



## **PUBLIC DISCLOSURE**

December 31, 2013

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

Santander Bank, N.A.  
Charter Number: 25022

75 State Street  
Boston, MA 02109

Office of the Comptroller of the Currency  
Large Bank Supervision  
400 7<sup>th</sup> Street, SW  
Mail Stop 8W-1  
Washington, DC 20219

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

# Table of Contents

<b>OVERALL CRA RATING .....</b>	<b>1</b>
GENERAL INFORMATION .....	1
<b>DEFINITIONS AND COMMON ABBREVIATIONS .....</b>	<b>3</b>
<b>DESCRIPTION OF INSTITUTION.....</b>	<b>7</b>
<b>SCOPE OF THE EVALUATION.....</b>	<b>7</b>
<b>FAIR LENDING OR OTHER ILLEGAL CREDIT PRACTICES REVIEW .....</b>	<b>13</b>
<b>PRIMARY RATING AREAS.....</b>	<b>15</b>
BOSTON-CAMBRIDGE-QUINCY MA-NH MULTISTATE METROPOLITAN AREA (BOSTON MMA).....	16
COMMONWEALTH OF PENNSYLVANIA .....	35
<b>OTHER RATING AREAS.....</b>	<b>44</b>
PHILADELPHIA-CAMDEN-WILMINGTON PA-NJ-DE-MD MULTISTATE METROPOLITAN AREA (PHILADELPHIA MMA) .....	45
PROVIDENCE-NEW BEDFORD-FALL RIVER, RI-MA MULTISTATE METROPOLITAN AREA (PROVIDENCE MMA) .....	50
COMMONWEALTH OF MASSACHUSETTS .....	54
STATE OF CONNECTICUT.....	59
STATE OF NEW HAMPSHIRE .....	64
STATE OF NEW JERSEY .....	69
STATE OF MARYLAND .....	73
<b>APPENDIX A: SCOPE OF EXAMINATION .....</b>	<b>1</b>
<b>APPENDIX B: SUMMARY OF MULTISTATE METROPOLITAN AREA AND STATE RATINGS .....</b>	<b>1</b>
<b>APPENDIX C: MARKET PROFILES FOR AREAS .....</b>	<b>1</b>
<b>APPENDIX D: TABLES OF PERFORMANCE .....</b>	<b>1</b>

## Overall CRA Rating

### General Information

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

This document is an evaluation of the CRA performance of Santander Bank, N.A., (SBNA) issued by the Office of the Comptroller of Currency (OCC), the institution’s supervisory agency, for the evaluation period January 1, 2011 through December 31, 2013. The OCC rates the CRA performance of a national bank or federal savings association consistent with the provisions set forth in Appendix A to 12 CFR Part 25 or 12 CFR Part 195, respectively.

**INSTITUTION'S CRA RATING:** This institution is rated “**Needs to Improve.**”

The following table indicates the performance level of **Santander Bank, N.A.** with respect to the lending, investment, and service tests:

Performance Levels	Santander Bank, N.A. Performance Tests		
	Lending Test*	Investment Test	Service Test
Outstanding			
High Satisfactory	X		
Low Satisfactory		X	X
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 overall rating include:

- While the bank’s performance under the Lending Test, Investment Test and Service Test as noted in the above table would have been a satisfactory rating, the overall CRA rating was lowered from satisfactory to needs to improve as discussed within the Fair Lending and Other Illegal Credit Practices section of this document.
- The bank’s lending levels reflect good responsiveness to the bank’s assessment areas (AAs) credit needs.

- The geographic distribution of loans reflects good penetration throughout the bank's AAs.
- The distribution of borrowers shows good penetration among borrowers of different income levels and businesses of different sizes.
- The bank has an adequate level of qualified community development investments and grants.
- The bank's branches are reasonably accessible to essentially all portions of the institution's AA geographies.
- The bank provided a limited level of community development services.

## 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 (AA).

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

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

**Community Development:** 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 Small Business Administration Development Company or Small Business Investment Company programs size eligibility standards or have gross annual revenues of \$1 million or less; activities that revitalize or stabilize low- or moderate-income geographies, distressed or underserved nonmetropolitan middle-income geographies, or designated disaster areas; or loans, investments, and services that support, enable or facilitate projects or activities under HUD Neighborhood Stabilization Program criteria that benefit low-, moderate-, and middle-income individuals and geographies in the bank's assessment area(s) or outside the assessment area(s) provided the bank has adequately addressed the community development needs of its assessment area(s).

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

**Consumer Loan(s):** A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business,

or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

**Family:** Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family.

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

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

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

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

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

**Limited-scope 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/AA.

**Median Family Income (MFI) 2011:** The median income determined by the U.S. Census Bureau every ten years and used to determine the income level category of geographies. Also, the median income determined by the Department of Housing and Urban Development annually that is used to determine the income level category of individuals. For any given

area, the median is the point at which half of the families have income above it and half below it.

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

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

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

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

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

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

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

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

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

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

**Rated Area:** A rated area is a state or multistate metropolitan area. For an institution with branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains 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 branches in two or more states in a multistate metropolitan area, the institution will receive a rating for the multistate metropolitan area.

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

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

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

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

## Description of Institution

Santander Bank N.A. (formerly Sovereign Bank) is an interstate financial institution headquartered in Boston, Massachusetts. A wholly owned subsidiary of Grupo Santander, S.A., based in Madrid, Spain, Sovereign Bank announced in September 2011 an official name change to "Santander Bank, N.A." to align with the parent company's global brand strategy. The rebranding was completed on October 17, 2013. Sovereign Bank converted charters from a federal savings bank to national association in January 2012 under a new charter number, 25022.

As of December 31, 2013, Santander Bank, N.A. (SBNA) operated 706 retail banking offices, over 1,900 ATMs, and employed approximately 9,000 people. Although the bank's business strategy is not limited to any one business endeavor, its primary focus is retail banking with an emphasis on mortgage and consumer lending. SBNA operates in nine states (Massachusetts, Rhode Island, New Hampshire, Connecticut, New York, Pennsylvania, New Jersey, Delaware, and Maryland). Competition is strong in the bank's major markets with numerous local, regional, and national banks, as well as mortgage companies and non-bank lenders.

As of December 31, 2013, Santander Bank had total assets of \$74 billion, total deposits of \$49.6 billion, net loans of \$49.2 billion, and Tier One Capital of \$8.3 billion. Approximately 67 percent of the bank's loan portfolio was comprised of real estate loans, predominantly secured by 1-4 family residential properties. Commercial and industrial loans comprised 25 percent of the loan portfolio, and loans to individuals for household, family, and personal expenditures made up 8 percent of the loan portfolio. The bank's average loan-to-deposit ratio for the eight quarters ending December 31, 2013 was 101.1 percent, reflecting a significant investment by the bank in loans.

Although there were no legal factors impeding the bank's ability to help meet the credit needs of its assessment areas (AA), a corporate strategic endeavor to restructure the bank's financial statement to reduce dependence on wholesale funding limited the bank's investment and lending activities in 2013. The bank reduced total assets by nearly \$9 billion during 2013, to pay off higher cost funds to improve capital ratios and net operating income. During 2013 the bank's loan portfolio decreased by \$3 billion (5.8 percent), the investment portfolio reduced by \$7 billion (37.8 percent), and other assets increased by \$1 billion. The last evaluation was performed as of December 31, 2010 by the Office of Thrift Supervision (OTS), which regulated the bank until consolidation into the OCC in July 2011. The prior evaluation rated the bank's performance as Outstanding.

## Scope of the Evaluation

### Evaluation Period/Products Evaluated

This evaluation considered SBNA's HMDA-reportable loans, particularly home purchase and home refinance loans, small loans to businesses, community development (CD) loans, qualified investments, retail services and CD services for the calendar years 2011, 2012, and 2013. Home improvement loans were evaluated in only four rating areas (Boston MMA, New York MMA, Philadelphia MMA and Providence MMA) where the bank originated a sufficient volume to evaluate. Multifamily residential loans were analyzed in two rating areas (New York

MMA and Philadelphia MMA) where the bank originated a sufficient volume to evaluate. The bank did not originate any small farm loans during this evaluation period.

Because SBNA converted from a federal savings association to a national bank in January 2012, we evaluated SBNA's lending test performance for 2011 following OTS CRA policy, and for 2012 and 2013 following OCC CRA policy. Our analysis for the bank's 2011 lending performance was centered on comparing the bank's lending to industry aggregate HMDA and small business data for each AA. Our evaluation of the bank's 2012 and 2013 lending performance consisted primarily of a comparison of the bank's lending to demographic comparators and market share data.

Demographic data available for the analysis of lending distributions changed in 2012 with the availability of the 2010 census data. Loan data for 2011 were evaluated against 2000 census data available at the time the loans were reported to the Federal Financial Institutions Examination Council (FFIEC). Loan data for 2012 and 2013 were analyzed against 2010 census data, and combined in a single set of tables presented in this evaluation. We compared 2011 distributions to the 2012 through 2013 tables for consistency in the lending activity, but did not include 2011 tables.

Home mortgage loans received the most emphasis in determining lending performance, as they comprise a majority (67 percent) of SBNA's loan portfolio and production volume (83 percent) during the evaluation period in the bank's AAs. We placed two-thirds weight on the bank's 2012 and 2013 performance and one-third on 2011 performance, based on the relatively equal number of loans originated or purchased in each year. Within the bank's AAs, the bank originated or purchased 18,285 HMDA loans in 2011, and for 2012 and 2013 combined, the bank originated or purchased 41,196 HMDA loans. Also within the bank's AAs, the bank originated or purchased 4,065 CRA reported loans in 2011, and for 2012 and 2013 combined, the bank originated or purchased 8,413 CRA reported loans. Unless otherwise noted in the PE, performance in 2011 was consistent with the 2012 through 2013 tables included in Appendix D. We noted in the narrative whenever the 2011 performance was inconsistent with 2012 through 2013, and considered those differences in arriving at our conclusions.

## **Data Integrity**

Prior to the start of this evaluation, we tested the reliability of the bank's CRA loan data. We also reviewed CD loans, investments, and CD services provided for consideration in this evaluation to assess whether activities qualified as community development. We considered the reliability of the bank's HMDA data based on the Consumer Financial Protection Bureau's (CFPB) review. We determined that the data provided for this evaluation is reliable.

## **Selection of Areas for Full-Scope Review**

We completed a full-scope review for one AA in each state and multistate metropolitan area (MMA) in which SBNA has an office. The AAs selected were typically those with the highest percentage of SBNA dollars of deposits in each state or MMA. Refer to the "Description of Institution's Operations" section under each State or MMA Rating section for details regarding how the areas were selected.

## Ratings

The bank's overall rating is a blend of the state and MMA ratings. Three primary rating areas that represented the bank's most significant deposit markets carried the greatest emphasis in our conclusions. These primary rating areas are listed separately in the table of contents with descriptions of each MMA or state provided in the market profile section. The primary rating areas are the Boston-Cambridge-Quincy MA-NH MMA (Boston MMA), New York-Northern New Jersey-Long Island NY-NJ-PA MMA (New York MMA), and Commonwealth of Pennsylvania. The deposits in these primary rating areas represent 75 percent of the bank's deposits.

The state and MMA ratings are primarily based on those areas that received full-scope reviews, but the bank's performance in areas receiving limited-scope reviews is also considered. Refer to the "Description of Institution's Operations" section under each State and MMA Rating section for details on how these areas were considered in arriving at the respective ratings.

## Community Contacts

OCC District Community Affairs Officers updated or completed community contacts in full-scope AAs for this evaluation. Interviews were conducted with a variety of community organizations including low-income housing agencies, small business development centers, and social services and community action organizations. We also reviewed existing contacts made during the evaluation period with community groups, local government representatives, realtors, and business leaders in the various AAs. Information from these community contacts for the Primary Rating Areas is summarized, as needed, in the Market Profiles found in Appendix C.

## Other Information

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

*Lending Gap Analysis* – To analyze SBNA's geographic lending patterns and identify any significant lending gaps we reviewed different lending reports and maps for each rating area. We did not identify any unexplained conspicuous lending gaps in any of the areas under review.

*Inside/Outside Ratio* – We considered the volume of loans made inside the bank's AAs a positive factor in our evaluation of lending performance. We analyzed the volume of bank loan originations and purchases in the bank's AAs versus those made outside the bank's AAs at the bank level. At the bank level, a substantial majority of loans originated or purchased during the evaluation period were made in the bank's AAs. For HMDA lending 92.1 percent of the number of HMDA loans are within the bank's AAs and 98.6 percent of the number of bank's

CRA loans are within the AAs. For HMDA lending 90.7 percent of the dollar of HMDA loans are within the bank's AAs and 97.2 percent of the dollar of the bank's CRA loans are with the AAs. Overall, we considered this performance to be excellent.

*Flexible Loan programs* – The bank originated flexible loans through participation in local or regional flexible loan programs or by offering flexible loan products that addressed the needs of LMI borrowers and geographies. These programs include, for example, the CRA Affordable Mortgage program and Citizen Action Affordable Mortgage program in the state of New Jersey. SBNA also originated loans to qualified borrowers at below-market interest rates and discounted fees as part of its participation in the affordable housing mortgage programs offered by the Connecticut Housing Finance Authority, Pennsylvania Housing Finance Agency, Massachusetts Housing Partnership One Mortgage program, and New York State Housing Finance Agency.

SBNA offered loans to people with disabilities to help them acquire assistive technology devices and services in conjunction with the Pennsylvania Assistive Technology Foundation (PATF) in Pennsylvania and the Easter Seals Massachusetts, Inc. in Massachusetts. Although these programs are not exclusively focused on LMI borrowers, the high cost of assistive technology warrants consideration of the benefit the program provides especially to LMI participants as well as others.

For borrowers in New York and New Jersey impacted by Hurricane Sandy, SBNA deferred loan payments or extended the term of repayment on consumer and mortgage loans and small loans to businesses to help alleviate the impact of that disaster. We noted these programs in the lending test narratives of the respective AA in which these programs were given consideration.

## **Description of Factors Considered Under Each Performance Test**

### Lending Test

We assessed the overall number and dollar volume of home mortgage, small business and CD loans in each rating area and full scope AA. To assess the bank's volume of lending we compared the bank's lending market share ranking in each AA compared to the bank's deposit market share ranking for the corresponding AA. In addition, we also took into consideration the competitive environment of each AA by noting the number of entities lending in each AA compared to number of deposit taking institutions per AA. This analysis provided a more complete understanding of the bank's market share performance relative to the level of competition in each AA. Tier One Capital was allocated to the rating areas and AAs based on the percentage of the bank's deposits in that rating area.

To compile overall conclusions on the bank's lending performance, we gave greater emphasis to the category of HMDA lending (home purchase, home improvement, home refinance, or multifamily) that reflected the higher volume (number of loans) of lending for each AA. We also gave greater emphasis to HMDA lending than small loans to businesses when there was a significantly higher proportion of mortgage loans originated or purchased during the evaluation period. Consistently throughout this evaluation, we gave equal consideration to the geographic and borrower distribution components of the lending test. We considered the

impact of high housing costs in some areas and depressed values in others, on the degree of available lending opportunities and activity in LMI geographies and to LMI borrowers. In our analysis of the distribution of loans in LMI geographies, we gave greater emphasis to the bank's performance for either the low- or moderate-income geographies that had the higher percentage of owner-occupied housing units or greater percentage of businesses located in the low- or moderate-income geographies. For borrower distribution, we considered the impact that income levels had on the borrowing capacity of, and the demand for home purchase mortgages from low-income individuals relative to the cost of housing for each AA. We also considered the impact of foreclosures and the potential effect of reduced property values carried on demand for home refinance loans in certain markets. For borrower distribution, we gave greater emphasis to the income category that held the highest percentage of families between low- and moderate-income families.

The volume of CD loans or participation in flexible lending programs and the degree of responsiveness of those loans to the needs in the community were considered in the lending evaluation. In situations where the bank's CD lending or participation in flexible lending programs contributed positively to the lending test rating, it is described in the conclusions for that rating area.

### Investment Test

We considered qualified grants and investments made by the bank for each AA. We compared the dollar amount of qualified investments made in the current evaluation period and prior evaluation periods to the Tier One Capital allocated to the AAs to gain a perspective regarding the volume of investment activity. Tier One Capital was allocated to the AAs based on the percentage of bank deposits.

Other factors taken into consideration for the investment test included the volume CD opportunities for each AA as well as the level of competition for those opportunities. We also considered the bank's limited investment practices as the bank historically operated as a Federal Savings Association. We did take into consideration the bank's strategic business plan implemented in 2013 to reduce higher cost funding resulting in a reduction in bank assets. The bank's investment portfolio realized the greatest reduction in assets and decreased by \$7 billion in 2013, a 38 percent reduction. This strategic plan was implemented to improve the bank's capital ratios and net income performance. The result of this balance sheet restructure did limit investment dollars for the current period. Prior period investments were considered for those investments that continue to carry a positive impact on the corresponding AAs. Qualified investments in SBNA's broader regional areas were also considered under specific AAs to which the investments could be attributed. We evaluated the responsiveness of all investments to the identified credit and CD needs in the relative AAs.

### Service Test

Primary consideration was given to SBNA's performance in delivering retail products and services to geographies and individuals of different income levels through the bank's distribution of branches. We focused on branches in LMI geographies, but also considered branches in middle- and upper-income geographies located reasonably close to LMI geographies. We did not evaluate the bank's distribution channels using the internet and phone banking because there is no data on how these products specifically serve LMI

individuals.

We evaluated the distribution, opening, closure, relocation and consolidation of branches. We did not consider the branch opening or closing performance element in AAs where the bank had no openings, closures, relocations or consolidations. During the evaluation period, SBNA opened two branches, relocated seven branches, and consolidated 18 branches. We considered the potential impact of those changes on LMI geographies and individuals in the full scope AAs.

We evaluated the range of services and products offered throughout the branch network. We specifically focused on any differences in branch hours and services in LMI geographies, compared to those in middle- or upper-income geographies.

The bank's record of providing CD services was evaluated in AAs that received full-scope reviews. Our primary consideration was the responsiveness to the needs of the community, in particular, services that reflected ongoing relationships with organizations involved in community development.

## Fair Lending or Other Illegal Credit Practices Review

Pursuant to 12 C.F.R. 25.28(c) and 12 C.F.R. 25.195(c), respectively, in determining a national bank's or federal savings association's (collectively, bank) CRA rating, the OCC considers evidence of discriminatory or other illegal credit practices in any geography by the bank, or in any assessment area by an affiliate whose loans have been considered as part of the bank's lending performance. As part of this evaluation process, the OCC consults with other federal agencies with responsibility for compliance with the relevant laws and regulations, including the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, and the Consumer Financial Protection Bureau.

The OCC identified the following public information regarding non-compliance with the statutes and regulations prohibiting discriminatory or other illegal credit practices with respect to this institution:

- Unfair or deceptive acts or practices concerning the marketing, fulfillment, and billing practices for identity theft protection services. The bank entered into a settlement agreement with the OCC and paid \$6.0 million in civil money penalties based on OCC findings that the bank's customers, who had requested identity theft protection products provided by the bank's vendors, were charged for services not consistently provided by those vendors. The bank has remediated the majority of the deficiencies, made \$42.3 million in restitution to all customers ever enrolled, which was approximately 190 thousand program participants, and no longer offers these products. The bank provided refunds to all customers who incurred over limit and overdraft fees, and associated finance charges, as a result of the illegally assessed program fees. For further information on this settlement, see OCC Consent Order #2015-022, dated April 17, 2015.
- Noncompliance with the Servicemembers Civil Relief Act (SCRA) related to 68 loans owned by the bank. The bank's affiliate, Santander Consumer USA (SCUSA) entered into a settlement agreement with the DOJ pertaining to 1,100 repossessions of protected servicemembers' motor vehicles, including 68 repossessed motor vehicles secured by loans owned directly by this bank. For further information on the DOJ settlement, see DOJ Case 3:15-cv-00633-B Document 4-1, dated February 25, 2015. Related to this settlement, the OCC required the bank to implement improvements to address compliance program weaknesses involving affiliates and other third-party vendors.
- Deceptive acts or practices concerning the bank's overdraft enrollment practices. The bank entered into settlement agreement with the CFPB to pay a \$10 million civil money penalty for illegal overdraft service practices involving the bank's vendor's deceptive telemarketing of the overdraft service. For further information on the CFPB settlement, see CFPB consent order 2016-CFPB-0012, dated July 14, 2016.

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

consultations. The OCC also considered other material practices the bank engaged in during the evaluation period involving home mortgage lending practices and foreclosure issues that provide relevant context for the bank's activities during the period of the CRA evaluation.

It is noted that bank management has been cooperative and taken the initiative to correct these supervisory issues efficiently and timely. The bank's vendor management programs have shown significant improvements in an effort to prevent recurrence of violations. However, as a result of these noted illegal credit practices, the CRA Performance Evaluation rating was lowered from satisfactory to needs to improve.

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

**PRIMARY RATING AREAS**

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

**New York-Northern New Jersey-Long Island NY-NJ-PA Multistate Metropolitan Area**

**Commonwealth of Pennsylvania**

## Boston-Cambridge-Quincy MA-NH Multistate Metropolitan Area (Boston MMA)

<b>CRA rating for the Boston MMA<sup>1</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	High Satisfactory
<b>The Investment Test is rated:</b>	Needs to Improve
<b>The Service Test is rated:</b>	Low Satisfactory

The major factors that support this rating include:

- Lending levels reflect good responsiveness to AA credit needs.
- The geographic distribution of loans is good, based on good distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- SBNA has a poor level of qualified investment and grants.
- Delivery systems are reasonably accessible to all portions of the AAs.
- Employees provided a limited level of CD services.

### Description of Institution's Operations in the Boston MMA

SBNA conducts operations in the Boston MMA across four metropolitan divisions (MD): Boston, MA MD (Boston MD), Cambridge-Newton-Framingham, MA MD (Cambridge MD), Peabody, MA MD (Peabody MD), and Rockingham County-Stratford County, NH MD (Rockingham MD). All counties in each MD are included in the bank's delineation. SBNA operates 163 branches in the MMA, or 23.1 percent of total bank branches. As of June 30, 2013, SBNA deposits in the MMA totaled \$15.4 billion and represented 31.1 percent of the bank's deposits. There are 141 depository financial institutions in the MMA. SBNA ranks fourth in deposit market share, with 6.2 percent, compared to 24.5 percent for State Street Bank and Trust Company, the largest financial institution in the MMA. The top three banks hold 57.3 percent of deposits in the MMA.<sup>2</sup>

### Scope of Evaluation in the Boston MMA

We conducted a full-scope review of the Boston MD. This MD accounted for 71.8 percent of the dollar of deposits, 49.1 percent of the number of branches, 45.7 percent of the number of home purchase loans, 39.8 percent of the number of home refinance loans, and 48.4 percent of the number of small loans to businesses in the MMA. The Cambridge, Peabody, and Rockingham MDs were evaluated using limited-scope procedures.

---

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

<sup>2</sup> Refer to the market profile for the Boston MMA in Appendix C for detailed demographics and other performance context information for the Boston-Quincy MD AA that received a full-scope review.

## LENDING TEST

The bank's performance under the lending test in the Boston MMA is rated High Satisfactory.

The bank's performance in the Boston MD is good. The bank's performance reflects good levels of lending with good responsiveness to AA credit needs. Both geographic and borrower distributions reflect good performance in lending to low- and moderate-income geographies and to borrowers of different income levels and businesses of different sizes.

### Conclusions for Areas Receiving Full-Scope Reviews

#### Lending Activity<sup>3</sup>

Lending activity levels are good in the Boston MD, given the strong competition in the market place and good responsiveness to AA credit needs. The bank ranks fourth in deposit market share with a 6.2 percent market share. Over the entire evaluation period, the bank originated 9,045 loans for \$2.4 billion. The bank ranked sixth in home purchase lending with a 2.4 percent market share by number of loans originated or purchased. For home refinance loans, the bank was seventh with a 3.0 percent market share by number of loans originated or purchased. In regards to small loans to businesses, the bank was ranked ninth in market share for the number of small loans to businesses originated or purchased.

Lending market shares for home mortgage products are skewed when compared to deposit market shares as the number of home mortgage lenders significantly exceeds the number of depository institutions in the Boston MD. There is strong competition in the Boston MD for these types of loans. There are 144 depository institutions versus 415 home purchase lenders and 502 home refinance lenders. The bank's home purchase and refinancing loan market share positions reflect good responsiveness in the AA considering the significant competition for home loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Boston MD is good, based on good distribution of home mortgage loans and excellent distribution of small loans to businesses over the evaluation period.

#### *Home Mortgage Loans<sup>4</sup>*

The overall geographic distribution of home mortgage loans in the Boston MD is good. The geographic distribution of home purchase loans over the evaluation period is excellent. The geographic loan distribution of home improvement loans is excellent. The geographic loan distribution of home refinance loans over the evaluation period is adequate.

---

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

4 Refer to Tables 2, 4, and 5 in the Boston MMA section of appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan and multifamily loan originations and purchases for 2012 and 2013.

The overall geographic distribution of home purchase loans in the Boston MD is excellent. The overall geographic distribution of home purchase loans in both low- and moderate-income geographies is excellent.

The bank's proportion of home purchase loans in low-income geographies in 2011 is good. In 2011, the bank's percentage of loans in low-income geographies is near to the percentage of industry aggregate lending in low-income geographies. The bank's proportion of home purchase loans in moderate-income geographies in 2011 is excellent. In 2011, the bank's percentage of home purchase loans in moderate-income geographies exceeded the industry aggregate lending in moderate-income geographies.

The bank's proportion of home purchase loans in both low- and moderate-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending exceeded the percentage of owner-occupied housing units in both low- and moderate-income geographies. The bank's market share also reflected excellent performance as the market share percentage in both low- and moderate-income geographies exceeded the bank's overall home purchase market share for the Boston MD.

The overall geographic distribution of home improvement loans in the Boston MD is excellent. The overall geographic distribution of home improvement loans in low-income geographies is good. The overall geographic distribution of home improvement loans in moderate-income geographies is excellent.

The bank's proportion of home improvement loans in low-income geographies in 2011 is excellent. In 2011, the bank's percentage of loans in low-income geographies exceeded the percentage of industry aggregate home improvement lending in low-income geographies. The bank's proportion of home improvement loans in moderate-income geographies in 2011 is adequate. In 2011, the bank's percentage of home improvement loans in moderate-income geographies is somewhat lower than the industry aggregate home improvement lending in moderate-income geographies.

The bank's proportion of home improvement loans in low-income geographies in 2012 and 2013 is good. The bank's percentage of loans in low-income geographies is near to the percentage of owner-occupied housing units in low-income geographies. The bank's percentage of home improvement lending in moderate-income geographies in 2012 and 2013 is excellent. The bank's percentage of home improvement loans in moderate-income geographies exceeded the percentage of owner-occupied housing units in moderate-income geographies. The bank's home improvement market share reflected excellent performance as the bank's home improvement market share percentage in both low- and moderate-income geographies exceeded the bank's overall home improvement market share for the Boston MD.

The overall geographic distribution of home refinance loans in the Boston MD is adequate. The overall geographic distribution of home refinance loans in low-income geographies is good. The overall geographic distribution of home refinance loans in moderate-income geographies is adequate.

In 2011, the bank's percentage of home refinance loans in low-income geographies is near to the percentage of industry aggregate lending in low-income geographies reflecting good performance. In 2011, the bank's percentage of home refinance loans in moderate-income

geographies is somewhat lower than the industry aggregate lending in moderate-income geographies reflecting adequate performance.

The bank's proportion of home refinance loans in low-income geographies in 2012 and 2013 is somewhat lower than the percentage of owner-occupied units in those geographies reflecting adequate performance. The market share in low-income geographies is excellent, exceeding the bank's overall home refinance market share in the Boston MD. The proportion of home refinance loans in moderate-income geographies in 2012 and 2013 is lower than the percentage of owner-occupied units in those geographies and reflects poor performance. The market share of home refinance loans in moderate-income geographies is near to the bank's overall market share in the Boston MD reflecting good market share performance.

### ***Small Loans to Businesses<sup>5</sup>***

The geographic distribution of small loans to businesses is excellent. The bank's proportion of small loans to businesses in LMI geographies over the entire evaluation period exceeded the percentage of industry aggregate geographic distribution (2011) and percentage of businesses (2012 and 2013) in these geographies. Market share in both low- and moderate-income geographies also exceeded the bank's overall small business market share in the Boston MD. Good to excellent both consistent with data.

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

The overall distribution of loans by income level of the borrower in the Boston MD is good, based on overall good distribution of both home mortgage loans and small loans to businesses over the evaluation period.

### ***Home Mortgage Loans<sup>6</sup>***

The overall distribution of home mortgage loans by income level of borrower in the Boston MD is good. The overall borrower distribution of home purchase loans over the evaluation period is good. The overall borrower distribution of home improvement loans over the evaluation period is good. The overall borrower distribution of home refinance loans over the evaluation period is good.

The overall borrower distribution of home purchase loans is good. The overall distribution of home purchase loans to low-income borrowers is good. The overall distribution of home purchase loans to moderate-income borrowers is excellent.

For home purchase loans for both low- and moderate-income borrowers the bank's lending share in 2011 exceeded the aggregate industry lending to low- and moderate-income borrowers reflecting excellent performance.

---

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

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

The percentage of home purchase loans in 2012 and 2013 for low-income borrowers was somewhat lower than the percentage of low-income families in the AA reflecting adequate distribution. Home purchase loans for moderate-income borrowers exceeded the percentage of moderate-income families reflecting excellent lending distribution. The bank's market share of loans for both low- and moderate-income borrowers exceeded the bank's overall home purchase market share in the Boston MD.

The volume of home purchase lending for low-income borrowers across the industry is impacted by the limited financial capacity of low-income borrowers in a market area such as the Boston MD with historical high property values. We also took into consideration in reaching our conclusions for the bank's borrower distribution performance the percentage of families living below the poverty level. In the Boston MD, the percentage of families living below the poverty level is 8.1 percent, which represents 34.8 percent of the low-income families in the Boston MD.

The overall borrower distribution of home improvement loans is good. The overall distribution of home improvement loans to low-income borrowers is good. The overall distribution of home improvement loans to moderate-income borrowers is excellent.

For home improvement loans for both low- and moderate-income borrowers the bank's lending share in 2011 exceeded or met the aggregate industry home improvement lending to low- and moderate-income borrowers reflecting excellent lending performance.

The percentage of home improvement loans in 2012 and 2013 for low-income borrowers was somewhat lower than the percentage of low-income families in the AA reflecting adequate distribution. Home improvement loans to moderate-income borrowers exceeded the percentage of moderate-income families reflecting excellent lending distribution. The bank's market share of home improvement loans for both low- and moderate-income borrowers exceeded the bank's overall home improvement market share in the Boston MD.

The overall borrower distribution of home refinance loans is good. The overall distribution of home refinance loans to low-income borrowers is adequate. The overall distribution of home refinance loans to moderate-income borrowers is good.

For home refinance loans for both low- and moderate-income borrowers, the bank's lending performance in 2011 is near to the aggregate industry lending for low- and moderate-income borrowers reflecting good performance.

The percentage of home refinance loans in 2012 and 2013 for low-income borrowers is significantly lower than the percentage of low-income families in the AA reflecting very poor performance. However, the bank's market share of loans for low-income borrowers is excellent, exceeding the bank's overall home refinance market share in the Boston MD. The percentage of home refinance loans for moderate-income borrowers is near to the percentage of moderate-income families in the AA reflecting good performance. The bank's market share performance for home refinance loans for moderate-income borrowers is excellent as the bank's market share of home refinance loans for moderate-income borrowers exceeded the bank's overall home refinance loan market share in the Boston MD.

As a result of the recent deep real estate recession, this AA faced high foreclosure rates and depressed property values. This recession especially hit the properties that are typically more affordable for low- and moderate-income borrowers limiting home refinance opportunities for these borrowers as existing loans are in excess of current values. This factor was taken into consideration in reaching the bank's borrower distribution performance conclusions for home refinance loans.

### ***Small Loans to Businesses***<sup>7</sup>

The overall distribution of small loans to businesses in the Boston MD based on the revenue size of the businesses is good.

For 2011, the percentage of loans to businesses with gross annual revenue of \$1 million or less exceeded the aggregate lending to businesses with revenues of \$1 million or less in the Boston MD. This reflects excellent lending performance.

For 2012 and 2013, the percentage of small loans to businesses with revenues of \$1 million or less is somewhat lower than the percentage of businesses with revenues of \$1 million or less in the Boston MD reflecting adequate lending performance. The bank's market share for business loans to businesses with revenues \$1 million or less exceeded the bank's overall small business market share in the Boston MD reflective of excellent market share performance.

### **Community Development Lending**<sup>8</sup>

The volume and nature of the bank's CD lending had a neutral effect on the Lending Test evaluation in the Boston MMA. The bank originated nine CD loans in the Boston MD totaling \$4.3 million, primarily targeted to affordable housing. This volume represents only 0.2 percent of allocated Tier One Capital. These CD loans originated in this evaluation period were responsive to identified credit needs within the Boston MD. CD loans were not considered to be complex or innovative.

### **Flexible Lending Programs**

There were limited unique or flexible lending programs specific to this AA.

### **Conclusions for Areas Receiving Limited-Scope Reviews**<sup>9</sup>

Based on limited-scope reviews, the bank's overall performance under the lending test in the Cambridge MD and Peabody MD is stronger than the bank's overall performance under the lending test in the Boston MD. This is primarily due to higher CD lending levels in both the Cambridge MD and Peabody MD.

---

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

8 Refer to Table 1 Lending Volume in the Boston MMA section of Appendix D for the facts and data used to evaluate the bank's level of CD lending. This table includes all CD loans, including multifamily loans that qualify as CD loans.

9 Refer to the Tables 1, 2, 4, 5, 6, 8, 10, and 11 in the Boston MMA section of Appendix D for the facts and data that support these conclusions.

The bank's overall performance under the lending test in the Rockingham MD is not inconsistent with the bank's overall performance under the lending test in the Boston MD.

Performance in the limited-scope AAs did not significantly impact the lending test rating for the Boston MMA.

## **INVESTMENT TEST**

The bank's performance under the investment test in the Boston MMA is rated Needs to Improve.

The bank's investment test performance in the full-scope Boston MD is poor.

### **Conclusions for Areas Receiving Full-Scope Reviews<sup>10</sup>**

Investment test performance in the Boston MD is very poor. During the evaluation period, the bank made one investment totaling \$1.8 million, 209 grants totaling \$905 thousand, and held 13 prior period investments with \$6.0 million outstanding. Prior period investments continue to have a positive impact on the AA. Total investments and grants represent 0.5 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to the type of credit and CD needs identified in the AA. The bank focused on the primary community need for affordable housing for investments made and primarily focused grants for qualified CD services. The investments are concentrated in mortgage-backed securities comprised of mortgages to LMI borrowers (LMI targeted MBS) and low-income housing tax credit (LIHTC) equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments made by the bank are not considered complex nor innovative.

### **Conclusions for Areas Receiving Limited-Scope Reviews<sup>11</sup>**

Based on limited-scope reviews, the bank's overall performance under the investment test in the Cambridge MD, Peabody MD, and Rockingham MD is not inconsistent with the bank's overall performance under the Investment Test in Boston MD.

Performance in the limited-scope AAs did not impact the investment test rating for the Boston MMA.

## **SERVICE TEST**

---

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

11 Refer to the Table 14 in the Boston MMA section of Appendix D for the facts and data that support these conclusions.

Service Test performance in Boston MMA is rated Low Satisfactory.

The bank's performance in the Boston MD is adequate. Branch distribution in the Boston MD is adequate and the bank provided a poor level of CD Services in the AA.

## Conclusions for Areas Receiving Full-Scope Reviews

### Retail Banking Services<sup>12</sup>

In the Boston MD, the distribution of SBNA's branches is adequate. Delivery systems are reasonably accessible to geographies and individuals throughout the AA.

The distribution of branches in low-income geographies exceeded the proportion of the population residing in those geographies and is excellent. The distribution of branches in moderate-income geographies was lower than the population residing in those geographies and reflects poor branch distribution. The bank's ATM network shows five times the number of ATMs in the Boston MD than branches. SBNA's ATM distribution provides another delivery system to the Boston MD.

SBNA's record of opening and closing branch offices in the Boston MD did not adversely affect the accessibility of its delivery systems in the AA, particularly for LMI geographies and individuals. During the evaluation period, SBNA opened no branches, but closed four branches in the AA, one in a low-income geography. That branch was consolidated with a branch only one-tenth of a mile from the closed location, minimizing the impact of the closure.

SBNA's branch hours and services do not vary in a way that inconveniences portions of the AA, particularly LMI geographies or LMI individuals. Branch hours were comparable across geographic areas. Seventy-eight percent of branches in LMI geographies maintained Saturday hours compared to 79 percent of branches in middle- and upper-income geographies. All branches offer a full array of banking services.

### Community Development Services

SBNA provided a poor level of CD services in the Boston MD.

Participation in local organizations includes leadership positions within those organizations with eight employees in the MD serving as board or committee members for ten CD organizations. These organizations focused on economic development, affordable housing, and providing qualified CD services. In addition, SBNA employees provided 214 hours of service to 15 CD entities in the AA. All services were responsive to the credit need of the area, which include affordable housing, community services, and economic development.

## Conclusions for Areas Receiving Limited-Scope Reviews<sup>13</sup>

<sup>12</sup> Refer to Table 15 in the Boston MMA section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

<sup>13</sup> Refer to Table 15 in the Boston MMA section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Based on limited-scope reviews, the bank's overall performance under the service test in the Cambridge MD, Peabody MD, and Rockingham MD is not inconsistent with the bank's overall performance under the Service Test in Boston MD.

Performance in the limited-scope AAs did not impact the service test rating for the Boston MMA.

## **New York- Northern New Jersey-Long Island, NY-NJ-PA Multistate Metropolitan Area (New York MMA)**

<b>CRA rating for the New York MMA<sup>14</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	High Satisfactory
<b>The Investment Test is rated:</b>	Low Satisfactory
<b>The Service Test is rated:</b>	Needs to Improve

The major factors that support this rating include:

- Lending activity reflects excellent responsiveness to AA credit needs.
- The geographic distribution of loans is good, based on good distribution of home mortgage loans and small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects adequate penetration among retail customers of different income levels and good distribution to businesses of different sizes.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has an adequate level of qualified investment and grants.
- Delivery systems are accessible to limited portions of the AAs.
- Employees provided few CD services.

### **Description of Institution's Operations in the New York MMA<sup>15</sup>**

SBNA conducts operations in the New York MMA across four MDs: New York-Jersey City-White Plains, NY-NJ MD (New York MD), Newark, NJ-PA MD (Newark MD), Nassau County Suffolk County, NY MD (Nassau MD), and the Edison-New Brunswick, NJ MD (Edison MD). The bank included all geographies in the four MDs in their delineated AAs. SBNA operates 199 branches in the MMA, or 28.1 percent of total bank branches. As of June 30, 2013, SBNA deposits in the MMA totaled \$16.6 billion, 33.5 percent of the bank's deposits. There are 218 depository financial institutions in the MMA. SBNA ranks 13<sup>th</sup> in deposit market share with a 1.3 percent share compared to 34.8 percent for JPMorgan Chase Bank, N.A. the largest financial institution in the MMA. The top five banks hold 61.9 percent of deposits in the MMA.

### **Scope of Evaluation in the New York MMA**

We conducted a full-scope review of the New York MD. This MD accounted for 52.0 percent of the dollar of deposits, 41.2 percent of the number of branches, 55.4 percent of number of home purchase loans, 26.8 percent of the number of home refinance loans, 82.2 percent of the number of multifamily loans, and 47.1 percent of the number small loans to businesses in the MMA. The Newark, Nassau, and Edison MDs were evaluated using limited-scope procedures.

## **LENDING TEST**

<sup>14</sup> This rating reflects performance in the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained in the multistate metropolitan area.

<sup>15</sup> Refer to the market profile for the New York MMA in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

The bank's performance under the lending test in the New York MMA is rated High Satisfactory.

The bank's performance in the New York MD is good. Lending levels reflect excellent responsiveness to AA credit needs. The geographic distribution of loans in the New York MD is good. The distribution of loans by income level of the borrower in the New York MD is adequate.

## Conclusions for Areas Receiving Full-Scope Reviews

### Lending Activity<sup>16</sup>

Lending activity levels in the New York MD are good, however, given strong competition in the market place lending activity levels reflect excellent responsiveness to AA credit needs. For our full scope New York MD AA, the bank ranks 14<sup>th</sup> in deposits in the MD with a 0.9 percent market share. Over the entire evaluation period, the bank originated 5,907 loans for \$2.4 billion in the New York MD. The bank ranked 16<sup>th</sup> with a 0.8 percent market share in home purchase lending, 22<sup>nd</sup> with a 1.1 percent market share in home refinance loans, and 14<sup>th</sup> with a 1.8 percent market share in small loans to businesses.

Lending market shares for home mortgage products are skewed compared to deposit market shares based on the large number of home mortgage lenders significantly exceeds the number of depository institutions located in the MD. There are 218 depository institutions compared to 528 home purchase lenders and 613 home refinance lenders. It is noted that there are 222 small business lenders. The bank's home purchase and refinancing loan market share positions reflect excellent responsiveness in the AA considering the significant competition for home loans, which includes the largest nationwide banks and mortgage lenders. Excellent responsiveness had a positive impact on the bank's overall lending test rating.

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

The overall geographic distribution of loans in the New York MD is good. The distribution of both home mortgage loans and small loans to businesses is good over the evaluation period.

### Home Mortgage Loans<sup>17</sup>

The overall the geographic distribution of home mortgage loans in the New York MD is good. The geographic distribution of home purchase loans over the evaluation period is excellent. The geographic distribution of home improvement loans is good. The geographic distribution of home refinance loans over the evaluation period is adequate. The geographic distribution of multifamily loans is excellent for 2012 and 2013.

The overall geographic distribution of home purchase loans in the New York MD is excellent. The overall the geographic distribution of home purchase loans in low-income geographies is

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

17 Refer to Tables 2, 4, and 5 in the New York MMA section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan and multifamily loan originations and purchases for 2012 and 2013.

excellent and the overall geographic distribution of home purchase loans in moderate-income geographies is also excellent.

The bank's proportion of home purchase loans in low-income geographies in 2011 is good. In 2011, the bank's percentage of loans in low-income geographies is near to the percentage of industry aggregate lending in low-income geographies. The bank's proportion of home purchase loans in moderate-income geographies in 2011 is good. In 2011, the bank's percentage of home purchase loans in moderate-income geographies is near to the industry aggregate lending in moderate-income geographies.

The bank's proportion of home purchase loans in low-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending exceeded the percentage of owner-occupied housing units in low-income geographies. The bank's market share also reflected excellent performance as the market share percentage in low-income geographies exceeded the bank's overall home purchase market share in the New York MD. The bank's proportion of home purchase loans in moderate-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending meets the percentage of owner-occupied housing units in moderate-income geographies. The bank's market share reflected excellent performance as the market share percentage in moderate-income geographies exceeded the bank's overall home purchase market share in the New York MD.

The overall geographic distribution of home improvement loans in the New York MD is good. The overall geographic distribution of home improvement loans in both low- and moderate-income geographies is good.

The bank's proportion of home improvement loans in low-income geographies in 2011 is excellent. In 2011, the bank's percentage of loans in low-income geographies meets the percentage of industry aggregate home improvement lending in low-income geographies. The bank's proportion of home improvement loans in moderate-income geographies in 2011 is very poor. In 2011, the bank did not make any home improvement loans in moderate-income geographies, reflecting very poor lending performance.

The bank's proportion of home improvement loans in low-income geographies in 2012 and 2013 is good. The bank's percentage of loans in low-income geographies is somewhat lower than the percentage of owner-occupied housing units in low-income geographies. The bank's market share percentage in low-income geographies exceeded the bank's overall home improvement lending market share reflecting excellent market share performance. The bank's percentage of home improvement lending in moderate-income geographies in 2012 and 2013 is excellent. The bank's percentage of home improvement loans in moderate-income geographies exceeded the percentage of owner-occupied housing units in moderate-income geographies. The bank's home improvement market share in moderate-income geographies also reflected excellent performance as the bank's home improvement market share percentage in moderate-income geographies exceeded the bank's overall home improvement market share for the New York MD.

The overall geographic distribution of home refinance loans in the New York MD is adequate. The overall geographic distribution of home refinance loans in low-income geographies is poor. The overall the bank's geographic distribution of home refinance loans in moderate-income geographies is good.

The bank's proportion of home refinance loans in low-income geographies in 2011 is poor. In 2011, the bank's percentage of home refinance loans in low-income geographies is lower than the percentage of industry aggregate lending in low-income geographies. The bank's proportion of home refinance loans in moderate-income geographies in 2011 is excellent. In 2011, the bank's percentage of home refinance loans in moderate-income geographies exceeded the industry aggregate lending in moderate-income geographies.

The bank's proportion of home refinance loans in low-income geographies for 2012 and 2013 is poor as the bank's percentage of lending is lower than the percentage of owner-occupied housing units in low-income geographies. The bank's market share also reflected poor performance as the market share percentage in low-income geographies is lower than the bank's overall home refinance market share in the New York MD. The bank's proportion of home refinance loans for moderate-income geographies for 2012 and 2013 is adequate as the bank's percentage of lending is somewhat lower than the percentage of owner-occupied housing units in moderate-income geographies. The bank's market share reflected excellent performance as the market share percentage in moderate-income geographies exceeded the bank's over all home refinance market share in the New York MD.

The overall geographic distribution of multifamily loans in the New York MD is excellent. The overall geographic distribution of multifamily loans in low-income geographies is excellent. The overall the bank's geographic distribution of multifamily loans in moderate-income geographies is also excellent.

The bank's proportion of multifamily loans in low-income geographies for 2011 is excellent as the bank's percentage of lending meets the percentage of aggregate multifamily lending in low-income geographies. The bank's proportion of multifamily loans in moderate-income geographies in 2011 is adequate as the bank's percentage of multifamily loans is somewhat lower than the aggregate lending of multifamily loans in moderate-income geographies.

The bank's proportion of multifamily loans in both low- and moderate-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending exceeded the percentage of multifamily units in both low- and moderate-income geographies. The bank's market share also reflected excellent performance as the market share percentage in both low- and moderate-income geographies exceeded the bank's overall multifamily market share in the New York MD.

### ***Small Loans to Businesses<sup>18</sup>***

The overall geographic distribution of small loans to businesses in the New York MD is good. The overall geographic distribution of small loans to businesses in low-income geographies is adequate and the overall geographic distribution of small loans to businesses in moderate-income geographies is good.

The bank's proportion of small loans to businesses in low-income geographies in 2011 is poor. In 2011, the bank's percentage of loans in low-income geographies is lower than the

---

<sup>18</sup> Refer to Table 6 in the section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination and purchase of small loans to businesses.

percentage of industry aggregate lending in low-income geographies. The bank's proportion of small loans to businesses in moderate-income geographies in 2011 is excellent. In 2011, the bank's percentage of small loans to businesses in moderate-income geographies exceeded the industry aggregate lending in moderate-income geographies.

The bank's proportion of small loans to businesses in low-income geographies for 2012 and 2013 is good as the bank's percentage of lending is near to the percentage of businesses in low-income geographies. The bank's market share also reflected good performance as the market share percentage in low-income geographies is near to the bank's overall small loans to businesses market share in the New York MD. The bank's proportion of small loans to businesses in moderate-income geographies for 2012 and 2013 is good as the bank's percentage of lending is near to the percentage of businesses in moderate-income geographies. The bank's market share also reflected good performance as the market share percentage in moderate-income geographies is near to the bank's overall small loans to businesses market share in the New York MD.

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

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

#### ***Home Mortgage Loans***<sup>19</sup>

The overall distribution of home mortgage loans by income level of borrower in the New York MD is adequate. The overall borrower distribution of home purchase loans over the evaluation period is adequate. The overall borrower distribution of home improvement loans is poor. The overall borrower distribution of home refinance loans over the evaluation period is adequate.

The overall borrower distribution of home purchase loans is adequate. The overall distribution of home purchase loans to low-income borrowers is poor. The overall distribution of home purchase loans to moderate-income borrowers is adequate.

For home purchase loans for both low- and moderate-income borrowers the bank's lending share in 2011 exceeded the aggregate industry lending for low- and moderate-income borrowers reflecting excellent performance.

The percentage of home purchase loans in 2012 and 2013 for low-income borrowers is significantly lower than the percentage of low-income families in the AA reflecting very poor distribution. The bank's market share for home purchase loans for low-income borrowers is lower than the bank's overall home purchase market share for the New York MD reflecting poor market share performance. The percentage of home purchase loans for moderate-income borrowers in 2012 and 2013 is lower than the percentage of moderate-income families in New York MD and reflects poor borrower distribution. However, the bank's market share for home purchase loans for moderate-income borrowers exceeded the bank's overall home purchase market share for the New York MD reflecting excellent market share performance.

---

<sup>19</sup> Refer to Tables 8 and 10 in the New York MMA section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

The volume of home purchase lending for low-income borrowers across the industry is impacted by the limited financial capacity of low-income borrowers in a market area such as the New York MD with historical high property values. We took into consideration the limited owner occupied housing stock affordable for low-income borrowers in the New York MD. Most affordable housing in the New York MD is rental-housing units. We also took into consideration in reaching our conclusions for the bank's borrower distribution performance the percentage of families living below the poverty level. In the New York MD, the percentage of families living below the poverty level is 14.6 percent, which represents 53.5 percent of the low-income families in the AA.

The overall borrower distribution of home improvement loans is poor. The overall distribution of home improvement loans to low-income borrowers is adequate. The overall distribution of home improvement loans to moderate-income borrowers is poor.

For home improvement loans for low-income borrowers, the bank's lending share in 2011 was near to the aggregate industry home improvement lending to low-income borrowers reflecting good lending performance. For home improvement loans for moderate-income borrowers the bank's lending share in 2011 was significantly lower than the aggregate industry home improvement lending to moderate-income borrowers reflecting very poor lending performance.

The percentage of home improvement loans in 2012 and 2013 for low-income borrowers is significantly lower than the percentage of low-income families in the AA reflecting very poor distribution. The bank's market share of home improvement loans for low-income borrowers exceeded the bank's overall home improvement market share in the New York MD reflecting excellent market share performance. Home improvement loans to moderate-income borrowers were lower than the percentage of moderate-income families reflecting poor lending distribution. The bank's market share of home improvement loans for moderate-income borrowers is lower than the bank's overall home improvement market share in the New York MD.

The overall borrower distribution of home refinance loans is adequate. The overall distribution of home refinance loans to low-income borrowers is adequate. The overall distribution of home refinance loans to moderate-income borrowers is also adequate.

For home refinance loans for both low- and moderate-income borrowers, the bank's lending performance in 2011 exceeded the aggregate lending to both low- and moderate-income borrowers reflecting excellent lending performance.

The percentage of home refinance loans in 2012 and 2013 for low-income borrowers is significantly lower than the percentage of low-income families in the AA reflecting very poor performance. However, the bank's market share of loans for low-income borrowers is excellent, exceeding the bank's overall home refinance market share for the New York MD. The percentage of home refinance loans for moderate-income borrowers is lower than the percentage of moderate-income families in the AA reflecting poor performance. However, the bank's market share of loans for moderate-income borrowers is excellent, exceeding the bank's overall home refinance market share for the New York MD.

As a result of the recent deep real estate recession, this AA faced high foreclosure rates and depressed property values. This recession especially hit the properties that are typically more affordable for low- and moderate-income borrowers limiting home refinance opportunities for these borrowers as existing loans remain in excess of current values. This economic factor was given positive consideration in reaching the bank's borrower distribution performance conclusions for refinanced home loans.

### ***Small Loans to Businesses***<sup>20</sup>

Overall, the distribution of small loans to businesses in the New York MD based on the revenue size of the businesses is good.

For 2011, the percentage of loans for businesses with gross annual revenue of \$1 million or less exceeded the aggregate lending for businesses with revenues of \$1 million or less in the New York MD. This reflects excellent lending performance.

For 2012 and 2013, the percentage of small loans for businesses with revenues of \$1 million or less is somewhat lower than the percentage of businesses with revenues of \$1 million or less in the New York MD reflecting adequate lending performance. The bank's market share for business loans for businesses with revenues \$1 million or less exceeded the bank's overall small business market share for the New York MD reflective of excellent market share performance.

### **Community Development Lending**<sup>21</sup>

The volume and nature of the bank's CD lending had a neutral effect on the Lending Test performance in the New York MMA. In the New York MD, the bank originated 19 CD loans totaling \$33.0 million primarily targeted to affordable housing. This volume represents 2.3 percent of allocated Tier One Capital. The bank also originated 174 multifamily property loans in LMI geographies. In addition, the bank originated 60 multifamily property loans in middle-income geographies, these also contributed to affordable housing in this high cost market. Census tract demographic analysis and rent ranges of these multifamily loans indicated that these loans promote affordable housing as median rents are well within HUD affordability thresholds. These CD loans are responsive to identified credit needs within the New York MD. CD loans were not considered to be complex nor innovative.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration under the Lending Test. During the evaluation period, SBNA originated 922 loans totaling \$252 million under the CRA Affordable Mortgage program, NY State Housing Finance Authority bond program, and Hurricane Sandy relief program.

---

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

21 Refer to Table 1 Lending Volume in the New York MMA section of Appendix D for the facts and data used to evaluate the bank's level of CD lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

## Conclusions for Areas Receiving Limited-Scope Reviews<sup>22</sup>

Based on limited-scope reviews, the bank's overall performance under the lending test in the Newark MD and Edison MD is stronger than the bank's overall performance under the lending test in the New York MD. This is primarily due to higher CD lending levels in the Newark MD and stronger borrower distribution in the Edison MD.

The bank's overall performance under the lending test in the Nassau MD is not inconsistent with the bank's overall performance under the lending test in the New York MD.

Performance in the limited-scope review AAs did not significantly impact the lending test rating for the New York MMA.

## INVESTMENT TEST

The bank's performance under the investment test in the New York MMA is rated Low Satisfactory.

The bank's investment test performance in the New York MD is adequate.

## Conclusions for Areas Receiving Full-Scope Reviews<sup>23</sup>

Investment test performance in the New York MD is adequate. During the evaluation period, the bank made one investment totaling \$13.9 million, 55 grants totaling \$351 thousand, and held ten prior period investments with \$13.2 million outstanding. Prior period investments continue to have a positive impact on the AA. Total investments and grants represent 1.9 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants for community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be complex or innovative.

## Conclusions for Areas Receiving Limited-Scope Reviews<sup>24</sup>

Based on limited-scope reviews, the bank's overall performance under the investment test in the Newark MD is stronger than the bank's overall performance under the investment test in

---

22 Refer to the Tables 1, 2, 4, 5, 6, 8, 10, and 11 in the New York MMA section of Appendix D for the facts and data that support these conclusions.

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

24 Refer to the Table 14 in the New York MMA section of Appendix D for the facts and data that support these conclusions.

New York MD. This is primarily due to a higher volume of qualified investments and grants made in the Newark MD during the evaluation period.

The bank's overall performance under the investment test in the Edison MD and Nassau MD is not inconsistent with the bank's overall performance under the investment test in the New York MD.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the New York MMA.

## **SERVICE TEST**

Service test performance in the New York MMA is rated Needs to Improve.

Overall, the bank's service test performance in the New York MD is poor. Retail banking office distribution in the New York MD is poor and the bank provided a very poor level of CD services.

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

### **Retail Banking Services<sup>25</sup>**

Overall, in the New York MD, the bank's distribution of branches is poor. Delivery systems are accessible to a limited portion of the designated AA. Branches and ATMs are primarily concentrated in middle- and upper-income geographies. The distribution of branches and ATMs in low-income geographies is significantly lower than the percentage of the AA's population living in low-income geographies reflecting very poor branch and ATM distribution in low-income geographies. The distribution of branches and ATMs in moderate-income geographies is poor. The percentage of branches and ATMs in moderate-income geographies is lower than the percentage of the AA's population living in moderate-income geographies.

SBNA's record of opening and closing branch offices in the New York MD did not adversely affect the accessibility of its delivery systems in the AA, particularly for LMI geographies and individuals. During the evaluation period, SBNA closed no branches in the AA. The bank did relocate two branches short distances. These relocations did not impact access to banking services in low- and moderate-income geographies or to low- and moderate-income individuals.

SBNA's branch services and hours do not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate-income geographies or to low- and moderate-income individuals. In LMI geographies, 83 percent of branches maintained Saturday hours compared to 84 percent of branches in middle- and upper-income geographies. All branches offer a full array of banking services.

### **Community Development Services**

---

<sup>25</sup> Refer to Table 15 in the New York MMA section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

SBNA provided a very poor level of CD services in the New York MD.

In the New York MD, the bank provided few CD services. Three employees served as board or committee members for five CD organizations that focused on affordable housing and community services. SBNA employees provided only eight hours of service to three CD entities in the AA. The services are responsive to the community needs of the area, which include affordable housing, CD services, and economic development.

### **Conclusions for Areas Receiving Limited-Scope Reviews<sup>26</sup>**

Based on limited-scope reviews, the bank's overall performance under the service test in the Newark MD and Edison MD is stronger than the bank's overall performance under the service test in the New York MD. This is due to better distribution of branches and ATMs in low- and moderate-income geographies in both the Newark MD and Edison MD.

The bank's service test in the Nassau MD is weaker than the bank's overall performance under the service test in the New York MD. The performance is weaker in Nassau MD because there were no branches located in low- and moderate-income geographies in the Nassau MD. It is noted that SBNA only has five branches in the Nassau MD.

Performance in the limited-scope AAs did not significantly impact the service test rating for the New York MMA.

---

<sup>26</sup> Refer to Table 15 in the New York MMA section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

## Commonwealth of Pennsylvania

<b>CRA rating for Pennsylvania<sup>27</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	High Satisfactory
<b>The Investment Test is rated:</b>	Low Satisfactory
<b>The Service Test is rated:</b>	Low Satisfactory

The major factors that support this rating include:

- Lending activity reflects good responsiveness to AA credit needs.
- The geographic distribution of loans is adequate, based on adequate distribution of home mortgage loans and good distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has an adequate level of qualified investment and grants.
- Delivery systems are reasonably accessible to all portions of the AAs.
- Employees provided few CD services.

## Description of Institution's Operations in Pennsylvania<sup>28</sup>

SBNA operations in Pennsylvania consist of nine defined AAs to include the entire following MSAs: Allentown-Bethlehem-Easton PA-NJ MMA (branches only in PA) (Allentown MSA), Harrisburg-Carlisle PA MSA (Harrisburg MSA), Lancaster PA MSA, Lebanon PA MSA, Reading PA MSA, State College PA MSA, Williamsport PA MSA, and York–Hanover PA MSA (York MSA), and the combined non-metropolitan area that includes the entire counties of Adams, Clinton, Franklin, Montour, Northumberland, Schuylkill, and Union.. Pennsylvania excludes the Philadelphia Multistate Metropolitan Area, which is evaluated separately based on statutory requirements. SBNA operates 102 branches, in the 19 counties described above in the Commonwealth of Pennsylvania, or 14.5 percent of total bank branches. As of June 30, 2013, SBNA deposits in the Commonwealth totaled \$5.1 billion and represented 10.3 percent of the bank's deposits. There are 89 depository financial institutions in the delineated AA within the commonwealth. SBNA ranks fifth in deposit market share, with a 7.7 percent share, compared to 12.3 percent for Wells Fargo Bank, N.A., and the largest financial institution. The top four banks hold 47.6 percent of deposits in this area.

## Scope of Evaluation in Pennsylvania

We conducted a full-scope review of the Reading MSA as this AA accounted for 37.6 percent of the dollar of deposits, 11.8 percent of the number of branches, 26.9 percent of the number of home purchase loans, 24.1 percent of the number of home refinance loans, and 10.0 percent of small loans to businesses in the Commonwealth. Limited-scope reviews were

<sup>27</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained in the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

<sup>28</sup> Refer to the market profile for Pennsylvania in Appendix C for detailed demographics and other performance context information for the AA that received a full-scope review.

conducted for the remaining seven MSAs, and the seven counties that comprise the non-metropolitan area.

## **LENDING TEST**

The bank's performance under the lending test in the Commonwealth of Pennsylvania is rated High Satisfactory.

The bank's performance in the Reading MSA is good. Lending levels reflect good responsiveness to AA credit needs. The geographic distribution of loans in the Reading MSA is adequate and the distribution of loans by income level of borrower in the Reading MSA is good.

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

### **Lending Activity<sup>29</sup>**

Lending activity levels in Reading MSA are adequate; however, given strong competition in the AA lending activity levels reflect good responsiveness to the credit needs of the AA. For the Reading MSA, the bank ranks first in deposits with a 22.6 percent market share. Over the entire evaluation period, the bank originated 2,015 loans for \$290.1 million. The bank ranked fifth in home purchase lending with a 2.9 percent market share, third for home refinance loans with a 5.2 percent market share, and 14<sup>th</sup> with small loans to businesses with a 3.2 percent market share.

Lending market shares are skewed when compared to deposit market shares as the number of lenders significantly exceeds the number of depository institutions in the MSA. There are 20 depository institutions compared to 197 home purchase lenders, 286 home refinance lenders, and 64 small business lenders. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Reading MSA is adequate, based on adequate geographic distribution of home mortgage loans and good geographic distribution of small loans to businesses over the evaluation period.

### **Home Mortgage Loans<sup>30</sup>**

The overall geographic distribution of home mortgage loans in the Reading MSA is adequate. The overall geographic distribution of home purchase loans is excellent over the evaluation

---

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

30 Refer to Tables 2 and 4 in Pennsylvania section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's home mortgage loan originations and purchases for 2012 and 2013.

period. The overall geographic distribution of home refinance loans is poor over the evaluation period.

The overall the geographic distribution of home purchase loans in the Reading MSA is excellent. The overall the geographic distribution of home purchase loans in low-income geographies is excellent and the overall geographic distribution of home purchase loans in moderate-income geographies is also excellent.

For 2011, the overall geographic distribution of home purchase loans is excellent for both low- and moderate-income geographies. In 2011, the bank's percentage of loans in low- and moderate-income geographies exceeded the percentage of industry aggregate lending in both low- and moderate-income geographies.

The bank's proportion of home purchase loans for both low- and moderate-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending exceeded the percentage of owner-occupied housing units in both low- and moderate-income geographies. The bank's market share also reflected excellent performance as the market share percentage in both low- and moderate-income geographies exceeded the bank's overall home purchase loan market share in the Reading MSA.

The overall the geographic distribution of home refinance loans in the Reading MSA is poor. The overall the geographic distribution of home refinance loans in low-income geographies is very poor and the overall geographic distribution of home purchase loans in moderate-income geographies is poor.

In 2011, the bank's percentage of loans in low- and moderate-income geographies is significantly lower than the aggregate lending in both low- and moderate-income geographies reflecting very poor lending performance.

The bank's proportion of home refinance loans in low-income geographies in 2012 and 2013 is significantly lower than the percentage of owner-occupied units in those geographies. This reflects very poor lending performance. The market share in low-income geographies is somewhat lower than the bank's overall market share for home refinance loans in the Reading MSA. This reflects adequate market share performance. The bank's proportion of home refinance loans in moderate-income geographies for 2012 and 2013 is poor as the percentage of bank home refinance lending in moderate-income geographies is lower than the percentage of owner-occupied housing units in those geographies. The market share of home refinance loans for 2012 and 2013 in moderate-income geographies exceeds the bank's overall home refinance loan market share in the Reading MSA reflecting excellent market share performance.

### ***Small Loans to Businesses***<sup>31</sup>

The overall geographic distribution of small loans to businesses in the Reading MSA is good. The overall geographic distribution of small loans to businesses in low-income geographies is

---

<sup>31</sup> Refer to Table 6 in the section of Appendix D for the facts and data used to evaluate the geographic distribution of the bank's origination/purchase of small loans to businesses.

adequate and the overall geographic distribution of small loans to businesses in moderate-income geographies is excellent.

The bank's proportion of small loans to businesses in low-income geographies in 2011 is excellent. In 2011, the bank's percentage of loans in low-income geographies exceeded the percentage of industry aggregate lending for small loans to businesses in low-income geographies. For 2011, the bank's proportion of small loans to businesses in moderate-income geographies is good. In 2011, the bank's percentage of small loans to businesses in moderate-income geographies is near to the industry aggregate lending of small loans to businesses in moderate-income geographies.

The bank's proportion of small loans to businesses in low-income geographies for 2012 and 2013 is poor as the bank's percentage of lending is lower than the percentage of small businesses in low-income geographies. The bank's market share also reflects poor performance as the market share percentage for small loans to businesses in low-income geographies is lower than the bank's overall small loans to businesses market share in the Reading MSA. The bank's proportion of small loans to businesses in moderate-income geographies for 2012 and 2013 is excellent as the bank's percentage of lending exceeded the percentage of small businesses in moderate-income geographies. The bank's market share also reflected excellent performance as the market share percentage for small loans to businesses in moderate-income geographies exceeded the bank's overall small loans to businesses market share in the Reading MSA.

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

The overall distribution of loans by borrower income level in the Reading MSA is good, based on an overall good distribution of home mortgage loans for borrowers of different income levels and overall good distribution of loans for business customers of different size.

#### ***Home Mortgage Loans***<sup>32</sup>

The overall distribution of home mortgage loans by income level of borrower in the Reading MSA is good. The overall distribution of home purchase loans over the evaluation period is excellent. The overall distribution of home refinance loans over the evaluation period is good.

The overall borrower distribution of home purchase loans is excellent. The overall distribution of home purchase loans for low-income borrowers is excellent. The overall distribution of home purchase loans for moderate-income borrowers is also excellent.

For home purchase loans for both low- and moderate-income borrowers the bank's lending share in 2011 met or exceeded the aggregate industry lending to low- and moderate-income borrowers reflecting excellent lending performance.

The percentage of home purchase loans in 2012 and 2013 for low-income borrowers exceeded the percentage of low-income families in the Reading MSA reflecting excellent lending performance. In addition, the bank's market share for home purchase loans for low-

---

<sup>32</sup> Refer to Tables 8 and 10 in Pennsylvania section of Appendix D for the facts and data used to evaluate the borrower distribution of the bank's home mortgage loan originations and purchases.

income borrowers exceeded the bank's overall home purchase market share for the Reading MSA reflecting excellent market share performance. The percentage of home purchase loans in 2012 and 2013 for moderate-income borrowers exceeded the percentage of moderate-income families in the Reading MSA reflecting excellent lending performance. The bank's market share for home purchase loans for moderate-income borrowers is near to the percentage of the bank's overall home purchase market share for the Reading MSA reflecting good market share performance.

The overall borrower distribution of home refinance loans is good. The overall distribution of home refinance loans for low-income borrowers is adequate. The overall distribution of home refinance loans for moderate-income borrowers is excellent.

For home refinance loans for both low- and moderate-income borrowers, the bank's lending performance in 2011 is near to the aggregate lending for both low- and moderate-income borrowers reflecting good lending performance.

The percentage of home refinance loans in 2012 and 2013 for low-income borrowers is lower than the percentage of low-income families in the Reading MSA reflecting poor lending performance. The bank's market share of home refinance loans for low-income borrowers is good as the market share percentage for low-income borrowers is near to the overall market share percentage of home refinance loans in Reading MSA. The percentage of home refinance loans in 2012 and 2013 for moderate-income borrowers exceeded the percentage of moderate-income families in the Reading MSA reflecting excellent lending performance. The bank's market share of home refinance loans for moderate-income borrowers is near the percentage of the bank's overall home refinance loan market share in the Reading MSA reflecting good market share performance.

### ***Small Loans to Businesses***<sup>33</sup>

The overall distribution of small loans to businesses based on the revenue size of the businesses in the Reading MSA is good.

For 2011, the percentage of loans for businesses with gross annual revenues of \$1 million or less exceeded the aggregate lending for businesses with revenues of \$1 million or less in the Reading MSA. This reflects excellent lending performance.

For 2012 and 2013, the percentage of small loans for businesses with revenues of \$1 million or less is near to the percentage of businesses with revenues of \$1 million or less in the Reading MSA reflecting good lending performance.

### **Community Development Lending**<sup>34</sup>

The volume and nature of the bank's CD lending in the Reading MSA had a neutral effect on this lending test evaluation for the Commonwealth of Pennsylvania. The bank originated five

---

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

34 Refer to Table 1 Lending Volume in the Pennsylvania section of Appendix D for the facts and data used to evaluate the bank's level of CD lending. This table includes all CD loans, including multifamily loans that also qualify as CD loans.

CD loans in the Reading MSA totaling \$7.6 million, mostly targeted to affordable housing. This volume represents 2.1 percent of allocated Tier One Capital. The CD loans originated are responsive to identified credit needs in the Reading MSA. CD loans are not considered to be innovative nor complex.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration to the lending test in the Reading MSA. During the evaluation period, SBNA originated 971 loans totaling \$68 million under the CRA Affordable Mortgage program, Pennsylvania Housing Finance Agency program, and PATF.

### **Conclusions for Areas Receiving Limited-Scope Reviews <sup>35</sup>**

Based on limited-scope reviews, the bank's overall performance under the lending test in the State College MSA is weaker than the bank's overall performance under the lending test in the Reading MSA. This is primarily due to weaker geographic distribution and market share of loans in low- and moderate-income geographies. The bank's overall performance under the lending test in the Williamsport MSA is weaker than the bank's overall performance under the lending test in the Reading MSA. This is primarily due to weaker borrower distribution and market share performance of loans for low- and moderate-income borrowers and businesses of different sizes.

The bank's overall performance under the lending test in the Allentown MSA, Harrisburg MSA, Lancaster MSA, Lebanon MSA, York MSA, and the combined non-metropolitan areas is not inconsistent with the bank's overall performance under the lending test in the Reading MSA.

Performance in the limited-scope AAs did not significantly impact the lending test rating for the Commonwealth of Pennsylvania.

## **INVESTMENT TEST**

The bank's performance under the investment test in the Commonwealth of Pennsylvania is rated Low Satisfactory.

The bank's performance in the Reading MSA is adequate.

### **Conclusions for Areas Receiving Full-Scope Reviews<sup>36</sup>**

Investment test performance in the Reading MSA is adequate. During the evaluation period, the bank made 23 grants totaling \$110 thousand. The bank holds three prior period investments with \$6.9 million outstanding. Prior period investments continue to have a positive impact on the AA. The investment dollar volume represents 1.9 percent of allocated Tier One Capital for the AA.

---

<sup>35</sup> Refer to Tables 1, 2, 4, 6, 8, 10, and 11 in the Pennsylvania section of Appendix D for the facts and data that support these conclusions.

<sup>36</sup> Refer to Table 14 in Pennsylvania section of Appendix D for the facts and data used to evaluate the bank's level of qualified investments.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LMI targeted MBS LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be complex nor innovative.

### **Conclusions for Areas Receiving Limited-Scope Reviews<sup>37</sup>**

Based on limited-scope reviews, the bank's overall performance under the investment test in the Harrisburg MSA and Lancaster MSA is stronger than the bank's overall performance under the investment test in the Reading MSA. This is primarily due to a higher volume of qualified investments and grants outstanding for each the Harrisburg MSA and Lancaster MSA AAs.

The bank's overall performance under the investment test in the State-College MSA, Williamsport MSA, York MSA and the non-metropolitan areas is weaker than the bank's overall performance under the investment test in the Reading MSA. This is primarily due to lower levels of qualified investments and grants outstanding for each of those AAs.

The bank's overall performance under the investment test in the Allentown MSA and the Lebanon MSA is not inconsistent with the bank's overall performance under the investment test in the Reading MSA.

We took into consideration the limited CD opportunities in the less populated rural areas as well as the more economically stable areas of each AA. Qualified investment opportunities are considered limited due to the muted volume of qualified investments and high competition for any CD qualified investments available in these AAs.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the Commonwealth of Pennsylvania.

## **SERVICE TEST**

Service test performance in Pennsylvania is rated Low Satisfactory.

The overall service test performance in the Reading MSA is adequate. Branch distribution in the Reading MSA is adequate. The bank provided only a few CD services in the AA reflecting very poor CD service performance.

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

#### **Retail Banking Services<sup>38</sup>**

---

<sup>37</sup> Refer to the Table 14 in Pennsylvania section of Appendix D for the facts and data that support these conclusions.

<sup>38</sup> Refer to Table 15 in Pennsylvania section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Overall, in the Reading MSA, SBNA's distribution of branches is adequate. Delivery systems are reasonably accessible across the Reading AA.

The distribution of branches in low-income geographies in the Reading MSA is poor. The percentage of branches located in low-income geographies is lower than the percentage of the AA's population residing in low-income geographies. The distribution of branches in moderate-income geographies is excellent. The percentage of branches in moderate-income geographies exceeds the percentage of the AA's population residing in those moderate-income geographies. It is noted in the Reading MSA, in low-income geographies there is one branch and four ATMs. For moderate-income geographies, there is one branch and two ATMs. SBNA's ATM distribution provides another delivery system to the Reading MSA.

SBNA's branch operating hours are tailored in the Reading MSA. In LMI geographies, 50 percent of branches maintained Saturday hours compared to 90 percent of branches in middle- and upper-income geographies. The reasonable explanation for the difference in branch service hours is that one of the two of the LMI offices is closed on Saturdays and there is one of eight branches located in a middle- or upper-income geography that is also closed on Saturdays. These two branch offices are both located in commercial business districts within the Reading MSA that have minimal demand for weekend banking services. All offices offer a full array of banking services.

An assessment of SBNA's record of opening and closing branch offices in the Reading MSA is not applicable as the bank did not open or close branches in the AA.

## **Community Development Services**

In the Reading MSA, the bank provided a very poor level of CD services. Five employees served as board or committee members for three CD organizations that focused on economic development and affordable housing. SBNA employees provided only 34 hours of service to three CD entities in the AA. Services, which include affordable housing and economic development, were responsive to the credit need of the area.

## **Conclusions for Areas Receiving Limited-Scope Reviews<sup>39</sup>**

Based on limited-scope reviews, the bank's overall performance under the service test in the non-metropolitan areas AA is stronger than the bank's overall performance under the service test in the Reading MSA. This is due to better distribution of branches and ATMs in the moderate-income geographies in these counties. The non-metropolitan areas do not have any low-income geographies.

The bank's overall performance under the service test in the Lebanon MSA and Williamsport MSA is weaker than the bank's overall performance under the service test in the Reading MSA. This is due to no branches being located in the low- and moderate-income geographies in Williamsport MSA and no branches located in the moderate-income geographies in the Lebanon MSA. The Lebanon MSA does not have any low-income geographies.

---

<sup>39</sup> Refer to Table 15 in Pennsylvania section of Appendix D for the facts and data used to evaluate the distribution of the bank's branch delivery system and branch openings and closings.

Overall, the bank's performance under the service test in the Allentown MSA, Harrisburg MSA Lancaster MSA, State College MSA and York MSA is not inconsistent with the bank's overall performance under the service test in the Reading MSA.

Performance in the limited-scope review AAs did not significantly impact the service test rating for the Commonwealth of Pennsylvania.

## **OTHER RATING AREAS**

**Philadelphia-Camden-Wilmington PA-NJ-DE-MD Multistate Metropolitan Area**

**Providence-New Bedford-Fall River, RI-MA Multistate Metropolitan Area**

**Commonwealth of Massachusetts**

**State of Connecticut**

**State of New Hampshire**

**State of New Jersey**

**State of Maryland**

## Philadelphia-Camden-Wilmington PA-NJ-DE-MD Multistate Metropolitan Area (Philadelphia MMA)

**CRA rating for the Philadelphia MMA<sup>40</sup>: Satisfactory**  
**The Lending Test is rated: High Satisfactory**  
**The Investment Test is rated: High Satisfactory**  
**The Service Test is rated: Low Satisfactory**

The major factors that support this rating include:

- Lending activity reflects good responsiveness to the AA credit needs.
- The geographic distribution of loans is good, based on good distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- CD lending has a positive effect on lending performance.
- SBNA has a good level of qualified investment and grants.
- Delivery systems are reasonably accessible to essentially all portions of the AAs.
- Employees provided an adequate level of CD services.

### Description of Institution's Operations in the Philadelphia MMA

SBNA operations in the Philadelphia MMA consist of three entire metropolitan divisions (MD): Philadelphia PA MD, Camden NJ MD, and Wilmington DE MD. SBNA operates 69 branches, 9.8 percent of total bank branches, in the MMA. As of June 30, 2013, SBNA deposits in the MMA totaled \$4.1 billion and represented nearly 8.3 percent of the bank's deposits. There are 91 depository financial institutions in the MMA. SBNA ranks 12<sup>th</sup> in deposit market share, with a 0.86 percent share, compared to 23.0 percent for FIA Card Services, N.A the largest financial institution in the MMA. The top five banks hold 71.4 percent of deposits in the MMA.

### Scope of Evaluation in the Philadelphia MMA<sup>41</sup>

We conducted a full-scope review of the Philadelphia MD as this area accounted for 93.6 percent of the dollar of deposits, 88.4 percent of the number branches, 87.7 percent of the number home purchase loans, 87.9 percent of the number of home refinance loans, and 81.5 percent of the number of small loans to businesses in the MMA.

---

40 This rating reflects performance in the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained in the multistate metropolitan area.

41 Refer to Tables 1, 2, 4, 5, 6, 8,10, 11, 14, and 15 in the Philadelphia MMA section of appendix D for the facts and data for 2012 through 2013 that support the lending, investment, and Service Test conclusions.

## **LENDING TEST**

The bank's performance under the lending test in the Philadelphia MMA is rated High Satisfactory.

The bank's performance in the Philadelphia MD is good. The bank's performance reflects adequate levels of lending with good responsiveness to AA credit needs. Overall, geographic distribution is good in the Philadelphia MD. Borrower distribution reflects good penetration to retail customers of different income levels and businesses of different size. The bank made a relatively high level of community development loans benefiting the Philadelphia MD.

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

#### **Lending Activity**

Actual lending activity levels are adequate in the Philadelphia MD, however given the strong competition in the market place lending activity levels reflect good responsiveness to AA credit needs. Over the entire evaluation period, the bank originated 7,656 loans for \$2.0 billion. The bank's lending market shares are lower than the bank's deposit market share in the Philadelphia MD. In market share rankings the bank ranks 20<sup>th</sup> for home purchase, 12<sup>th</sup> for home refinance, 13<sup>th</sup> for small loans to businesses, and as stated above is ranked sixth for AA market share in deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 485 home purchase lenders, 598 home refinance lenders, and 137 small business lenders, compared to 91 depository institutions. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Philadelphia MD is good, based on good geographic distribution of home mortgage loans and excellent geographic distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Philadelphia MD is good. The geographic distribution of home purchase loans is good for both low- and moderate-income geographies. The geographic distribution of home improvement loans is good with adequate distribution in low-income geographies and good distribution in moderate-income geographies. The geographic distribution of home refinance loans is adequate with adequate distribution in both low- and moderate-income geographies. The geographic distribution of multifamily loans is good with adequate distribution in low-income geographies and good distribution in moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Philadelphia MD is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies is excellent.

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

The overall distribution of loans by borrower income in the Philadelphia MD is good, based on good borrower distribution of home mortgage loans and excellent distribution of loans to businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Philadelphia MD is good. Overall borrower distribution of home purchase loans is good with excellent distribution for low-income borrowers and good distribution for moderate-income borrowers. The bank's borrower distribution for home improvement is good with good distribution for both low- and moderate-income borrowers. The bank's borrower distribution for home refinance loans is good with adequate distribution for low-income borrowers and excellent distribution for moderate-income borrowers.

The overall distribution of small loans to businesses in the Philadelphia MD reflects excellent penetration to businesses of different sizes.

## **Community Development Lending**

The volume and nature of the bank's CD lending had a positive effect on performance in the Philadelphia MD. The bank originated 18 CD loans, responsive primarily to housing and community service needs, totaling \$35.2 million. This volume represents 5.4 percent of allocated Tier One Capital. CD loans were not considered to be complex or innovative.

## **Flexible Lending Programs**

There were no unique or flexible lending programs specific to this AA.

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

Based on limited-scope reviews, the bank's overall performance under the lending test in the Camden is weaker than the bank's lending test performance in the Philadelphia MD. This is primarily due to poor geographic distribution in low- and moderate-income geographies.

Lending test performance in the Wilmington MD is not inconsistent with the bank's lending test performance in the Philadelphia MD.

Performance in the limited-scope AAs did not impact the lending test rating for the Philadelphia MMA.

## **INVESTMENT TEST**

The bank's performance under the investment test in the Philadelphia MMA is rated High Satisfactory.

The bank's performance in the Philadelphia MD is good.

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

Investment test performance in the Philadelphia MD is good. During the evaluation period, the bank made one investment totaling \$7.2 million, 105 grants totaling \$482 thousand, and held 14 prior period investments with \$21.9 million outstanding. Prior period investments continue to have a positive impact on the AA. Qualified investments represent 4.6 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons.

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

Based on limited-scope reviews the bank's overall performance under the investment test in Camden MD is stronger than the bank's overall performance under the investment test in the Philadelphia MD. This is primarily due to a higher volume as a percentage of allocated Tier One Capital for the AA of qualified investments and grants outstanding for the Camden MD.

The bank's overall performance under the investment test in the Wilmington MD is weaker than the bank's overall performance under the investment test in the Philadelphia MD. This is primarily due to lower levels as a percentage of allocated Tier One Capital for the AA of qualified investments and grants outstanding for the Wilmington MD.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the Philadelphia MMA.

## **SERVICE TEST**

Service test performance in Philadelphia MMA is rated Low Satisfactory.

Performance in the Philadelphia MD is adequate. Overall branch distribution in the Philadelphia MD is adequate and the bank provided an adequate level of CD services.

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

### **Retail Banking Services**

SBNA's distribution of branches in the Philadelphia MD is adequate. Delivery systems are reasonably accessible to essentially all portions of the AA.

The distribution of branches in low-income geographies is poor. The percentage of branches in low-income geographies is lower than the percentage of the AA's population residing in

those geographies. The distribution of branches in moderate-income geographies is good. The percentage of branches in moderate-income geographies is near to the percentage of the AA's population residing in those geographies.

The SBNA's record of opening and closing branch offices in the Philadelphia MD did not adversely affect the accessibility of its delivery systems in the AA, particularly for LMI geographies or LMI individuals. The branch closures involved consolidation of three branches into nearby locations and two of these consolidations impacted low- and moderate-income geographies. One branch in a moderate-income geography was consolidated into a branch in a middle-income tract only one-quarter of a mile away, and one upper-income branch was actually consolidated into a low-income geography branch.

SBNA's branch operating hours do not vary in a significant way that inconveniences portions of the Philadelphia MD, particularly LMI geographies or individuals. In LMI geographies, 89percent (eight of nine) of branches maintained Saturday hours compared to 96 percent (19 of 20) of branches in middle- and upper-income geographies. All branches offer a full array of banking services.

### **Community Development Services**

CD services in the Philadelphia MD are adequate. Two employees served as board or committee members for three CD organizations focused on affordable housing. In addition, SBNA employees provided 290 hours of service to six CD entities in the AA. All services were responsive to the CD needs of the area, which include affordable housing and community services.

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

Based on a limited-scope review, the bank's overall performance under the service test in the Camden MD is stronger than the bank's overall performance under the service test in the Philadelphia MD. This is due to better distribution of branches in moderate-income geographies in the Camden MD.

As the bank only operates one branch in the Wilmington MD, a geographic analysis would not be meaningful and was not performed.

Performance in the evaluated limited-scope AA did not significantly impact the service test rating for the Philadelphia MMA.

## Providence-New Bedford-Fall River, RI-MA Multistate Metropolitan Area (Providence MMA)

**CRA rating for the Providence MMA<sup>42</sup>:** Satisfactory  
**The Lending Test is rated:** High Satisfactory  
**The Investment Test is rated:** High Satisfactory  
**The Service Test is rated:** High Satisfactory

The major factors that support this rating include:

- Lending activity reflects good responsiveness to AA credit needs.
- The geographic distribution of loans is good, based on good distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has a good level of qualified investment and grants.
- Delivery systems are readily accessible to all portions of the AAs.
- Employees provided a very poor level of CD services.

### Description of Institution's Operations in the Providence MMA

SBNA's conducts all of its operations in the Providence MMA in the Providence-New Bedford-Fall River RI-MA MMA (Providence MSA). The bank's delineated AA includes all of the Providence MSA. SBNA operates 55 branches in the Providence MSA, or 5.2 percent of total bank branches. As of June 30, 2013, SBNA deposits in the MMA totaled \$3.2 billion and represented 6.5 percent of the bank's deposits. There are 31 depository financial institutions in the Providence MSA. SBNA ranks third in deposit market share with an 8.7 percent share, compared to 34.5 percent for RBS Citizens, the largest financial institution in the Providence MSA. The top two banks hold 58.4 percent of deposits in the Providence MSA.

### Scope of Evaluation in the Providence MSA<sup>43</sup>

We conducted a full-scope review of the Providence MSA as this area accounted for all activity in the Providence MMA.

## LENDING TEST

Lending test performance in the Providence MMA is rated High Satisfactory.

The bank's performance in the Providence MSA is good. The bank's performance reflects adequate levels of lending with good responsiveness to AA credit needs. Both geographic and

---

<sup>42</sup> This rating reflects performance in the multistate metropolitan area. The statewide evaluations do not reflect performance in the parts of those states contained in the multistate metropolitan area.

<sup>43</sup> Refer to Tables 1, 2, 4, 6, 8,10, 11, 14, and 15 in the Providence MMA section of appendix D for the facts and data for 2012 through 2013 that support the lending, investment, and Service Test conclusions.

borrower distributions reflect good lending penetration in lending to low- and moderate-income geographies and for borrowers of different income levels and businesses of different sizes.

## **Lending Activity**

Actual lending levels are adequate in the Providence MSA; however, given the strong competition in the market place, lending activity levels reflect good responsiveness to AA credit needs. Over the entire evaluation period, the bank originated 7,062 loans for \$1.3 billion. The lending market shares are somewhat lower than the bank's deposit market share in the Providence MSA. In market share rankings, the bank ranks eighth for home purchase, fifth for home refinance, ninth for small loans to businesses while ranking third for deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 335 home purchase lenders, 434 home refinance lenders, and 87 small business lenders compared to 31 depository institutions. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Providence MSA is good, based on good geographic distribution of home mortgage loans and excellent geographic distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Providence MSA is good. The geographic distribution of home purchase loans is excellent with good distribution in low-income geographies and excellent distribution in moderate-income geographies. The geographic distribution of home improvement loans is good with excellent distribution in low-income geographies and good distribution in moderate-income geographies. The geographic distribution of home refinance loans is adequate with adequate distribution in both low- and moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Providence MSA is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies is excellent.

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

The overall distribution of loans by borrower income in the Providence MSA is good, based on good borrower distribution of home mortgage loans and excellent distribution of loans to businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Providence MSA is good. Overall borrower distribution of home purchase loans is good with good distribution for both low- and moderate-income borrowers. The bank's borrower distribution for home improvement is excellent with good distribution for low-income borrowers and excellent distribution for moderate-income borrowers. The bank's borrower distribution for home refinance loans is adequate with adequate distribution for both low- and moderate-income borrowers.

The overall distribution of small loans to businesses in the Providence MSA reflects excellent penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending had a neutral effect on performance in the Providence MMA. The bank originated five CD loans primarily targeted to affordable housing and community services totaling \$2.9 million. This volume represents 0.5 percent of allocated Tier One Capital. CD loans were not considered to be complex or innovative.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration in the lending test. During the evaluation period, SBNA originated 86 loans totaling approximately \$10 million under the CRA Affordable Mortgage program.

## **INVESTMENT TEST**

The bank's performance under the investment test in the Providence MMA is rated High Satisfactory.

Investment test performance in the Providence MSA is good. During the evaluation period, the bank made one investment totaling \$200 thousand, 35 grants totaling \$92 thousand, and held 15 prior period investments with \$30.5 million outstanding. Prior period investments continue to have a positive impact on the AA. Qualified investments represent 5.7 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. It is noted that the prior period investments mainly consisted of complex new market tax credit projects. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be innovative or complex.

## **SERVICE TEST**

Service Test performance in the Providence MMA is rated High Satisfactory.

### **Retail Banking Services**

SBNA distribution of branches in the Providence MSA is excellent. Delivery systems are readily accessible to geographies and individuals of different income levels.

The distribution of branches in LMI geographies exceeded the population residing in those geographies and is excellent. SBNA's ATM network offers another delivery system to the bank's AAs.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Providence MMA, particularly LMI geographies and individuals. In LMI geographies, 89 percent of branches maintained Saturday hours compared to 94 percent of branches in middle- and upper-income geographies. All branches offer a full array of banking services.

An assessment of SBNA's record of opening and closing branch offices in the Providence MMA was not applicable as the bank did not open or close any branches in the AA.

### **Community Development Services**

SBNA provided a very poor level of CD services in the Providence MSA.

SBNA provided few CD services in the AA. During this evaluation period, only three employees served as board or committee members for four CD organizations that focused on affordable housing for Providence MSA.

## Commonwealth of Massachusetts

<b>CRA Rating for Massachusetts<sup>44</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	High Satisfactory
<b>The Investment Test is rated:</b>	Needs to Improve
<b>The Service Test is rated:</b>	High Satisfactory

The major factors that support this rating include:

- Lending activity reflects good responsiveness to AA credit needs.
- The geographic distribution of loans is adequate, based on adequate distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has a poor level of qualified investment and grants.
- Delivery systems are readily accessible to geographies and individuals of all income levels.
- Employees provided very few CD services.

## Description of Institution's Operations in Massachusetts

SBNA conducts operations in Massachusetts in four defined AAs. The AAs include the entire MSAs of Barnstable Town MA MSA (Barnstable MSA), Springfield MA MSA (Springfield MSA), and Worcester MA MSA (Worcester MSA), and the combined non-metropolitan areas of Dukes and Nantucket Counties. This evaluation of the Commonwealth of Massachusetts excludes the Boston Multistate Metropolitan Area, which is evaluated separately based on statutory requirements. SBNA operates 50 branches in the commonwealth, or 7.0 percent of total bank branches. As of June 30, 2013, SBNA deposits in the commonwealth totaled \$2.1 billion and represented nearly 4.3 percent of the bank's deposits. There are 59 depository financial institutions in the bank's Massachusetts AAs. SBNA ranks third in deposit market share, with a 6.1 percent share, compared to 12.5 percent for TD Bank, N.A. the largest financial institution. The top five banks hold 40.6 percent of deposits in the commonwealth.

## Scope of Evaluation in Massachusetts<sup>45</sup>

We conducted a full-scope review of the Worcester MSA, as this area accounted for 56.4 percent of the dollar of deposits, 52.0 percent of the number of branches, 86.5 percent of the number of home purchase loans, 46.7 percent of the number of home refinance loans, and 62.2 percent of small loans to businesses in the Commonwealth. Limited-scope review was conducted for the Barnstable Town and Springfield MSAs, and the non-metropolitan areas.

<sup>44</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained in the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

<sup>45</sup> Refer to Tables 1, 2, 4, 6, 8, 10, 11, 14, and 15 in the Massachusetts section of Appendix D for the facts and data that support the lending, investment, and Service Test conclusions for 2012 and 2013.

## **LENDING TEST**

Lending test performance in the commonwealth of Massachusetts is rated High Satisfactory.

The bank's performance in the Worcester MSA is good. The bank's performance reflects adequate levels of lending with good responsiveness to AA credit needs. The overall geographic distribution reflects adequate home mortgage lending in low- and moderate-income geographies and excellent geographic distribution of small loans to businesses. The overall borrower distribution reflects good distribution for home mortgage lending and excellent distribution to businesses of different sizes.

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

#### **Lending Activity**

Actual lending activity levels are adequate in the Worcester MSA, however given the strong competition in the market place lending activity levels reflect good responsiveness to AA credit needs. Over the entire evaluation period, the bank originated 2,691 loans for \$533.3 million. The lending market shares are somewhat lower than the bank's deposit market share in the Worcester MSA. In market share rankings, the bank ranks 12<sup>th</sup> for home purchase, sixth for home refinance, eighth for small loans to businesses, while ranking fifth in deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 301 home purchase lenders, 389 home refinance lenders, and 74 small business lenders, compared to 38 depository institutions in the Worcester MSA. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Worcester MSA is adequate, based on adequate geographic distribution of home mortgage loans and excellent geographic distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Worcester MSA is adequate. The overall geographic distribution of home purchase loans is good with excellent distribution in low-income geographies and adequate distribution in moderate-income geographies. The geographic distribution of home refinance loans is poor with poor distribution in both low- and moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Worcester MSA is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies is excellent.

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

The overall distribution of loans by borrower income in the Worcester MSA is good, based on good borrower distribution of home mortgage loans and excellent distribution of loans for businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Worcester MSA is good. Overall borrower distribution of home purchase loans is excellent with good distribution for low-income borrowers and excellent distribution for moderate-income borrowers. The bank's borrower distribution for home refinance loans is good with adequate distribution for low-income borrowers and excellent distribution for moderate-income borrowers.

The overall distribution of small loans to businesses in the Worcester MSA reflects excellent penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending has a neutral effect on performance in Massachusetts. The bank originated two CD loans for \$4.4 million during the evaluation period in the Worcester MSA. This volume represents 2.0 percent of allocated Tier One Capital. CD loans were not considered to be complex or innovative.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration to the Lending Test. During the evaluation period, SBNA originated 1,818 loans totaling \$209 million under the CRA Affordable Mortgage program, Massachusetts Housing Partnership One Mortgage program, and Easter Seals Massachusetts.

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

Based on limited-scope reviews, the bank's overall performance under the lending test in the non-metropolitan areas is weaker than the bank's overall performance under the lending test in the Worcester MSA. This is primarily due to poorer borrower distribution in home mortgage lending for low- and moderate-income borrowers.

The bank's overall performance under the lending test in the Barnstable MSA and Springfield MSA is not inconsistent with the bank's overall performance under the lending test in the Worcester MSA.

Performance in the limited-scope AAs did not significantly impact the lending test rating for the Commonwealth of Massachusetts.

## **INVESTMENT TEST**

Investment test performance in the commonwealth of Massachusetts is rated Needs to Improve.

Performance in the Worcester MSA is poor.

## Conclusions for Areas Receiving Full-Scope Reviews

Investment test performance in the Worcester MSA is very poor. During the evaluation period, the bank made 22 grants totaling \$52 thousand and held two prior period investments with \$1.7 million outstanding. Prior period investments continue to have a positive impact on the AA. The investments and grants represent 0.9 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be complex or innovative.

## Conclusions for Areas Receiving Limited-Scope Review

Based on limited-scope reviews, the bank's overall performance under the investment test in the Springfield MSA and the non-metropolitan areas is stronger than the bank's overall performance under the investment test in the Worcester MSA. This is primarily due to a higher volume of qualified investments and grants outstanding for each the Springfield MSA and the non-metropolitan areas.

The bank's overall performance under the investment test in the Barnstable MSA is not inconsistent with the bank's overall performance under the investment test in the Worcester MSA.

We took into consideration the limited CD opportunities in the less populated rural areas as well as the more economically stable areas of these AAs. Qualified investment opportunities are considered limited due to the muted volume of qualified investments and high competition for any CD qualified investments available in these AAs.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the Commonwealth of Massachusetts.

## SERVICE TEST

Service test performance in the commonwealth of Massachusetts is rated High Satisfactory.

Overall, the service test performance in the Worcester MSA is good. While branch distribution in LMI geographies is excellent in the Worcester MSA, the bank only provided very few CD services in the AA.

## Conclusions for Areas Receiving Full-Scope Reviews

### Retail Banking Services

In the Worcester MSA, SBNA's distribution of branches is excellent. Delivery systems are readily accessible to geographies and individuals of different income levels.

The distribution of branches in both LMI geographies exceeds the percentage of the population residing in these geographies and reflects excellent performance. SBNA's ATM network offers another delivery system to the bank's AAs.

SBNA's record of opening and closing branch offices in the Worcester MSA did not affect the accessibility of its delivery systems in the AA, particularly for LMI geographies and LMI individuals. SBNA did not close or consolidate any branches in LMI geographies during the evaluation period in the Worcester MSA. One branch in a middle-income tract was relocated to a nearby census tract.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Worcester MSA, particularly LMI geographies and individuals. In LMI geographies, 90 percent of branches maintained Saturday hours compared to 100 percent of branches in middle- and upper-income geographies. All branches offer a full array of banking services.

### **Community Development Services**

SBNA provided a very poor level of CD services in the Worcester MSA.

In the Worcester MSA, one employee served as board member for one CD organization that focused on affordable housing. Other employees provided 20 hours of service to five entities in the AA that meet the definition of CD. All services were responsive to the CD needs of the area, which include affordable housing and community services.

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

Based on limited-scope reviews, the bank's overall performance under the service test in the Barnstable MSA and Springfield MSA is not inconsistent with the bank's overall performance under the service test in the Worcester MSA. As the non-metropolitan areas did not have any low- or moderate-income geographies branch distribution was not analyzed for those AAs.

Performance in the limited-scope AAs did not impact the service test rating for the Commonwealth of Massachusetts.

## State of Connecticut

<b>CRA Rating for Connecticut<sup>46</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	High Satisfactory
<b>The Investment Test is rated:</b>	Needs to Improve
<b>The Service Test is rated:</b>	Needs to Improve

The major factors that support this rating include:

- Lending activity reflects good responsiveness to the AA credit needs.
- The geographic distribution of loans is adequate, based on adequate distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects excellent penetration among retail customers of different income levels and businesses of different sizes.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has a poor level of qualified investment and grants.
- Delivery systems are reasonably accessible to all portions of the community.
- Employees provided few CD services.

## Description of Institution's Operations in Connecticut

SBNA conducts operations in Connecticut in three defined AAs. The bank's delineated AAs include the entire MSAs of Hartford-West Hartford-East Hartford CT (Hartford MSA) and New Haven-Milford CT (New Haven MSA), as well as the entire Litchfield County as a non-metropolitan area. SBNA operates 32 branches in the state, or 4.5 percent of total bank branches. As of June 30, 2013, SBNA deposits in the state totaled \$1.5 billion and represented nearly 3.1 percent of the bank's deposits. There are 47 depository financial institutions in the state. SBNA ranks tenth in deposit market share, with a 2.3 percent share, compared to 31.2 percent for Bank of America, the largest financial institution. The top five banks hold 68.6 percent of deposits in the state.

## Scope of Evaluation in Connecticut<sup>47</sup>

We conducted a full-scope review of the Hartford MSA, as this area accounted for 86.3 percent of the dollar of deposits, 78.1 percent of the number of branches, 73.4 percent of the number of home purchase loans, 75.0 percent of the number home refinance loans, and 79.8 percent of the number of small loans to businesses in the state. Limited-scope review was conducted for the New Haven MSA. Loan volume in the non-metropolitan area was too limited for meaningful geographic or borrower distribution analysis. However, the low volume of lending in the non-metropolitan AA was taken into consideration in concluding on the bank's lending test performance in the non-metropolitan AA.

<sup>46</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained in the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

<sup>47</sup> Refer to Tables 1, 2, 4, 6, 8, 10, 11, 14, and 15 in the Connecticut section of Appendix D for the facts and data that support the lending, investment, and Service Test conclusions for 2012 and 2013.

## **LENDING TEST**

Lending test performance in the state of Connecticut is rated High Satisfactory.

Performance in the Hartford MSA is good. The bank's performance reflects adequate levels of lending with good responsiveness to AA credit needs. The overall geographic distribution reflects adequate penetration in low- and moderate-income areas for home mortgages and good penetration for small loans to businesses. The overall borrower distribution reflects excellent distribution to borrowers of different income levels and businesses of different sizes.

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

#### **Lending Activity**

Actual lending levels are adequate in the Hartford MSA; however, given the strong competition in the market place, lending activity levels reflect good responsiveness to the AA credit needs. Over the evaluation period, the bank originated 2,352 loans for \$469.1 million. The lending market shares are somewhat lower than the bank's deposit market share ranking in the Hartford MSA. For market share rankings, the bank ranks 22<sup>nd</sup> for home purchase, 20<sup>th</sup> for home refinance, 14<sup>th</sup> for small loans to businesses, while ranking ninth for deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 277 home purchase lenders, 390 home refinance lenders, and 112 small business lenders, compared to 30 depository institutions in the MSA. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Hartford MSA is adequate, based on adequate geographic distribution of home mortgage loans and good distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Hartford MSA is adequate. The geographic distribution of home purchase loans is good with adequate distribution in low-income geographies and excellent distribution in moderate-income geographies. The geographic distribution of home refinance loans is adequate with poor distribution in low-income geographies and good distribution in moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Hartford MSA is good. The geographic distribution of small loans to businesses reflects adequate penetration in low-income geographies and excellent penetration in moderate-income geographies.

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

The overall distribution of loans by borrower income in the Hartford MSA is excellent, based on excellent borrower distribution for home mortgage loans and for loans to businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Hartford MSA is excellent. The overall borrower distribution of home purchase loans is excellent with good distribution for low-income borrowers and excellent distribution for moderate-income borrowers. The bank's borrower distribution for home refinance loans is excellent with good distribution for low-income borrowers and excellent distribution for moderate-income borrowers.

The overall distribution of small loans to businesses in the Hartford MSA reflects excellent penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending had a neutral impact on lending test performance in Connecticut. In the Hartford MSA, SBNA originated six loans targeted to affordable housing and community services for \$8.6 million. This volume represented 3.9 percent of allocated Tier One Capital. CD loans were not considered to be innovative or complex.

### **Flexible Lending Programs**

Flexible lending programs contributed positively to the Lending Test. During the evaluation period, SBNA originated 117 loans totaling \$24 million under the CRA Affordable Mortgage program and Connecticut Housing Finance Authority program.

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

Based on a limited-scope review, the bank's overall performance under the lending test in the non-metropolitan area is weaker than the bank's overall performance under the Lending Test in the Hartford MSA. This is due to the very poor lending activity levels over the evaluation period in the non-metropolitan area.

The bank's overall performance under the lending test in the New Haven MSA is not inconsistent with the bank's overall performance under the lending test in the Hartford MSA.

Performance in the limited-scope AAs did not significantly impact the lending test rating for the state of Connecticut.

## **INVESTMENT TEST**

Investment Test performance in Connecticut is rated Needs to Improve.

The bank's performance in the Hartford MSA is poor.

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

Investment test performance in the Hartford MSA is poor. During the evaluation period, the bank made one investment totaling \$0.4 million, 29 grants totaling \$91 thousand, and held five prior period investments with \$1.4 million outstanding. The investments and grants dollar volume represent 0.8 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LMI targeted MDS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be innovative or complex.

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

Based on limited-scope reviews, the bank's overall performance under the investment test in the New Haven MSA and the non-metropolitan area is stronger than the bank's overall performance under the investment test in the Hartford MSA. This is primarily due to a higher volume of qualified investments and grants outstanding for each the New Haven MSA and the non-metropolitan area.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the state of Connecticut.

## **SERVICE TEST**

Service test performance in Connecticut is rated Needs to Improve.

Overall, performance in the Hartford MSA is poor. While branch distribution in LMI geographies is adequate, the bank provided only one CD service in the AA.

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

#### **Retail Banking Services**

In the Hartford MSA, SBNA's distribution of branches is adequate. Delivery systems are reasonably accessible to geographies and individuals of different income levels.

The distribution of branches in low-income geographies is very poor, but in moderate-income geographies, branch distribution is excellent. The bank does not have any offices in low-income geographies. The proportion of branches in moderate-income geographies exceeded the percentage of the population residing in those geographies. SBNA's ATM network offers another delivery system to the bank's AAs.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Hartford MSA, particularly LMI geographies and individuals. All of the branches located in the moderate-income geographies maintained Saturday hours compared to 95 percent of

branches located in middle- and upper-income geographies. All branches offer a full array of banking services.

An assessment of SBNA's record of opening and closing branch offices in the Hartford MSA is not applicable as the bank did not open or close branches in the AA.

### **Community Development Services**

SBNA provided a very poor level of CD services in the Hartford MSA.

One SBNA employee served on a board or committees for one organization. The service, related to affordable housing, is noted to be responsive to an identified CD need of the area.

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

Based on limited scope review, the bank's overall performance under the service test in the New Haven MSA is stronger than the bank's overall performance under the service test in the Hartford MSA. This is due to better distribution of branches and ATMs in low- and moderate-income geographies in the New Haven MSA.

The bank only operates one branch in the non-metropolitan area, too few for a meaningful geographical analysis.

Performance in the limited scope AAs did not significantly impact the service test rating for the state of Connecticut.

## State of New Hampshire

**CRA Rating for New Hampshire<sup>48</sup>:** Satisfactory  
**The Lending Test is rated:** High Satisfactory  
**The Investment Test is rated:** Low Satisfactory  
**The Service Test is rated:** High Satisfactory

The major factors that support this rating include:

- Lending activity reflects adequate responsiveness to the AA credit needs.
- The geographic distribution of loans is adequate, based on adequate distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects excellent penetration among retail customers of different income levels and businesses of different sizes.
- SBNA has an adequate level of qualified investment and grants.
- Delivery systems are readily accessible to all portions of the AAs.
- Employees did not provide any CD services in the full-scope AA.

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

SBNA operations in New Hampshire consist of the entire Manchester-Nashua NH (Manchester MSA) and Merrimack County, a non-metropolitan area. New Hampshire excludes the Rockingham County-Strafford County MSA in the Boston MMA, which is evaluated separately based on statutory requirements. SBNA operates 12 branches, 1.7 percent of total bank branches in the state. As of June 30, 2013, SBNA deposits in the AA totaled \$476 million and represented nearly 1.0 percent of the bank's deposits. There are 21 depository financial institutions in the AA. SBNA ranks sixth in deposit market share, with a 3.4 percent share, compared to 31.3 percent for RBS Citizens, N.A., and the largest financial institution in the AA. The top five banks hold 84.8 percent of deposits in the AA.

## Scope of Evaluation in New Hampshire<sup>49</sup>

We conducted a full-scope review of the Manchester MSA as this area accounted for 80.0 percent of the dollar of deposits, 75.0 percent of the number of branches, 86.5 percent of the number of home purchase loans, 79.2 percent of the number of home refinance loans, and 81.3 percent of the number of small loans to businesses in the state.

## LENDING TEST

Lending test performance in New Hampshire is rated High Satisfactory.

Performance in the Manchester MSA is good. The bank's performance reflects poor levels of lending with adequate responsiveness to AA credit needs. Overall, geographic distribution

<sup>48</sup> For institutions with branches in two or more states in a multistate metropolitan area, this statewide evaluation does not reflect performance in the parts of this state contained in the multistate metropolitan area. Refer to the multistate metropolitan area rating and discussion for the rating and evaluation of the institution's performance in that area.

<sup>49</sup> Refer to Tables 1, 2, 4, 6, 8,10, 11, 14, and 15 in the New Hampshire section of Appendix D for the facts and data that support the lending, investment, and Service Test conclusions.

reflects adequate penetration in low- and moderate-income geographies. Overall borrower distribution reflects excellent lending for borrowers of different income levels and businesses of different sizes.

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

### **Lending Activity**

Actual lending levels are poor in the Manchester MSA; however, given the strong competition in the market place, lending activity levels reflect adequate responsiveness to AA credit needs. Over the entire evaluation period, the bank originated 670 loans totaling \$119.7 million. The lending market shares rankings are lower than the bank's deposit market share in the Manchester MSA. In market share rankings, the bank ranks 29<sup>th</sup> for home purchase, 20<sup>th</sup> for home refinance, 13<sup>th</sup> for small loans to businesses, and fifth in deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 191 home purchase lenders, 275 home refinance lenders, and 56 small business lenders compared to 16 depository institutions. The bank's loan market share positions reflect adequate responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Manchester MSA is adequate, based on adequate geographic distribution of home mortgage loans and excellent geographic distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Manchester MSA is adequate. The overall geographic distribution of home purchase loans is poor with adequate distribution in low-income geographies and poor distribution in moderate-income geographies. The geographic distribution of home refinance loans is adequate with poor distribution in low-income geographies and adequate distribution in moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Manchester MSA is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies is excellent.

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

The overall distribution of loans by borrower income in the Manchester MSA is excellent, based on excellent borrower distribution of home mortgage loans and excellent distribution of loans for businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Manchester MSA is excellent. Overall borrower distribution of home purchase loans is good with adequate distribution for low-income borrowers and excellent distribution for moderate-income borrowers. The bank's borrower distribution for home refinance loans is excellent with excellent distribution for both low- and moderate-income borrowers.

The overall distribution of small loans to businesses in the Manchester MSA reflects excellent penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending had a neutral effect on performance in New Hampshire. In the Manchester MSA, SBNA did not originate any CD loans.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration to the Lending Test. During the evaluation period, SBNA originated six loans totaling \$1.0 million under the CRA Affordable Mortgage program.

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

Based on a limited-scope review the bank's performance under the Lending Test in the non-metropolitan area is weaker than the bank's Lending Test performance in the Manchester MSA. This is primarily due to weaker geographic and borrower distribution for both home mortgage lending and small loans to businesses in the non-metropolitan AA.

Performance in the limited-scope AA did not significantly impact the Lending Test rating for the state of New Hampshire.

## **INVESTMENT TEST**

Investment test performance in New Hampshire is rated Low Satisfactory.

Performance in the Manchester MSA is adequate.

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

Investment test performance in the Manchester MSA is adequate. During the evaluation period, the bank made one investment totaling \$148 thousand, 10 grants totaling \$25 thousand, and held six prior period investments with \$666 thousand outstanding. Prior period investments continue to have a positive impact on the AA. Qualified investments represent 1.3 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on grants on community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be innovative or complex.

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

Based on limited-scope review, the bank's performance under the investment test in the non-metropolitan area is stronger than the bank's investment test performance in the Manchester MSA. This is primarily due to higher levels of qualified prior period investments.

Performance in the limited-scope AA did not significantly impact the investment test rating for the state of New Hampshire.

## **SERVICE TEST**

Service test performance in New Hampshire is rated High Satisfactory.

The bank's performance in the Manchester MSA is good. Branch distribution in the Manchester MSA is excellent; however, the bank provided a very poor level of CD services in the AA.

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

### **Retail Banking Services**

In the Manchester MSA, SBNA's distribution of branches is excellent. Delivery systems are readily accessible to geographies and individuals of different income levels.

The distribution of branches in both LMI geographies exceeded the population residing in those geographies. SBNA's ATM distribution provides another delivery system to the bank's AAs.

SBNA's record of opening and closing branch offices in the Manchester MSA has generally not affected the accessibility of its delivery systems even with a branch relocation from a low-income geography to a middle-income geography.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Manchester MSA, particularly LMI geographies and individuals. All branches in the AA maintain Saturday hours. All branches offer a full array of banking services.

### **Community Development Services**

SBNA provided a very poor level of CD services in the full-scope AA. SBNA employees performed no CD services during the evaluation period.

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

Based on limited-scope review, the bank's overall performance under the service test in the non-metropolitan area is weaker than the bank's overall performance under the service test in the Manchester MSA. This is due to weaker branch distribution in the moderate-income geographies of the non-metropolitan AA.

Performance in the limited-scope AA did not significantly impact the service test rating for the state of New Hampshire.

## State of New Jersey

<b>CRA Rating for New Jersey<sup>50</sup>:</b>	Needs to Improve
<b>The Lending Test is rated:</b>	Low Satisfactory
<b>The Investment Test is rated:</b>	Low Satisfactory
<b>The Service Test is rated:</b>	Needs to Improve

The major factors that support this rating include:

- Lending activity reflects good responsiveness to AA credit needs.
- The geographic distribution of loans is poor, based on very poor distribution of home mortgage loans and excellent distribution of small loans to businesses in LMI geographies.
- The distribution of loans based on borrower income levels reflects good penetration among retail customers of different income levels and businesses of different sizes.
- CD lending has a positive effect on the bank's lending performance.
- Flexible lending programs have a positive effect on lending performance.
- SBNA has an adequate level of qualified investment and grants.
- Delivery systems are reasonably accessible to all portions of the AA.
- Employees provided very few CD services.

## Description of Institution's Operations in New Jersey

SBNA operations in New Jersey consist of only the entire Trenton-Ewing NJ (Trenton MSA). New Jersey excludes the Edison and Newark MDs in the New York MMA and the Camden MD in the Philadelphia MMA, these AAs are evaluated separately based on statutory requirements. SBNA operates 14 branches in the state, or 2.0 percent of total bank branches. As of June 30, 2013, SBNA deposits in the state totaled \$706 million and represented nearly 1.4 percent of the bank's deposits. There are 27 depository financial institutions in the state. SBNA ranks seventh in deposit market share, with a 4.8 percent share, compared to 23.9 percent for Bank of America, N.A., and the largest financial institution in the state. The top five banks hold 61.5 percent of deposits in the state.

## Scope of Evaluation in New Jersey<sup>51</sup>

We conducted a full-scope review of the Trenton MSA as this area accounted for all of the bank's activities for this rating area.

## LENDING TEST

The bank's performance under the lending test in New Jersey is rated Low Satisfactory.

---

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

51 Refer to Tables 1, 2, 4, 6, 8, 10, 11, 14, and 15 in the New Jersey section of Appendix D for the facts and data that support the lending, investment, and Service Test conclusions for 2012 and 2013.

Overall lending performance in the Trenton MSA is adequate. The bank's performance reflects adequate levels of lending with good responsiveness to AA credit needs. Geographic distribution reflects poor penetration in low- and moderate-income geographies. Borrower distribution reflects good penetration to borrowers of different income levels and businesses of different sizes.

## **Lending Activity**

Actual lending activity levels in the Trenton MSA are adequate, however given strong competition in the market place lending activity levels reflect good responsiveness to AA credit needs. Over the entire evaluation period, the bank originated 641 loans \$144.9 million. The lending market shares are somewhat lower than the bank's deposit market share in the Trenton MSA. In market share, the banks ranks 24<sup>th</sup> for home purchase, 14<sup>th</sup> for home refinance, ninth for small loans to businesses, and seventh in deposits.

Market shares are skewed by the disparity in competition for deposits and loans. There are 211 home purchase lenders, 343 home refinance lenders, and 74 small business lenders, compared to 27 depository institutions. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

The overall geographic distribution of loans in the Trenton MSA is poor, based on very poor geographic distribution of home mortgage loans and excellent geographic distribution of small loans to businesses over the evaluation period.

The overall geographic distribution of home mortgage loans in the Trenton MSA is very poor. The overall geographic distribution of home purchase loans is very poor with poor distribution in low-income geographies and very poor distribution in moderate-income geographies. The geographic distribution of home refinance loans is very poor with very poor distribution in both low- and moderate-income geographies.

The overall geographic distribution of small loans to businesses in the Trenton MSA is excellent. The geographic distribution of small loans to businesses in both low- and moderate-income geographies is excellent.

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

The overall distribution of loans by borrower income in the Trenton MSA is good, based on good borrower distribution of home mortgage loans and good distribution of loans for businesses of different sizes.

The overall borrower distribution of home mortgage loans in the Trenton MSA is good. Overall borrower distribution of home purchase loans is adequate with adequate distribution for both low- and moderate-income borrowers. The bank's borrower distribution for home refinance loans is excellent with good distribution for low-income borrowers and excellent distribution for moderate-income borrowers.

The overall distribution of small loans to businesses in the Manchester MSA reflects good penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending had a positive effect on performance in New Jersey. During the evaluation period, the bank originated one CD loan for affordable housing in the Trenton MSA, totaling \$6.2 million. This loan represents 5.2 percent of allocated Tier One Capital. The loan was originated in 2013 to facilitate the acquisition of an apartment complex containing 154 residential units rented to LMI tenants in Hamilton Township, New Jersey. This loan is responsive to the known credit need of affordable housing within the Trenton MSA. CD loans were not considered to be complex or innovative.

### **Flexible Lending Programs**

Flexible lending programs were given positive consideration under the lending test. During the evaluation period, SBNA originated 401 loans totaling \$85 million under the CRA Affordable Mortgage program, Citizen Action Affordable Mortgage program, and Hurricane Sandy relief program.

## **INVESTMENT TEST**

Investment test performance in New Jersey is rated Low Satisfactory.

The bank's investment test performance in the Trenton MSA is adequate.

Investment test performance in the Trenton MSA is adequate. During the evaluation period, the bank made one investment totaling \$1.4 million, 12 grants totaling \$56 thousand, and held six prior period investments with \$1.5 million outstanding. Prior period investments continue to have a positive impact on the AA. Qualified investments and grants represent 2.5 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to the type of credit and CD needs identified in the AA. The bank focused on primary community needs for investments on affordable housing and primarily focused grants for community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be innovative or complex.

## **SERVICE TEST**

Service test performance in New Jersey is rated Needs to Improve.

Overall, service test performance in the Trenton MSA is poor. While branch distribution in the Trenton MSA is adequate and the bank provided only a few CD services in the AA.

## **Retail Banking Services**

Overall, SBNA's distribution of branches in the Trenton MSA is adequate. Delivery systems are reasonably accessible to geographies and individuals of different income levels.

The distribution of branches in low-income geographies exceeded the proportion of the population residing in those geographies and reflects excellent branch distribution. The distribution of branches in moderate-income geographies was lower than the population residing in those geographies and reflects poor distribution. The bank's ATM network in the Trenton MSA provides another delivery system to the bank's AAs.

An assessment of SBNA's record of opening and closing branch offices in the Trenton MSA was not applicable, as the bank did not open or close any branches in the AA.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Trenton MSA, particularly LMI geographies and individuals. All branches maintained Saturday hours. All branches offer a full array of banking services.

## **Community Development Services**

SBNA provided a very poor level of CD services in the Trenton MSA.

One employee in the Trenton MSA served a total of three hours on a board or committee for one community organization.

## State of Maryland

<b>CRA Rating for Maryland<sup>52</sup>:</b>	Satisfactory
<b>The Lending Test is rated:</b>	Low Satisfactory
<b>The Investment Test is rated:</b>	Low Satisfactory
<b>The Service Test is rated:</b>	Low Satisfactory

The major factors that support this rating include:

- Lending activity reflects good responsiveness to the AA credit needs.
- The geographic distribution of loans reflects adequate penetration.
- The distribution of loans based on borrower income levels reflects adequate penetration among retail customers of different income levels and businesses of different sizes.
- CD lending has a positive effect on lending performance.
- SBNA has an adequate level of qualified investment and grants.
- Delivery systems are accessible to all portions of the AAs.
- Employees provided a very poor level of CD services.

## Description of Institution's Operations in Maryland

SBNA operations in Maryland consist of three defined AAs to include the entire Bethesda-Rockville-Frederick MD (Bethesda MD) and the entire Baltimore-Towson MD MSA (Baltimore MSA), and the entire Hagerstown-Martinsburg MD-WV MSA (Hagerstown MSA). SBNA operates 10 branches, 1.4 percent of total bank branches, in the state. As of June 30, 2013, SBNA deposits in the state totaled \$236 million, 0.5 percent of the bank's deposits. There are 78 depository financial institutions in the state. SBNA ranks 29<sup>th</sup> in deposit market share, with a 0.4 percent share, compared to 15.5 percent for Bank of America, the largest financial institution. The top five banks hold 55.4 percent of deposits in the state.

## Scope of Evaluation in Maryland<sup>53</sup>

We conducted a full-scope review of the Bethesda MD as this area accounted for 41.0 percent of the dollar of deposits, 40.0 percent of the number of branches, 46.7 percent of the number of home purchase loans, 46.5 percent of the number of home refinance loans, and 65.3 percent of the number of small loans to businesses in the state. Limited-scope reviews were conducted for the Baltimore MSA and the Hagerstown MSA.

## LENDING TEST

The bank's performance under the lending test in Maryland is rated Low Satisfactory.

---

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

53 Refer to Tables 1, 2, 4, 6, 8, 10, 11, 14, and 15 in the Maryland section of Appendix D for the facts and data that support the lending, investment, and Service Test conclusions for 2012 and 2013.

The bank's performance in the Bethesda MD is adequate. Lending levels reflect good responsiveness to AA credit needs. The geographic and borrower distribution of loans is adequate in low- and moderate-income geographies and to borrowers of different income levels and businesses of different sizes.

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

### **Lending Activity**

Actual lending activity levels in the Bethesda MD are adequate, however, given strong competition in the market place lending activity levels reflect good responsiveness to AA credit needs. Over the evaluation period, the bank originated 249 loans for \$147.6 million. The bank's lending market share ranking is lower than the bank's deposit market share ranking for home mortgage loans. The bank's small loans to businesses market share ranking is excellent as it exceeds the bank's deposit market share ranking. In market share, the bank ranks 139<sup>th</sup> for home purchase, 105<sup>th</sup> for home refinance, and 19<sup>th</sup> for small loans to businesses, while ranking 29<sup>th</sup> for deposits.

Lending market shares for home mortgage products are skewed to deposit market shares based on the large number of home mortgage lenders that significantly exceeds the number of depository institutions located in the MD. There are 328 home purchase lenders and 452 home refinance lenders, compared to 41 depository institutions. It is noted that there are 90 small business lenders in the MD. The bank's loan market share positions reflect good responsiveness in the AA considering the significant competition for loans, which includes the largest nationwide banks and mortgage lenders.

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

Overall, the geographic distribution of loans in the Bethesda MD is adequate, based on poor geographic distribution of home mortgage loans and good geographic distribution of small loans to businesses over the evaluation period.

The bank's geographic distribution of home mortgage loans in the Bethesda MD is poor. The geographic distribution of home purchase loans is very poor for both low- and moderate-income geographies. Overall, the bank's geographic distribution of home refinance loans is adequate with very poor distribution in low-income geographies and good distribution in moderate-income geographies.

Overall, geographic distribution of small loans to businesses is good. Geographic distribution of small loans to businesses in low-income geographies is poor while geographic distribution of small loans to businesses in moderate-income geographies reflects excellent penetration.

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

Overall distribution of loans by borrower income in the Bethesda MD is adequate, based on adequate borrower distribution of home mortgage loans and good distribution of loans to businesses of different sizes.

The bank's overall borrower distribution of home mortgage loans in the Bethesda MD is adequate. Borrower distribution of home purchase loans is poor with poor distribution for low-income borrowers and very poor distribution for moderate-income borrowers. The bank's borrower distribution of home refinance loans is good with adequate distribution for low-income borrowers and excellent distribution for moderate-income borrowers.

The bank's distribution of small loans to businesses reflects good penetration to businesses of different sizes.

### **Community Development Lending**

The volume and nature of the bank's CD lending had a positive impact on performance in the state of Maryland. The bank originated one CD loan in the Bethesda MD for \$950 thousand. This volume represents 5.8 percent of allocated Tier One Capital. The loan was targeted to affordable housing as a refinance of an existing first mortgage loan for an apartment building in a low-income geography that serves LMI tenants. The CD loan was not considered to be innovative or complex.

### **Flexible Lending Programs**

There were limited unique or flexible lending programs specific to this AA.

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

The bank's overall performance under the lending test in the Hagerstown MSA is weaker than the bank's overall performance under the lending test in the Bethesda MD. This is primarily due to the very poor lending activity levels over the evaluation period in the Hagerstown MSA.

The bank's overall performance under the lending test in the Baltimore MSA is not inconsistent with the bank's overall performance under the lending test in the Bethesda MD.

Performance in the limited-scope AAs did not significantly impact the lending test rating for the state of Maryland.

## **INVESTMENT TEST**

Investment test performance in Maryland is rated Low Satisfactory.

Performance in the Bethesda MD is adequate.

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

Investment test performance in the Bethesda MD is adequate. During the evaluation period, the bank made one investment totaling \$224 thousand, five grants totaling \$19 thousand, and held one prior period investment with \$179 thousand outstanding. Prior period investments

continue to have a positive impact on the AA. Qualified investments represent 2.6 percent of allocated Tier One Capital for the AA.

The types of investments and grants reflect adequate responsiveness to credit and CD needs of the AA. The bank focused on primary CD needs for investments for affordable housing and primarily focused grants on community services. The investments are concentrated in LMI targeted MBS and LIHTC equity funds. Grants were primarily issued to local community organizations providing CD qualified services to LMI persons. Investments were not considered to be complex or innovative.

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

Based on limited-scope reviews the bank's overall performance under the investment test in the Baltimore MD is stronger than the bank's overall performance under the investment test in the Bethesda MD. This is primarily due to a significantly higher volume of qualified investments made in prior periods that are still benefitting the AA.

The bank's overall performance under the investment test in the Hagerstown MSA is not inconsistent with the bank's overall performance under the investment test in the Bethesda MD.

Performance in the limited-scope AAs did not significantly impact the investment test rating for the state of Maryland.

### **SERVICE TEST**

Service test performance in Maryland is rated Low Satisfactory.

Performance in the Bethesda MD is adequate. Overall branch distribution in the Bethesda MD is good; however, the bank did not provide any qualified CD services.

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

#### **Retail Banking Services.**

Overall, SBNA's distribution of branches in the Bethesda MD is good. Delivery systems are accessible to geographies and individuals of different income levels.

The distribution of branches in low-income geographies is excellent. The percentage of branches in low-income geographies exceeds the percentage of the AA's population residing in those geographies. The distribution of branches in moderate-income geographies is good. The percentage of branches in moderate-income geographies is near to the percentage of the AA's population residing in those geographies. It is noted that SBNA does not have any deposit taking ATMs in the Bethesda MD.

SBNA's branch operating hours do not vary in a way that inconveniences portions of the Bethesda MD, particularly LMI geographies and individuals. Both branches located in LMI geographies maintained Saturday hours compared to one of two branches located in middle- and upper-income geographies. All branches offer a full array of banking services.

An assessment of SBNA's record of opening and closing branch offices in the Bethesda MD was not applicable as the bank did not open or close branches in the AA.

### **Community Development Services**

SBNA employees provided a very poor level of CD services in the Bethesda MD as SBNA employees did not provide any CD services during the evaluation period.

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

Based on limited-scope reviews, the bank's overall performance under the service test in the Baltimore MD and the Hagerstown MSA is not inconsistent with the bank's overall performance under the service test in the Bethesda MD.

Performance in the limited-scope AAs did not impact the service test rating for the state of Maryland.

## 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 nonmetropolitan areas that received comprehensive examination review (designated by the term “full-scope”) and those that received a less comprehensive review (designated by the term “limited-scope”).

<b>Time Period Reviewed</b>	Lending, Investment, and Service Tests: 01/01/11 to 12/31/13	
<b>Financial Institution</b>		<b>Products Reviewed</b>
Santander Bank, N.A. (SBNA) Boston, MA		Home mortgage loans (home purchase, home improvement, and home refinance), small loans to businesses, and CD loans.
<b>Affiliate(s)</b>	<b>Affiliate Relationship</b>	<b>Products Reviewed</b>
N/A		
<b>List of Assessment Areas and Type of Examination</b>		
<b>Assessment Area</b>	<b>Type of Exam</b>	<b>Other Information</b>
<b>Primary Rating Areas</b>		
Boston-Cambridge-Quincy MMA Boston-Quincy MD Cambridge-Newton-Framingham MD Peabody MD Rockingham County-Stratford County MD  New York-Northern New Jersey-Long Island MMA New York-White Plains-Wayne MD Newark-Union MD Nassau-Suffolk MD Edison-New Brunswick MD  Pennsylvania Reading MSA Allentown-Bethlehem-Easton MSA Harrisburg-Carlisle MSA Lancaster MSA Lebanon MSA State College MSA Williamsport MSA York-Hanover MSA PA Non-MSA	Full-scope Limited-scope Limited-scope Limited-scope  Full-scope Limited-scope Limited-scope Limited-scope  Full-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope Limited-scope	

Other Rating Areas		
Philadelphia-Camden-Wilmington MMA Philadelphia MD Camden MD Wilmington MD	Full-scope Limited-scope Limited-scope	
Providence-New Bedford-Fall River MMA  Massachusetts Worcester MSA Barnstable Town MSA Springfield MSA MA Non-MSA	Full-scope  Full-scope Limited-scope Limited-scope Limited-scope	
Connecticut Hartford-West Hartford-East Hartford MSA New Haven-Milford MSA CT Non-MSA	Full-scope Limited-scope Limited-scope	
New Hampshire Manchester-Nashua MSA NH Non-MSA	Full-scope Limited-scope	
New Jersey Trenton-Ewing MSA	Full-scope	
Maryland Bethesda-Rockville-Frederick MD Baltimore-Towson MSA Hagerstown-Martinsburg MSA	Full-scope Limited-scope Limited-scope	

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

RATINGS: Santander Bank, N.A				
Overall Bank:	Lending Test Rating*	Investment Test Rating	Service Test Rating	Overall Bank/State/Multistate Rating
Santander Bank, N.A.	High Satisfactory	Low Satisfactory	Low Satisfactory	Needs to Improve**
Multistate Metropolitan Area or State:				
Boston-Cambridge-Quincy MA-NH MMA	High Satisfactory	Needs to Improve	Low Satisfactory	Satisfactory
New York-Northern New Jersey-Long Island, NY-NJ-PA MMA	High Satisfactory	Low Satisfactory	Needs to Improve	Satisfactory
Pennsylvania	High Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory
Philadelphia-Camden-Wilmington PA-NJ-DE-MD MMA	High Satisfactory	High Satisfactory	Low Satisfactory	Satisfactory
Providence-New Bedford-Fall River, RI-MA MMA	High Satisfactory	High Satisfactory	High Satisfactory	Satisfactory
Massachusetts	High Satisfactory	Needs to Improve	High Satisfactory	Satisfactory
Connecticut	High Satisfactory	Needs to Improve	Needs to Improve	Satisfactory
New Hampshire	High Satisfactory	Low Satisfactory	High Satisfactory	Satisfactory
New Jersey	Low Satisfactory	Low Satisfactory	Needs to Improve	Needs to Improve
Maryland	Low Satisfactory	Low Satisfactory	Low Satisfactory	Satisfactory

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

(\*\*) While the bank's performance under the Lending Test, Investment Test and Service Test as noted in the above table would have been a satisfactory rating, the overall CRA rating was lowered from satisfactory to needs to improve as discussed with the Fair Lending and Other Illegal Credit Practices section of this document.

## APPENDIX C: MARKET PROFILES FOR AREAS

### Boston-Quincy MD

Demographic Information for Full-Scope Area: Boston-Quincy MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	435	13.79	17.93	36.09	28.97	3.22
Population by Geography	1,887,792	11.76	17.74	39.90	30.41	0.20
Owner-Occupied Housing by Geography	422,822	3.81	12.49	46.38	37.30	0.01
Businesses by Geography	187,063	7.23	11.32	35.55	45.42	0.49
Farms by Geography	2,609	2.07	6.82	51.55	39.44	0.11
Family Distribution by Income Level	434,383	23.26	16.19	20.01	40.54	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	171,351	19.59	24.64	38.99	16.76	0.01
Median Family Income = \$83,664		Median Housing Value = \$352,000				
FFIEC Adjusted Median Family Income for 2013 = \$88,000		Unemployment Rate = 4.31%				
Households Below the Poverty Level = 13%						

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

Source: 2010 US Census, 2013 FFIEC updated MFI, FFIEC estimated MSA/MD MFI for 2013 CRA/HMDA reports, and National Association of Home Builders – First quarter 2014.

The Boston-Quincy MD is comprised of Suffolk, Norfolk, and Plymouth counties in Massachusetts, and contains the principal cities of Boston and Quincy. The 2010 Census Data shows the median family income for this AA is \$83,664 with approximately 13 percent of households living below the poverty level. The 2013 FFIEC adjusted median family income for this AA is \$88,000.

Competition for both loans and deposits is strong in this AA, especially from larger multistate financial institutions. According to the June 30, 2013 FDIC Summary of Deposit Market Share report, SBNA has \$11.1 billion in deposits in this MD representing roughly 72 percent of its deposits in the Boston-Cambridge-Quincy MMA and 22 percent of its total deposits. The local banking environment is highly competitive with 80 FDIC-insured institutions operating 634 branches. As of June 30, 2013, SBNA ranked fourth in deposit market share with 6.3 percent. State Street Bank and Trust, a custodian bank providing securities services to institutional investors, ranked first with 34 percent, followed by Bank of America and RBS Citizens with 23 percent and 11 percent, respectively. SBNA ranks fourth in number of branches, operating 80 branches in this area. In addition to FDIC-insured institutions, this area is served by a number of credit unions, mortgage lenders and brokers, and money service businesses.

The area's major industries include healthcare, education and financial services. Some of the largest employers in the area include Brigham and Women's Hospital, Massachusetts General

Hospital, Beth Israel Deaconess Medical Center, Boston University, Fidelity Investments, John Hancock Financial Services, and Tufts/New England Medical Center.

With a high concentration of health care facilities and institutions of higher learning, as well as a growing biotech and high technology business sector, the greater Boston area has a highly skilled and well-educated labor force. However, the cost of living in greater Boston is higher than the Commonwealth of Massachusetts and the country as a whole. The high cost of living has a significant impact on borrowing ability and, in many communities, persons earning the median income cannot afford a median priced home.

Based on the median home sales price and median family income, homeownership opportunities are limited for LMI individuals. Accumulating sufficient funds for down payment on a median priced home is a barrier for LMI homebuyers. Another barrier to homeownership for low- and moderate-income individuals is investor and cash buyers that compete for available housing stock for investment purposes.

There are numerous opportunities in the area to participate in CD activities. The area is served by numerous well-established CD entities, including CD corporations (CDCs), community development financial institutions (CDFIs), nonprofit entities, and governmental and quasi-governmental organizations focused on areas such as affordable housing, economic development, asset development and financial education, community services, and youth programs. All of these entities are open to partnership opportunities with area financial institutions.

During the evaluation period, OCC staff met with a couple of representatives of community-based organizations focused on such areas as affordable housing, community and social services, and economic development. Among the credit and CD needs identified by these organizations are affordable housing, assistance in meeting basic living needs, foreclosure prevention assistance, fuel assistance, program and administrative support for smaller nonprofit organizations, and loans to small businesses for working capital and business expansion. SBNA was identified as a primary contributor for CD involvement in the AA.

## New York-White Plains-Wayne MD

Demographic Information for Full-Scope Area: New York-White Plains-Wayne MD						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	2,920	11.37	23.46	28.46	34.25	2.47
Population by Geography	11,576,251	12.88	25.24	25.91	35.76	0.21
Owner-Occupied Housing by Geography	1,718,343	2.47	12.25	27.31	57.97	0.00
Businesses by Geography	1,032,939	7.34	17.18	22.46	50.73	2.30
Farms by Geography	7,656	2.76	9.12	19.20	68.31	0.61
Family Distribution by Income Level	2,675,727	25.67	15.46	16.27	42.61	0.00
Distribution of Low- and Moderate-Income Families throughout AA Geographies	1,100,425	22.97	35.73	25.08	16.22	0.01
Median Family Income	=\$64,171	Median Housing Value		\$	=\$448,000	
FFIEC Adjusted Median Family Income for 2013	=\$66,000	Unemployment Rate			=4.15%	
Households Below the Poverty Level	= 16%					

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

Source: 2010 US Census, 2013 FFIEC updated MFI, FFIEC estimated MSA/MD MFI for 2013 CRA/HMDA reports, and National Association of Home Builders – First quarter 2014.

The New York-White Plains-Wayne MD consists of the counties of Bergen, Hudson, and Passaic in New Jersey, and the counties of Bronx, Kings, New York, Putnam, Queens, Richmond, Rockland, and Westchester in New York. This MD includes the principal city of New York, NY, followed by White Plains, NY. The 2010 Census Data shows median family income for this AA is \$64,171 with approximately 16 percent of households living below the poverty level. The estimated 2013 FFIEC adjusted median family income for this AA is \$66,000.

Competition for deposits is very strong in this MD, with 161 competing financial institutions in the AA. According to the June 30, 2013 FDIC Summary of Deposit Market Share Report, SBNA has \$8.6 billion in deposits in this MD representing 52 percent of its deposits in the New York-Northern New Jersey-Long Island MMA and 17 percent of its total deposits. The county in the MD with the highest level of SBNA deposits is Kings County at roughly \$3.9 billion. SBNA ranked 14th in deposit market share at one percent. The top three banks by deposit market share are JPMorgan Chase at 41 percent, followed by BNY Mellon and Bank of America, at 10 percent and 7 percent, respectively. SBNA has 82 branches in the MD.

The New York City economy is the largest regional economy in the United States. The city continues to be a financial frontrunner of the world and a primary location for global financial services companies. Other important sectors include media, entertainment, telecommunications, tourism, publishing, and garment production. Some of the city's largest

employers are the New York Presbyterian Healthcare System, Citigroup, JPMorgan Chase, Verizon, and Federated Department Stores.

The high cost of living in the MD has a significant impact on borrowing ability and, in many communities, persons earning the median income cannot afford a median priced home. Based on the median home sales price and median family income, homeownership opportunities are limited for LMI individuals. Accumulating sufficient funds for down payment on a median priced home is a barrier for LMI homebuyers. Another barrier to homeownership for low- and moderate-income individuals is investor and cash buyers that compete for available housing stock for investment purposes.

The opportunities for CD participation in the MD are broad. There are numerous CD and governmental organizations representing affordable housing, economic development, and services to LMI families.

During the evaluation period, OCC staff met with one representative from a community organization focused on local housing, economy, job development, and community revitalization. The contact indicated that the primary part of the MD in which they serve, (Queens County), is not in good economic condition. The foremost credit and financial needs of the community are largely for small business loans, financial education services, foreclosure prevention, and first-time homebuyer counseling, and low rate loans to the LMI community. There are plenty of opportunities for financial institutions to provide their knowledge and expertise to local organizations and support community development. There is a strong need for loans to small businesses, financial counseling, and fundraising support to help revitalize the local community. The contact indicated that banks are not doing enough and bank participation in local lending and financial counseling is in high demand.

## State of Pennsylvania Reading MSA

Demographic Information for Full-Scope Area: Reading MSA						
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #	NA* % of #
Geographies (Census Tracts/BNAs)	90	20.00	10.00	51.11	18.89	0
Population by Geography	411,442	14.95	6.51	53.63	24.92	0
Owner-Occupied Housing by Geography	112,068	7.11	5.12	60.26	27.51	0
Businesses by Geography	33,088	10.93	7.31	54.54	27.22	0
Farms by Geography	1,349	1.11	5.49	68.64	24.76	0
Family Distribution by Income Level	106,995	20.50	17.37	23.18	38.95	0
Distribution of Low- and Moderate-Income Families throughout AA Geographies	40,516	26.91	9.59	49.13	14.37	0
Median Family Income FFIEC Adjusted Median Family Income for 2013 Households Below the Poverty Level	= \$63,724  = \$66,400 = 11%	Median Housing Value Unemployment Rate				= \$146,000 = 4.05%

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

Source: 2010 US Census, 2013 FFIEC updated MFI, FFIEC estimated MSA/MD MFI for 2013 CRA/HMDA reports, and National Association of Home Builders – First quarter 2014.

The Reading MSA consists of Berks County and includes the principal city of Reading, which serves as the county seat of Berks County. The AA is one of several MSAs located in the state. The 2010 Census Data shows median family income for this AA is \$63,724 with approximately 11 percent of households living below the poverty level. The estimated 2013 FFIEC adjusted median family income for this AA is \$66,400.

Competition for both loans and deposits is strong in the Reading MSA, especially from larger multistate financial institutions. According to the June 30, 2013 FDIC Summary of Deposit Market Share Report, SBNA has \$2.2 billion in deposits in the MSA representing 42 percent of its deposits in the state of Pennsylvania and four percent of its total bank deposits. In the Reading MSA, SBNA ranked first in deposits with market share with 23 percent. Wells Fargo Bank ranked second with 16 percent, followed by National Penn Bank and Customers Bank with 14 percent and 13 percent, respectively. SBNA has 12 branches in the AA.

The primary industries in the AA are state and local government, medical and surgical hospitals, full-service restaurants, and manufacturing. Some of the major employers in the AA include Reading Health System, East Penn Manufacturing Company Inc., Berks County Government, Carpenter Technology Corporation, and the Reading School District.

During the evaluation period, OCC staff met with representatives of a couple community-based organizations focused on such areas as affordable housing, community and social services, and economic development. The primary credit and CD needs identified by these

organizations are mortgage loans, small-dollar home improvement loans, and financial services counseling. Community contacts noted that there are plenty of opportunities for local financial institutions to provide their financial knowledge and expertise to local organizations and support community development. There is opportunity to provide mortgages for affordable housing with attractive rates in low-and moderate-income geographies, and to provide funding for home improvement microloans.

## Appendix D: Tables of Performance

### Content of Standardized Tables

A separate set of tables is provided for each primary rating area, state, or MMA. 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 6; and (3) Partially geocoded loans are included in the Total Loans and % Bank Loans Column in Core Tables 8 through 11. Deposit data are compiled by the FDIC and are available as of June 30th of each year. Tables without data are not included in this PE.

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

- Table 1. Lending Volume** - Presents the number and dollar amount of reportable loans originated and purchased by the bank over the evaluation period by MA/AA. Community development loans to statewide or regional entities or made outside the bank’s assessment area may receive positive CRA consideration. See Interagency Q&As \_\_.12 (i) - 5 and - 6 for guidance on when a bank may receive positive CRA consideration for such loans. Refer to the CRA section of the Compliance Policy intranet page for guidance on table placement.
- 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** - See Table 2. Select AAs.
- 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 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 Purchase Loans** – See Table 8.
- Table 10. Borrower Distribution of Home Mortgage 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 \$1million) originated and purchased by the bank to businesses with revenues of \$1million or less to the percentage distribution of businesses with revenues of \$1million 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 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 qualified grants.
- Table 15. Distribution of Branch and ATM Delivery System** -Compares the percentage distribution of the number of the bank's branches and ATMs in low-, moderate-, middle-, and upper-income geographies to the percentage of the population in each geography in each MA/AA.
- Table 15A. 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.

## Tables of Performance Data

### Table 1. Lending Volume

LENDING VOLUME		Geography: BOSTON MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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)	
<b>Full Review:</b>												
Boston MD	42.13	5,441	1,512,373	1,054	133,393	0	0	9	4,314	6,504	1,650,080	71.77
<b>Limited Review:</b>												
Cambridge MD	38.65	5,279	1,580,479	681	86,586	0	0	7	42,873	5,967	1,709,938	16.00
Peabody MD	15.29	2,017	526,677	331	42,271	0	0	13	24,298	2,361	593,246	9.78
Rockingham MD	3.93	500	105,909	106	10,478	0	0	1	638	607	117,025	2.44

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: BOSTON MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Boston MD	1,257	45.69	3.81	5.33	12.49	16.87	46.39	39.46	37.31	38.35	2.40	2.84	3.21	2.12	2.42
<b>Limited Review:</b>															
Cambridge MD	880	31.99	1.75	2.84	15.65	19.09	49.92	44.55	32.68	33.52	1.92	2.70	2.21	1.78	1.94
Peabody MD	516	18.76	3.78	3.29	14.28	17.05	41.46	35.08	40.47	44.57	2.05	0.53	1.85	2.10	2.28
Rockingham MD	98	3.56	0.55	3.06	11.02	6.12	64.48	59.18	23.95	31.63	0.93	4.17	0.43	0.88	1.11

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: BOSTON MMA					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Boston MD	89	45.41	3.81	3.37	12.49	13.48	46.39	47.19	37.31	35.96	1.16	2.65	1.17	1.30	0.96	
<b>Limited Review:</b>																
Cambridge MD	54	27.55	1.75	0.00	15.65	25.93	49.92	46.30	32.68	27.78	0.81	0.00	1.89	0.75	0.53	
Peabody MD	44	22.45	3.78	0.00	14.28	18.18	41.46	31.82	40.47	50.00	1.35	0.00	2.80	1.41	1.11	
Rockingham MD	9	4.59	0.55	0.00	11.02	11.11	64.48	55.56	23.95	33.33	0.69	0.00	2.33	0.79	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE												Geography: BOSTON-MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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					
<b>Full Review:</b>																				
Boston MD	4,087	39.79	3.81	3.18	12.49	8.03	46.39	37.56	37.31	51.24	3.05	3.15	2.71	2.76	3.33					
<b>Limited Review:</b>																				
Cambridge MD	4,339	42.24	1.75	1.20	15.65	9.82	49.92	44.30	32.68	44.69	3.30	2.30	2.72	3.15	3.65					
Peabody MD	1,454	14.15	3.78	1.99	14.28	8.32	41.46	34.59	40.47	55.09	2.69	2.17	2.43	2.39	2.97					
Rockingham MD	392	3.82	0.55	1.02	11.02	7.40	64.48	53.83	23.95	37.76	1.72	5.88	1.37	1.42	2.41					

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: BOSTON MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Boston MD	7	41.18	17.49	28.57	19.86	28.57	33.62	42.86	29.03	0.00	0.70	0.00	1.63	0.76	0.00
<b>Limited Review:</b>															
Cambridge MD	6	35.29	10.23	16.67	28.94	50.00	43.39	33.33	17.45	0.00	1.05	5.00	0.00	1.74	0.00
Peabody MD	3	17.65	22.76	100.00	23.02	0.00	35.58	0.00	18.64	0.00	0.00	0.00	0.00	0.00	0.00
Rockingham MD	1	5.88	3.77	0.00	23.90	100.00	62.29	0.00	10.04	0.00	3.45	0.00	20.00	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: BOSTON-MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Boston MD	1,047	48.38	7.23	8.60	11.32	12.51	35.55	37.06	45.42	41.83	1.47	1.88	1.66	1.30	1.58
<b>Limited Review:</b>															
Cambridge MD	681	31.47	3.86	4.85	17.15	23.05	46.10	44.05	32.90	28.05	1.05	1.56	1.53	1.07	0.80
Peabody MD	331	15.30	9.20	17.82	14.09	16.31	36.92	36.56	39.79	29.31	1.40	2.39	2.10	1.48	0.94
Rockingham MD	105	4.85	0.81	0.95	10.35	9.52	67.65	69.52	20.85	20.00	0.81	0.00	0.89	0.88	0.76

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: BOSTON-MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Boston MD	1,257	45.69	23.26	12.35	16.19	31.69	20.01	22.49	40.54	33.48	2.62	5.49	3.63	2.08	1.94
<b>Limited Review:</b>															
Cambridge MD	880	31.99	21.50	15.05	17.01	23.42	21.79	23.42	39.71	38.11	2.07	3.05	2.14	1.65	2.04
Peabody MD	516	18.76	22.98	10.24	16.51	23.62	19.47	25.79	41.04	40.35	2.33	1.52	2.25	2.38	2.56
Rockingham MD	98	3.56	16.08	5.32	17.72	27.66	24.19	29.79	42.01	37.23	0.99	0.74	0.97	0.82	1.20

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 5.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: BOSTON-MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Boston MD	89	45.41	23.26	9.09	16.19	31.82	20.01	23.86	40.54	35.23	1.19	1.53	1.90	1.16	0.87
<b>Limited Review:</b>															
Cambridge MD	54	27.55	21.50	17.31	17.01	19.23	21.79	26.92	39.71	36.54	0.81	1.26	0.85	0.94	0.60
Peabody MD	44	22.45	22.98	6.82	16.51	29.55	19.47	31.82	41.04	31.82	1.39	1.82	2.61	1.78	0.64
Rockingham MD	9	4.59	16.08	22.22	17.72	22.22	24.19	11.11	42.01	44.44	0.71	0.00	0.83	0.71	0.81

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.5% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: BOSTON-MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Boston MD	4,088	39.79	23.26	4.67	16.19	16.10	20.01	25.62	40.54	53.61	3.50	3.69	3.78	3.39	3.46	
<b>Limited Review:</b>																
Cambridge MD	4,339	42.24	21.50	4.75	17.01	17.29	21.79	27.26	39.71	50.70	3.73	2.95	3.67	3.52	3.97	
Peabody MD	1,454	14.15	22.98	4.41	16.51	16.61	19.47	23.69	41.04	55.29	3.04	3.24	3.09	2.70	3.19	
Rockingham MD	392	3.82	16.08	7.55	17.72	20.83	24.19	26.04	42.01	45.57	1.96	2.72	2.10	1.86	1.87	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.8% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: BOSTON-MMA			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Boston MD	1,054	48.53	70.73	59.58	79.98	7.97	12.05	1.47	2.33
<b>Limited Review:</b>									
Cambridge MD	681	31.35	71.56	57.86	81.06	7.05	11.89	1.05	1.49
Peabody MD	331	15.24	73.61	58.01	82.18	6.34	11.48	1.40	2.07
Rockingham MD	106	4.88	73.97	62.26	86.79	5.66	7.55	0.81	1.33

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 4.83% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS 2013		Geography: BOSTON-MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31,			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Boston MD	13	5,956	1	1,754	14	7,710	34.75	209	905
<b>Limited Review:</b>									
Cambridge MD	8	7,725	1	1,331	9	9,056	40.81	29	82
Peabody MD	4	4,420	1	770	5	5,190	23.39	21	69
Rockingham MD	3	185	1	49	4	234	1.05	4	24

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System 2013				Geography: BOSTON-MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches				ATMs				Population							
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Boston MD	71.77	80	49.08	12.50	10.00	33.75	43.75	397	71.02	6.80	6.55	58.44	27.96	11.76	17.74	39.90	30.41
<b>Limited Review:</b>																	
Cambridge MD	16.00	46	28.22	8.70	13.04	41.30	36.96	91	16.28	6.59	13.19	51.65	28.57	4.26	22.35	45.62	27.77
Peabody MD	9.78	29	17.79	17.24	13.79	41.38	27.59	56	10.02	12.50	19.64	42.86	25.00	11.15	19.02	36.32	33.52
Rockingham MD	2.44	8	4.91	0.00	12.50	75.00	12.50	15	2.68	0.00	6.67	73.33	20.00	0.58	12.10	64.51	22.81

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

Distribution of Branch Delivery System and Branch Openings/Closings				Geography: BOSTON MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
Assessment Area:	Deposits	Branches				Branch Openings/Closings				Population							
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Boston MD	71.77	80	49.08	12.50	10.00	33.75	43.75	0	4	- 1	0	0	- 3	11.76	17.74	39.90	30.41
<b>Limited Review:</b>																	
Cambridge MD	16.00	46	28.22	8.70	13.04	41.30	36.96	0	4	0	- 1	- 2	- 1	4.26	22.35	45.62	27.77
Peabody MD	9.78	29	17.79	17.24	13.79	41.38	27.59	0	0	0	0	0	0	11.15	19.02	36.32	33.52
Rockingham MD	2.44	8	4.91	0.00	12.50	75.00	12.50	0	0	0	0	0	0	0.58	12.10	64.51	22.81

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW YORK MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	
<b>Full Review:</b>												
New York MD	41.27	2,900	1,706,648	1,428	206,713	0	0	19	32,960	4,347	1,946,321	51.98
<b>Limited Review:</b>												
Edison MD	34.89	2,949	698,134	718	105,920	0	0	8	13,125	3,675	817,179	29.20
Nassau MD	4.83	375	158,029	134	24,281	0	0	0	0	509	182,310	3.08
Newark MD	19.01	1,377	422,162	612	107,153	0	0	14	16,925	2,003	546,240	15.74

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEW YORK MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	1,276	55.41	2.47	3.37	12.25	12.23	27.31	26.57	57.97	57.84	0.92	1.03	1.03	1.00	0.86
<b>Limited Review:</b>															
Edison MD	587	25.49	4.15	5.45	16.48	18.40	49.73	46.85	29.64	29.30	1.01	1.04	1.22	1.12	0.74
Nassau MD	195	8.47	1.02	0.00	14.16	9.23	61.25	47.69	23.57	43.08	0.30	0.00	0.20	0.20	0.61
Newark MD	245	10.64	3.84	3.67	12.64	15.51	30.46	25.71	53.06	55.10	0.61	0.60	0.96	0.50	0.59

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: NEW YORK MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
New York MD	61	28.91	2.47	1.64	12.25	13.11	27.31	26.23	57.97	59.02	0.57	1.37	0.81	0.75	0.45	
<b>Limited Review:</b>																
Edison MD	87	41.23	4.15	10.34	16.48	13.79	49.73	48.28	29.64	27.59	1.66	2.78	1.53	1.60	1.71	
Nassau MD	5	2.37	1.02	0.00	14.16	20.00	61.25	60.00	23.57	20.00	0.12	0.00	0.40	0.06	0.16	
Newark MD	58	27.49	3.84	10.34	12.64	22.41	30.46	24.14	53.06	43.10	1.78	7.55	2.86	1.73	1.39	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEW YORK MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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
<b>Full Review:</b>															
New York MD	1,258	26.75	2.47	1.51	12.25	9.78	27.31	22.10	57.97	66.61	0.57	0.35	0.60	0.69	0.54
<b>Limited Review:</b>															
Edison MD	2,251	47.86	4.15	2.93	16.48	12.13	49.73	52.55	29.64	32.39	1.57	1.26	1.65	1.71	1.38
Nassau MD	161	3.42	1.02	1.24	14.16	9.32	61.25	53.42	23.57	36.02	0.19	0.95	0.21	0.14	0.27
Newark MD	1,033	21.96	3.84	1.45	12.64	11.71	30.46	33.79	53.06	53.05	1.02	1.17	1.84	1.29	0.84

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: NEW YORK MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	290	82.15	17.37	18.97	27.56	37.93	21.25	18.28	33.82	24.83	3.34	8.19	5.07	1.84	1.22
<b>Limited Review:</b>															
Edison MD	16	4.53	10.62	18.75	23.46	25.00	50.33	50.00	15.60	6.25	6.56	3.57	8.11	9.30	0.00
Nassau MD	14	3.97	7.87	14.29	28.60	35.71	51.08	21.43	12.45	28.57	2.06	14.29	0.00	0.00	5.26
Newark MD	33	9.35	28.27	21.21	30.51	48.48	23.34	21.21	17.88	9.09	4.74	4.46	4.27	7.14	2.94

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: NEW YORK MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses* **	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	1,303	47.11	7.34	6.52	17.18	15.35	22.46	30.01	50.73	48.12	0.26	0.23	0.24	0.36	0.21
<b>Limited Review:</b>															
Edison MD	718	25.96	4.71	6.96	15.35	19.36	48.03	45.68	31.90	27.99	0.60	0.87	0.76	0.58	0.55
Nassau MD	134	4.84	1.48	0.75	14.79	14.93	59.05	59.70	24.68	24.63	0.09	0.10	0.11	0.09	0.09
Newark MD	611	22.09	9.70	17.02	16.04	27.00	25.67	26.51	48.31	29.46	0.61	1.59	1.41	0.62	0.35

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW YORK MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	1,277	55.43	25.67	0.56	15.46	9.02	16.27	23.99	42.61	66.43	0.98	0.32	1.15	1.15	0.92
<b>Limited Review:</b>															
Edison MD	587	25.48	20.39	20.11	17.87	25.22	22.04	20.28	39.70	34.39	1.09	1.98	1.24	1.03	0.82
Nassau MD	195	8.46	19.01	3.70	18.46	20.63	23.77	28.57	38.76	47.09	0.32	0.36	0.21	0.32	0.39
Newark MD	245	10.63	22.71	10.83	16.42	26.25	19.12	20.83	41.75	42.08	0.67	1.34	0.85	0.47	0.62

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 2.9% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: NEW YORK MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	61	28.91	25.52	3.39	15.44	8.47	16.20	23.73	42.83	64.41	0.61	0.85	0.28	0.58	0.66
<b>Limited Review:</b>															
Edison MD	87	41.23	20.90	15.12	18.20	33.72	22.31	23.26	38.58	27.91	1.69	1.88	2.18	1.72	1.37
Nassau MD	5	2.37	18.57	0.00	18.38	25.00	23.85	50.00	39.20	25.00	0.12	0.00	0.00	0.27	0.10
Newark MD	58	27.49	22.34	13.21	16.36	35.85	19.24	20.75	42.06	30.19	1.80	3.57	4.39	1.28	1.01

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 4.3% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEW YORK MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
New York MD	1,260	26.78	25.67	1.94	15.46	8.82	16.27	21.68	42.61	67.56	0.63	0.87	1.06	1.01	0.52
<b>Limited Review:</b>															
Edison MD	2,251	47.84	20.39	11.70	17.87	24.13	22.04	25.80	39.70	38.37	1.78	2.67	2.44	1.79	1.45
Nassau MD	161	3.42	19.01	5.06	18.46	16.46	23.77	33.54	38.76	44.94	0.20	0.18	0.13	0.23	0.22
Newark MD	1,033	21.96	22.71	6.84	16.42	19.82	19.12	27.85	41.75	45.49	1.16	1.99	1.88	1.49	0.84

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 2.1% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW YORK MMA			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
New York MD	1,428	49.38	71.32	58.12	81.23	4.83	13.94	0.26	0.41
<b>Limited Review:</b>									
Edison MD	718	24.83	72.36	58.50	75.63	9.75	14.62	0.60	0.89
Nassau MD	134	4.63	75.62	50.75	74.63	5.22	20.15	0.09	0.13
Newark MD	612	21.16	72.14	56.54	73.53	6.70	19.77	0.61	0.96

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.84% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NEW YORK MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
New York MD	10	13,215	1	13,878	11	27,093	51.10	55	351
<b>Limited Review:</b>									
Edison MD	1	371	1	7,616	2	7,987	15.06	14	46
Nassau MD	1	537	1	1,028	2	1,565	2.95	3	18
Newark MD	10	16,131	1	246	11	16,377	30.89	32	296

---

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: NEW YORK MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						ATMs				Population					
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
New York MD	51.98	82	41.21	1.23	12.35	33.33	53.09	198	57.89	2.53	11.62	27.78	58.08	12.88	25.24	25.91	35.76
<b>Limited Review:</b>																	
Edison MD	29.20	67	33.67	10.45	22.39	44.78	22.39	78	22.81	6.41	20.51	52.66	20.51	6.84	18.20	48.14	26.81
Nassau MD	3.08	5	2.51	0.00	0.00	80.00	20.00	0	0.00	0.00	0.00	0.00	0.00	2.32	17.95	58.87	20.71
Newark MD	15.74	45	22.61	4.44	28.89	28.89	37.78	66	19.30	7.58	22.73	28.79	40.91	13.01	21.55	25.49	39.73

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

Distribution of Branch Delivery System and Branch Openings/Closings																	
Geography: NEW YORK MMA																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
New York MD	51.98	81	40.91	1.23	12.35	33.33	53.09	0	2	0	- 2	0	0	12.88	25.24	25.91	35.76
<b>Limited Review:</b>																	
Edison MD	29.20	67	33.84	10.45	22.39	44.78	22.39	1	8	0	0	- 4	- 3	6.84	18.20	48.14	26.81
Nassau MD	3.08	5	2.53	0.00	0.00	80.00	20.00	0	0	0	0	0	0	2.32	17.95	58.87	20.71
Newark MD	15.74	45	22.73	4.44	28.89	28.89	37.78	0	6	- 2	- 2	- 1	- 1	13.01	21.55	25.49	39.73

Table 1. Lending Volume

LENDING VOLUME		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Reading MSA	23.40	1,230	173,053	123	18,894	0	0	5	7,602	1,358	199,549	37.55
<b>Limited Review:</b>												
Allentown MSA	10.36	479	72,232	121	20,597	0	0	1	200	601	93,029	10.06
Harrisburg MSA	13.80	722	116,887	78	13,426	0	0	1	1,800	801	132,113	8.74
Lancaster MSA	12.92	654	102,236	94	18,127	0	0	2	1,657	750	122,020	6.05
Lebanon MSA	3.76	200	30,024	18	1,767	0	0	0	0	218	31,791	1.35
State College MSA	2.03	97	17,726	15	3,490	0	0	6	287	118	21,503	12.06
Williamsport MSA	8.60	449	52,723	50	6,470	0	0	0	0	499	59,193	3.88
York MSA	11.43	605	81,189	58	9,163	0	0	0	0	663	90,352	10.27
Non-MSA	13.70	639	71,515	156	16,927	0	0	0	0	795	88,442	10.04

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of April 24, 2014. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	309	26.92	7.11	14.56	5.12	15.53	60.26	44.01	27.51	25.89	3.61	12.67	12.45	2.65	2.78
<b>Limited Review:</b>															
Allentown MSA	69	6.01	3.86	5.80	12.55	13.04	44.68	43.48	38.91	37.68	0.26	0.64	0.45	0.23	0.20
Harrisburg MSA	159	13.85	2.23	0.00	15.17	14.47	54.84	47.17	27.76	38.36	1.19	0.00	1.38	0.99	1.46
Lancaster MSA	125	10.89	1.85	1.60	6.49	5.60	77.96	70.40	13.70	22.40	1.09	1.52	0.92	1.00	1.61
Lebanon MSA	34	2.96	0.00	0.00	7.60	5.88	66.12	52.94	26.28	41.18	0.92	0.00	1.89	0.60	1.33
State College MSA	17	1.48	0.05	0.00	12.86	0.00	59.40	70.59	27.69	29.41	0.55	0.00	0.00	0.66	0.55
Williamsport MSA	186	16.20	1.28	1.61	3.26	4.84	87.42	85.48	8.04	8.06	9.57	9.09	11.86	9.20	13.33
York MSA	129	11.24	2.71	0.78	6.40	2.33	69.57	75.19	21.33	21.71	1.32	0.00	0.34	1.34	1.58
Non-MSA	120	10.45	0.00	0.00	8.29	7.50	61.55	79.17	30.17	13.33	1.00	0.00	0.99	1.27	0.56

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	15	10.00	7.11	0.00	5.12	6.67	60.26	73.33	27.51	20.00	0.95	0.00	2.13	1.23	0.00
<b>Limited Review:</b>															
Allentown MSA	35	23.33	3.86	5.71	12.55	5.71	44.68	65.71	38.91	22.86	1.90	3.92	0.00	2.47	1.32
Harrisburg MSA	21	14.00	2.23	0.00	15.17	9.52	54.84	76.19	27.76	14.29	0.79	0.00	0.41	1.03	0.57
Lancaster MSA	18	12.00	1.85	0.00	6.49	16.67	77.96	77.78	13.70	5.56	1.38	0.00	1.61	1.56	0.00
Lebanon MSA	8	5.33	0.00	0.00	7.60	12.50	66.12	50.00	26.28	37.50	1.61	0.00	0.00	0.99	2.97
State College MSA	3	2.00	0.05	0.00	12.86	0.00	59.40	0.00	27.69	100.00	0.55	0.00	0.00	0.00	2.99
Williamsport MSA	15	10.00	1.28	0.00	3.26	0.00	87.42	93.33	8.04	6.67	2.02	0.00	0.00	2.08	2.94
York MSA	14	9.33	2.71	7.14	6.40	7.14	69.57	64.29	21.33	21.43	0.81	0.00	0.00	1.15	0.00
Non-MSA	21	14.00	0.00	0.00	8.29	9.52	61.55	80.95	30.17	9.52	0.89	0.00	0.00	1.52	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Mortgage Refinance Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies							
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Reading MSA	896	24.11	7.11	1.23	5.12	2.79	60.26	57.59	27.51	38.39	5.58	4.39	6.03	5.38	5.90	
<b>Limited Review:</b>																
Allentown MSA	364	9.80	3.86	0.82	12.55	15.38	44.68	38.19	38.91	45.60	0.99	0.00	1.40	1.00	0.95	
Harrisburg MSA	535	14.40	2.23	0.56	15.17	9.72	54.84	48.22	27.76	41.50	1.75	2.29	1.36	1.53	2.14	
Lancaster MSA	505	13.59	1.85	0.79	6.49	4.16	77.96	81.19	13.70	13.86	2.53	1.82	2.47	2.68	1.96	
Lebanon MSA	158	4.25	0.00	0.00	7.60	5.70	66.12	51.90	26.28	42.41	2.76	0.00	3.47	2.50	3.14	
State College MSA	75	2.02	0.05	0.00	12.86	5.33	59.40	58.67	27.69	36.00	0.97	0.00	0.65	1.08	0.90	
Williamsport MSA	244	6.57	1.28	0.00	3.26	0.82	87.42	85.25	8.04	13.93	7.01	0.00	2.38	6.87	9.72	
York MSA	455	12.24	2.71	0.66	6.40	3.30	69.57	73.41	21.33	22.64	2.13	0.87	2.09	2.24	1.91	
Non-MSA	484	13.02	0.00	0.00	8.29	2.48	61.55	73.76	30.17	23.76	2.13	0.00	1.13	2.94	1.24	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	123	17.28	10.93	5.69	7.31	16.26	54.54	67.48	27.22	10.57	0.92	0.49	3.29	0.91	0.53
<b>Limited Review:</b>															
Allentown MSA	121	16.99	6.91	1.65	16.20	28.10	40.09	46.28	36.80	23.97	0.45	0.32	0.59	0.58	0.32
Harrisburg MSA	78	10.96	2.88	1.28	24.72	23.08	46.78	55.13	25.59	20.51	0.43	0.00	0.53	0.50	0.31
Lancaster MSA	94	13.20	5.34	6.38	5.84	1.06	75.63	85.11	13.19	7.45	0.51	0.98	0.00	0.59	0.23
Lebanon MSA	18	2.53	0.00	0.00	6.49	11.11	70.28	61.11	23.23	27.78	0.45	0.00	0.00	0.42	0.74
State College MSA	14	1.97	6.45	7.14	11.38	7.14	50.11	78.57	29.21	7.14	0.49	0.00	0.00	0.71	0.15
Williamsport MSA	50	7.02	3.64	0.00	4.03	0.00	85.15	96.00	7.18	4.00	1.78	0.00	1.61	1.98	1.19
York MSA	58	8.15	7.94	1.72	7.44	0.00	65.37	81.03	19.25	17.24	0.59	0.57	0.00	0.74	0.44
Non-MSA	156	21.91	0.00	0.00	9.73	10.26	58.85	77.56	31.37	12.18	1.02	0.00	1.40	1.37	0.38

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: PENNSYLVANIA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	309	26.92	20.50	34.49	17.37	26.83	23.18	17.07	38.95	21.60	3.65	10.72	3.39	2.23	2.12
<b>Limited Review:</b>															
Allentown MSA	69	6.01	19.36	22.22	17.64	25.40	21.67	23.81	41.34	28.57	0.27	0.56	0.23	0.30	0.15
Harrisburg MSA	159	13.85	19.15	14.65	18.42	24.20	23.05	24.20	39.39	36.94	1.34	1.73	1.13	0.97	1.66
Lancaster MSA	125	10.89	17.38	12.30	19.06	20.49	24.77	22.95	38.79	44.26	1.19	0.90	0.81	1.04	1.90
Lebanon MSA	34	2.96	17.00	17.65	18.58	17.65	24.94	17.65	39.48	47.06	0.99	1.66	0.91	0.77	1.00
State College MSA	17	1.48	18.29	6.25	19.03	25.00	22.77	12.50	39.91	56.25	0.61	0.00	1.32	0.00	0.76
Williamsport MSA	186	16.20	18.83	5.91	18.93	22.04	23.21	33.87	39.03	38.17	10.61	15.63	12.34	13.51	7.59
York MSA	129	11.24	17.58	20.31	18.89	34.38	24.52	21.09	39.01	24.22	1.53	2.73	1.82	1.00	1.24
Non-MSA	120	10.45	15.94	4.20	18.18	28.57	22.88	26.89	43.00	40.34	1.12	0.93	1.74	0.91	0.89

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 3.1% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: PENNSYLVANIA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	15	10.00	20.50	0.00	17.37	26.67	23.18	26.67	38.95	46.67	0.97	000	1.46	1.12	0.90
<b>Limited Review:</b>															
Allentown MSA	35	23.33	19.36	26.47	17.64	26.47	21.67	17.65	41.34	29.41	1.96	5.00	2.47	1.03	1.36
Harrisburg MSA	21	14.00	19.15	19.05	18.42	28.57	23.05	23.81	39.39	28.57	0.81	0.61	1.50	0.27	0.83
Lancaster MSA	18	12.00	17.38	16.67	19.06	27.78	24.77	11.11	38.79	44.44	1.43	2.35	1.42	0.39	2.08
Lebanon MSA	8	5.33	17.00	0.00	18.58	62.50	24.94	0.00	39.48	37.50	1.64	0.00	5.56	0.00	1.61
State College MSA	3	2.00	18.29	0.00	19.03	0.00	22.77	33.33	39.91	66.67	0.56	0.00	0.00	0.94	0.75
Williamsport MSA	15	10.00	18.83	0.00	18.93	26.67	23.21	33.33	39.03	40.00	2.12	0.00	2.47	2.78	1.93
York MSA	14	9.33	17.58	21.43	18.89	50.00	24.52	7.14	39.01	21.43	0.85	1.12	2.15	0.50	0.00
Non-MSA	21	14.00	15.94	14.29	18.18	19.05	22.88	28.57	43.00	38.10	0.91	3.03	1.53	0.61	0.33

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.7% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: PENNSYLVANIA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Reading MSA	896	24.11	20.50	5.61	17.37	18.69	23.18	31.66	38.95	44.04	6.12	5.68	5.69	6.94	5.86
<b>Limited Review:</b>															
Allentown MSA	364	9.80	19.36	10.86	17.64	17.27	21.67	23.40	41.34	48.47	1.15	2.17	1.03	1.02	1.13
Harrisburg MSA	535	14.40	19.15	9.25	18.42	21.51	23.05	23.21	39.39	46.04	2.12	2.29	2.33	1.74	2.23
Lancaster MSA	505	13.59	17.38	8.45	19.06	24.14	24.77	28.17	38.79	39.24	2.94	3.32	3.94	2.84	2.42
Lebanon MSA	158	4.25	17.00	4.49	18.58	26.28	24.94	25.00	39.48	44.23	3.24	2.94	4.55	2.87	2.90
State College MSA	75	2.02	18.29	4.17	19.03	16.67	22.77	30.56	39.91	48.61	1.01	1.42	0.84	0.86	1.09
Williamsport MSA	244	6.57	18.83	5.37	18.93	14.46	23.21	24.38	39.03	55.79	7.88	8.42	6.83	5.61	9.15
York MSA	455	12.24	17.58	10.82	18.89	24.06	24.52	29.14	39.01	35.98	2.70	3.60	3.15	2.86	2.24
Non-MSA	484	13.02	15.94	4.36	18.18	14.73	22.88	30.50	43.00	50.41	2.56	3.18	2.66	2.96	2.31

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.9% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: PENNSYLVANIA		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Reading MSA	123	17.25	70.48	60.98	70.73	10.57	18.70	0.92	1.85
<b>Limited Review:</b>									
Allentown MSA	121	16.97	70.51	52.89	72.73	4.96	22.31	0.45	0.60
Harrisburg MSA	78	10.94	67.42	58.97	64.10	12.82	23.08	0.43	0.92
Lancaster MSA	94	13.18	70.21	60.64	61.70	15.96	22.34	0.51	0.83
Lebanon MSA	18	2.52	71.56	55.56	88.89	0.00	11.11	0.45	0.87
State College MSA	15	2.10	60.32	73.33	73.33	6.67	20.00	0.49	0.73
Williamsport MSA	50	7.01	70.06	64.00	72.00	16.00	12.00	1.78	3.56
York MSA	58	8.13	70.77	67.24	75.86	8.62	15.52	0.59	1.21
Non-MSA	156	21.88	71.11	64.74	79.49	10.26	10.26	1.02	2.11

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.05% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Reading MSA	3	6,878	0	0	3	6,878	25.20	23	110
<b>Limited Review:</b>									
Allentown MSA	2	1,143	1	692	3	1,835	6.72	27	114
Harrisburg MSA	4	6,930	1	692	5	7,622	27.92	9	31
Lancaster MSA	6	10,134	1	692	7	10,826	39.66	22	60
Lebanon MSA	1	71	1	49	2	120	0.44	3	6
State College MSA	1	18	0	0	1	18	0.07	1	3
Williamsport MSA	0	0	0	0	0	0	0.00	0	0
York MSA	0	0	0	0	0	0	0.00	6	21
Non-MSA	0	0	0	0	0	0	0.00	6	29

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						ATMs						Population			
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Reading MSA	37.55	12	11.76	8.33	8.33	58.33	25.00	20	13.51	20.00	10.00	50.00	20.00	14.95	6.51	53.63	24.92
<b>Limited Review:</b>																	
Allentown MSA	10.06	14	13.73	0.00	35.71	64.29	0.00	31	20.95	6.45	19.35	48.39	25.81	8.45	17.30	39.88	34.37
Harrisburg MSA	8.74	16	15.69	0.00	37.50	56.25	6.25	38	25.68	0.00	18.42	65.79	15.79	4.57	19.81	50.67	24.32
Lancaster MSA	6.05	11	10.78	9.09	0.00	81.82	9.09	19	12.84	5.26	5.26	68.42	21.05	4.71	8.28	75.44	11.58
Lebanon MSA	1.35	2	1.96	0.00	0.00	50.00	50.00	3	2.03	0.00	0.00	33.33	66.67	0.00	11.55	65.51	22.94
State College MSA	12.06	3	2.94	33.33	0.00	33.33	33.33	7	4.73	14.29	14.29	42.86	28.57	2.87	13.81	49.37	24.15
Williamsport MSA	3.88	8	7.84	0.00	0.00	87.50	12.50	10	6.76	0.00	0.00	100.00	0.00	3.77	7.18	81.92	7.13
York MSA	10.27	16	15.69	6.25	0.00	62.50	31.25	0	0.00	0.00	0.00	0.00	0.00	6.68	7.48	66.08	19.76
Non-MSA	10.04	20	19.61	0.00	20.00	70.00	10.00	20	13.51	0.00	15.00	55.00	30.00	0.00	9.31	61.02	28.25

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

Distribution of Branch Delivery System and Branch Openings/Closings																	Geography: PENNSYLVANIA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography										
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Reading MSA	37.55	12	11.76	8.33	8.33	58.33	25.00	0	0	0	0	0	0	14.95	6.51	53.63	24.92							
<b>Limited Review:</b>																								
Allentown MSA	10.06	14	13.73	0.00	35.71	64.29	0.00	0	0	0	0	0	0	8.45	17.30	39.88	34.37							
Harrisburg MSA	8.74	16	15.69	0.00	37.50	56.25	6.25	0	0	0	0	0	0	4.57	19.81	50.67	24.32							
Lancaster MSA	6.05	11	10.78	9.09	0.00	81.82	9.09	0	2	0	0	- 2	0	4.71	8.28	75.44	11.58							
Lebanon MSA	1.35	2	1.96	0.00	0.00	50.00	50.00	0	0	0	0	0	0	0.00	11.55	65.51	22.94							
State College MSA	10.04	20	19.61	0.00	20.00	70.00	10.00	0	4	0	- 1	- 3	0	0.00	9.31	61.02	28.25							
Williamsport MSA	12.06	3	2.94	33.33	0.00	33.33	33.33	0	0	0	0	0	0	2.87	13.81	49.37	24.15							
York MSA	3.88	8	7.84	0.00	0.00	87.50	12.50	0	0	0	0	0	0	3.77	7.18	81.92	7.13							
Non-MSA	10.27	16	15.69	6.25	0.00	62.50	31.25	0	2	0	0	- 2	0	6.68	7.48	66.08	19.76							

Table 1. Lending Volume

LENDING VOLUME		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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)	
<b>Full Review:</b>												
Philadelphia MD	86.99	4,339	1,215,507	753	109,901	0	0	18	35,209	5,110	1,360,617	93.63
<b>Limited Review:</b>												
Camden MD	9.24	386	145,521	157	36,862	0	0	0	0	543	182,383	6.27
Wilmington MD	3.76	209	85,104	12	1,614	0	0	0	0	221	86,718	0.09

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of December 31, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	921	87.71	10.51	7.71	15.70	14.66	30.68	26.28	43.11	51.36	0.96	1.22	1.18	0.80	0.98
<b>Limited Review:</b>															
Camden MD	91	8.67	2.50	0.00	14.42	6.59	51.18	47.25	31.91	46.15	0.28	0.00	0.10	0.23	0.42
Wilmington MD	38	3.62	2.68	2.63	22.55	15.79	36.35	26.32	38.42	55.26	0.21	0.00	0.12	0.20	0.28

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: PHILADELPHIA MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Philadelphia MD	119	89.47	10.51	6.72	15.70	17.65	30.68	21.01	43.11	54.62	0.82	0.17	1.09	0.60	1.05	
<b>Limited Review:</b>																
Camden MD	10	7.52	2.50	0.00	14.42	20.00	51.18	40.00	31.91	40.00	0.18	0.00	0.00	0.17	0.27	
Wilmington MD	4	3.01	2.68	0.00	22.55	25.00	36.35	0.00	38.42	75.00	0.61	0.00	0.75	0.00	1.12	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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
<b>Full Review:</b>															
Philadelphia MD	3,199	87.93	10.51	3.22	15.70	8.91	30.68	27.07	43.11	60.80	1.64	1.28	1.55	1.47	1.75
<b>Limited Review:</b>															
Camden MD	277	7.61	2.50	0.36	14.42	6.86	51.18	43.68	31.91	49.10	0.43	0.60	0.27	0.37	0.53
Wilmington MD	162	4.45	2.68	1.85	22.55	16.67	36.35	40.12	38.42	41.36	0.51	0.00	0.60	0.66	0.40

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 5. Geographic Distribution of Multifamily Loans

Geographic Distribution: MULTIFAMILY		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
Assessment Area:	Total Multifamily Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	% MF Units***	% BANK Loans****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	72	85.71	11.64	12.50	19.41	18.06	33.96	34.72	35.00	34.72	7.16	4.49	7.45	8.02	7.56
<b>Limited Review:</b>															
Camden MD	7	8.33	6.02	0.00	31.61	42.86	45.07	42.86	17.30	14.29	4.92	0.00	5.88	2.94	11.11
Wilmington MD	5	5.95	6.72	20.00	35.80	20.00	39.12	40.00	18.36	20.00	6.45	33.33	11.11	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Multi-family loans originated and purchased in the MA/AA as a percentage of all multi-family loans originated and purchased in the rated area.

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

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

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total**	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	% of Businesses***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	742	81.45	9.35	8.89	13.20	16.44	28.57	27.63	48.33	47.04	0.49	0.52	0.76	0.51	0.44
<b>Limited Review:</b>															
Camden MD	157	17.23	2.87	5.10	14.24	14.65	47.20	52.23	35.68	28.03	0.39	1.87	0.36	0.47	0.31
Wilmington MD	12	1.32	3.97	16.67	20.19	16.67	34.29	58.33	41.53	8.33	0.09	0.77	0.11	0.07	0.05

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	922	87.73	23.44	13.45	16.43	22.03	18.80	18.08	41.33	46.44	1.04	1.47	1.08	0.80	1.06
<b>Limited Review:</b>															
Camden MD	91	8.66	19.91	14.77	17.96	27.27	23.10	15.91	39.02	42.05	0.33	0.18	0.32	0.25	0.48
Wilmington MD	38	3.62	20.76	21.62	17.89	27.03	20.92	18.92	40.44	32.43	0.26	0.51	0.31	0.12	0.17

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 3.9% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: PHILADELPHIA MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Philadelphia MD	119	89.47	23.44	16.24	16.43	19.66	18.80	26.50	41.33	37.61	0.84	1.03	0.76	0.83	0.80
<b>Limited Review:</b>															
Camden MD	10	7.52	19.91	55.56	17.96	11.11	23.10	11.11	39.02	22.22	0.19	0.93	0.20	0.00	0.13
Wilmington MD	4	3.01	20.76	25.00	17.89	25.00	20.92	0.00	40.44	50.00	0.64	1.16	0.59	0.00	0.92

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: PHILADELPHIA MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Philadelphia MD	3,199	87.93	23.44	7.31	16.43	16.34	18.80	22.54	41.33	53.81	1.88	2.14	1.94	1.82	1.86	
<b>Limited Review:</b>																
Camden MD	277	7.61	19.91	8.49	17.96	19.19	23.10	25.83	39.02	46.49	0.53	0.59	0.49	0.46	0.57	
Wilmington MD	162	4.45	20.76	10.56	17.89	21.74	20.92	35.40	40.44	32.30	0.66	0.61	0.67	1.05	0.42	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.6% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: PHILADELPHIA MMA		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Philadelphia MD	753	81.67	69.50	59.23	73.84	9.43	16.73	0.49	0.70
<b>Limited Review:</b>									
Camden MD	157	17.03	70.96	42.68	59.87	10.83	29.30	0.39	0.48
Wilmington MD	12	1.30	71.28	41.67	75.00	0.00	25.00	0.09	0.14

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 4.01% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: PHILADELPHIA MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Philadelphia MD	14	21,888	1	7,195	15	29,083	86.19	105	482
<b>Limited Review:</b>									
Camden MD	3	1,036	1	3,558	4	4,594	13.62	14	39
Wilmington MD	3	65	0	0	3	65	0.19	11	56

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: PHILADELPHIA MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						ATMs				Population					
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Philadelphia MD	93.63	29	78.38	6.56	16.39	29.51	47.54	158	100.00	5.70	18.99	31.01	44.30	16.29	17.66	28.84	36.80
<b>Limited Review:</b>																	
Camden MD	6.27	7	18.92	0.00	57.14	28.57	14.29	0	0.00	0.00	0.00	0.00	0.00	5.18	17.13	48.03	29.41
Wilmington MD	0.09	1	2.70	0.00	0.00	0.00	100.00	0	0.00	0.00	0.00	0.00	0.00	5.79	25.96	34.92	33.33

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

Distribution of Branch Delivery System and Branch Openings/Closings																	
Geography: PHILADELPHIA MMA																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Philadelphia MD	93.63	29	78.38	17.24	13.79	41.38	27.59	0	6	- 1	- 1	- 3	- 1	16.29	17.66	28.84	36.80
<b>Limited Review:</b>																	
Camden MD	6.27	7	18.92	0.00	57.14	28.57	14.29	0	2	0	- 1	- 1	0	5.18	17.13	48.03	29.41
Wilmington MD	0.09	1	2.70	0.00	0.00	0.00	100.00	1	0	1	0	0	0	5.79	25.96	34.92	33.33

Table 1. Lending Volume

LENDING VOLUME		Geography: PROVIDENCE MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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)	
<b>Full Review:</b>												
Providence MSA	100.00	4,040	798,459	712	80,697	0	0	5	2,944	4,757	882,100	100.00

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: PROVIDENCE MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence MSA	838	100.00	3.99	3.70	12.94	12.65	44.73	41.65	38.34	42.00	2.34	1.88	2.87	2.21	2.34

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: PROVIDENCE MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Providence MSA	99	100.00	3.99	8.08	12.94	17.17	44.73	36.36	38.34	38.38	1.81	3.06	1.99	1.23	2.28	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: PROVIDENCE MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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
<b>Full Review:</b>															
Providence MSA	3,080	100.00	3.99	2.34	12.94	9.61	44.73	39.16	38.34	48.90	3.84	2.92	4.20	3.57	4.05

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: PROVIDENCE MMA				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013								
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total* *	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses* **	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence MSA	711	100.00	8.63	11.81	17.36	18.28	39.20	41.49	34.73	28.41	1.40	2.17	1.47	1.57	1.12

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: PROVIDENCE MMA								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence MSA	838	100.00	22.56	8.67	16.87	25.65	20.08	21.56	40.49	44.11	2.62	2.46	2.67	2.16	2.97

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 3.7% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: PROVIDENCE MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence MSA	99	100.00	22.56	13.83	16.87	27.66	20.08	26.60	40.49	31.91	1.72	2.48	2.08	2.03	1.13

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 5.1% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: PROVIDENCE MMA						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Providence MSA	3,080	100.00	22.56	6.22	16.87	18.18	20.08	27.20	40.49	48.41	4.50	4.24	4.85	4.74	4.29

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.3% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: PROVIDENCE MMA		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Providence MSA	712	100.00	71.62	63.06	80.62	8.29	11.10	1.40	2.58

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 5.48% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: PROVIDENCE MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Providence MSA	15	30,547	1	246	16	30,793	100.00	35	92

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: PROVIDENCE MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches				ATMs				Population							
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Providence MSA	100.00	55	100.00	14.55	20.00	38.18	27.27	142	100.00	11.27	19.01	48.59	21.13	10.40	19.24	38.80	31.56

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

Distribution of Branch Delivery System and Branch Openings/Closings																Geography: PROVIDENCE MMA				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography									
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp						
<b>Full Review:</b>																							
Providence MSA	100.00	55	100.00	14.55	20.00	38.18	27.27	0	0	0	0	0	0	10.40	19.24	38.80	31.56						

Table 1. Lending Volume

LENDING VOLUME		Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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)	
<b>Full Review:</b>												
Worcester MSA	47.89	1,600	329,336	270	40,274	0	0	2	4,353	1,872	373,963	56.38
<b>Limited Review:</b>												
Barnstable MSA	26.89	977	240,609	74	6,696	0	0	0	0	1,051	247,305	19.17
Springfield MSA	8.39	291	48,043	37	8,837	0	0	0	0	328	56,880	5.45
Non-MSA	16.83	605	218,467	53	8,649	0	0	0	0	658	227,116	19.01

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	298	45.57	2.48	3.02	13.96	11.07	50.64	48.99	32.92	36.91	1.47	1.59	1.25	1.39	1.63
<b>Limited Review:</b>															
Barnstable Town MSA	202	30.89	0.31	0.99	10.20	8.42	77.20	77.72	12.29	12.87	1.93	0.00	0.32	2.05	3.05
Springfield MSA	76	11.62	2.85	3.95	16.13	19.74	44.11	43.42	36.91	32.89	0.67	1.20	0.80	0.59	0.66
Non-MSA	78	11.93	0.00	0.00	0.00	0.00	90.44	96.15	9.56	3.85	6.08	0.00	0.00	7.06	1.98

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	24	29.27	2.48	0.00	13.96	4.17	50.64	66.67	32.92	29.17	0.80	0.00	0.47	1.20	0.37
<b>Limited Review:</b>															
Barnstable Town MSA	10	12.20	0.31	0.00	10.20	0.00	77.20	80.00	12.29	20.00	0.51	0.00	0.00	0.47	0.97
Springfield MSA	6	7.32	2.85	0.00	16.13	33.33	44.11	50.00	36.91	16.67	0.20	0.00	1.26	0.15	0.00
Non-MSA	42	51.22	0.00	0.00	0.00	0.00	90.44	100.00	9.56	0.00	15.79	0.00	0.00	17.50	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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
<b>Full Review:</b>															
Worcester MSA	1,271	46.71	2.48	1.02	13.96	6.92	50.64	38.63	32.92	53.42	2.76	1.56	1.93	2.50	3.15
<b>Limited Review:</b>															
Barnstable Town MSA	758	27.86	0.31	0.53	10.20	10.95	77.20	75.07	12.29	13.46	3.42	10.53	3.58	3.37	3.48
Springfield MSA	207	7.61	2.85	2.90	16.13	10.14	44.11	40.10	36.91	46.86	0.82	0.00	0.81	0.74	0.91
Non-MSA	485	17.82	0.00	0.00	0.00	0.00	90.44	94.02	9.56	5.98	17.12	0.00	0.00	18.30	8.55

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES				Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	270	62.21	8.49	10.74	17.75	18.52	41.92	33.70	31.80	37.04	1.11	1.85	1.25	0.95	1.17
<b>Limited Review:</b>															
Barnstable Town MSA	74	17.05	7.04	10.81	14.11	4.05	66.03	74.32	12.82	10.81	0.60	0.52	0.24	0.73	0.81
Springfield MSA	37	8.53	12.49	32.43	18.49	13.51	37.01	18.92	31.85	35.14	0.23	0.78	0.26	0.15	0.16
Non-MSA	53	12.21	0.00	0.00	0.00	0.00	81.39	84.91	18.61	15.09	2.10	0.00	0.00	2.41	2.23

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MASSACHUSETTS								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	298	45.57	21.23	13.70	17.04	29.45	22.32	19.52	39.41	37.33	1.64	1.50	1.75	1.41	1.79
<b>Limited Review:</b>															
Barnstable Town MSA	202	30.89	18.53	7.04	18.50	18.59	23.54	12.56	39.43	61.81	2.09	1.82	2.22	1.61	2.21
Springfield MSA	76	11.62	23.43	21.05	16.47	30.26	19.58	26.32	40.52	22.37	0.75	1.84	0.75	0.52	0.54
Non-MSA	78	11.93	18.63	0.00	16.42	5.13	25.85	10.26	39.10	84.62	6.77	0.00	7.69	6.90	6.81

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.4% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	24	29.27	21.23	8.33	17.04	37.50	22.32	20.83	39.41	33.33	0.83	0.69	1.54	0.91	0.46
<b>Limited Review:</b>															
Barnstable Town MSA	10	12.20	18.53	20.00	18.50	20.00	23.54	20.00	39.43	40.00	0.53	0.00	0.87	1.37	0.00
Springfield MSA	6	7.32	23.43	16.67	16.47	66.67	19.58	0.00	40.52	16.67	0.21	0.96	0.68	0.00	0.00
Non-MSA	42	51.22	18.63	4.76	16.42	21.43	25.85	14.29	39.10	59.52	17.95	20.00	26.47	19.05	11.54

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.0 % of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MASSACHUSETTS						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Worcester MSA	1,271	46.71	21.23	4.86	17.04	17.54	22.32	26.32	39.41	51.28	3.18	2.53	3.61	3.03	3.19
<b>Limited Review:</b>															
Barnstable Town MSA	758	27.86	18.53	4.12	18.50	13.68	23.54	20.85	39.43	61.35	3.85	2.30	3.98	3.71	3.99
Springfield MSA	207	7.61	23.43	5.37	16.47	19.02	19.58	26.34	40.52	49.27	0.95	0.84	0.82	1.00	0.98
Non-MSA	485	17.82	18.63	2.49	16.42	9.75	25.85	16.80	39.10	70.95	19.77	21.74	27.78	27.73	17.09

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: MASSACHUSETTS		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Worcester MSA	270	62.21	72.17	54.81	71.48	11.11	17.41	1.11	1.76
<b>Limited Review:</b>									
Barnstable Town MSA	74	17.05	74.35	58.11	86.49	8.11	5.41	0.60	1.03
Springfield MSA	37	8.53	71.92	59.46	62.16	2.70	35.14	0.23	0.38
Non-MSA	53	12.21	73.77	75.47	66.04	11.32	22.64	2.10	3.82

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.69% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Worcester MSA	2	1,712	0	0	2	1,712	7.60	22	52
<b>Limited Review:</b>									
Barnstable Town MSA	0	0	0	0	0	0	0.00	5	16
Springfield MSA	3	1,567	1	984	4	2,551	11.32	19	45
Non-MSA	4	3,804	1	14,460	5	18,264	81.08	4	13

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						ATMs						Population			
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Worcester MSA	56.38	26	52.00	11.54	26.92	38.46	23.08	116	58.29	12.93	25.00	46.55	14.66	7.83	18.56	44.69	28.48
<b>Limited Review:</b>																	
Barnstable Town MSA	19.17	12	24.00	8.33	25.00	58.33	8.33	28	14.07	10.71	25.00	64.29	0.00	1.41	11.66	74.54	12.39
Springfield MSA	5.45	4	8.00	75.00	25.00	0.00	0.00	24	12.06	16.67	37.50	29.17	16.67	11.64	20.77	37.15	30.03
Non-MSA	19.01	8	16.00	0.00	0.00	87.50	12.50	31	15.58	0.00	0.00	96.77	3/23	0.00	0.00	93.57	6.43

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

Distribution of Branch Delivery System and Branch Openings/Closings																	Geography: MASSACHUSETTS				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population										
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography										
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp							
<b>Full Review:</b>																								
Worcester MSA	56.38	26	52.00	11.54	26.92	38.46	23.08	0	2	0	0	- 2	0	7.83	18.56	44.69	28.48							
<b>Limited Review:</b>																								
Barnstable Town MSA	19.17	12	24.00	8.33	25.00	58.33	8.33	0	0	0	0	0	0	1.41	11.66	74.54	12.39							
Springfield MSA	5.45	4	8.00	75.00	25.00	0.00	0.00	0	0	0	0	0	0	11.64	20.77	37.15	30.03							
Non-MSA	19.01	8	16.00	0.00	0.00	87.50	12.50	0	0	0	0	0	0	0.00	0.00	93.57	6.43							

Table 1. Lending Volume

LENDING VOLUME		Geography: CONNECTICUT						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Hartford MSA	75.13	1,328	274,830	225	39,462	0	0	6	8,611	1,559	322,903	86.29
<b>Limited Review:</b>												
New Haven MSA	24.19	447	118,892	52	8,596	0	0	3	8,600	502	136,088	11.25
Non-MSA	0.67	9	1,272	5	2,155	0	0	0	0	14	3,427	2.47

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Hartford MSA	317	73.38	3.56	2.21	11.13	10.73	46.70	43.85	38.61	43.22	1.17	0.43	1.36	1.10	1.26	
<b>Limited Review:</b>																
New Haven MSA	113	26.16	3.46	1.77	16.65	9.73	40.50	30.97	39.39	57.52	0.83	0.44	0.38	0.60	1.27	
Non-MSA	2	0.46	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	1.08	0.00	1.08	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: CONNECTICUT					Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Hartford MSA	28	65.12	3.56	7.14	11.13	10.71	46.70	35.71	38.61	46.43	0.60	0.00	0.84	0.19	1.03	
<b>Limited Review:</b>																
New Haven MSA	12	27.91	3.46	0.00	16.65	41.67	40.50	16.67	39.39	41.67	0.58	0.00	1.90	0.00	0.81	
Non-MSA	3	6.98	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.68	0.00	0.68	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: CONNECTICUT								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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
<b>Full Review:</b>															
Hartford MSA	968	75.04	3.56	1.65	11.13	8.57	46.70	44.73	38.61	45.04	1.54	0.83	1.78	1.62	1.45
<b>Limited Review:</b>															
New Haven MSA	315	24.42	3.46	1.27	16.65	6.67	40.50	35.56	39.39	56.51	0.82	1.02	0.46	0.69	0.97
Non-MSA	7	0.54	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.49	0.00	0.49	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: CONNECTICUT								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford MSA	225	79.79	9.23	4.89	11.13	14.67	42.25	50.22	37.01	30.22	0.61	0.71	0.75	0.65	0.56
<b>Limited Review:</b>															
New Haven MSA	52	18.44	8.57	21.15	15.70	11.54	38.53	30.77	37.21	36.54	0.14	0.26	0.17	0.12	0.13
Non-MSA	5	1.77	0.00	0.00	100.00	100.00	0.00	0.00	0.00	0.00	0.06	0.00	0.37	0.04	0.00

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: CONNECTICUT							Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford MSA	317	73.38	21.35	11.86	16.97	28.85	22.11	23.08	39.57	36.22	1.31	1.38	1.13	1.26	1.51
<b>Limited Review:</b>															
New Haven MSA	113	26.16	22.94	6.25	16.70	25.00	19.78	23.21	40.59	45.54	0.96	0.54	0.77	0.91	1.37
Non-MSA	2	0.46	34.02	50.00	24.31	0.00	20.52	0.00	21.15	50.00	1.24	2.08	0.00	0.00	3.45

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.4% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: CONNECTICUT						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford MSA	28	65.12	21.35	11.11	16.97	11.11	22.11	37.04	39.57	40.74	0.58	0.40	0.37	0.49	0.82
<b>Limited Review:</b>															
New Haven MSA	12	27.91	22.94	8.33	16.70	25.00	19.78	16.67	40.59	50.00	0.62	1.27	0.00	0.63	0.79
Non-MSA	3	6.98	34.02	33.33	24.31	33.33	20.52	0.00	21.15	33.34	0.69	2.44	1.27	0.00	0.52

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 2.3% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE		Geography: CONNECTICUT								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Hartford MSA	968	75.04	21.35	9.01	16.97	22.72	22.11	25.86	39.57	42.41	1.80	2.19	1.98	1.66	1.75
<b>Limited Review:</b>															
New Haven MSA	315	24.42	22.94	4.46	16.70	13.06	19.78	28.03	40.59	54.46	0.95	0.51	0.77	0.96	1.07
Non-MSA	7	0.54	34.02	28.57	24.31	42.86	20.52	14.29	21.15	14.29	0.64	0.00	1.05	0.00	1.09

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: CONNECTICUT		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Hartford MSA	225	79.79	72.34	56.00	68.44	8.89	22.67	0.61	0.92
<b>Limited Review:</b>									
New Haven MSA	52	18.44	72.57	61.54	71.15	9.62	19.23	0.14	0.27
Non-MSA	5	1.77	73.28	60.00	60.00	0.00	40.00	0.06	0.11

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.55% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Hartford MSA	5	1,394	1	394	6	1,788	37.03	29	91
<b>Limited Review:</b>									
New Haven MSA	5	1,113	1	443	6	1,556	32.23	11	37
Non-MSA	1	812	1	672	2	1,484	30.74	1	2

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System		Geography: CONNECTICUT							Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013								
MA/Assessment Area:	Deposits	Branches						ATMs				Population					
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Hartford MSA	86.29	25	78.13	0.00	20.00	52.00	28.00	316	90.03	0.63	3.48	89.56	6.33	11.76	13.99	41.64	31.30
<b>Limited Review:</b>																	
New Haven MSA	11.25	6	18.75	16.67	33.33	50.00	0.00	33	9.40	9.09	24.24	51.52	15.15	11.07	21.98	35.57	31.38
Non-MSA	2.47	1	3.13	0.00	0.00	100.00	0.00	2	0.57	0.00	0.00	100.00	0.00	0.00	15.69	56.86	27.45

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

Distribution of Branch Delivery System and Branch Openings/Closings				Geography: CONNECTICUT				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Hartford MSA	86.29	25	78.13	0.00	20.00	52.00	28.00	0	0	0	0	0	0	11.76	13.99	41.64	31.30
<b>Limited Review:</b>																	
New Haven MSA	11.25	6	18.75	16.67	33.33	50.00	0.00	0	2	- 1	- 1	0	0	11.07	21.98	35.57	31.38
Non-MSA	2.47	1	3.13	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	100.00	0.00	0.00

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW HAMPSHIRE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Manchester MSA	80.14	361	73,387	91	11,148	0	0	0	0	452	84,535	79.95
<b>Limited Review:</b>												
Non-MSA	19.86	90	19,747	21	1,679	0	0	1	2,000	112	23,426	20.05

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE			Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Manchester MSA	77	86.52	1.81	2.60	14.24	6.49	55.69	53.25	28.26	37.66	0.63	0.00	0.35	0.59	0.86	
<b>Limited Review:</b>																
Non-MSA	12	13.48	0.00	0.00	4.66	0.00	58.25	66.67	37.09	33.33	0.33	0.00	0.00	0.58	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Manchester MSA	2	33.33	1.81	0.00	14.24	0.00	55.69	50.00	28.26	50.00	0.39	0.00	0.00	0.35	0.63	
<b>Limited Review:</b>																
Non-MSA	4	66.67	0.00	0.00	4.66	25.00	58.25	0.00	37.09	75.00	0.35	0.00	0.00	0.00	0.81	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: NEW HAMPSHIRE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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
<b>Full Review:</b>															
Manchester MSA	278	79.20	1.81	1.08	14.24	10.07	55.69	45.32	28.26	43.53	1.20	1.16	1.26	1.03	1.43
<b>Limited Review:</b>															
Non-MSA	73	20.80	0.00	0.00	4.66	1.37	58.25	50.68	37.09	47.95	1.12	0.00	0.73	0.91	1.39

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: NEW HAMPSHIRE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Manchester MSA	91	81.25	11.27	16.48	14.41	18.68	49.51	46.15	24.50	18.68	0.60	1.36	1.06	0.53	0.26
<b>Limited Review:</b>															
Non-MSA	21	18.75	0.00	0.00	7.20	0.00	59.25	47.62	33.54	52.38	0.41	0.00	0.00	0.38	0.60

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE			Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Manchester MSA	77	86.52	18.88	4.05	18.83	21.62	23.63	28.38	38.65	45.95	0.68	0.29	0.37	0.61	1.24	
<b>Limited Review:</b>																
Non-MSA	12	13.48	15.23	16.67	15.20	16.67	22.69	16.67	46.89	50.00	0.37	0.96	0.49	0.40	0.16	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 3.4% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Manchester MSA	2	33.33	18.88	0.00	18.83	0.00	23.63	0.00	38.65	100.00	0.40	0.00	0.00	0.00	1.08	
<b>Limited Review:</b>																
Non-MSA	4	66.67	15.23	0.00	15.20	50.00	22.69	0.00	46.89	50.00	0.35	0.00	0.00	0.00	0.72	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEW HAMPSHIRE						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Manchester MSA	278	79.20	18.88	9.09	18.83	18.18	23.63	26.55	38.65	46.18	1.42	1.49	1.61	1.27	1.41
<b>Limited Review:</b>															
Non-MSA	73	20.80	15.23	1.39	15.20	12.50	22.69	26.39	46.89	59.72	1.26	0.83	0.80	1.28	1.38

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.1% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: NEW HAMPSHIRE		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Manchester MSA	91	81.25	72.81	62.64	82.42	4.40	13.19	0.60	1.07
<b>Limited Review:</b>									
Non-MSA	21	18.75	72.53	47.62	90.48	4.76	4.76	0.41	0.58

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 3.57% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Manchester MSA	6	666	1	148	7	814	23.48	10	25
<b>Limited Review:</b>									
Non-MSA	3	2,653	0	0	3	2,653	76.52	4	13

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System																	
Geography: NEW HAMPSHIRE																	
Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013																	
MA/Assessment Area:	Deposits	Branches						ATMs						Population			
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Manchester MSA	79.95	9	75.00	11.11	22.22	55.56	11.11	17	80.95	17.65	23.53	47.06	11.76	6.59	18.76	51.11	23.55
<b>Limited Review:</b>																	
Non-MSA	20.05	3	25.00	0.00	0.00	100.00	0.00	4	19.05	0.00	25.00	75.00	0.00	0.00	7.74	59.30	32.96

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

Distribution of Branch Delivery System and Branch Openings/Closings																Geography: NEW HAMPSHIRE				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population									
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography									
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp						
<b>Full Review:</b>																							
Manchester MSA	79.95	9	75.00	11.11	22.22	55.56	11.11	0	2	- 1	0	- 1	0	6.59	18.76	51.11	23.55						
<b>Limited Review:</b>																							
Non-MSA	20.05	3	25.00	0.00	0.00	100.00	0.00	0	0	0	0	0	0	0.00	7.74	59.30	32.96						

Table 1. Lending Volume

LENDING VOLUME		Geography: NEW JERSEY						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Trenton MSA	100.00	334	80,601	102	12,272	0	0	1	6,188	437	99,061	100.00

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: NEW JERSEY						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Trenton MSA	49	100.00	6.87	0.00	14.10	6.12	36.68	38.78	42.35	55.10	0.70	0.00	0.24	0.80	0.77

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT		Geography: NEW JERSEY								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Trenton MSA	12	100.00	6.87	0.00	14.10	25.00	36.68	25.00	42.35	50.00	0.76	0.00	0.00	0.58	1.35

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE		Geography: NEW JERSEY								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
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
<b>Full Review:</b>															
Trenton MSA	270	100.00	6.87	2.22	14.10	5.93	36.68	29.26	42.35	62.59	1.36	0.55	0.79	1.14	1.55

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW JERSEY								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Trenton MSA	102	100.00	11.93	19.61	11.00	9.80	28.26	27.45	48.81	43.14	0.92	3.61	0.44	1.03	0.66

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: NEW JERSEY						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Trenton MSA	49	100.00	22.84	6.67	16.80	22.22	19.15	22.22	41.20	48.89	0.69	0.50	0.53	0.98	0.68

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 8.2% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT			Geography: NEW JERSEY						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Trenton MSA	12	100.00	22.84	8.33	16.80	16.67	19.15	33.33	41.20	41.67	0.80	0.00	0.00	0.00	2.13

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: NEW JERSEY				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Trenton MSA	270	100.00	22.84	9.02	16.80	18.05	19.15	25.56	41.20	47.37	1.58	1.14	2.38	1.61	1.41	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.5% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES		Geography: NEW JERSEY			Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Trenton MSA	102	100.00	68.96	62.75	74.51	14.71	10.78	0.92	1.43

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 2.94% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: NEW JERSEY				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Trenton MSA	6	1,515	1	1,364	7	2,879	100.00	12	56

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: NEW JERSEY				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches				ATMs				Population							
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Trenton MSA	100.00	14	100.00	14.29	7.14	21.43	57.14	19	100.00	5.26	21.05	42.11	31.58	13.57	16.01	31.90	38.00

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

Distribution of Branch Delivery System and Branch Openings/Closings				Geography: NEW JERSEY				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings				Population					
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Trenton MSA	100.00	14	100.00	14.29	7.14	21.43	57.14	0	0	0	0	0	0	13.57	16.01	31.90	38.00

Table 1. Lending Volume

LENDING VOLUME		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
MA/Assessment Area (2013):	% of Rated Area Loans (#) in MA/AA*	Home Mortgage		Small Loans to Businesses		Small Loans to Farms		Community Development Loans**		Total Reported Loans		% of Rated Area Deposits in MA/AA***
		#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$ (000's)	#	\$(000's)	
<b>Full Review:</b>												
Bethesda MD	50.00	123	55,563	47	4,914	0	0	1	950	171	61,427	41.00
<b>Limited Review:</b>												
Baltimore MSA	37.72	117	47,275	10	625	0	0	2	3,640	129	51,540	23.85
Hagerstown MSA	12.28	27	3,815	15	964	0	0	0	0	42	4,779	35.15

\* Loan Data as of December 31, 2013. Rated area refers to either state or multistate MA rating area.

\*\* The evaluation period for Community Development Loans includes January 1, 2011 through December 31, 2013.

\*\*\* Deposit Data as of June 30, 2013. Rated Area refers to the state, multistate MA, or institution, as appropriate.

Table 2. Geographic Distribution of Home Purchase Loans

Geographic Distribution: HOME PURCHASE		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
MA/Assessment Area:	Total Home Purchase Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Bethesda MD	21	46.67	3.05	0.00	22.99	9.52	41.19	9.52	32.76	80.95	0.05	0.00	0.02	0.02	0.12
<b>Limited Review:</b>															
Baltimore MSA	19	42.22	2.36	0.00	17.57	5.26	49.85	31.58	30.22	63.16	0.07	0.00	0.00	0.04	0.16
Hagerstown MSA	5	11.11	1.49	0.00	13.28	20.00	51.66	40.00	33.57	40.00	0.18	0.00	0.44	0.00	0.40

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One-to-Four family and manufactured housing (Property type of 1 or 2).

Table 3. Geographic Distribution of Home Improvement Loans

Geographic Distribution: HOME IMPROVEMENT			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013					Market Share (%) by Geography*				
MA/Assessment Area:	Total Home Improvement Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Overall	Low	Mod	Mid	Upp	
	#	% of Total **	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****	% Owner Occ Units ***	% BANK Loans ****						
<b>Full Review:</b>																
Bethesda MD	2	50.00	3.05	0.00	22.99	0.00	41.19	0.00	32.76	100.00	0.21	0.00	0.00	0.00	0.46	
<b>Limited Review:</b>																
Baltimore MSA	2	50.00	2.36	0.00	17.57	0.00	49.85	0.00	30.22	100.00	0.08	0.00	0.00	0.00	0.27	
Hagerstown MSA	0	0.00	1.49	0.00	13.28	0.00	51.66	0.00	33.57	0.00	0.00	0.00	0.00	0.00	0.00	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only One-to-Four family and manufactured housing (Property type of 1 or 2).

Table 4. Geographic Distribution of Home Mortgage Refinance Loans

Geographic Distribution: HOME MORTGAGE REFINANCE			Geography: MARYLAND								Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>															
Bethesda MD	99	46.48	3.05	0.00	22.99	24.24	41.19	34.34	32.76	41.41	0.09	0.00	0.16	0.08	0.08
<b>Limited Review:</b>															
Baltimore MSA	92	43.19	2.36	2.17	17.57	1.09	49.85	40.22	30.22	56.52	0.17	0.19	0.02	0.18	0.21
Hagerstown MSA	22	10.33	1.49	0.00	13.28	13.64	51.66	63.64	33.57	22.73	0.23	0.00	0.59	0.17	0.22

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Owner-Occupied Units is the number of owner-occupied units in a particular geography divided by the number of owner-occupied housing units in the area based on 2010 Census information.

\*\*\*\* Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2). Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

Table 6. Geographic Distribution of Small Loans to Businesses

Geographic Distribution: SMALL LOANS TO BUSINESSES			Geography: MARYLAND						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013						
MA/Assessment Area:	Total Small Business Loans		Low-Income Geographies		Moderate-Income Geographies		Middle-Income Geographies		Upper-Income Geographies		Market Share (%) by Geography*				
	#	% of Total **	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	% of Businesses ***	% BANK Loans	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Bethesda MD	47	65.28	3.84	2.13	27.75	36.17	34.14	38.30	34.27	23.40	0.11	0.00	0.17	0.14	0.07
<b>Limited Review:</b>															
Baltimore MSA	10	13.89	3.85	0.00	16.49	0.00	45.51	40.00	33.92	60.00	0.02	0.00	0.00	0.04	0.02
Hagerstown MSA	15	20.83	6.41	13.33	16.69	26.67	45.78	26.67	31.00	33.33	0.22	0.00	0.27	0.09	0.47

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Source Data - Dun and Bradstreet (2012).

Table 8. Borrower Distribution of Home Purchase Loans

Borrower Distribution: HOME PURCHASE		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Bethesda MD	21	46.67	20.78	4.76	17.55	0.00	21.88	9.52	39.78	85.71	0.06	0.04	0.00	0.05	0.12
<b>Limited Review:</b>															
Baltimore MSA	19	42.22	19.37	21.05	18.76	5.26	23.27	21.05	38.60	52.63	0.08	0.06	0.03	0.07	0.16
Hagerstown MSA	5	11.11	19.15	0.00	18.55	80.00	20.79	0.00	41.51	20.00	0.23	0.00	0.80	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* 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. Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2). Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

Table 9. Borrower Distribution of Home Improvement Loans

Borrower Distribution: HOME IMPROVEMENT		Geography: MARYLAND						Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013							
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 ****	Overall	Low	Mod	Mid	Upp
<b>Full Review:</b>															
Bethesda MD	2	50.00	20.78	0.00	17.55	0.00	21.88	50.00	39.78	50.00	0.22	0.00	0.00	0.43	0.24
<b>Limited Review:</b>															
Baltimore MSA	2	50.00	19.37	0.00	18.76	0.00	23.27	0.00	38.60	100.00	0.09	0.00	0.00	0.00	0.26
Hagerstown MSA	0	0.00	19.15	0.00	18.55	0.00	20.79	0.00	41.51	0.00	0.00	0.00	0.00	0.00	0.00

\* Based on 2012 Peer Mortgage Data (USPR)

\*\* Home improvement loans originated and purchased in the MA/AA as a percentage of all home purchase loans originated and purchased in the rated area. Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2). Data shown includes only one-to-four family and manufactured housing (property type of 1 or 2).

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 0.0% of loans originated and purchased by bank.

Table 10. Borrower Distribution of Home Mortgage Refinance Loans

Borrower Distribution: HOME MORTGAGE REFINANCE			Geography: MARYLAND				Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013									
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 ****	Overall	Low	Mod	Mid	Upp	
<b>Full Review:</b>																
Bethesda MD	99	46.48	20.78	9.09	17.55	21.21	21.88	23.23	39.78	46.46	0.11	0.09	0.13	0.10	0.11	
<b>Limited Review:</b>																
Baltimore MSA	92	43.19	19.37	5.43	18.76	19.57	23.27	28.26	38.60	46.74	0.22	0.20	0.23	0.23	0.22	
Hagerstown MSA	22	10.33	19.15	13.64	18.55	36.36	20.79	4.55	41.51	45.45	0.30	0.60	0.90	0.15	0.14	

\* Based on 2012 Peer Mortgage Data (USPR)

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

\*\*\* Percentage of Families is based on the 2010 Census information.

\*\*\*\* As a percentage of one-to-four family and manufactured housing (property type of 1 or 2) loans with borrower income information available. No information was available for 1.0% of loans originated and purchased by bank.

Table 11. Borrower Distribution of Small Loans to Businesses

Borrower Distribution: SMALL LOANS TO BUSINESSES			Geography: MARYLAND		Evaluation Period: JANUARY 1, 2012 TO DECEMBER 31, 2013				
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
<b>Full Review:</b>									
Bethesda MD	47	65.28	72.17	61.70	80.85	12.77	6.38	0.11	0.16
<b>Limited Review:</b>									
Baltimore MSA	10	13.89	71.97	50.00	100.00	0.00	0.00	0.02	0.04
Hagerstown MSA	15	20.83	68.51	80.00	86.67	13.33	0.00	0.22	0.63

\* Based on 2012 Peer Small Business Data -- US and PR

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

\*\*\* Businesses with revenues of \$1 million or less as a percentage of all businesses (Source D&B - 2012).

\*\*\*\* Small loans to businesses with revenues of \$1 million or less as a percentage of all loans reported as small loans to businesses. No information was available for 6.94% of small loans to businesses originated and purchased by the bank.

Table 14. Qualified Investments

QUALIFIED INVESTMENTS		Geography: MARYLAND				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013			
MA/Assessment Area:	Prior Period Investments*		Current Period Investments		Total Investments			Qualified Grants**	
	#	\$(000's)	#	\$(000's)	#	\$(000's)	% of Total	#	\$(000's)
<b>Full Review:</b>									
Bethesda MD	1	179	1	224	2	403	13.15	5	19
<b>Limited Review:</b>									
Baltimore MSA	3	2,034	1	224	4	2,258	73.69	2	8
Hagerstown MSA	1	179	1	224	2	403	13.15	2	8

---

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

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

Table 15. Distribution of Branch and ATM Delivery System

Distribution of Branch and ATM Delivery System				Geography: MARYLAND				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						ATMs				Population					
	% of Total Bank Deposits	# of Bank Branches	% of Total Bank Branches	Location of Branches by Income of Geographies (%)				# of Bank ATMs	% of Total Bank ATMs	Location of ATMs by Income of Geographies (%)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Bethesda MD	41.00	4	40.00	25.00	25.00	0.00	50.00	0	0.00	0.00	0.00	0.00	0.00	6.10	28.33	37.49	28.08
<b>Limited Review:</b>																	
Baltimore MSA	23.85	3	30.00	0.00	0.00	66.67	33.33	3	60.00	0.00	0.00	66.67	33.33	5.12	23.32	45.74	25.45
Hagerstown MSA	35.15	3	30.00	0.00	33.33	33.33	33.33	2	40.00	0.00	50.00	50.00	0.00	3.63	17.72	46.35	28.12

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

Distribution of Branch Delivery System and Branch Openings/Closings				Geography: MARYLAND				Evaluation Period: JANUARY 1, 2011 TO DECEMBER 31, 2013									
MA/Assessment Area:	Deposits	Branches						Branch Openings/Closings						Population			
	% of Rated Area Deposits in AA	# of BANK Branches	% of Rated Area Branches in AA	Location of Branches by Income of Geographies (%)				# of Branch Openings	# of Branch Closings	Net change in Location of Branches (+ or -)				% of Population within Each Geography			
				Low	Mod	Mid	Upp			Low	Mod	Mid	Upp	Low	Mod	Mid	Upp
<b>Full Review:</b>																	
Bethesda MD	41.00	4	40.00	25.00	25.00	0.00	50.00	0	0	0	0	0	0	6.10	28.33	37.49	28.08
<b>Limited Review:</b>																	
Baltimore MSA	23.85	3	30.00	0.00	0.00	66.67	33.33	0	0	0	0	0	0	5.12	23.32	45.74	25.45
Hagerstown MSA	35.15	3	30.00	0.00	33.33	33.33	33.33	0	2	- 1	0	0	- 1	3.63	17.72	46.35	28.12