



LARGE BANK

Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Public Disclosure

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Community Reinvestment Act Performance Evaluation

Bank of Lancaster County, National Association
Charter Number: 42

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

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Overall CRA Rating

Institution’s CRA Rating: This institution is rated “**Outstanding**”.

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

Performance Levels	BANK OF LANCASTER COUNTY, NA 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:

- Bank of Lancaster County’s (BLC) lending levels reflect excellent responsiveness to community credit needs.
- The geographic distribution of loans reflects good penetration throughout the assessment area (AA).
- The distribution of loans to borrowers of different income levels and businesses of different sizes are excellent.
- Community development loans have a positive impact on the lending test rating.
- Qualified investments demonstrate good responsiveness to the community revitalization and affordable housing needs of the AA.
- Banking services are accessible to all portions of the AA, including low- and moderate-income geographies.
- Bank employees provide a high level of community development services in the AA.
- A substantial majority of BLC’s loans were originated within its AA.

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.

Block Numbering Area (BNA): A statistical subdivision of a county for grouping and numbering blocks in non-metropolitan counties where local census statistical area committees have not established census tracts. A BNA does not cross county lines.

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 or a block numbering area 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 area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applicants, the amount of loan requested, and the disposition of the application (e.g., approved, denied, and withdrawn).

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

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

Limited 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 primary metropolitan area (PMA), metropolitan area (MA), or consolidated metropolitan area (CMA), as defined by the Office of Management and Budget, with a population of 250,000 or more, and any other area designated as such by the appropriate federal financial supervisory agency.

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

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

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

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

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

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

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

Small Loan(s) to Business(es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are either secured by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as nonmortgage, commercial loans.

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

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

The Bank of Lancaster County (BLC), NA, chartered in 1863, is headquartered in Strasburg, Pennsylvania. The bank is a full service, intrastate bank offering a wide array of loan and deposit products. As of March 31, 2005, total net assets were \$1.7 billion dollars. BLC is a subsidiary of Sterling Financial Corporation (NASDAQ – SLFI), a \$2.8 billion multi-bank holding company with headquarters in Lancaster, Pa. BLC has four operating subsidiaries.

- Town and Country Leasing LLC provides fleet and equipment financing to commercial businesses.
- Equipment Finance LLC is an equipment finance company that specializes in financing forestry and land-clearing equipment through more than 150 equipment dealer locations from Maine to Florida.
- Sterling Financial Trust Company, a wholly owned subsidiary of BLC, provides wealth management services, including investment management, brokerage, estate and tax planning, as well as trust management and administration.
- In 2004, BLC formed Sterling Community Development Corporation, LLC to provide a vehicle through which BLC, and affiliate institutions, could become directly engaged in community development types of activities as permitted under applicable law.

SLFI is also the holding company for FNB of North East, Bank of Hanover & Trust Company, Pennsylvania State Bank and Delaware Sterling Bank & Trust Company. In addition, SLFI is the holding company for several non-bank subsidiaries that offer a diverse range of financial services including a SEC registered investment advisor, and a National Association of Securities Dealers (NASD) broker/dealer, that offer complimentary products to the traditional wealth management services offered by Sterling Financial Trust Company. In addition, SLFI owns insurance companies that offer a wide range of insurance related products including benefit products and consulting to medium and large businesses, credit life and disability reinsurance, personal insurance coverage, and settlement and title insurance through a joint venture.

BLC has designated three separate assessment areas (AA), which comprise all or portions of four MSAs. The following is a brief description of the AAs.

- Lancaster AA - This AA includes the entire Lancaster County MSA # 28640 and seven contiguous census tracts (CT) in Chester County (which is part of the Philadelphia MD, MSA # 37964). The vast majority of the bank's deposits and loans originate from the Lancaster AA.
- Berks AA - This AA includes nineteen CTs in Berks County, which are within the Reading MSA # 39740. All of the CTs in this AA are contiguous to the Lancaster AA.
- Lebanon AA - This AA includes nineteen CTs in Lebanon County, which are within the Lebanon MSA #30140. All of the CTs in this AA are contiguous to the Lancaster AA.

BLC operates thirty-five branches in the three assessment areas. Thirty-two branches are located in the Lancaster AA, with two in the Lebanon AA, and one in the Berks AA. BLC offers automated teller machines (ATMs) at twenty-eight branches along with two stand-alone locations. BLC's last Public Evaluation (PE) was dated January 14, 2002 and the overall CRA rating assigned was "Satisfactory." Since the last PE, BLC has not closed any branches and

has opened three new branches, two in middle-income geographies in the Lancaster AA, and one in an upper-income geography in the Berks AA. Competition in BLC's market area is strong, major competitors include Fulton Bank, Wachovia Bank, NA, Citizens Bank of Pa., and PNC Bank, NA.

As of March 31, 2005, BLC's net loans and leases were \$1.2 billion, representing 73% of total assets and 102% of total deposits. The loan portfolio consists of 57% commercial real estate and commercial loans, 19% residential real estate loans, 11% lease financing, 4% consumer installment loans, 3% construction and 3% agricultural loans. Tier One capital as of March 31, 2005 was \$163 million. There are no legal or financial impediments that preclude the bank from meeting the credit needs of its assessment areas.

Scope of the Evaluation

Evaluation Period/Products Evaluated

The evaluation period for the Lending Test, with the exception of community development (CD) loans, consists of three distinct time periods: January 1, 2002 to December 31, 2002 (2002 evaluation period); January 1, 2003 to December 31, 2003 (2003 evaluation period); and January 1, 2004 to December 31, 2004 (2004 evaluation period). The 2002 evaluation period incorporates the use of 1990 Census demographic information, while the 2003 and 2004 evaluation periods incorporate the use of 2000 Census demographic information. The 2004 evaluation period also reflects the Office of Management and Budget's (OMB) revised Standards for Defining Metropolitan and Micropolitan Areas, which were introduced in February 2004. The evaluation period for CD loans, the Investment Test and Service Test is January 15, 2002 through June 13, 2005.

Data Integrity

BLC's publicly filed information for Home Mortgage Disclosure Act (HMDA) reportable loans and small loans to businesses were tested for accuracy. Results of this testing evidenced the data is sufficiently accurate for purposes of this CRA evaluation.

Selection of Areas for Full-Scope Review

We performed a full scope review of the Lancaster AA. The OMB's revised *Standards for Defining Metropolitan and Micropolitan Areas*, introduced in February 2004, did not result in any new MSAs, and no new metropolitan divisions (MDs) were created in the AA. The obsolete identification number 4000 for the Lancaster MSA was changed to a new five-digit number 29640. This AA accounts for the vast majority of the bank's home mortgage loans and deposits. The Lebanon AA and Berks AA were selected for limited scope reviews.

Ratings

The bank's overall rating is based primarily on the full scope review of the Lancaster AA. The borrower distribution of home mortgage, small business, and consumer lending activities were considered in determining conclusions for the lending test, as they represent primary loan products for the bank. We gave the most weight in our analysis to home mortgage refinance loans, since they accounted for 71% of all originated home mortgage loans.

In addition, we also took into consideration the positive impact of CD loans by determining the extent to which CD loans addressed difficult to meet community credit needs. Finally, we evaluated the bank's performance in providing innovative and flexible-lending products to address the credit needs of low- or moderate-income individuals or geographies. The Lending Test was rated more heavily than the Investment or Service Test.

Other

During the review, we contacted two community groups located in Lancaster County. Our first contact was with a non-profit organization that offers business loans, one-on-one business

counseling, and business training courses to create economic opportunities primarily to small businesses throughout south central Pennsylvania. The second contact was with a group that helps families access affordable homes throughout Lancaster City and County, and works to increase the production of affordable homes to low- and moderate-income families. Based on our contacts and other sources, the primary needs of the assessment area are: affordable housing (particularly outside the City of Lancaster), more aggressive marketing of bank products that are targeted to the low- and moderate-income segment of the population to reduce the penetration of predatory lending, and meaningful support via grants or equity investments in community groups that foster community development. Our contacts mentioned BLC as a proactive supporter of affordable home products and community development activities in Lancaster County.

Fair Lending or Other Illegal Credit Practices Review

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

Conclusions with Respect to Performance Tests

Lending Test

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the lending test is rated "**Outstanding.**" Based on a full-scope review, BLC's performance in the Lancaster AA is excellent.

Lending Activity

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

Despite high levels of competition from large national lenders and out of state banks, BLC's lending activity is excellent and reflects its responsiveness to the credit needs in the AA. BLC's loan-to-deposit ratio has risen over the past thirteen quarters (03-31-02 to 03-31-05) averaging 88% for the period. The high loan-to-deposit ratio demonstrates that BLC is an active lender, especially given the high level of competition in the AA from large national finance companies and out of state banks.

Lancaster AA - 2002

During the 2002 evaluation period, BLC extended 2,092 home mortgage loans, 427 small loans to businesses, and 83 small loans to farms. The approximate total of all three category of loans made in the Lancaster AA was \$219 million. Eighty percent were home mortgage loans, 16% were small loans to businesses, and 4% were small loans to farms. Among home mortgage loans 71% were for refinance, 15% were for home improvements, and 14% were for home purchase.

Home Mortgage Loans

The bank's market share percentile ranking for home purchase loans, home improvement loans, and home refinance loans, exceeds its percentile ranking for deposit market share. The FDIC Deposit Market Share Report as of June 30, 2002 shows the bank ranks 2nd among 20 institutions in the AA, with a market share of 16.05%. Based upon 2002 aggregate Home Mortgage Disclosure Act (HMDA) data for the AA, the bank ranks 1st among 427 financial institutions for home mortgage loans with a market share of 5.67%. These results place the bank in the 95th percentile for deposits and the 100th percentile for home mortgage loans. The bank ranked 1st out of 346 financial institutions for home refinance mortgages, which placed it in the 100th percentile, 2nd out of 117 financial institutions for home improvement loans, placing it in the 98th percentile, and 9th out of 277 financial institutions for home purchase loans placing it in the 97th percentile. The lending levels reflected excellent responsiveness by BLC to the credit needs of the Lancaster AA.

Small Loans to Businesses

Based on 2002 aggregate data, BLC ranks 16th among 136 lenders for small loans to businesses, with a 1.69% market share placing it the 89th percentile. The top five lenders in this AA are large out of state banks and large national financial organizations. The combined market share of the top five institutions is 56.60%.

Small Loans to Farms

Small farm lending is not a primary loan product for BLC, and only a nominal amount of loans were originated. Nevertheless, based upon the market share data, the bank ranks 7th out of 21 lenders with a 5.5% market share, placing it in the 71st percentile.

Consumer Loans

BLC originated 2,466 consumer loans totaling approximately \$40 million during 2002. Loan types include motor vehicle, home equity, and other secured and unsecured consumer loans. For the purpose of gaining perspective for BLC consumer lending activity, originations during the 2002 evaluation period were equal to 33.3% of Tier One capital.

Lancaster AA - 2003

During the 2003 evaluation period, BLC extended 2,444 home mortgage loans, 370 small loans to businesses, and 60 small loans to farms. The approximate total of all three categories of loans made in the Lancaster AA is \$267 million. Eighty-five percent were home mortgage loans, 13% were small loans to businesses, and 2% were small loans to farms. Among home mortgage loans 79% were for refinance, 11% were for home improvements, and 10% were for home purchase.

Home Mortgage Loans

The bank's market share percentile ranking for home purchase loans, home improvement loans, and home refinance loans, exceeds its percentile ranking for deposit market share. The FDIC Deposit Market Share Report as of June 30, 2003 shows the bank ranks 2nd among 21 institutions in the AA, with a market share of 15.77%. Based upon 2003 aggregate Home Mortgage Disclosure Act (HMDA) data for the AA, the bank ranks 4th among 465 financial institutions for home mortgage loans with a market share of 4.50%. These results place the bank in the 95th percentile for deposits and the 99th percentile for home mortgage loans. The bank ranked 4th out of 390 financial institutions for home refinance mortgages, which placed it in the 99th percentile, 2nd out of 3,468 financial institutions for home improvements, placing it in the 99.9th percentile, and 16th out of 302 financial institutions for home purchases placing it in the 95th percentile. The lending levels reflected excellent responsiveness by BLC to the credit needs in the Lancaster AA.

Small Loans to Businesses

The bank ranks 19th among 139 lenders for small loans to businesses, with a 1.41% market share placing it in the 71st percentile. The top five lenders in this AA are large out of state banks or large national financial organizations, and have a combined 53.50% market share.

Small Loans to Farms

Small farm lending is not a primary loan product for BLC, and only a nominal amount of loans were originated. Nevertheless, based upon the market share data, the bank ranks 19th out of 27 lenders with a 1.41% market share, placing it in the 33rd percentile.

Consumer Loans

BLC originated 2,780 consumer loans totaling approximately \$47 million during 2003. Loan types include motor vehicle, home equity, and other secured and unsecured consumer loans. For the purpose of gaining perspective for BLC consumer lending activity, originations during the 2003 evaluation period were equal to 32.3% of Tier One capital.

Lancaster AA - 2004

During the 2004 evaluation period, BLC extended 1,286 home mortgage loans, 347 small loans to businesses, and 77 small loans to farms. The approximate total of all three category of loans made in the Lancaster AA is \$168 million. Seventy-five percent were home mortgage loans, 20% were small loans to businesses, and 5% were small loans to farms. Among home mortgage loans 54% were for refinance, 24% were for home improvements, and 22% were for home purchase. Peer comparison data for 2004 is not available at this time.

BLC originated 3,094 consumer loans totaling approximately \$68 million during the review period. Loan types include motor vehicle, home equity, and other secured and unsecured consumer loans. For the purpose of gaining perspective for BLC consumer lending activity, originations during the 2004 evaluation period were equal to 42% of Tier One capital.

Lending Gap Analysis

No unexplained gaps were identified based upon the analysis of BLC's mortgage, consumer, small business and small farm lending activity over the evaluation period.

Distribution of Loans by Income Level of the Geography

The distribution of loans by income level of the geography is good. The bank has limited lending opportunity when measuring its performance under this test. This is due to the low percentage of owner-occupied housing units within the low- and moderate-income geographies. Likewise, only a small percentage of the businesses are located in the low- and moderate-income geographies, while less than 1% of all the farms in the AA are located in these same geographies. Nevertheless, the percentage of home mortgage loans, and small loans to businesses originated and purchased in the low- and moderate-income geographies was near to, or met the percentage of owner-occupied housing units and businesses. Likewise, the bank's market share in low- and moderate-income geographies was near to or

met its overall market share. A significantly high amount of all loans were made within the bank's AA.

Lancaster AA - 2002

The geographic distribution of home mortgage loans and small loans to businesses is good within the assessment area for the 2002 evaluation period. There was significant competition from large national finance companies and out of state banks. In addition opportunities for lending to low- and moderate-income geographies were very limited. During the 2002 evaluation period there were only two low-income tracts and eleven moderate-income tracts in the AA.

Based upon 2002 peer mortgage data, the total aggregate number of all home mortgage loans originated and purchased by all lending institutions in low-income tracts was 114. This accounts for only 0.69% of the aggregate of all home mortgage loans originated or purchased by all lending institutions in the AA. The 1990 Census demographic data shows there were only 648 owner-occupied housing units in low-income geographies. Since there were 427 financial institutions competing for these 114 loans, the limited number of available borrowers severely impairs the bank's opportunity for originating loans in the low-income tracts. Nevertheless, BLC originated 15 of the 114 loans or 13% of all loans originated or purchased in low-income geographies within the AA.

Likewise, the moderate-income geography lending opportunity is also limited. The total aggregate of all home mortgage loans originated or purchased by all financial institutions within the moderate-income geographies was 1,026. This accounts for only 4.4% of the aggregate of all home mortgage loans originated or purchased in the AA. BLC originated 84 of these loans or 8% of all loans originated or purchased in moderate-income geographies within the AA.

Home Mortgage Loans

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

Home purchase loan geographic distribution is good. The lending in low-income geographies exceeds the percentage of owner-occupied housing in low-income geographies, while the lending in moderate-income geographies is lower than the percentage of owner-occupied housing in moderate-income geographies. BLC's market share in low-income geographies significantly exceeds the bank's overall market share, while the market share in moderate-income geographies is lower than the bank's overall market share.

The geographic distribution of home improvement loans is good. The lending volume in low-income geographies exceeds the amount of owner-occupied housing for these respective geographies, while the volume for moderate-income geographies is lower than the amount of owner-occupied housing for these geographies. BLC's market share in low-income geographies significantly exceeds the bank's overall market share, while the market share in moderate-income geographies is near to the bank's overall market share.

The distribution of home refinance loans is good. The lending volume in low-income geographies is near to the amount of owner-occupied housing for these respective geographies. The volume for moderate-income geographies is lower than the amount of owner-occupied housing for this geography. BLC's market share in low-income geographies exceeds the bank's overall market share, while the market share in middle-income geographies is near to the bank's overall market share.

Small Loans to Businesses

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

The geographic distribution of small loans to businesses is good. The percentage of loans in low-income geographies is near to the amount of businesses in those areas, while the volume of small loans to businesses in moderate-income geographies is lower than the level of small businesses in this geography. BLC's market share in low-income geographies is near to its overall market share, while the market share in moderate-income geographies exceeds the overall market share.

Small Loans to Farms

Refer to Table 7 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

An analysis of geographic distribution of small farm loans does not provide any meaningful conclusions since less than 1% of all of the farms with the bank's AA are located in low- and moderate-income geographies. During the evaluation period, the bank originated no loans in either low- or moderate-income geographies.

Consumer Loans

Refer to Table 13 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

The distribution of consumer loans was compared to the percentage of households within low- and moderate-income geographies. BLC's distribution is adequate. The volume of loans in low-income geographies is lower than the percentage of the households residing in those tracts. BLC's record of consumer lending in moderate-income geographies is lower than the percentage of households residing in those tracts. There is no market share data available to compare BLC's performance to other lenders in the AA.

Inside/Outside Ratio

A significantly high amount of home mortgage loans, small loans to businesses, small loans to farms, and consumer loans were made within the bank's designated AA.

The following results are based upon 2002 HMDA reporting data:

- 83.63% of home purchase loans were made within the AA,

- 90.82% of home refinance loans were made within the AA,
- 96.30% of home improvement loans were made within the AA,
- 90.48 % of small loans to businesses were made within the AA,
- 92.78% of small loans to farms were made within the AA,
- 79.36% of consumer loans were made within the AA.

Lancaster AA - 2003

The geographic distribution of home mortgage loans and small loans to businesses is excellent within the assessment area for the 2003 evaluation period. There was significant competition from 465 financial institutions competing for home mortgage loans within the AA. In addition, opportunities for home mortgage lending to low- and moderate-income geographies remains limited due to the limited number of owner-occupied housing units within the low- and moderate-income CTs.

Based upon 2003 peer mortgage data, the total aggregate of all home mortgage loans originated and purchased by all 465 lending institutions in the low-income tracts was 338, or 0.085% of the aggregate of all home mortgage loans originated or purchased in the AA. Nevertheless, BLC originated 22 of these 338 loans or 6.5% of all loans originated or purchased in low-income geographies within the AA. Based upon the 2000 Census demographic data, there were only 1,436 owner occupied housing units in the low-income geographies within the AA. This only accounts for 1.1% of all owner-occupied housing units within the AA.

Based upon 2003 peer mortgage data, the total aggregate of home mortgage loans originated or purchased by all 465 lending institutions in the moderate-income tracts was 2,035 or 5.1% of the aggregate of all home mortgage loans originated or purchased in the AA. BLC originated 120 of these loans or 5.9% of all loans originated or purchased in moderate-income geographies within the AA.

Home Mortgage Loans

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

Home purchase loan geographic distribution is excellent. The lending in low-income geographies significantly exceeds the percentage of owner-occupied housing in low-income geographies, while the lending in moderate-income geographies exceeds the percentage of owner-occupied housing in moderate-income geographies. BLC's market share in low-income geographies significantly exceeds the bank's overall market share, while the market share in moderate-income geographies is near to the bank's overall market share.

The geographic distribution of home improvement loans is excellent. The lending volume in low-and moderate-income geographies is near to the amount of owner-occupied housing for these respective geographies. BLC's market share in low-income geographies is lower than the bank's overall market share, while the market share in moderate-income geographies exceeds the bank's overall market share.

The distribution of home refinance loans is good. The lending volume in low- and moderate-income geographies is lower than the amount of owner-occupied housing for these respective geographies. BLC's market share in low- and moderate-income geographies is near to the bank's overall market share.

Small Loans to Businesses

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

The geographic distribution of small loans to businesses is excellent. The percentage of loans in low-income geographies exceeds the amount of businesses in those areas, while the volume of small loans to businesses in moderate-income geographies is near the level of small businesses. BLC's market share in low-income geographies significantly exceeds its overall market share, while the market share in moderate-income geographies exceeds the overall market share.

Small Loans to Farms

Refer to Table 7 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The analysis of geographic distribution of small farm loans does not provide any meaningful conclusions since less than 1% of all of the farms with the bank's AA are located in low- and moderate-income geographies. Also, farm loans are not a primary loan product. During the evaluation period, the bank did not originate any farm loans in either low or moderate-income geographies.

Consumer Loans

Refer to Table 13 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

The distribution of consumer loans was compared to the percentage of households within low- and moderate-income geographies. BLC's distribution is adequate. The volume of loans in low- and moderate-income geographies is lower than the percentage of the households residing in those tracts.

Inside/Outside Ratio

A significantly high amount of home mortgage loans, small loans to businesses, small loans to farms, and consumer loans are made within the bank's designated AA.

The following results are based upon 2003 HMDA reporting data:

- 84.46% of home purchase loans were made within the AA.
- 92.37% of home refinance loans were made within the AA.
- 92.64% of home improvement loans were made within the AA.
- 70.57% of small loans to businesses were made within the AA.

- 81.95% of small loans to farms were made within the AA.
- 87.44% of total consumer loans were made within the AA.

Lancaster AA - 2004

The geographic distribution of home mortgage loans and small loans to businesses is good within the assessment area for the 2004 evaluation period. Opportunities for lending to low- and moderate-income geographies remain limited, since there are only five low-income tracts and eleven moderate-income tracts in the AA. Peer data is not available at this time for 2004.

Home Mortgage Loans

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

Home purchase loan geographic distribution is excellent. The lending in low-income geographies significantly exceeds the percentage of owner-occupied housing in low-income geographies, while the lending in moderate-income geographies exceeds the percentage of owner-occupied housing in moderate-income geographies. Peer data for 2004 is not available, thus market share cannot be determined at this time.

The geographic distribution of home improvement loans is good. The lending volume in low-income geographies exceeds the amount of owner-occupied housing, while the amount for moderate-income geographies is lower than the amount of owner-occupied housing. Peer data for 2004 is not available, thus market share cannot be determined at this time.

The distribution of home refinance loans is excellent. The lending volume in low-income geographies exceeds the amount of owner-occupied housing, while the volume for moderate-income geographies is near to the amount of owner-occupied housing. Peer data for 2004 is not available, thus market share cannot be determined at this time.

Small Loans to Businesses

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

The geographic distribution of small loans to businesses is adequate. The percentage of loans in low-income geographies is lower than the amount of businesses in those areas, while the volume of small loans to businesses in moderate-income geographies is lower than the level of small businesses in this geography. Peer data for 2004 is not available, thus market share cannot be determined at this time.

Small Loans to Farms

Refer to Table 7 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to farms.

The analysis of geographic distribution of small farm loans does not provide any meaningful conclusions since less than 1% of all of the farms with the bank's AA are located in low-and

moderate-income geographies. Also, farm loans are not a primary loan product. During the evaluation period, the bank did not originate any farm loans in either low or moderate-income geographies.

Consumer Loans

Refer to Table 13 in appendix C for the facts and data used to evaluate the geographic distribution of the bank's consumer loan originations and purchases.

The distribution of consumer loans was compared to the percentage of households within low- and moderate-income geographies. BLC's distribution is adequate. The volume of loans in low- and moderate-income geographies is lower than the percentage of the households residing in those tracts.

Inside/Outside Ratio

A significantly high amount of home mortgage loans, small loans to businesses, small loans to farms, and consumer loans are made within the bank's designated AA.

The following results are based upon 2004 HMDA reporting data:

- 85% of home purchase loans were made within the AA.
- 93% of home refinance loans were made within the AA.
- 97% of home improvement loans were made within the AA.
- 81% of small loans to businesses were made within the AA.
- 88% of small loans to farmers were made within the AA.
- 89% of consumer loans were made within the AA.

Distribution of Loans by Income Level of the Borrower

The overall borrower distribution of home mortgage loans and small loans to businesses is excellent in the AA, given the strong competition from a large number of institutions competing for business in the AA. In addition, the affordability of home ownership for a low-income individual in the AA is difficult. The median housing cost for the AA, based on the 1990 Census demographic data, was \$89 thousand, while the low-income family made \$19 thousand. Based upon the 2000 Census, the median cost of housing increased to \$124 thousand, while the income of a low-income family was only \$23 thousand. In addition 11.56% of the families within the AA are below the poverty level and considered very low income.

The bank has more lending opportunity to low- and moderate-income borrowers with consumer loans, since home ownership is not an underwriting requirement. It should be noted that in almost all instances the bank's market share of consumer loans to low- and moderate-income borrowers exceeds the bank's overall market share.

Lancaster AA - 2002

Home Mortgage Loans

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

Home purchase loan distribution by borrower income level is good. BLC's lending to low-income families is lower than the number of low-income families, however lending to moderate-income families is near to the number of moderate-income families. The market share of home purchase loans to low-income families exceeds the bank's overall market share, while the market share of loans to moderate-income families is near to the overall market share.

Home improvement loan distribution by borrower income level is good. The bank's lending to low-income families is lower than the number of low-income families, however, lending to moderate-income families exceeds the number of moderate-income families. The market share of home improvement loans to low-income families is near to the bank's overall market share of home improvement loans, while loans to moderate-income families exceed the bank's market share.

Home refinance distribution by borrower income level is good. Lending to low-income families is substantially lower than the number of low-income families, while lending to moderate-income families is lower than the number of moderate-income borrowers. The market share of home refinance loans to low-income families exceeds the bank's overall market share, while the market share of loans to moderate-income families is near to the banks market share.

Small Loans to Businesses

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

Borrower distribution of small loans to businesses is excellent, despite the strong competition for such loans within the AA. The percentage of bank loans made to businesses with revenues of \$1 million or less significantly exceeds the number of businesses with revenues of \$1 million or less. Based upon 1990 Census demographic data, the bank's market share of loans to businesses with revenues of less than \$1 million significantly exceeds it's overall market share.

Small Loans to Farms

Refer to Table 12 in the appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of small loans to businesses.

Borrower distribution of small loans to farms is excellent. The percentage of bank loans made to farms with revenues of \$1 million or less is near to the number of farms with revenues of \$1 million or less. Based upon 1990 Census demographic data, the bank's market share of loans to farms with revenues of less than \$1 million exceeds its overall market share of loans to farms.

Consumer Loans

Refer to Table 13 in the appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of consumer loans.

Borrower distribution of consumer loans is excellent. The percentage of bank loans made to low-income borrowers exceeds the percentage of low-income borrowers, while the percentage of bank loans to moderate-income borrowers significantly exceeds the percentage of moderate-income borrowers. Market share data is not available for consumer loans.

Lancaster AA - 2003

Home Mortgage Loans

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

Home purchase loan distribution by borrower income level is excellent. BLC's lending to low-income families is lower than the number of low-income families, however lending to moderate-income families exceeds the number of moderate-income families. The market share of home purchase loans to low- and moderate-income families is near to the bank's overall market share.

Home improvement loan distribution by borrower income level is good. The bank's lending to low-income families is lower than the number of low-income families, while lending to moderate-income families meets the number of moderate-income families. The market share of home improvement loans to low-income families is near to the bank's overall market share of home improvement loans, while loans to moderate-income families are lower than the bank's market share.

Home refinance distribution by borrower income level is excellent. Lending to low-income families is lower than the number of low-income families, while lending to moderate-income borrowers exceeds the number of moderate-income borrowers. The market share of home refinance loans to low-income families exceeds the bank's overall market share, while the market share of loans to moderate-income families is near to the banks market share.

Small Loans to Businesses

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

Borrower distribution of small loans to businesses is excellent, despite the strong competition for such loans within the AA. The percentage of bank loans made to businesses with revenues of \$1 million or less significantly exceeds the number of businesses with revenues of \$1 million or less. Based upon 2000 Census demographic data, the bank's market share of loans to businesses with revenues of less than \$1million exceeds it's overall market share.

Small Loans to Farms

Borrower distribution of small loans to farms is good. The percentage of bank loans made to farms with revenues of \$1 million or less is lower than the number of farms with revenues of \$1 million or less. Based upon 2000 Census demographic data, the bank's market share of loans to farms with revenues of less than \$1 million exceeds its overall market share of loans to farms.

Consumer Loans

Refer to Table 13 in the appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of consumer loans.

Borrower distribution of consumer loans is excellent. The percentage of bank loans made to low- and moderate-income borrowers significantly exceeds the number of low- and moderate-income borrowers.

Lancaster AA - 2004Home Mortgage Loans

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

Home purchase loan distribution by borrower income level is excellent. BLC's lending to low-income families is lower than the number of low-income families, however lending to moderate-income families significantly exceeds the number of moderate-income families. The market share cannot be determined, since peer data is not available for 2004.

Home improvement loan distribution by borrower income level is excellent. The bank's lending to low-income families is near to the number of low-income families, while lending to moderate-income families exceeds the number of moderate-income families.

Home refinance distribution by borrower income level is excellent. Lending to low-income families is near to the number of low-income families, while lending to moderate-income borrowers exceeds the number of moderate-income borrowers.

Small Loans to Businesses

Borrower distribution of small loans to businesses is excellent, despite the strong competition for such loans within the AA. The percentage of bank loans made to businesses with revenues of \$1 million or less significantly exceeds the number of businesses with revenues of \$1 million or less. Peer data is not available for 2004.

Small Loans to Farms

Borrower distribution of small loans to farms is good. The percentage of bank loans made to farms with revenues of \$1 million or less meets number of farms with revenues of \$1 million or less.

Consumer Loans

Refer to Table 13 in the appendix C for the facts and data used to evaluate the borrower distribution of the bank's origination/purchase of consumer loans.

Borrower distribution of consumer loans is excellent. The percentage of bank loans made to low-and moderate-income borrowers significantly exceeds the number of low-and moderate-income borrowers.

Community Development Lending

Refer to Table 1 Lending Volume in appendix C 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.

CD lending had a positive impact on the lending test. BLC originated six CD loans totaling \$18.8 million during the evaluation period. The bank's CD lending is responsive to AA needs for affordable housing in low- and moderate-income geographies, and for low- and moderate-income individuals, and for the revitalization of distressed communities.

- A \$3.3 million construction and permanent financing loan for the acquisition and renovation of a group of commercial properties located in a designated Enterprise Zone. The bank also had a \$240,000 equity investment in this project as a limited partner.
- A \$2.5 million construction loan and permanent mortgage to a community group for construction of a community building to house various healthcare, educational, recreational, cultural, and economic programs that will target low- and moderate-income families.
- A \$2.6 million construction permanent mortgage to a religious group for the construction of a new church in a low-income geography adjacent to the community center.
- A combined \$3.7 million facility for an acquisition loan and letter / line of credit to a private investment group, that will complete site improvements for future commercial development on the location of razed asbestos plant. The property is designated a brownfield and located in a KOZ zone.
- A \$5.5 million construction loan to erect a 73-room hotel in a KOZ zone.
- A \$1.2 million building improvement loan to a private developer to refurbish a commercial property located in a designated brownfield KOZ zone.

During the evaluation period the bank also granted \$9.2 million for loans, which had a CD purpose. Such loans further support the positive impact on the Lending Test. However, due to the size of each loan, they are appropriately reported as small loans to businesses, and are not included in the CD lending totals.

Product Innovation and Flexibility

BLC provides various home mortgage products, which help low- and moderate-income homebuyers finance the purchase of homes.

- BLC provides home mortgage products (Affordable Gold Alt 97 and Affordable Gold 97), which require a 3% down payment, either from the purchaser's funds or gifted funds. These loans allow a 97% loan to value (LTV), and with second mortgage financing can go to 105% LTV. Allowances are also made for higher debt-to-income ratios.
- The bank also has a program (Community Gold) that allows the use of Section 8 rent vouchers to be used to offset the monthly mortgage payment on the purchase of a home, rather than strictly using it for renting. The mortgages also allow higher LTVs, minimum down payments of \$2,000, higher debt-to-income ratios, and more flexible credit and underwriting standards.
- Guaranteed Rural Housing Loans assist first time low- and moderate-income homebuyers in obtaining 100% financing for homes located in rural areas. These loans are administered by the United States Department of Agriculture.
- The bank also provides 100% financing for home mortgages (Flexible 100 Mortgage), whereby the buyer is required to only fund \$500 for closing costs. Standard underwriting guidelines apply.
- In 2004 the bank initiated another new product designed for low- and moderate-income first time homebuyers (Sterling Home Ownership Program a/k/a SHOP). Required down payments are the greater of 1% of purchase price or \$500. LTV limits are 97% or 105% with an approved second mortgage. Credit underwriting is more flexible, front-end and back-end ratios may not exceed 35% and 40% respectively. Payments are required biweekly, and must be an automatic draft from a deposit account.

During the evaluation period from January 1, 2002 to December 31, 2004 the bank originated an aggregate of 37 innovative and flexible mortgage products for a total of \$3.6 million.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the lending test in the Lebanon AA and Berks AA is not consistent with the bank's overall outstanding performance under the lending test. In the Lancaster AA and the Berks AA the market share of deposits and amount of loans originated is so nominal, that any analysis of these AAs does not provide any meaningful conclusion. Refer to Tables 1 through 13 in appendix C for the facts and data that support these conclusions.

INVESTMENT TEST

The bank's performance under the Investment Test is rated "**High Satisfactory.**" Based on a full-scope review, the bank's performance in the Lancaster AA is good.

Conclusions for Areas Receiving Full-Scope Reviews

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

We determined through our community contacts and our internal research that investment opportunities exist, but are not overly prevalent within the Lancaster AA. The most prevalent opportunities are investments to facilitate economic development in the Lancaster City Enterprise Zone.

During the evaluation period, BLC made investments and donations totaling \$1.346 million in the Lancaster AA. BLC made equity investments in five entities with the primary focus on economic development and revitalization. BLC also took the initiative to form Sterling Community Development Corporation, LLC in order to help meet the needs of low- and moderate-income individuals and to provide affordable housing in low- to moderate-income geographies. Affordable housing and community development and revitalization are identified as primary needs in the Lancaster AA. BLC made a high level of direct contributions during the evaluation period. During the evaluation period, BLC made \$761 thousand in donations and contributions to qualified organizations. The dollar amount of overall investments is satisfactory based on the size and capacity of the bank. The following is a discussion of BLC's investments made during the evaluation period.

BLC made an equity investment of \$240 thousand in *Christian Street Court Associates, L.P.*, a Limited Partnership that was formed for the purpose of acquiring and renovating a group of commercial properties located in a designated Enterprise Zone in the central business district of downtown Lancaster. The partnership will use the investment dollars to renovate a vacant property into office space, thus supporting new businesses and helping to create and sustain 90 new jobs in the City of Lancaster.

BLC made equity investments of \$165 thousand and \$66 thousand in the *Spring Mezzanine Capital, L.P.* and *Argosy Investment Partners III, L.P.* respectively. These entities are both Small Business Investment Companies (SBIC) licensed by the SBA to invest funds in small businesses located in the Northeast for the purpose of growth and expansion. BLC has committed total equity funding of \$750 thousand for Spring Mezzanine Capital, L.P. and \$600 thousand for Argosy Investment Partners III, L.P.

In 2004, BLC management formed, and invested an initial \$50 thousand into, *Sterling Community Development Corporation, L.L.C (SCDC)*. The formation of SCDC was a complex and innovative way to address the primary need for more affordable housing in the low- and moderate-income geographies in the bank's AA. Initial efforts of SCDC included the purchase, renovation and sale of two homes. These homes were in poor condition and are located in moderate-income geographies. In cooperation with a local contractor, these homes were rehabbed and then sold to two low- and moderate-income families. Further, SCDC has agreed

to participate with a non-profit provider of affordable housing in Lancaster City to develop and rehab. homes in low- and moderate-income neighborhoods.

BLC made an investment of \$63 thousand in the *Community First Fund* under the Bank Enterprise Award (BEA) Program. The fund is used to provide loan capital to start-up businesses or expand existing small businesses. Community First Fund is a Community Development Financial Institution (CDFI).

BLC made \$291 thousand in contributions to eleven organizations that are qualified to participate in the Neighborhood Assistance Program (NAP). NAP is a tax credit program that encourages businesses to donate capital to organizations that can be used to provide eligible services to low-income persons or distressed neighborhoods.

BLC made \$171 thousand in contributions to four qualified organizations that participate in the Educational Improvement Tax Credit (EITC) program. Over the evaluation period, BLC contributed \$375 thousand to ten organizations under the EITC program. Four of the ten organizations meet the definition of Community Development and are included in the total for this review. The EITC program authorizes the award of tax credits to businesses that make contributions to scholarship organizations or educational improvement organizations determined by the PA Department of Community and Economic Development to meet the requirements of the Act. There are household income requirements for participation in the plan.

BLC has outstanding \$340 thousand in four prior evaluation period equity investments. These included investments to increase affordable housing and promote economic development. Though outstanding prior period investments do not receive as much weight as the current rating period, they were considered and add further support for the overall Investment Test rating. When aggregated, current and prior period investments total approximately \$1.7 million.

BLC also made qualified community grants and donations to 36 not-for-profit organizations in the total of \$301 thousand during the evaluation period.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the investment test in the Berks AA and the Lebanon AA is not consistent with the bank's overall high satisfactory performance under the investment test. As the bank is new to the two markets covered in the limited scope AAs, investments and contributions have been nominal due to the very limited market share in these AAs. Little weight was placed on this conclusion.

SERVICE TEST

Conclusions for Areas Receiving Full-Scope Reviews

The bank's performance under the Service Test is rated "**High Satisfactory.**" Based on our full-scope review, the bank's performance in the Lancaster AA is good.

Retail Banking Services

Refer to Table 15 in Appendix C for the facts and data use to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Retail services are accessible to geographies and individuals of different income levels in the AA. BLC has thirty-one branches in the Lancaster AA. During the evaluation period, they opened two branches, one each in middle- and upper-income geography. The bank operates twenty-six full service and six limited-service facilities, four of which are in retirement communities. BLC has one branch in a low-income geography, which approximates the distribution of the population living in such geographies. BLC does not have any branches in the eleven moderate-income census tracts in the AA. However, all of the low-income and a majority of moderate-income geographies are located in the City of Lancaster, which is comprised of five low-income, eight moderate-income and two middle-income geographies, and BLC provides a good level of service to the City of Lancaster.

BLC has two branches that serve the City of Lancaster, one in a low-income geography and one in a middle-income geography. The East King Street office, which is very accessible to low- and moderate-income individuals, is in a middle-income geography. The designation for this geography was changed from moderate-income to middle-income as a result of the 2000 census; however, this has not changed the accessibility of this office to low- and moderate-income individuals. This middle-income geography is contiguous to both low- and moderate-income geographies in the City of Lancaster. The East King Street office is within one-half mile of two low-income housing projects. In addition, due to the small size of the census tracts in the City of Lancaster, both offices are readily accessible via public transportation that is available. The East King Street and the North Duke Street offices also have automated teller machines (ATMs) that enhance accessibility. BLC has thirty ATMs, twenty-six at branches and two stand-alone, including one in the low-income tract mentioned above.

BLC has improved services to Spanish speaking customers with the addition of two bilingual customer service representatives at the East King Street office. Spanish speaking services are an identified need in this portion of the AA, as a significant portion of these customers lives in the low- and moderate-income geographies that are contiguous to the office. In addition, the bank's Customer Connection Center (Call Center) has added three bilingual employees to service Spanish-speaking customers. This service is imperative for the Spanish speaking population in conducting their banking needs such as cashing checks, opening accounts and purchasing money orders.

BLC offers alternative delivery systems that can assist all individuals to more easily access a wide variety of products and services. BLC offers both telephone and Internet banking to all customers. In addition, through the direct banking department, applicants can apply for loans

by phone or over the Internet. The Customer Call Center allows for 24 hour automated transactions, and customer assistance Monday through Friday and one-half day on Saturdays. BLC also initiated the “Simple Checking” account, a new checking account that has no minimum balance and no monthly fee. Since the bank could not provide specific information on how low- and moderate-income individuals and geographies are impacted by the services, significant weight was not placed on alternative delivery systems when drawing Service Test conclusions.

Community Development Services

BLC provides a high level of community development services, based on what are considered reasonable opportunities for such services within their AA. Twenty-one bank officers provide their technical and financial expertise to twenty-five separate and qualified community organizations. Some of the following are examples of bank officers’ participation in these services.

One officer is a Board member for *BASE, Inc.*, a community development organization established to be a resource for economic and workforce development for Lancaster County and the surrounding region. BASE, Inc. provides support services and skill training targeted to low- and moderate-income individuals, and works cooperatively with public and private entities to meet the needs of their diverse community. BASE, Inc. operates the Lancaster Entrepreneurial Development Program, which helps to create or retain jobs, foster small business enterprise, or create alternative models of business ownership and participation. The officer brings marketing expertise to the Board of BASE, Inc. In addition, BASE, Inc.’s Executive Director is a member of the BLC Board of Directors.

One BLC officer is the chairman of the *Redevelopment Authority of the City of Lancaster*. The Redevelopment Authority of the City of Lancaster’s purpose is to redevelop and rehabilitate blighted areas and to prevent property deterioration. These efforts are specifically targeted to the City of Lancaster, which is comprised of a majority of low- and moderate-income geographies. The position of Chairman has required a significant time commitment by this individual and flexibility by the bank to allow this officer to address the requirements of the position.

A BLC senior officer is on the Board of *The Economic Development Company of Lancaster County* (EDC). The EDC is in the business of helping the County prosper through various aspects of economic development, including site development, expansions, workforce development, business start- ups, urban revitalization and overall, expanding, retaining and attracting business for Lancaster County’s economic health.

Two BLC officers serve in various capacities at the *Lancaster Housing Opportunity Partnership* (LHOP). LHOP’s primary mission is to help families access affordable homes throughout Lancaster City and County and to increase production of homes affordable to low- and moderate-income families. One BLC officer serves on the Board of LHOP and is a member of the Finance Committee. Another officer serves on the Community Homebuyers Advisory Committee. The Community Homebuyers Advisory Committee provides advice and input to LHOP related to trends in the home mortgage markets. In addition, three mortgage originators for BLC assist with homebuyer education programs offered by LHOP.

One BLC officer serves on the Partnership Committee of the *Lancaster Habitat for Humanity*. Habitat for Humanity is a vital non-profit organization that provides affordable housing for low- and moderate-income individuals. The Partnership Committee is primarily responsible to screen prospective clients before entering the program. Two BLC senior officers serve on the Economic Development Task Force for Lancaster Prospers, an effort sponsored by the Economic Development Company of Lancaster County and EDC Finance Corporation, to pursue the creation of a countywide economic development strategy with a common set of goals for all Community and Economic Development agencies.

One officer participates on the *United Way Homelessness and Affordable Housing Leadership Group*. This group is a task force that focuses on reducing the homeless population in Lancaster County by addressing the root causes of homelessness.

Two bank officers are on the Development Committee for *Southeast Lancaster Health Services* (SELHS). This is a medical facility in a low-income section of the City of Lancaster that provides reduced cost healthcare to low- and moderate-income families in the surrounding neighborhoods.

Conclusions for Areas Receiving Limited-Scope Reviews

Based on limited-scope reviews, the bank's performance under the service test in the Berks AA and the Lebanon AA is not consistent with the bank's overall high satisfactory performance. As the bank is new to the two markets covered in the limited scope AAs, and these offices were primarily commercial loan centers at origination, the bank has not generated significant loan or deposit market share from these AAs. As such, little weight was placed on the conclusions for these areas.

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): January 1, 2002 to December 31, 2004 Investment and Service Tests and CD Loans: January 15, 2002 to June 13, 2005	
Financial Institution	Products Reviewed	
Bank of Lancaster County, NA (BLC) Strasburg, Penna.	Residential mortgages, small loans to businesses, small loans to farms, consumer loans, and community development loans.	
Affiliate(s)	Affiliate Relationship	Products Reviewed
N/A		
List of Assessment Areas and Type of Examination		
Assessment Area	Type of Exam	Other Information
Lancaster AA	Full Scope	
Lebanon AA	Limited Scope	
Berks AA	Limited Scope	

Appendix B: Market Profiles for Full-Scope Areas

Lancaster AA

Demographic Information for Full-Scope Area: Lancaster MSA 29640 / Chester AA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	101	4.95%	10.89%	77.23%	6.93%	0.00%
Population by Geography	485,516	3.04%	8.42%	79.67%	8.87%	0.00%
Owner-Occupied Housing by Geography	126,293	1.14%	6.18%	82.48%	10.19%	0.00%
Businesses by Geography	33,565	4.47%	8.28%	78.39%	8.86%	0.00%
Farms by Geography	2,055	0.24%	2.09%	94.21%	3.45%	
Family Distribution by Income Level	128,841	15.83%	19.69%	26.51%	37.97%	0.00%
Distribution of Low- and Moderate-Income Families throughout AA Geographies	45,768	5.25%	12.12%	76.96%	5.67%	0.00%
Median Family Income = \$56,597 HUD Adjusted Median Family Income for XXXX = \$65,839 Households Below the Poverty Level = 11.56%					Median Housing Value = \$123,805 Unemployment Rate = 3%	

(*) The NA category consists of geographies that have not been assigned an income classification.
Source: 2000 U.S. Census, and 2004 HUD updated MFI.

Description of the Assessment Areas

Lancaster AA.

This AA consists of the entirety of 94 Census Tracts (CTs) in the County of Lancaster, Pa., which is MSA 29640. In addition, the AA consists of 7 adjacent and/or contiguous CTs in the County of Chester. Chester County is part of the larger Philadelphia MD, MSA 37964. The AA has a total of 101 CTs. Lancaster County contains 5 low-income CTs and 11 moderate-income CTs. Chester County does not contain any low-or moderate-income CTs.

BLC has an extremely strong presence in Lancaster County and operates 32 offices, of which 26 offices have ATMs, as well as two "stand alone" ATMs within the county. Lancaster County is heavily banked with 19 institutions operating 196 bank offices with total deposits of \$7.4 billion. The top four banks have 61.37% of the deposit market share based upon the FDIC Deposit Market Share Report of June 30, 2004. BLC is ranked second with a 15.44% market share. BLC operates 1 branch in Chester County, and its market share in the Philadelphia MSA 37964 is too small to calculate. Based upon 2003 HMDA data for the AA, the bank ranked 4th among 465 banks for home mortgage loans with a market share of 4.50%, placing it in the 99th percentile. For small loans to businesses, BLC ranked 19th, with a market share of 1.41%, out of 139 lenders, placing it in the 71st percentile.

The AA economy is diverse and includes manufacturing, distribution, health care, tourism and retail sectors. Lancaster County has a strong agricultural presence and is one of the higher-ranking counties in Pennsylvania in terms of production and sales. As of May 2005, the unemployment rate in Lancaster is 3.0% and considerably less than the 4.8% overall rate of unemployment for the Commonwealth of Pennsylvania based upon reports from the Bureau of Labor Statistics, United States Department of Labor. The top three employers in Lancaster County are Lancaster General Hospital, R.R. Donnelley & Sons, and Armstrong World Industries.

Demographic information indicates that home ownership may be difficult for many residents of the AA. Based upon the 2000 Census HMDA demographic data, only 26.02% of all housing units in low-income CTs are owner occupied. Based upon the 2003 HUD updated MFI, the median family income is \$57,884, while the median housing value is \$123,805. A low-income family in the AA is a family income of less than \$30 thousand. 11.56% of the families in the AA are below the poverty level.

Lebanon AA

This AA consists of 19 adjacent and/or contiguous CTs located on the North / Northwest portion of Lancaster County. They are within the Lebanon MSA 30140. There are no low-income tracts in the AA, and there are 4 moderate-income tracts. The bank has 2 offices in this AA, one of which has an ATM. Based upon the FDIC Deposit Market Share Report of June 30, 2004, there are 9 institutions in the AA that operate 49 offices, with total deposits of \$1.5 billion. The top three institutions in the AA have a 66% market share of deposits. BLC has a miniscule deposit market share of 0.55%. Based upon 2003 HMDA data BLC ranks 51st out of 249 institutions, which grant home mortgage loans in the AA. This results in a market share of 0.37%. Due to the bank's extremely low deposit market share, and very low number of loans, an analysis of this AA does not provide any meaningful conclusion.

Berks AA

This AA consists of 19 adjacent and/or contiguous CTs located on the North / Northeast portion of Lancaster County. They are within the Reading MSA 39740. There are 2 low-income tracts in the AA, and there is 1 moderate-income tract. The bank has 1 office in this AA, which has an ATM. Based upon the FDIC Deposit Market Share Report of June 30, 2004, there are 21 institutions that operate 137 offices with total deposits of \$6.3 billion. The top three institutions have a 58.61% market share of deposits. BLC has a nominal deposit market share of 0.10%. Based upon 2003 HMDA data, BLC ranks 146th out of 291 institutions, which grant home mortgage loans in the AA. This results in a market share of 0.04%. Due to the bank's extremely low deposit market share, and very low number of loans, an analysis of this AA does not provide any meaningful conclusion.

Appendix C: Tables of Performance Data

Content of Standardized Tables

References to the “bank” include activities of any affiliates that the bank provided for consideration (refer to appendix A: Scope of the Examination). For purposes of reviewing the lending test tables, the following are applicable: (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. Tables without data are not included in this PE. [Note: Do not renumber the tables.]

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by 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 with the appropriate caption 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 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												
Geography: BANK OF LANCASTER COUNTY, NA												
Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004												
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)	
Full Review:												
MSA 29640 / Chester 2002	98.97%	2,092	160,136	427	51,442	83	7,749	3	8,400	2,605	227,727	16.05%
MSA 29640 / Chester 2003	98.22%	2,444	211,102	370	48,421	60	7,029	0	0	2,874	266,552	15.77%
MSA 29640 / Chester 2004	96.72%	1,286	98,588	347	59,220	77	10,694	3	10,400	1,713	178,902	15.44%
Limited Scope												
Lebanon AA 2002	1.03%	12	1,640	15	4,416	0	0	0	0	27	6,056	0.19%
Lebanon AA 2003	1.50%	21	3,856	20	6,217	3	590	0	0	44	10,663	0.42%
Lebanon AA 2004	2.32%	15	2,104	25	6,545	1	25	0	0	41	8,674	0.55%
Berks AA 2003	0.28%	5	470	3	750	0	0	0	0	8	1,220	0.05%
Berks AA 2004	0.96%	7	965	10	4,375	0	0	0	0	17	5,340	0.10%

* Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Community Development Loans is January 15, 2002 to May 24, 2005.

*** Rated Area refers to either the state, multi-state MA, or institution, as appropriate.

Table 1. Lending Volume - Other Products

LENDING VOLUME		Geography: BANK OF LANCASTER COUNTY, NA						Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004						
MA/Assessment Area:	% of Rated Area Loans (#) in MA/AA	Total Optional Loans**		Small Business Real Estate Secured**		Home Equity**		Motor Vehicle**		Other Unsecured Consumer		Other Secured Consumer**		% of Rated Area Deposits in AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
Full Review:														
MSA 29640 / Chester 2002	98.44%	2,466	39,866	0	0	57	988	1,605	25,896	323	4,575	481	8,317	16.05%
MSA 29640 / Chester 2003	98.03%	2,780	46,982	0	0	41	659	1,805	28,944	347	6,085	587	11,294	15.77%
MSA 29640 / Chester 2004	97.38%	3,094	68,288	0	0	103	2,435	1,835	41,493	384	7,400	772	16,960	15.44%
Limited Review:														
Lebanon AA 2002	1.56%	39	714	0	0	0	0	35	670	2	26	2	18	0.19%
Lebanon AA 2003	1.45%	41	796	0	0	0	0	33	559	4	154	4	83	0.42%
Lebanon AA 2004	1.61%	51	727	0	0	0	0	43	525	1	16	7	186	0.55%
Berks AA 2003	.52%	15	241	0	0	0	0	13	187	1	33	1	21	0.05%
Berks AA 2004	1.01%	32	1,333	0	0	0	0	23	860	4	278	5	175	0.10%

* Rated area refers to either the state or multi-state MA rating area.

** The evaluation period for Optional Product Line(s) is From January 15, 2002 to December 31, 2004.

*** Rated Area refers to the state, multi-state MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: BANK OF LANCASTER COUNTY, NA					Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Over all	Low	Mod	Mid	Upp	
	#	% of Total**	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans	% Owner Occ Units***	% BANK Loans						
Full Review:																
MSA 29640 / Chester 2002	280	98.25%	0.60	1.07	5.79	3.57	84.10	82.14	9.51	13.21	2.81	5.25	1.72	2.83	3.13	
MSA 29640 / Chester 2003	246	99.19%	1.14	3.25	6.18	6.91	83.59	78.05	9.09	11.79	2.24	5.52	2.01	2.19	2.42	
MSA 29640 / Chester 2004	279	97.56%	1.14	4.30	6.18	7.53	82.48	82.80	10.19	5.38	N/A	N/A	N/A	N/A	N/A	
Limited Review:																
Lebanon AA 2002	5	1.75%	0	0	27.37	20	72.63	80.0	0	0	0.47	0	0.37	0.51	0	
Lebanon AA 2003	2	0.81%	4.35	0	30.68	0	57.28	100.0	7.69	0	0.17	0	0	0.29	0	
Lebanon AA 2004	5	1.75%	2.90	0.00	20.43	0.00	71.55	100.0	5.12	0.00	N/A	N/A	N/A	N/A	N/A	
Berks AA 2003	0	0.00%	2.84	0.00	3.03	0.00	65.99	0.00	28.13	0.00	0.00	0.00	0.00	0.00	0.00	
Berks AA 2004	2	0.69%	2.84	0.00	3.03	0.00	65.99	100.0	28.13	0.00	N/A	N/A	N/A	N/A	N/A	

* Based on 2002 and 2003 Peer Mortgage Data: Northeast 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.

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004															
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
Full Review:															
MSA 29640 / Chester 2002	314	99.68%	0.60	0.64	5.79	3.82	84.10	87.58	9.51	7.96	14.08	22.22	11.32	14.02	16.23
MSA 29640 / Chester 2003	260	99.62%	1.14	0.38	6.18	5.00	83.59	89.23	9.09	5.38	12.29	3.46	13.54	12.53	10.07
MSA 29640 / Chester 2004	310	99.68%	1.14	1.29	6.18	3.55	82.48	87.74	10.19	7.42	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	1	0.32%	0.00	0.00	27.37	0.00	72.63	100.0	0.00	0.00	0.34	0.00	0.00	0.43	0.00
Lebanon AA 2003	0	0.00%	4.35	0.00	30.68	0.00	57.28	0.00	7.69	0.00	0.00	0.00	0.00	0.00	0.00
Lebanon AA 2004	1	0.32%	2.90	0.00	20.43	0.00	71.55	100.0	5.12	0.00	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	1	0.38%	2.84	0.00	3.03	0.00	65.99	100.0	28.13	0.00	0.42	0.00	0.00	0.59	0.00
Berks AA 2004	0	0.00%	2.84	0.00	3.03	0.00	65.99	0.00	28.13	0.00	N/A	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Mortgage Data: Northeast 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.

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
MSA 29640 / Chester 2002	1,494	99.60%	0.60	0.40	5.79	2.81	84.10	85.34	9.51	11.45	12.36	14.63	10.29	10.18	8.32
MSA 29640 / Chester 2003	1,932	98.82%	1.14	0.57	6.18	3.99	83.59	84.58	9.09	10.87	7.23	6.92	7.13	7.38	6.28
MSA 29640 / Chester 2004	697	98.03%	1.14	1.29	6.18	4.45	82.48	86.51	10.19	7.75	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	6	0.40%	0.00	0.00	27.37	0.00	72.63	100.0	0.00	0.00	0.36	0.00	0.00	0.45	0.00
Lebanon AA 2003	19	0.97%	4.35	0.00	30.68	5.26	57.28	78.95	7.69	15.79	0.84	0.00	0.18	1.03	1.33
Lebanon AA 2004	9	1.27%	2.90	0.00	20.43	0.00	71.55	100.0	5.12	0.00	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	4	0.21%	2.84	0.00	3.03	0.00	65.99	75.00	28.13	25.00	0.08	0.00	0.00	0.09	0.07
Berks AA 2004	5	0.70%	2.84	0.00	3.03	0.00	65.99	80.00	28.13	20.00	N/A	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Mortgage Data: Northeast 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.

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES Geography: BANK OF LANCASTER COUNTY AA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004																
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	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid
Full Review:																
MSA 29640/Chester 2002	427	96.61%	0.73	0.23	9.36	7.26	78.95	77.05	10.96	15.46	1.48	1.22	2.41	2.18	0.62	
MSA 29640/Chester 2003	370	94.15%	4.47	4.86	8.28	6.76	78.39	73.78	8.86	14.59	1.29	5.01	1.82	1.92	0.48	
MSA 29640/Chester 2004	347	90.84%	4.53	3.75	8.21	4.61	75.84	72.91	11.42	18.73	N/A	N/A	N/A	N/A	N/A	
Limited Review:																
Lebanon AA 2002	15	3.39%	0.00	0.00	34.19	13.33	65.81	86.67	0.00	0.00	0.61	0.00	0.51	0.71	0.00	
Lebanon AA 2003	20	5.09%	6.51	0.00	36.15	0.00	53.13	95.00	4.20	5.00	0.96	0.00	0.00	1.16	1.49	
Lebanon AA 2004	25	6.54%	4.90	0.00	26.84	28.00	65.13	64.00	3.13	8.00	N/A	N/A	N/A	N/A	N/A	
Berks AA 2003	3	0.76%	4.74	0.00	2.87	0.00	59.16	100.0	33.22	0.00	0.09	0.00	0.24	0.12	0.00	
Berks AA 2004	10	2.62%	4.74	0.00	2.87	0.00	59.16	70.00	33.22	30.00	N/A	N/A	N/A	N/A	N/A	

* Based on 2002 and 2003 Peer Small Business Data: US& PR.

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

*** Source Data - Dun and Bradstreet (2002, 2003 & 2004).

Table 7. Geographic Distribution of Small Loans to Farms

Geographic Distribution: SMALL LOANS TO FARMS Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004															
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	Overall	Low	Mod	Mid	Upp
Full Review:															
MSA 29640/Chester 2002	83	100.0	0.05	0.00	0.81	0.00	95.37	100.0	3.77	0.00	5.55	0.00	0.00	5.76	0.00
MSA 29640/Chester 2003	60	95.24%	0.24	0.00	2.09	0.00	94.21	95.00	3.45	5.00	3.28	0.00	0.00	3.37	3.53
MSA 29640/Chester 2004	77	98.72%	0.25	0.00	1.79	0.00	93.70	98.70	4.27	1.30	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	0	0.00%	0.00	0.00	3.70	0.00	96.30	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lebanon AA 2003	3	4.76%	0.84	0.00	4.20	0.00	83.19	100.0	11.76	0.00	0.74	0.00	0.00	0.79	0.00
Lebanon AA 2004	1	0.28%	0.38	0.00	2.66	0.00	91.63	100.0	5.32	0.00	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	0	0.00%	2.31	0.00	2.31	0.00	70.77	0.00	24.62	0.00	0.00	0.00	0.00	0.00	0.00
Berks AA' 2004	0	0.00%	2.31	0.00	2.31	0.00	70.77	0.00	24.62	0.00	0.00	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Small Business Data: US& PR.

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

*** Source Data - Dun and Bradstreet (2002,2003 & 2004).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: BANK OF LANCASTER COUNTY, NA						Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004							
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
Full Review:															
MSA 29640/Chester 2002	280	98.25%	15.24	7.97	19.30	19.12	28.94	30.28	36.52	42.63	2.83	2.86	2.03	2.92	3.34
MSA 29640/Chester 2003	246	99.19%	15.85	9.42	19.70	23.77	26.52	27.80	37.93	39.01	2.36	1.93	1.92	2.03	3.41
MSA 29640/Chester 2004	279	97.56%	15.83	9.87	19.69	27.04	26.51	23.18	37.97	39.91	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	5	1.75%	20.84	20.00	23.51	0.00	29.13	20.00	26.52	60.00	0.55	0.70	0.00	0.36	1.35
Lebanon AA 2003	2	0.81%	23.25	0.00	21.60	0.00	24.64	100.0	30.51	0.00	0.10	0.00	0.00	0.37	0.00
Lebanon AA 2004	5	1.75%	21.63	0.00	22.42	40.00	25.12	0	30.84	60.00	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	0	0.00%	16.11	0.00	18.07	0.00	22.60	0.00	43.14	0.00	0.00	0.00	0.00	0.00	0.00
Berks AA 2004	2	0.69%	16.11	0.00	18.07	0.00	22.68	0.00	43.14	100.0	N/A	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Mortgage Data: Northeast 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 Families is based on the 1990 Census information for 2002, and the 2000 Census information for 2003 and 2004.

**** 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 Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004															
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
Full Review:															
MSA 29640/Chester 2002	314	99.68%	15.24	7.48	19.30	19.73	28.94	31.29	36.52	41.50	13.75	12.50	14.32	12.92	14.44
MSA 29640/Chester 2003	260	99.62%	15.85	11.86	19.70	19.37	26.52	37.94	37.93	30.83	12.26	11.41	10.19	14.01	12.30
MSA 29640/Chester 2004	310	99.68%	15.83	13.27	19.69	23.13	26.51	31.29	37.97	32.31	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	1	0.32%	20.84	0.00	23.51	0.00	29.13	0.00	26.52	100.0	0.36	0.00	0.00	0.00	1.14
Lebanon AA 2003	0	0.00%	23.25	0.00	21.60	0.00	24.64	0.00	30.51	0.00	0.00	0.00	0.00	0.00	0.00
Lebanon AA 2004	1	0.32%	21.63	0.00	22.42	0.00	25.12	0.00	30.84	0.00	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	1	0.38%	16.11	0.00	18.07	0.00	22.68	0.00	43.14	100.0	0.43	0.00	0.00	0.00	1.35
Berks AA 2004	0	0.00%	16.11	0.00	18.07	0.00	22.68	0.00	43.14	0.00	N/A	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Mortgage Data: Northeast 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 Families is based on the 1990 Census information for 2002, and 2000 Census information for years 2003 and 2004.

**** 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 Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004															
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
Full Review:															
MSA 29640/Chester 2002	1,494	99.60 %	15.24	4.84	19.30	17.30	28.94	28.26	36.52	49.61	11.19	11.85	10.30	10.78	11.74
MSA 29640/Chester 2003	1,932	98.82 %	15.85	8.51	19.70	20.00	26.52	32.25	37.93	39.24	8.62	10.08	8.03	8.42	8.85
MSA 29640/Chester 2004	697	98.03 %	15.83	13.55	19.69	23.64	26.51	29.22	37.97	33.58	N/A	N/A	N/A	N/A	N/A
Limited Review:															
Lebanon AA 2002	6	0.40%	20.84	0.00	23.51	0.00	29.13	0.00	26.52	100.0	0.35	0.00	0.00	0.00	0.00
Lebanon AA 2003	19	0.97%	23.25	0.00	21.60	16.67	24.64	27.78	30.51	55.56	0.96	0.00	0.66	0.78	1.64
Lebanon AA 2004	9	1.27%	21.63	0.00	22.42	11.11	25.12	22.22	30.84	66.67	N/A	N/A	N/A	N/A	N/A
Berks AA 2003	4	0.21%	16.11	0.00	18.07	0.00	22.68	0.00	43.14	100.0	0.07	0.00	0.00	0.00	0.18
Berks AA 2004	5	0.70%	16.11	0.00	18.07	0.00	22.68	0.00	43.14	100.0	N/A	N/A	N/A	N/A	N/A

* Based on 2002 and 2003 Peer Mortgage Data: Northeast Region.

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

*** Percentage of Families is based on the 1990 Census information for 2002, and 2000 Census information for years 2003 and 2004.

**** 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 Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004									
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	Rev \$1 Million or Less
Full Review:									
MSA 29640/Chester 2002	427	96.61%	64.22	70.02	67.92	19.44	12.65	1.48	3.51
MSA 29640/Chester 2003	370	94.15%	64.54	73.24	67.30	17.03	15.68	1.29	2.55
MSA 29640/Chester 2004	347	90.84%	65.56	72.62	55.91	23.92	20.17	N/A	N/A
Limited Review:									
Lebanon AA 2002	15	3.39%	67.47	40.00	33.33	20.00	46.67	0.61	1.16
Lebanon AA 2003	20	5.09%	63.99	60.00	20.00	25.00	55.00	0.96	1.73
Lebanon AA 2004	25	6.54%	65.62	60.00	36.00	40.00	24.00	N/A	N/A
Berks AA 2003	3	0.76%	62.00	100.0	0.00	66.67	33.33	0.09	0.21
Berks AA 2004	10	2.62%	N/A	70.00	20.00	20.00	60.00	N/A	N/A

* Based on 2002 and 2003 Peer Small Business Data: US & PR.

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

*** Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B –2002, 2003 and 2004).

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

Table 12. Borrower Distribution of Small Loans to Farms

Borrower Distribution: SMALL LOANS TO FARMS Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004									
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	Rev \$1 Million or Less
Full Review:									
MSA 29640/Chester 2002	83	100.0%	93.33	91.57	69.88	20.48	9.64	5.55	6.01
MSA 29640/Chester 2003	60	95.24%	92.31	86.67	61.67	23.33	15.00	3.28	3.84
MSA 29640/Chester 2004	77	98.72%	91.32	90.91	54.55	25.97	19.48	N/A	N/A
Limited Review:									
Lebanon AA 2002	0	100.0%	94.81	0.00	0.00	0.00	0.00	0.00	0.00
Lebanon AA 2003	3	4.76%	94.12	100.0	33.33	33.33	33.33	0.74	0.88
Lebanon AA 2004	1	0.28%	91.25	100.0	100.0	0.00	0.00	N/A	N/A
Berks AA 2003	0	0.00%	92.31	0.00	0.00	0.00	0.00	0.00	0.00
Berks AA 2004	0	0.00%	N/A	0.00	0.00	0.00	0.00	N/A	N/A

* Based on 2002 and 2003 Peer Small Business Data: US & PR.

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

*** Farms with revenues of \$1 million or less as a percentage of all farms (Source D&B – 2002, 2003 and 2004).

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

Table 13. Geographic and Borrower Distribution of Consumer Loans (Institution's Option)

Geographic and Borrower Distribution: CONSUMER LOANS Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: JANUARY 1, 2002 TO DECEMBER 31, 2004																		
MA/Assessment Area:	Geographic Distribution										Borrower Distribution							
	Total Consumer Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Low-Income Borrowers		Moderate-Income Borrowers		Middle-Income Borrowers		Upper-Income Borrowers	
	#	% of Total*	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans	% of Hhlds**	% of BANK Loans
Full Review:																		
MSA 29640/Chester 2002	2,466	98.44%	1.41	0.28	9.30	4.46	80.71	87.23	8.58	8.03	19.78	20.07	17.55	26.28	23.96	20.84	38.71	23.24
MSA 29640/Chester 2003	2,780	98.03%	2.83	1.12	8.63	5.04	80.30	87.37	8.24	6.47	19.74	25.47	17.78	23.78	22.87	21.40	39.60	16.73
MSA 29640/Chester 2004	3,094	97.39%	2.83	1.78	8.63	4.49	79.22	86.59	9.32	7.14	19.74	24.08	17.78	24.76	22.87	23.95	39.60	19.97
Limited Review:																		
Lebanon AA 2002	39	1.56%	0.00	0.00	35.40	12.82	64.60	87.18	0.00	0.00	27.41	25.64	19.23	17.95	23.80	30.77	29.56	17.95
Lebanon AA 2003	41	1.45%	7.39	7.32	37.16	19.51	49.68	65.85	5.77	7.32	26.83	24.39	19.47	34.15	20.53	14.63	33.17	19.51
Lebanon AA 2004	51	1.60%	5.23	0.00	26.28	11.76	64.41	78.43	4.08	9.80	24.74	17.65	19.84	33.33	21.12	19.61	34.30	27.45
Berks AA 2003	15	0.52%	8.14	0.00	2.63	0.00	63.96	80.00	25.28	20.00	20.37	13.33	17.18	40.00	19.39	33.33	43.06	6.67
Berks AA 2004	32	1.01%	8.14	3.13	2.63	3.13	63.96	68.75	25.28	25.00	20.37	15.63	17.18	18.75	19.39	12.50	43.06	25.00

* Consumer loans originated and purchased in the MA/AA as a percentage of all consumer loans originated and purchased in the rated area.

** Percentage of Households is based on 1990 Census information for 2002, and 2000 Census information for year 2003 and 2004.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: BANK OF LANCASTER COUNTY, N.A.				Evaluation Period: January 15, 2002 to June 13, 2005			
MA/Assessment Area:	Prior Period Investments [*]		Current Period Investments		Total Investments			Unfunded Commitments ^{**}	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
Full Review:									
Lancaster AA	4	340	53	1,346	57	1,686	100.00	2	1,119
Limited Review									
Lebanon AA	0	0	3	1	3	1	100.0	0	0
Berks AA	0	0	0	0	0	0	100.0	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 & BRANCH OPENINGS/CLOSINGS Geography: BANK OF LANCASTER COUNTY, NA Evaluation Period: 1/15/2002 to 6/13/2005																	
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
Full Review:																	
Lancaster AA	98.75	32	91.42	3.13	0	84.37	12.50	2	0	0	0	+1	+1	3.04	8.42	79.67	8.87
Limited Review:																	
Lebanon AA	0.73	2	5.71	0	0	50.00	50.00	0	0	0	0	0	0	0	25.93	63.99	10.08
Berks AA	0.52	1	2.86	0	0	0	100.0	1	0	0	0	0	+1	8.34	3.01	62.28	26.35

