNBO participated in several flexible lending programs to help meet the credit needs of borrowers in the Omaha MSA assessment area. The bank's participation in these programs received positive consideration in our analysis of Lending Test performance.

FNBO participated in several loan programs sponsored by the federal government that primarily served LMI home mortgage applicants. These loan programs generally had reduced down payment requirements, lower interest rates, and more liberal underwriting criteria than conventional loans. During the evaluation period, the bank originated 282 loans totaling \$32 million under Federal Housing Authority (FHA) loan programs and 180 loans totaling \$26 million under Veteran's Administration (VA) loan programs in the Omaha MSA assessment area.

The bank also participated in the Nebraska Investment Finance Authority (NIFA) loan programs. NIFA loan programs provided financing to qualified LMI borrowers throughout Nebraska. The programs generally offered reduced interest rates and lower down payment requirements than traditional mortgage loan programs. During the evaluation period, the bank originated 143 NIFA loans in the Omaha MSA assessment area. Information regarding total dollar amount of NIFA loans was not available. The number of NIFA loans originated overlaps somewhat with the FHA and VA numbers listed above because NIFA loans are often tied to FHA and VA loan programs.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Lending Test in the Lincoln MSA assessment area and the non-metropolitan assessment areas is not inconsistent with the bank's overall "High Satisfactory" performance under the Lending Test in Nebraska. Refer to the Tables 1 through 12 in Appendix D for the facts and data that support these conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

The bank's performance under the Investment Test in Nebraska is rated "Outstanding". This is based primarily on a full-scope review of the Omaha MSA assessment area.

FNBO extended an excellent level of qualified investments in the Omaha MSA assessment area. During the evaluation period, FNBO made \$25 million in qualified investments directly benefiting the assessment area and \$6 million in investments benefiting statewide or regional areas that included all four of the bank's Nebraska assessment areas. In addition, FNBO invested \$6 million in a mutual fund targeted to invest in community development projects directly benefiting all the bank's assessment areas in Nebraska and Texas. The bank also had \$5 million in prior period investments from the Omaha MSA assessment area that were still outstanding as of this examination. The volume of investments benefiting the Omaha MSA assessment area was considered excellent given the moderate level of community development opportunities available in the area. (Refer to the Market Profile in Appendix C for more information.) While none of the investments were considered innovative or complex, virtually all were responsive to identified needs in the Omaha MSA assessment area for affordable housing, financial assistance for small businesses, and revitalization of targeted LMI areas.

The bank's qualified investments in the Omaha MSA assessment area included:

- \$17 million partial cost to build an operations center in downtown Omaha. The operation center was part of the City of Omaha's Downtown Northeast Redevelopment Plan to revitalize a blighted, low-income area. The area was also part of a HUD Enterprise Community, was a State of Nebraska Enterprise Zone, and was designated a Distressed Community under the U.S. Treasury Department's Community Development Financial Institution Fund. The operations center provided permanent jobs to over 400 persons, the majority of whom were LMI. The center, which was not a bank branch facility, housed the bank's mainframe computers, check processing, coin and currency processing, incoming mail, printing, cash management, and credit card embossing activities.
- \$7 million in grants and donations to 84 organizations in the Omaha MSA assessment area that had community development activities as their primary purpose.

The prior period investments consisted of \$5 million in City of Omaha Tax Increment Revenue Bonds. The bonds were for the acquisition and preparation for construction of office buildings in downtown Omaha as part of the Downtown Northeast Redevelopment Plan.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Investment Test in the Lincoln MSA assessment area and the non-metropolitan assessment areas was weaker than the bank's overall "Outstanding" performance under the Investment Test in Nebraska. Refer to the Table 14 in Appendix D for the facts and data that support these conclusions.

The weaker performance in the Lincoln MSA and non-metropolitan assessment areas was due to the considerably lower volume of qualified investments benefiting these areas. This did not negatively impact the overall conclusion for the Investment Test. Factors mitigating the low volume of qualified investments in these assessment areas included limited investment opportunities in these markets and the statewide or regional investments detailed above which directly impacted the Lincoln MSA and non-metropolitan assessment areas.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Service Test in Nebraska is rated "High Satisfactory". This is based primarily on a full-scope review of the Omaha MSA assessment area.

Retail Banking Services

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

The bank's service delivery systems were accessible to geographies and individuals of different income levels throughout the Omaha MSA assessment area. The bank's main office and one branch were located in low-income census tracts. Five branches were located in moderate-income geographies. The percentage of the bank's branches in low-income geographies significantly exceeded the percentage of the assessment area population that resided in low-income tracts. Also, the percentage of FNBO's branches in moderate-income tracts was near to the percentage of the population located in moderate-income geographies.

FNBO's record of opening branches in the Omaha MSA assessment area improved the accessibility of its delivery systems, including in LMI geographies. The bank opened four branches in the assessment area during the evaluation period, including two in moderate-income tracts, one in a middle-income tract, and one in an upper-income tract. FNBO currently operates one of the new branches in a moderate-income tract as basically a loan production office and does not offer cash, deposit, or ATM-related services at this branch. FNBO did not close any branches in the Omaha MSA assessment area during the evaluation period.

The bank's hours and services offered throughout the assessment area were good. Hours and services did not vary in a way that inconvenienced the assessment area, including LMI areas. FNBO supplemented its banking hours and services offered Monday through Friday with offices open on Saturday at all locations except the downtown branch and the FNBO business park branch. A few locations were also open on Sunday. Office hours and services varied slightly among locations based on customers' needs. The bank's complete line of products and services were generally available at all branch locations; however, several branches did not maintain mortgage or small business lenders in residence. Lenders were available upon appointment to meet with potential applicants at these branches. During the evaluation period, FNBO opened a loan production office in an LMI area in North Omaha with full-time lending staff available to assist customers.

The bank's ATM network offered a reasonably effective alternative system for delivering retail banking services to LMI individuals and geographies. FNBO operated 114 ATMs throughout the Omaha MSA assessment area. By geography income level, 8 percent were in low-, 16 percent were in moderate-, 41 percent were in middle-, and 35 percent were in upper-income census tracts.

FNBO offered other alternative delivery systems during the evaluation period, including banking by telephone and Internet. No information was available regarding the effectiveness of these services in reaching LMI individuals or geographies. We did not place significant weight on these systems when drawing conclusions under the Service Test.

Community Development Services

FNBO provided a relatively high level of CD services to numerous organizations serving the Omaha MSA assessment area. Bank associates provided services to nearly 60 organizations during the evaluation period. In addition, two bank associates provided services to seven organizations serving a broader statewide or regional area that included all the bank's Nebraska assessment areas. Organizations benefiting from these services were involved in a variety of community development activities, including affordable housing, community services targeted to LMI individuals, and economic development activities targeted to small businesses. The volume and type of CD services provided by FNBO during the evaluation period was considered relatively high given the bank's overall size and significance to the assessment area.

The following are examples of CD services FNBO representatives provided during the evaluation period:

- FNBO provided loan servicing to a nonprofit organization providing financing for affordable housing to LMI families. Responsibilities included loan funding, payment collection, and maintenance of a loan loss reserve. The organization originates approximately 50 to 60 loans per year.
- Bank representatives completed grant assistance applications, served as sponsors, and were instrumental in obtaining \$985 thousand in Federal Home Loan Bank of Topeka grants for four different organizations providing affordable housing for LMI families or revolving loan funds for small businesses.
- Bank representatives often served in leadership roles with CD organizations, including serving as members of Boards of Directors for 41 organizations, executive officer positions for 9 organizations, and members of 20 committees such as loan approval, finance, steering, fund raising, and marketing committees.
- Several bank representatives participated in various training and outreach seminars targeted to LMI individuals or small businesses. Topics included home-buyer education, bilingual financial education, credit history management, personal and small business budgeting, business plan development, small business financing, etc. In year-to-date 2006 alone, bank personnel had 598 participants in various training sessions in LMI areas of North and South Omaha.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the Service Test in the Lincoln MSA assessment area and the non-metropolitan assessment areas is not inconsistent with the bank's overall "High Satisfactory" performance under the Service Test in Nebraska. Refer to Table 15 in Appendix D for the facts and data that support these conclusions.

State Rating

State of Texas

CRA Rating for Texas:	Satisfactory
The Lending Test is rated:	High Satisfactory
The Investment Test is rated:	Low Satisfactory
The Service Test is rated:	Low Satisfactory

The major factors that support this rating include:

- FNBO originated a good volume of small loans to businesses in the Dallas MSA assessment area.
- The bank's distribution of loans among businesses of different sizes was good.
- The level of qualified investments benefiting the assessment area was adequate.
- Service delivery systems were reasonably accessible to individuals of different income levels throughout the assessment area.
- FNBO representatives provided an adequate level of CD services.

Description of Institution's Operations in Texas

During the evaluation period, FNBO had one assessment area in Texas, consisting of a north-central portion of the Dallas MSA. The bank had three branches in the assessment area, all open six years or less, and fifteen ATMs. FNBO offered a full range of business and consumer credit products at their Texas office locations. During the evaluation period, FNBO decided to discontinue offering residential mortgage loans in this market after its mortgage lender left the bank.

FNBO's operations in the Dallas MSA assessment area were relatively insignificant when compared to the bank's total operations. The Dallas MSA assessment area comprised only four percent of FNBO's total deposits as of June 30, 2006, and one percent of all reported loans during the evaluation period.

The bank's operations in Texas were also relatively insignificant when compared to other financial institutions in the state. FNBO reported \$201 million in deposits in the State of Texas as of June 30, 2006. According to FDIC deposit market share information as of that data, FNBO's deposit market share was 0.05 percent.

Refer to the market profile for the State of Texas in Appendix C for detailed demographics and other performance context information for the Dallas MSA assessment area.

Scope of Evaluation in Texas

FNBO had only one assessment area in Texas. The state rating was based on a full-scope review of this area. Refer to the table in Appendix A for more information.

When determining conclusions for the Lending Test, we weighted small loans to businesses more heavily than home mortgage loans. These products represented 65 percent and 35 percent of total reported loans in the assessment area, respectively. Among HMDA loan categories, home purchase and home mortgage refinance loans represented 20 percent and 10 percent of total reported loans, respectively. We did not evaluate home improvement loans as they represented only five percent of total reported loans in the assessment area. FNBO did not originate any small loans to farms in the Dallas MSA assessment area during the evaluation period.

LENDING TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Lending Test in Texas is rated "High Satisfactory". This is based on a full-scope review of the Dallas MSA assessment area.

Lending Activity

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

FNBO's lending activity in the Dallas MSA assessment area was good. This was primarily due to the volume of small loans to businesses originated by the bank. Over the evaluation period, FNBO originated 115 small business loans totaling \$6.9 million and 61 home mortgage loans totaling \$8.9 million. The lower volume of home mortgage lending was attributable to management's strategic decision to discontinue residential mortgage lending in the assessment area.

To analyze FNBO's lending activity, we compared the bank's deposit market share with its market share for home purchase, home mortgage refinance, and small business loans. Based on FDIC deposit market share data as of June 30, 2006, there were 122 deposit-taking financial institutions with one or more banking offices in the bank's Dallas MSA assessment area. FNBO ranked 36th among these institutions with a market share of 0.25 percent.

The bank's volume of home purchase and home mortgage refinance loans was adequate, considering significant competition in the market and the bank's decision to discontinue offering residential mortgage loans in this market. There were 434 lenders reporting home purchase loans and 310 lenders reporting home mortgage refinance loans in 2005. FNBO ranked 163rd and 177th among these lenders and had market shares of 0.04 percent and 0.03 percent, respectively. Performance was significantly stronger for small business lending. There were 193 lenders reporting small loans to businesses in 2005. FNBO ranked 34th among these lenders with a market share of 0.12 percent.

Distribution of Loans by Income Level of the Geography

An analysis of the bank's geographic distribution of loans throughout the Dallas MSA assessment area was not meaningful because the area did not contain any LMI census tracts.

Distribution of Loans by Income Level of the Borrower

The borrower distribution of FNBO's loans was good. This was based primarily on the bank's dispersion of loans among businesses of different sizes throughout the Dallas MSA assessment area.

When evaluating the borrower distribution of the bank's home mortgage lending, we took into consideration the bank's decision to discontinue offering residential mortgage loans in the assessment area. Also, the lack of affordable housing throughout the assessment area limited the number of low-income families seeking home mortgage loans. Refer to the Market Profile in Appendix C for more information on housing costs in the assessment area.

Home Mortgage Loans

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

The bank's distribution of home purchase and home mortgage refinance loans by borrower income was adequate. While the bank did not make any home mortgage loans to low-income borrowers during the evaluation period, its percentage of home purchase and home mortgage refinance loans to moderate-income borrowers was slightly below or met the percentage of families throughout the assessment area that were moderate-income. Similarly, the bank's market share percentage of loans to moderate-income borrowers met the bank's overall market share percentages of home purchase and home mortgage refinance loans.

Small Loans to Businesses

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

FNBO's borrower distribution of small loans to businesses was good in the Dallas MSA assessment area. The bank's portion of loans to businesses with gross annual revenues of \$1 million or less was near to the percentage of businesses in the assessment area with revenues of \$1 million or less. In addition, FNBO's market share of loans to businesses with revenues of \$1 million or less matched its overall market share of small loans to businesses.

As noted previously, the lack of revenue information on 32 percent of reported small loans to businesses hindered analysis of business lending by revenue size. However, examiner review of a sample of these loans indicated the majority were to businesses with revenues of \$1 million or less.

Another indication of the bank's good performance was the percentage of loans originated in amounts of \$100 thousand or less. During the evaluation period, FNBO originated 82 percent of its reported loans to businesses in amounts of \$100 thousand or less.

Community Development Lending

(Refer to Table 1 in Appendix D for the facts and data used to evaluate the bank's level of community development lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.)

The bank did not submit any CD loans from the Dallas MSA assessment area for our consideration during this evaluation period. The absence of CD lending had a neutral impact on Lending Test conclusions.

Product Innovation and Flexibility

FNBO did not submit any innovative or flexible loan products offered in the Dallas MSA assessment area for our consideration during this evaluation period. The absence of this information had a neutral impact on Lending Test conclusions.

INVESTMENT TEST

Conclusions for Area Receiving Full-Scope Review

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

The bank's performance under the Investment Test in Texas is rated "Low Satisfactory". This is based on a full-scope review of the Dallas MSA assessment area.

FNBO provided an adequate level of qualified investments in the Dallas MSA assessment area. During the evaluation period, FNBO made \$70 thousand in qualified investments directly benefiting the assessment area. In addition, FNBO made \$149 thousand in investments benefiting the regional Dallas MSA area. The bank also invested \$6 million in a mutual fund targeted to invest in community development projects directly benefiting all the bank's assessment areas in Nebraska and Texas. The volume of investments was adequate given the bank's relatively small size in the Dallas market and the limited investment opportunities. (Refer to the Market Profile in Appendix C for more information regarding community development investment opportunities in the area.) None of the investments were considered innovative or complex.

SERVICE TEST

Conclusions for Area Receiving Full-Scope Review

The bank's performance under the Service Test in Texas is rated "Low Satisfactory". This is based on a full-scope review of the Dallas MSA assessment area.

Retail Banking Services

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

FNBO's service delivery systems were reasonably accessible to geographies and individuals of different income levels throughout the Dallas MSA assessment area. The bank's three branches were all located in upper-income census tracts and were scattered throughout the assessment area. There were no LMI geographies in the assessment area and 89 percent of the assessment area's population resided in upper-income tracts.

The bank's record of opening branches in the Dallas MSA assessment area did not adversely affect the accessibility of its delivery systems, especially to LMI individuals. FNBO opened one branch and did not close any branches during the evaluation period.

The bank's hours and services offered throughout the assessment area were adequate. Hours and services did not vary in a way that inconvenienced the assessment area. FNBO supplemented its banking hours and services offered Monday through Friday with all offices open on Saturday. Office hours and services did not vary between branches and all offices were open 12 hours per day, Monday through Friday. The bank's complete line of products and services were available at each branch location, with the exception of home mortgage loans. As noted previously, FNBO made the decision to discontinue offering home mortgage loan products at the Dallas MSA assessment area branches.

The bank's ATM network offered a reasonably effective alternative system for delivering retail banking services to LMI individuals. FNBO operated 15 ATMs throughout the Dallas MSA assessment area. By geography income level, 27 percent were in middle-, and 73 percent were in upper-income census tracts.

FNBO offered other alternative delivery systems during the evaluation period, including banking by telephone and Internet. No information was available regarding the effectiveness of these services in reaching LMI individuals throughout the assessment area. We did not place significant weight on these systems when drawing conclusions under the Service Test.

Community Development Services

FNBO representatives provided a limited level of CD services in the Dallas MSA assessment area. During the evaluation period, bank personnel served as Board members or conducted fund raising activities for three organizations providing community services targeted to LMI individuals or providing assistance to small businesses. This volume of activity was adequate given the bank's limited presence in the assessment area. In addition, opportunities for providing CD services were limited given the affluence of the assessment area.

Appendix A: Scope of Examination

The following table identifies the time period covered in this evaluation, affiliate activities that were reviewed, and loan products considered. The table also reflects the metropolitan and non-metropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

Time Period Reviewed	Lending Test (excludes CD Loans):	1/1/2003 to 12/31/2005
	Investment Test, Service Test and CD Loans:	1/1/2003 to 9/30/2006
Financial Institution		Products Reviewed
First National Bank of Omaha (FNBO) Omaha, Nebraska		Home mortgage loans, small loans to businesses, small loans to farms, community development loans
Affiliate(s)	Affiliate Relationship	Products Reviewed
NA – No affiliate products reviewed		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
State of Nebraska: Omaha, NE MSA # 36540	Full-Scope	Metropolitan AA consisting of Douglas and Sarpy Counties
Lincoln, NE MSA # 30700	Limited-Scope	Metropolitan AA consisting of Lancaster County
Beatrice, NE NonMSA	Limited-Scope	Non-metropolitan AA consisting of Gage County, Johnson County, and an adjacent portion of Jefferson County
David City, NE NonMSA	Limited-Scope	Non-metropolitan AA consisting of Butler County
State of Texas: Dallas, TX MSA # 19124	Full-Scope	Metropolitan AA consisting of 59 census tracts in adjacent portions of Collins, Dallas, and Denton Counties

Appendix B: Summary of State Ratings

Ratings for First National Bank of Omaha				
	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Overall Bank:				
FNB Omaha	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
State:				
Nebraska	High Satisfactory	Outstanding	High Satisfactory	Satisfactory
Texas	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory

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

Appendix C: Market Profiles for Full-Scope Areas

State of Nebraska

Omaha, NE MSA # 36540

Demographic Information for Full-Scope Area: Omaha, NE MSA # 36540						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	180	4%	25%	43%	28%	0%
Population by Geography	586,180	3%	25%	44%	28%	0%
Owner-Occupied Housing by Geography	145,257	1%	19%	47%	33%	0%
Businesses by Geography	33,395	3%	20%	47%	30%	0%
Farms by Geography	1,047	< 1%	11%	50%	39%	0%
Family Distribution by Income Level	149,474	17%	18%	24%	41%	0%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	52,919	4%	40%	43%	13%	0%
Median Family Income	\$53,955	Median Housing Value				\$106,847
HUD Adjusted Median Family Income for 2005	\$64,550	Unemployment Rate (November 2006)				3.0%
Households Below the Poverty Level	8%					

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

Source: 2000 U.S. Census and 2005 HUD updated MFI.

FNBO designated Douglas and Sarpy Counties as its assessment area within the Omaha, NE-IA MSA # 36540. The multistate MSA consists of five counties in Nebraska and three counties in Iowa; however, FNBO limited their AA to the two counties that contain the metropolitan Omaha area. The assessment area contained FNBO's main office, 21 branches, 114 ATMs, and the surrounding areas in which the bank originated a substantial portion of its loans during the evaluation period. As of June 30, 2006, 90 percent of the bank's total deposits were attributed to this area. Over the evaluation period, the bank originated 80 percent of its total reported loans in the Omaha MSA assessment area. Refer to the bank's CRA Public File for a map and list of census tracts within the Omaha MSA assessment area.

The bank's deposits in the Omaha MSA assessment area totaled approximately \$4.5 billion as of June 30, 2006. Based on FDIC deposit market share data as of that date, this equated to a 38 percent deposit market share and ranked FNBO as the largest deposit-taking financial institution in the assessment area. FNBO dominated the market, as the second largest deposit-taking institution had a 12 percent market share.

Competition among financial institutions was strong. Thirty-four financial institutions operated 220 banking offices in FNBO's Omaha MSA assessment area as of June 30 2006. Primary competitors included Wells Fargo Bank, N.A., U.S. Bank, N.A., Great Western Bank, American National Bank, and Bank of the West. Credit unions, finance companies, and mortgage companies also competed for loan production throughout the assessment area. Aggregate HMDA data noted 380 lenders reporting mortgage loans in FNBO's assessment area in 2005.

The local economy has remained relatively stable. While Omaha serves as a regional service and trade center, diversification exists through various industries such as communication, telemarketing, medical, data processing, transportation, education, insurance, military installations, and agriculture processing. The well-diversified economy has kept the area's unemployment rate under the national rate throughout the past decade. Major employers in the area during the evaluation period included Offutt Air Force Base, Alegent Health, Nebraska Medical Center, FNBO, and Omaha Public Schools.

Recent contacts with community representatives included government offices, housing authorities, economic development corporations, and a realtor association. Contacts noted the continued need for affordable housing stock and residential mortgage loans. Various groups also noted the need for financial and technical support for small businesses. Contacts were generally complimentary of local banks' responsiveness to area credit needs and participation in community development initiatives.

Affordable housing remains the most pressing need in the community. Contacts noted a shortage of homes in the Omaha MSA that were affordable to LMI persons. Information obtained from the Omaha Area Board of Realtors showed the average sales price for a single-family home in the Omaha area was over \$177,000 in 2005. Using traditional underwriting criteria and market interest rates, LMI families would generally have a difficult time qualifying for mortgage loans of this size. Additional information from the Omaha Area Board of Realtors showed only 24 percent of homes sold in 2005 were under \$100,000.

The most significant business-related credit needs were for equity or venture capital financing for small businesses. Contacts stressed attracting, retaining, and expanding small businesses was vital to promote business growth and development, especially in LMI areas.

A moderate level of resources and opportunities existed to facilitate activities to address unmet credit and community development needs in the assessment area. Various portions of North and South Omaha were designated as Enterprise Communities by HUD, a Distressed Community under the U.S. Treasury Department's Community Development Financial Institution Fund, or blighted areas by the City of Omaha. These designations provided incentives to lend or invest in the targeted areas and encouraged partnerships with community development organizations. There were several non-profit organizations providing housing or community development services to LMI persons and neighborhoods.

Actual partnerships to date have been somewhat limited. Contacts noted there were few, if any, community development financial institutions, public community development corporations, small business investment companies, or shared loan pools for small business lending that served the Omaha MSA. Qualified investments were generally limited to low-income housing tax credits or occasional bonds issued by the City of Omaha for specific community development projects.

State of Texas

Dallas, TX MSA # 19124

Demographic Information for Full-Scope Area: Dallas, TX MSA # 19124						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts)	59	0%	0%	14%	86%	0%
Population by Geography	333,964	0%	0%	17%	83%	0%
Owner-Occupied Housing by Geography	84,133	0%	0%	11%	89%	0%
Businesses by Geography	33,165	0%	0%	13%	87%	0%
Farms by Geography	574	0%	0%	17%	83%	0%
Family Distribution by Income Level	90,271	7%	9%	17%	67%	0%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	14,729	0%	0%	31%	69%	0%
Median Family Income	\$56,313	Median Housing Value				\$193,859
HUD Adjusted Median Family Income for 2005	\$65,000					
Households Below the Poverty Level	3%					Unemployment Rate (November 2006)

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

Source: 2000 U.S. Census and 2005 HUD updated MFI.

FNBO designated contiguous portions of Collin, Dallas, and Denton Counties as its assessment area within the Dallas, TX MSA # 19124. The MSA consists of eight counties; however, FNBO limited their assessment area to the region it could reasonably serve in the north-central portion of the MSA. The assessment area contained FNBO's three Texas branches, fifteen ATMs, and the surrounding areas in which the bank originated a substantial portion of its loans during the evaluation period. As of June 30, 2006, only four percent of the bank's total deposits were attributed to this area. Over the evaluation period, the bank originated only one percent of its total reported loans in the Dallas MSA assessment area. Refer to the bank's CRA Public File for a map and list of census tracts within the Dallas MSA assessment area.

FNBO's presence in the assessment area consisted of three branches during the evaluation period, all open six years or less. The bank's deposits in the Dallas assessment area totaled approximately \$201 million as of June 30, 2006. Based on FDIC deposit market share data as of that date, this equated to a market share of 0.25 percent and ranked FNBO 36th among 122 deposit-taking financial institutions in the assessment area. Competition among financial institutions was strong. Financial institutions operated 1,043 banking offices in FNBO's Dallas MSA assessment area as of June 30, 2006. Credit unions, finance companies, and mortgage companies also competed for loan production throughout the assessment area. Aggregate HMDA data noted 501 lenders reporting mortgage loans in FNBO's assessment area in 2005.

The local economy has remained relatively stable. In particular, the northern portion of the Dallas MSA, which includes the bank's assessment area, has continued to experience steady growth. The assessment area was relatively affluent with large businesses and a significant number of retail stores dominating the area. The business sector was diversified with emphasis on manufacturing, technology, education, and communication. The November 2005 unemployment rate of 4.5 percent was for the entire MSA and was not necessarily reflective of the immediate assessment area, which generally has an employment rate below the national average.

Housing costs have steadily increased throughout the assessment area. During the evaluation period, FNBO was unable to retain a mortgage lender in the Dallas MSA branches and decided to forego this line of business in the highly competitive market. The bank's primary business focus in the market has been business lending. The most pressing commercial business lending needs in the assessment area have been for land development and large commercial real estate project financing. Some small business lending opportunities existed from businesses that have occupied the commercial real estate projects.

Recent community contacts have focused on the entire Dallas MSA, noting a high level of lending, service, and investment opportunities. Contacts noted significant needs included small business loans, affordable single-family and multifamily housing loans, and homebuyer assistance programs. All of these needs were considerably less pressing in FNBO's immediate assessment area. There were few non-profit organizations serving LMI families and only a small number of affordable rental housing units in the assessment area. Housing stock affordable for low-income persons was extremely limited throughout the assessment area. Therefore, we characterized the overall level of community development opportunities in the bank's assessment area as limited.

Appendix D: Tables of Performance Data

Content of Standardized Tables

A separate set of tables is provided for each state. All multistate metropolitan areas are presented in one set of tables. References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to Appendix A: Scope of the Examination). For purposes of reviewing the Lending Test tables, the following are applicable: (1) purchased loans are treated as originations/purchases and market share is the number of loans originated and purchased by the bank as a percentage of the aggregate number of reportable loans originated and purchased by all lenders in the MA/assessment area; (2) Partially geocoded loans (loans where no census tract is provided) cannot be broken down by income geographies and, therefore, are only reflected in the Total Loans in Core Tables 2 through 7 and part of Table 13; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 12 and part of Table 13. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this PE.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/assessment area. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. Refer to Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. When such loans exist, insert a line item in the MA/Assessment Area column and record the corresponding numbers and amounts in the “Community Development Loans” column with the appropriate caption, such as: “Statewide/Regional,” “Statewide/Regional with potential benefit to one or more AAs” or “Out of Assessment Area.” “Out of Assessment Area” is used ONLY if the bank has otherwise adequately met the CD lending needs of its assessment area.
- Table 1. Other Products** - Presents the number and dollar amount of any unreported category of loans originated and purchased by the bank, if applicable, over the evaluation period by MA/assessment area. Examples include consumer loans or other data that a bank may provide, at its option, concerning its lending performance. This is a two-page table that lists specific categories.
- Table 2. Geographic Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of owner-occupied housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.
- Table 3. Geographic Distribution of Home Improvement Loans** - See Table 2.
- Table 4. Geographic Distribution of Home Mortgage Refinance Loans** - See Table 2.
- Table 5. Geographic Distribution of Multifamily Loans** - Compares the percentage distribution of the number of multifamily loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of multifamily housing units throughout those geographies. The table also presents market share information based on the most recent aggregate market data available.

- Table 6. Geographic Distribution of Small Loans to Businesses** - The percentage distribution of the number of small loans (less than or equal to \$1 million) to businesses originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of businesses (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small business data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 7. Geographic Distribution of Small Loans to Farms** - The percentage distribution of the number of small loans (less than or equal to \$500,000) to farms originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies compared to the percentage distribution of farms (regardless of revenue size) throughout those geographies. The table also presents market share information based on the most recent aggregate market data available. Because small farm data are not available for geographic areas smaller than counties, it may be necessary to use geographic areas larger than the bank's assessment area.
- Table 8. Borrower Distribution of Home Purchase Loans** - Compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage distribution of families by income level in each MA/assessment area. The table also presents market share information based on the most recent aggregate market data available.
- Table 9. Borrower Distribution of Home Improvement Loans** - See Table 8.
- Table 10. Borrower Distribution of Refinance Loans** - See Table 8.
- Table 11. Borrower Distribution of Small Loans to Businesses** - Compares the percentage distribution of the number of small loans (less than or equal to \$1 million) originated and purchased by the bank to businesses with revenues of \$1 million or less to the percentage distribution of businesses with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the business. Market share information is presented based on the most recent aggregate market data available.
- Table 12. Borrower Distribution of Small Loans to Farms** - Compares the percentage distribution of the number of small loans (less than or equal to \$500,000) originated and purchased by the bank to farms with revenues of \$1 million or less to the percentage distribution of farms with revenues of \$1 million or less. In addition, the table presents the percentage distribution of the number of loans originated and purchased by the bank by loan size, regardless of the revenue size of the farm. Market share information is presented based on the most recent aggregate market data available.
- Table 13. Geographic and Borrower Distribution of Consumer Loans (OPTIONAL)** - For geographic distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank in low-, moderate-, middle-, and upper-income geographies to the percentage distribution of households within each geography. For borrower distribution, the table compares the percentage distribution of the number of loans originated and purchased by the bank to low-, moderate-, middle-, and upper-income borrowers to the percentage of households by income level in each MA/assessment area.

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

A bank may receive positive consideration for qualified investments in statewide/regional entities or made outside of the bank's assessment area. See Interagency Q&As __.12(i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such investments. When such investments exist, insert a line item in the MA/Assessment Area column and record the corresponding numbers and amounts in the "Qualified Investments" column with the appropriate caption, such as: "Statewide/Regional," "Statewide/Regional with potential benefit to one or more AAs" or "Out of Assessment Area." "Out of the Assessment Area" is used ONLY if the bank has otherwise adequately met the qualified investment needs of its assessment area.

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

Table 1. Lending Volume

LENDING VOLUME												Evaluation Period: January 1, 2003 to December 31, 2005	
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***	
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)		
Geography: NEBRASKA													
Full Review:													
2004-2005 Omaha, NE MSA # 36540	81%	5,626	607,054	3,686	334,491	62	5,668	34	113,212	9,408	1,060,425	94%	
2003 Omaha, NE MSA # 5920		4,816	553,368	1,869	170,589	33	3,893	23	68,876	6,741	796,726		
Limited Review:													
2004-2005 Lincoln, NE MSA # 30700	10%	1,226	143,007	429	58,167	9	374	3	32,621	1,667	234,169	3%	
2003 Lincoln, NE MSA # 4360		290	34,495	111	12,686	0	0	2	11,300	403	58,481		
2004-2005 NE NonMSA Assessment Areas	9%	380	23,736	285	14,545	442	27,484	2	4,000	1,109	69,765	3%	
2003 NE NonMSA Assessment Areas		310	21,545	148	8,082	241	15,180	1	4,000	700	48,807		
Statewide/Regional	< 1%	NA	NA	NA	NA	NA	NA	8	18,700	8	18,700	NA	
Geography: TEXAS													
Full Review:													
2004-2005 Dallas, TX MSA # 19124	100%	59	8,898	77	4,529	0	0	0	0	136	13,427	100%	
2003 Dallas, TX MSA # 1920		2	17	38	2,416	0	0	0	0	40	2,433		

* Loan Data as of 2003 - 2005. Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is January 1, 2003 to September 30, 2006.

*** Deposit Data as of June 30, 2006. Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	2,427	79%	1%	1%	19%	8%	47%	45%	33%	46%	6%	6%	4%	7%	7%	
2003 Omaha, NE MSA # 5920	857		3%	1%	17%	6%	47%	39%	33%	54%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	659	17%	3%	0%	21%	7%	50%	50%	24%	43%	5%	0%	3%	5%	8%	
2003 Lincoln, NE MSA # 4360	46		1%	2%	18%	4%	60%	70%	21%	24%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	114	4%	NA	NA	4%	4%	96%	96%	NA	NA	11%	NA	11%	12%	NA	
2003 NE NonMSA Assessment Areas	50		NA	NA	4%	10%	96%	90%	NA	NA	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	36	100%	NA	NA	NA	NA	11%	19%	89%	81%	<1%	NA	NA	<1%	<1%	
2003 Dallas, TX MSA # 1920	0		NA	NA	NA	NA	8%	NA	92%	NA	NA	NA	NA	NA	NA	

* Based on 2005 Peer Mortgage Data: Western Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by the number of owner occupied housing units in the area based on 2000 Census information.

Table 3: Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography [*]					
	#	% of Total ^{**}	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	% Owner Occ Units ^{***}	% BANK Loans	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	717	88%	1%	< 1%	19%	18%	47%	43%	33%	39%	15%	3%	14%	14%	18%	
2003 Omaha, NE MSA # 5920	301		3%	3%	17%	24%	47%	43%	33%	30%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	30	3%	3%	0%	21%	7%	50%	57%	24%	36%	3%	0%	1%	3%	4%	
2003 Lincoln, NE MSA # 4360	3		1%	0%	18%	33%	60%	67%	21%	0%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	75	9%	NA	NA	4%	7%	96%	93%	NA	NA	32%	NA	38%	31%	NA	
2003 NE NonMSA Assessment Areas	27		NA	NA	4%	4%	96%	96%	NA	NA	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	6	100%	NA	NA	NA	NA	11%	33%	89%	67%	0%	NA	NA	0%	0%	
2003 Dallas, TX MSA # 1920	2		NA	NA	NA	NA	8%	0%	92%	100%	NA	NA	NA	NA	NA	

^{*} Based on 2005 Peer Mortgage Data: Western Region.

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

^{***} Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 2000 Census information.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	2,482	84%	1%	< 1%	19%	14%	47%	43%	33%	43%	7%	2%	5%	7%	9%	
2003 Omaha, NE MSA # 5920	3,654		3%	1%	17%	6%	47%	41%	33%	52%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	537	10%	3%	1%	21%	11%	50%	50%	24%	38%	4%	6%	4%	4%	5%	
2003 Lincoln, NE MSA # 4360	239		1%	0%	18%	16%	60%	58%	21%	26%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	191	6%	NA	NA	4%	4%	96%	96%	NA	NA	15%	NA	11%	15%	NA	
2003 NE NonMSA Assessment Areas	233		NA	NA	4%	2%	96%	98%	NA	NA	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	17	100%	NA	NA	NA	NA	11%	6%	89%	94%	< 1%	NA	NA	0%	< 1%	
2003 Dallas, TX MSA # 1920	0		NA	NA	NA	NA	8%	NA	92%	NA	NA	NA	NA	NA	NA	

* Based on 2005 Peer Mortgage Data: Western Region.

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

*** Percentage of Owner Occupied Units is the number of owner occupied housing units in a particular geography divided by number of owner occupied housing units in the area based on 2000 Census information.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES											Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
Geography: NEBRASKA															
Full Review:															
2004-2005 Omaha, NE MSA # 36540	3,686	85%	3%	3%	20%	20%	47%	45%	30%	32%	11%	23%	15%	11%	11%
2003 Omaha, NE MSA # 5920	1,869		5%	5%	19%	18%	48%	46%	28%	31%	NA	NA	NA	NA	NA
Limited Review:															
2004-2005 Lincoln, NE MSA # 30700	429	8%	2%	4%	30%	27%	42%	23%	25%	44%	3%	8%	3%	2%	4%
2003 Lincoln, NE MSA # 4360	111		3%	3%	42%	45%	41%	29%	13%	22%	NA	NA	NA	NA	NA
2004-2005 NE NonMSA Assessment Areas	285	7%	NA	NA	11%	6%	89%	94%	NA	NA	8%	NA	2%	10%	NA
2003 NE NonMSA Assessment Areas	148		NA	NA	16%	8%	84%	92%	NA	NA	NA	NA	NA	NA	NA
Geography: TEXAS															
Limited Review:															
2004-2005 Dallas, TX MSA # 19124	77	100%	NA	NA	NA	NA	13%	4%	87%	96%	< 1%	NA	NA	< 1%	< 1%
2003 Dallas, TX MSA # 1920	38		NA	NA	NA	NA	7%	3%	93%	97%	NA	NA	NA	NA	NA

* Based on 2005 Peer Small Business Data: US.

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

*** Source Data - Dun and Bradstreet (2005).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Small Farm Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*					
	#	% of Total**	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	% of Farms***	% BANK Loans	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	62	12%	< 1%	0%	11%	39%	50%	37%	39%	24%	10%	0%	26%	9%	8%	
2003 Omaha, NE MSA # 5920	33		1%	0%	11%	33%	50%	49%	38%	18%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	9	1%	1%	0%	8%	0%	70%	44%	21%	56%	2%	0%	0%	1%	5%	
2003 Lincoln, NE MSA # 4360	0		2%	NA	23%	NA	49%	NA	26%	NA	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	442	87%	NA	NA	< 1%	0%	100%	100%	NA	NA	32%	NA	0%	32%	NA	
2003 NE NonMSA Assessment Areas	241		NA	NA	4%	0%	96%	100%	NA	NA	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	0	100%	NA	NA	NA	NA	17%	NA	83%	NA	0%	NA	NA	0%	0%	
2003 Dallas, TX MSA # 1920	0		NA	NA	NA	NA	12%	NA	88%	NA	NA	NA	NA	NA	NA	

* Based on 2005 Peer Small Business Data: US.

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

*** Source Data - Dun and Bradstreet (2005).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *					
	#	% of Total **	% Families ***	% BANK Loans ****	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	% Families ***	% BANK Loans****	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	2,427	79%	17%	11%	18%	27%	24%	30%	41%	32%	6%	7%	6%	7%	6%	
2003 Omaha, NE MSA # 5920	857		17%	11%	18%	24%	24%	30%	41%	35%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	659	17%	17%	11%	19%	27%	26%	29%	38%	33%	5%	4%	4%	5%	6%	
2003 Lincoln, NE MSA # 4360	46		20%	13%	20%	24%	27%	46%	33%	17%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	114	4%	15%	11%	19%	28%	27%	31%	39%	30%	11%	9%	9%	10%	13%	
2003 NE NonMSA Assessment Areas	50		15%	18%	19%	36%	27%	22%	39%	24%	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	36	100%	7%	0%	9%	9%	17%	18%	67%	73%	< 1%	0%	< 1%	< 1%	< 1%	
2003 Dallas, TX MSA # 1920	0		7%	NA	9%	NA	16%	NA	68%	NA	NA	NA	NA	NA	NA	

* Based on 2005 Peer Mortgage Data: Western Region.

** As a percentage of loans with borrower income information available. No information was available for 11% of loans originated and purchased by Bank.

*** Percentage of Families is based on the 2000 Census information.

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

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *					
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	717	88%	17%	13%	18%	21%	24%	27%	41%	39%	15%	14%	13%	15%	16%	
2003 Omaha, NE MSA # 5920	301		17%	14%	18%	24%	24%	30%	41%	32%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	30	3%	17%	7%	19%	10%	26%	33%	38%	50%	3%	1%	1%	4%	4%	
2003 Lincoln, NE MSA # 4360	3		20%	34%	20%	33%	27%	33%	33%	0%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	75	9%	15%	14%	19%	20%	27%	24%	39%	42%	32%	31%	32%	38%	30%	
2003 NE NonMSA Assessment Areas	27		15%	18%	19%	22%	27%	30%	39%	30%	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	6	100%	7%	0%	9%	0%	17%	0%	67%	100%	0%	0%	0%	0%	0%	
2003 Dallas, TX MSA # 1920	2		7%	50%	9%	0%	16%	0%	68%	50%	NA	NA	NA	NA	NA	

* Based on 2005 Peer Mortgage Data: Western Region.

** As a percentage of loans with borrower income information available. No information was available for 3% of loans originated and purchased by Bank.

*** Percentage of Families is based on the 2000 Census information.

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

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE												Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers		Market Share *					
	#	% of Total**	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	% Families***	% BANK Loans****	Over all	Low	Mod	Mid	Upp	
Geography: NEBRASKA																
Full Review:																
2004-2005 Omaha, NE MSA # 36540	2,482	84%	17%	12%	18%	22%	24%	29%	41%	37%	7%	7%	7%	8%	8%	
2003 Omaha, NE MSA # 5920	3,654		17%	8%	18%	22%	24%	27%	41%	43%	NA	NA	NA	NA	NA	
Limited Review:																
2004-2005 Lincoln, NE MSA # 30700	537	10%	17%	7%	19%	20%	26%	30%	38%	43%	4%	2%	3%	4%	4%	
2003 Lincoln, NE MSA # 4360	239		20%	8%	20%	21%	27%	35%	33%	36%	NA	NA	NA	NA	NA	
2004-2005 NE NonMSA Assessment Areas	191	6%	15%	9%	19%	25%	27%	25%	39%	41%	15%	20%	15%	11%	15%	
2003 NE NonMSA Assessment Areas	233		15%	6%	19%	20%	27%	31%	39%	43%	NA	NA	NA	NA	NA	
Geography: TEXAS																
Full Review:																
2004-2005 Dallas, TX MSA # 19124	17	100%	7%	0%	9%	6%	17%	19%	67%	75%	< 1%	0%	< 1%	0%	< 1%	
2003 Dallas, TX MSA # 1920	0		7%	NA	9%	NA	16%	NA	68%	NA	NA	NA	NA	NA	NA	

* Based on 2005 Peer Mortgage Data: Western Region.

** As a percentage of loans with borrower income information available. No information was available for 27% of loans originated and purchased by Bank.

*** Percentage of Families is based on the 2000 Census information.

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

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES					Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Small Loans to Businesses		Businesses With Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Business Size			Market Share *	
	#	% of Total**	% of Businesses***	% BANK Loans****	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$1,000,000	All	Revenues \$1 Million or Less
Geography: NEBRASKA									
Full Review:									
2004-2005 Omaha, NE MSA # 36540	3,686	85%	63%	34%	81%	8%	11%	11%	7%
2003 Omaha, NE MSA # 5920	1,869		63%	58%	80%	10%	10%	NA	NA
Limited Review:									
2004-2005 Lincoln, NE MSA # 30700	429	8%	64%	48%	70%	18%	12%	3%	3%
2003 Lincoln, NE MSA # 4360	111		64%	48%	72%	15%	13%	NA	NA
2004-2005 NE NonMSA Assessment Areas	285	7%	57%	83%	94%	3%	3%	8%	12%
2003 NE NonMSA Assessment Areas	148		64%	91%	90%	6%	4%	NA	NA
Geography: TEXAS									
Full Review:									
2004-2005 Dallas, TX MSA # 19124	77	100%	66%	60%	84%	9%	7%	< 1%	< 1%
2003 Dallas, TX MSA # 1920	38		63%	61%	76%	21%	3%	NA	NA

* Based on 2005 Peer Small Business Data: US.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B – 2005).

**** Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 32% of small loans to businesses originated and purchased by the Bank.

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS					Evaluation Period: January 1, 2003 to December 31, 2005				
MA/Assessment Area:	Total Small Loans to Farms		Farms With Revenues of \$1 Million or Less		Loans by Original Amount Regardless of Farm Size			Market Share [*]	
	#	% of Total ^{**}	% of Farms ^{***}	% BANK Loans ^{****}	\$100,000 or Less	>\$100,000 to \$250,000	>\$250,000 to \$500,000	All	Revenues \$1 Million or Less
Geography: NEBRASKA									
Full Review:									
2004-2005 Omaha, NE MSA # 36540	62	12%	90%	77%	78%	11%	11%	10%	7%
2003 Omaha, NE MSA # 5920	33		93%	76%	67%	15%	18%	NA	NA
Limited Review:									
2004-2005 Lincoln, NE MSA # 30700	9	1%	93%	67%	78%	22%	0%	2%	2%
2003 Lincoln, NE MSA # 4360	0		88%	NA	NA	NA	NA	NA	NA
2004-2005 NE NonMSA Assessment Areas	442	87%	97%	92%	82%	14%	4%	32%	32%
2003 NE NonMSA Assessment Areas	241		99%	98%	83%	13%	4%	NA	NA
Geography: TEXAS									
Full Review:									
2004-2005 Dallas, TX MSA # 19124	0	100%	87%	NA	NA	NA	NA	0%	0%
2003 Dallas, TX MSA # 1920	0		87%	NA	NA	NA	NA	NA	NA

^{*} Based on 2005 Peer Small Business Data: US.

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

^{***} Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B – 2005).

^{****} Small loans to farms with revenues of \$1 million or less as a percentage of all loans reported as small loans to farms. No information was available for 4% of small loans to farms originated and purchased by Bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Evaluation Period: January 1, 2003 to September 30, 2006							
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Unfunded Commitments**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Geography: NEBRASKA									
Full Review:									
Omaha, NE MSA	3	5,166	87	24,664	90	29,830	84%	0	0
Limited Review:									
Lincoln, NE MSA	0	0	19	155	19	155	< 1%	0	0
NE NonMSA Assessment Areas	0	0	11	5	11	5	< 1%	0	0
Statewide/Regional Investments with Potential Benefit to All NE AAs	0	0	5	5,665	5	5,665	16%	0	0
Geography: TEXAS									
Full Review:									
Dallas, TX MSA	0	0	5	70	5	70	32%	0	0
Statewide/Regional Investments with Potential Benefit to TX AA	0	0	1	149	1	149	68%	0	0
Geography: BANKWIDE									
Regional Investment with Potential Benefit to All NE and TX AAs	0	0	1	5,500	1	5,500	100%	0	0

* 'Prior Period Investments' means investments made in a previous evaluation period that are outstanding as of the examination date.

** 'Unfunded Commitments' means legally binding investment commitments that are tracked and recorded by the institution's financial reporting system.

Table 15. Distribution of Branch Delivery System and Branch Openings/Closings

DISTRIBUTION OF BRANCH DELIVERY SYSTEM AND BRANCH OPENINGS/CLOSINGS																	Evaluation Period: January 1, 2003 to September 30, 2006			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population						
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net Change in Location of Branches (+ or -)				% of Population Within Each Geography						
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp			
Geography: NEBRASKA																				
Full Review:																				
Omaha, NE MSA	94%	22	76%	9%	23%	36%	32%	4	0	0	+ 2	+ 1	+ 1	3%	25%	44%	28%			
Limited Review:																				
Lincoln, NE MSA	3%	4	14%	0%	50%	0%	50%	3	0	0	+ 1	0	+ 2	3%	21%	50%	24%			
NE NonMSA Assessment Areas	3%	3	10%	0%	0%	100%	0%	0	0	NA	0	0	0	NA	6%	94%	NA			
Geography: TEXAS																				
Full Review:																				
Dallas, TX MSA	100%	3	100%	0%	0%	0%	100%	1	0	NA	NA	0	+ 1	NA	NA	11%	89%			